

WAM MICROCAP LIMITED

ABN 34 617 838 418

Appendix 4E Preliminary Final Report for the year ended 30 June 2020

Results for Announcement to the Market

All comparisons to the year ended 30 June 2019

	\$	up/down	% mvmt
Revenue from ordinary activities	21,874,217	up	68.4%
Profit from ordinary activities before income tax expense	14,830,715	up	71.8%
Net profit from ordinary activities after income tax expense	11,327,784	up	61.2%

Dividend information	Cents per share	Franked amount per share	Tax rate for franking
2020 Special dividend cents per share	3.0c	3.0c	30%
2020 Final dividend cents per share	3.0c	3.0c	30%
2020 Interim dividend cents per share	3.0c	3.0c	30%

Final and special dividend dates

Ex dividend date	12 October 2020
Record date	13 October 2020
Last election date for the DRP	15 October 2020
Payment date	23 October 2020

Dividend Reinvestment Plan

The Dividend Reinvestment Plan ('DRP') is in operation and the recommended fully franked final dividend of 3.0 cents per share and the fully franked special dividend of 3.0 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 20	30 Jun 19
Net tangible asset backing (after tax) per share	\$1.28	\$1.27

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*

2020 Annual Report

For the year ended 30 June 2020

W Wilson
Asset Management

OVER **20** Making a
YEARS difference

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 Kiriczenko

Investment Manager

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

Auditor

Pitcher Partners

Country of Incorporation

Australia

Registered Office

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

Contact Details

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Sydney NSW 2001
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E: info@wilsonassetmanagement.com.au
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Share Registry

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
T: 1300 420 372 (in Australia)
+61 2 8023 5472 (International)
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

November 2020



Due to the coronavirus, our Annual General Meeting and Shareholder Presentation will be hosted online at WAM Vault.

wilsonassetmanagement.com.au/vault



W | A | M Vault

Key highlights FY2020

+17.5%

Investment portfolio outperformance

\$14.8m

Operating profit before tax

6.0c

Increased fully franked full year dividend

3.0c

Increased fully franked special dividend

Snapshot as at 30 June 2020

Listing date	June 2017
Gross assets	\$191.2m
Market capitalisation	\$173.1m
Shares on issue	141,855,810
Share price	\$1.22
Net tangible assets (pre-tax)	\$1.31
Net tangible assets (post-tax)	\$1.28
Fully franked full year dividend FY2020	6.0 cents
Fully franked special dividend FY2020	3.0 cents
Total full year dividends FY2020	9.0 cents

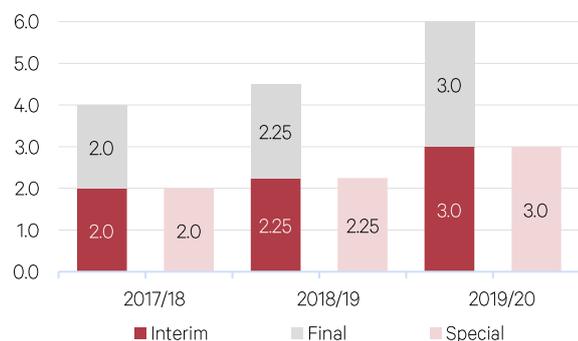
FY2020 results

The investment portfolio outperformed the S&P/ASX Small Ordinaries Accumulation Index by 17.5%, increasing 11.8% during the 12-month period while the Index fell 5.7%, during a period of heightened volatility for equity markets. The outperformance was achieved with an average cash weighting of 21.9%, reflecting the strong risk-adjusted returns provided by the Investment Manager during the period and since inception. Since inception, the investment portfolio has increased 15.9% per annum, while holding on average 22.1% in cash, outperforming the Index by 10.0% per annum.

The Board declared a fully franked full year dividend of 6.0 cents per share, an increase of 33.3% on the previous year, with the fully franked final dividend being 3.0 cents per share. The Board also declared an additional fully franked special dividend of 3.0 cents per share, an increase of 33.3% on last year's special dividend. WAM Microcap has paid 15.75 cents per share in fully franked dividends to shareholders since inception. As at 31 July 2020, the Company's profits reserve was 33.9 cents per share, representing 5.7 years of dividend coverage.

WAM Microcap achieved an operating profit before tax of \$14.8 million for the year (FY2019: \$8.6 million) and an operating profit after tax of \$11.3 million (FY2019: \$7.0 million). The operating profit for the year is reflective of the strong investment portfolio performance during the period.

Fully franked dividends since inception



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Chairman's letter

Dear Fellow Shareholders,

I would like to thank you for your continued support during the 2020 financial year and I would like to welcome all our new shareholders. I hope you are safe and well as we live through the dramatic changes brought about by the coronavirus pandemic. For the first time in 22 years, we were unable to meet with you in person at our Shareholder Presentations in May 2020. We have enjoyed our daily email and telephone correspondence, regular Investor Q&A Calls and providing you with a virtual alternative in WAM Vault, and hope to see you again as soon as it is safe to do so.

In 2020, the Company continued to deliver shareholders strong risk-adjusted returns. The WAM Microcap investment portfolio outperformed the S&P/ASX Small Ordinaries Accumulation Index by 17.5%, increasing 11.8% during the 12-month period while the Index fell 5.7%, during a period of heightened volatility for equity markets. This outperformance was achieved with an average cash weighting of 21.9%. The return on the equity portion of the portfolio was 14.8% and the return on the cash portion of the portfolio was 1.0% for the year. Since inception in June 2017, the WAM Microcap investment portfolio has increased 15.9% per annum, outperforming the Index by 10.0% per annum.

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 221 individual companies and at 30 June 2020, we held investments in 66 companies.

The WAM Microcap Board of Directors declared a fully franked final dividend of 3.0 cents per share. Together with the fully franked interim dividend of 3.0 cents per share, this brings the fully franked full year dividend to 6.0 cents per share, a 33.3% increase on the prior year. Due to the strong performance of the investment portfolio since inception, the Board also declared an additional fully franked special dividend of 3.0 cents per share to be paid to shareholders. Since inception in June 2017, WAM Microcap has paid 15.75 cents per share in fully franked dividends to shareholders. As at 31 July 2020, the Company's profits reserve was 33.9 cents per share, before the payment of the fully franked final dividend of 3.0 cents per share and fully franked special dividend of 3.0 cents per share.

In the year to 30 June 2020, the Company achieved an operating profit before tax of \$14.8 million (FY2019: \$8.6 million) and an operating profit after tax of \$11.3 million (FY2019: \$7.0 million). The operating profit of the Company is impacted by the change in the dollar value of the portfolio in each operating period.

Company performance

The performance of a listed investment company is best evaluated by three key measures: 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

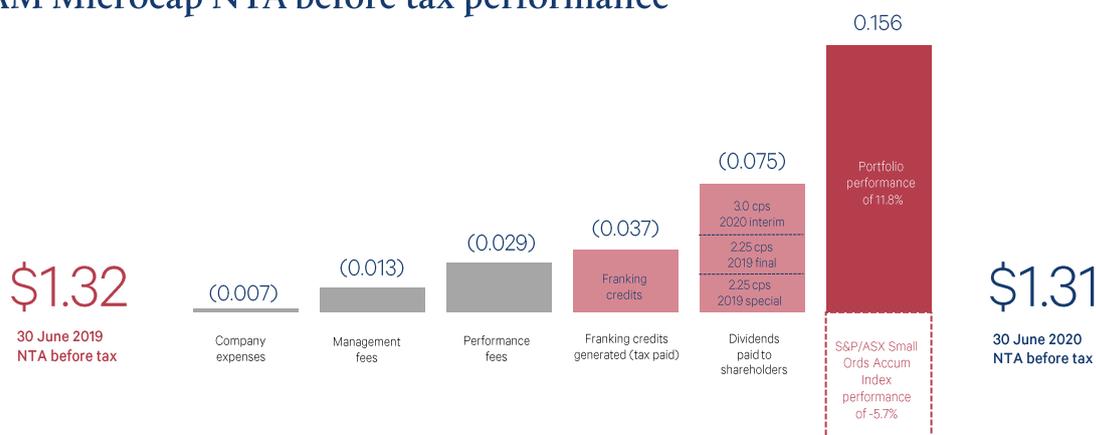
Performance at 30 June 2020	3 mths	6 mths	1 yr	Since inception % p.a. (Jun-17)
WMI Investment Portfolio	32.9%	-5.7%	11.8%	15.9%
S&P/ASX Small Ordinaries Accumulation Index	23.9%	-9.2%	-5.7%	5.9%
Outperformance	+9.0%	+3.5%	+17.5%	+10.0%

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

2. NTA growth

WAM Microcap's NTA before tax increased 5.3% for the year to 30 June 2020, including the 7.5 cents per share in fully franked dividends paid to shareholders during the year. This increase is after corporate tax paid of 3.7 cents per share or 2.8% during the year. Corporate tax payments made throughout the period and the performance fee of 2.2% were the major items of difference between the investment portfolio performance of 11.8% 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% 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 2020 was reflective of the investment portfolio outperformance and the reduction in the share price discount to NTA. As at 30 June 2020, the share price discount to NTA was 7.1% (2019: 7.9%), with TSR of 6.4% for the year. The S&P/ASX Small Ordinaries Accumulation Index fell 5.7% for the period. This measure does not value the potential benefit of franking credits distributed to shareholders through fully franked dividends.

Equity market overview and portfolio outperformance

The 2020 financial year was a dramatic period for Australian equities, underscored by slowing economic growth, bushfire and drought, and the coronavirus pandemic. These factors greatly impacted the volatile micro-cap segment of the market. The WAM Microcap investment portfolio performed strongly for the financial year, outperforming the S&P/ASX Small Ordinaries Accumulation Index by 17.5%.

The 2019 September quarter was marked by weaker-than-expected economic growth, rising unemployment and sluggish wage growth, leading the Reserve Bank of Australia to cut the official interest rate for the third time in 2019 to a low of 0.75%. The search for yield led to a mispricing of assets and low rates pushed investors up the risk curve into less liquid securities throughout the December quarter and into the new year. In the 2019 year, the S&P/ASX All Ordinaries Accumulation Index recorded the greatest annual performance since the period of the global financial crisis, while company valuations expanded significantly despite little-to-no-earnings growth in the lead up to the coronavirus pandemic.

Over the March quarter, micro-cap companies underperformed compared to the larger small-cap companies, which is common through periods of extreme volatility. In March, we identified the automotive sector as a potential beneficiary of economies emerging out of the coronavirus crisis given a reluctance for people to use public transport. As our confidence increased around shutdown measures being lifted throughout April and May, a number of sectors such as retail and tourism began to look attractive on a long-term view. The technology sector continued its strong performance with most companies coming through the coronavirus period unscathed with minimal customer churn and increased adoption of their services. In March, we took advantage of the broad sell-off to buy some companies within the technology sector that fit our investment process and were trading at attractive valuations. We continue to be selective in choosing our exposures within the technology sector and note that valuations continue to remain very high.

The investment portfolio performed strongly through the June quarter, highlighted by the portfolio outperforming the S&P/ASX Small Ordinaries Accumulation index by 9.0% despite having an average cash position of 23.8%. The transition for consumers in the retail industry to shop online accelerated over the June quarter. According to the NAB Online Retail Sales Index, online purchases increased by 59% in April, the highest growth rate in the eight-year history of the data series. Our best performer through the June quarter, online marketplace Temple & Webster Group (ASX: TPW) saw revenue grow strongly, with June delivering 130% sales growth compared to the previous corresponding period. We continue to be positive about the outlook for these businesses over the medium term and believe that the structural shift to online shopping will continue to accelerate given lockdown measures in Victoria.

The largest contributors to the investment portfolio's outperformance during the year included Temple & Webster Group (ASX: TPW), City Chic Collective (ASX: CCX), Viva Leisure (ASX: VVA), Data#3 (ASX: DTL), Kogan.com (ASX: KGN), Johns Lyng Group (ASX: JLG), The Reject Shop (ASX: TRS), Sezzle (ASX: SZL), OptiComm (ASX: OPC) and National Veterinary Care (ASX: NVL). The largest detractors from the investment portfolio during the year included Citadel Group (ASX: CGL), Myer Holdings (ASX: MYR), People Infrastructure (ASX: PPE), Mitchell Services (ASX: MSV) and Cirrus Networks Holdings (ASX: CNW).

Dividends

The Board declared a fully franked final dividend of 3.0 cents per share, with the fully franked full year dividend being 6.0 cents per share. The Board also declared an additional fully franked special dividend of 3.0 cents per share. Since inception, the Company has paid 15.75 cents per share in fully franked dividends to shareholders.

The Board is committed to paying a stream of fully franked dividends to shareholders, provided the Company has sufficient profits reserves and franking credits and it is within prudent business practices. As at 31 July 2020, the Company had 33.9 cents per share available in the profits reserve, before the payment of the fully franked final dividend of 3.0 cents per share and fully franked special dividend of 3.0 cents per share. The Company's ability to generate franking credits is dependent upon the receipt of franked dividends from investments and the payment of tax on profits. The dividend reinvestment plan is available to shareholders for the interim, final and special dividends. The dividend reinvestment plan will operate without a discount for the final and special dividends.

Capital management

Since year end, WAM Microcap completed an oversubscribed Share Purchase Plan (SPP) and Placement following overwhelming demand from WAM Microcap shareholders, raising a combined \$88.0 million. The SPP closed on 20 August 2020 and was oversubscribed after raising \$58.7 million, with more than 55% of existing shareholders participating. The Placement raised \$29.3 million and was oversubscribed and subject to scale back.

The primary purpose of the capital raising initiatives was to grow the Company's assets. WAM Microcap's larger capital base increases the liquidity of the shares and its relevance in the market by improving the prospect of broker and research coverage, and increasing interest from financial planners. The Company will also gain additional access and exposure to market opportunities, such as capital raisings and pre-IPO investments.

Company outlook

WAM Microcap enters the 2021 financial year with a conservative balance sheet, no debt and a flexible and proven investment process with the patience and expertise of an experienced investment team. The Company will continue to seek opportunities irrespective of market conditions and we remain well positioned to capitalise on these as they emerge.

Shareholder engagement and communication

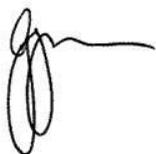
Shareholders are the owners of WAM Microcap. Our responsibility is to manage the Company on their behalf and be available to report to them on a regular basis. We encourage all shareholders to meet with us and utilise our proactive approach to keeping them informed. We do this regularly in many ways,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

- Updates from our Lead Portfolio Managers;
- Investment team insights at WAM Vault: wilsonassetmanagement.com.au/vault;
- Roundtables with our shareholders and planners, advisers and their clients;
- NTA reports and investment updates;
- Shareholder Q&A calls;
- Presentations and lunches across Australia; and
- Annual and interim results 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, appearing to read 'Geoff Wilson', with a long horizontal flourish 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 85,000 retail investors across six LICs:

- WAM Capital (ASX: WAM) – the most compelling undervalued growth companies in the Australian market;
- WAM Leaders (ASX: WLE) – actively investing in the highest quality Australian companies;
- WAM Global (ASX: WGB) – the world’s most compelling undervalued growth companies;
- WAM Microcap (ASX: WMI) – the most exciting undervalued growth companies in the Australian micro-cap market;
- WAM Research (ASX: WAX) – the most compelling undervalued growth companies in the Australian market; and
- WAM Active (ASX: WAA) – market mispricing opportunities in the Australian market.

Wilson Asset Management created and is the lead supporter of the first LICs to deliver both investment and social returns: Future Generation Australia (ASX: FGX) and Future Generation Global (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, providing shareholders with 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.

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

Experience. Wilson Asset Management’s investment team is comprised of 13 professionals with a total focus on protecting and growing shareholder capital and is informed by more than 170 years combined equity market experience.

Market access. Wilson Asset Management’s investment team hold more than 2,500 company meetings each year, that 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. 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.

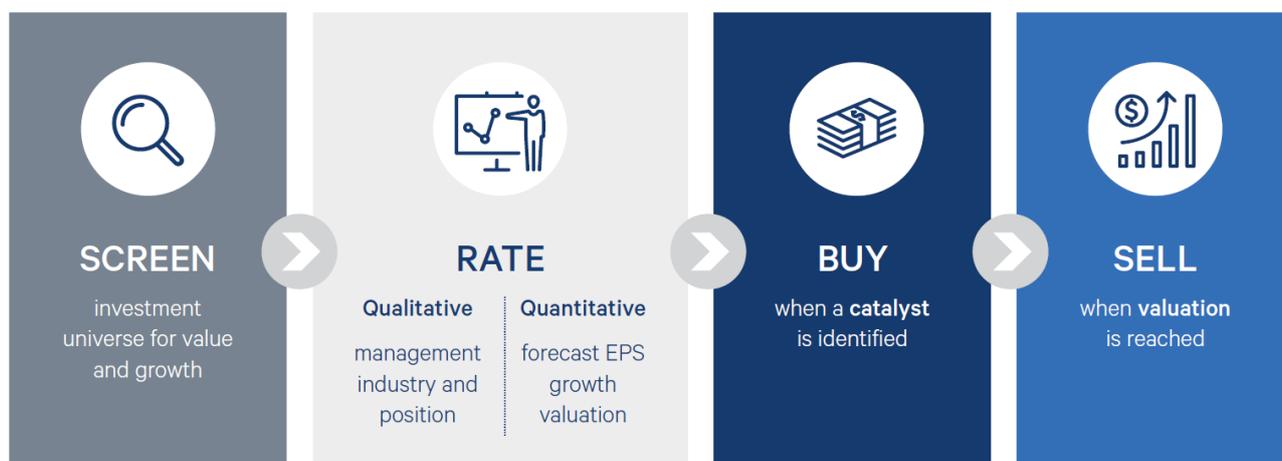
Investment process – the most exciting undervalued growth companies in the Australian micro-cap market

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 2020

The Directors present their report together with the financial report of WAM Microcap for the financial year ended 30 June 2020.

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 \$14,830,715 (2019: \$8,632,338) and an operating profit after tax of \$11,327,784 (2019: \$7,026,565). The operating profit for the year is reflective of the strong investment portfolio performance over the period. The investment portfolio outperformed the S&P/ASX Small Ordinaries Accumulation Index by 17.5%, while being on average 78.1% invested in equities, increasing 11.8% during the 12-month period while the Index fell 5.7%. Since inception, the investment portfolio has increased 15.9% per annum, outperforming the Index by 10.0% per annum.

The operating profit for the year includes unrealised gains or losses arising from changes in the fair value of the investments held in the portfolio during the year. This movement in the fair 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 2020 was \$181,434,534 (2019: \$179,442,248). Further information on the financial position of the Company is contained in the Chairman's Letter.

Significant changes in state of affairs

There was no significant change in the state of affairs of the Company during the year ended 30 June 2020.

Dividends paid or recommended

Dividends paid or declared during the year are as follows:

	\$
Fully franked FY2019 final dividend of 2.25 cents per share paid on 18 October 2019	3,169,393
Fully franked FY2019 special dividend of 2.25 cents per share paid on 18 October 2019	3,169,393
Fully franked FY2020 interim dividend of 3.0 cents per share paid on 21 April 2020	4,243,027

Since the end of the year, the Directors declared a fully franked final dividend of 3.0 cents per share. Due to the strong performance of the investment portfolio since inception, the Board also declared an additional fully franked special dividend of 3.0 cents per share to be paid to shareholders. The fully franked final and special dividends are due to be paid on 23 October 2020.

The Board is committed to paying a stream of fully franked dividends to shareholders, provided the Company has sufficient profits 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 on profits.

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 40 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 Australia and Future Generation Global. 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, 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 31 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 member of the AICD (GAICD).

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 15 years' experience in the funds management industry and more than 21 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 Graduate member of the AICD (GAICD).

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 Kiriczenko

Linda Kiriczenko has over 16 years' experience in financial accounting including more than 12 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 2020:

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	649	61	710
		41,744	3,966	45,710

Directors receive a superannuation guarantee contribution required by the government, which was 9.5% of individuals' benefits for FY2020 and do not receive any other retirement benefits. Directors may also elect to salary sacrifice their fees into superannuation.

Remuneration Report (Audited) (cont'd)**a) Remuneration of Directors (cont'd)**

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

Director	Position	Short-term employee benefits	Post-employment benefits	Total
		Directors' Fees	Superannuation	
		\$	\$	\$
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

The following table reflects the Company's performance and Directors' remuneration since inception:

	2020	2019	2018
Operating profit after tax (\$)	\$11,327,784	\$7,026,565	\$30,682,054
Dividends (cents per share)	9.0	6.75	6.0
NTA after tax (\$ per share)	\$1.28	\$1.27	\$1.28
Total Directors' remuneration (\$)	\$45,710	\$55,000	\$55,542
Shareholder's equity (\$)	\$181,434,534	\$179,442,248	\$180,263,689

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 (the Investment Manager or the Manager), part of the Wilson Asset Management Group. 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 \$2,131,351 inclusive of GST (2019: \$2,043,555). As at 30 June 2020, the balance payable to the Manager was \$174,929 inclusive of GST (2019: \$172,402).

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.

Remuneration Report (Audited) (cont'd)

b) Director related entities remuneration (cont'd)

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 2020, a performance fee of \$4,354,448 inclusive of GST was payable to the Manager (2019: \$1,766,767).

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 2020, the fee for accounting services amounted to \$46,200 inclusive of GST (2019: \$46,200) and the fee for Company Secretarial services amounted to \$16,500 inclusive of GST (2019: \$16,500). Entities associated with Geoff Wilson hold 100% of the issued shares of Wilson Asset Management (International) Pty Limited.

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 2019	Acquisitions	Disposals	Balance at 30 June 2020	Balance at the date of this report
Geoff Wilson	1,000,001	40,000	-	1,040,001	1,040,001
Jacqueline Sullivan	-	-	-	-	-
Kate Thorley	222,093	13,490	-	235,583	235,583
	1,222,094	53,490	-	1,275,584	1,275,584

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)	-	-

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 3.0 cents per share, together with a fully franked special dividend of 3.0 cents per share. The fully franked final and special dividends are due to be paid on 23 October 2020.

On 25 August 2020, WAM Microcap completed an oversubscribed Share Purchase Plan (SPP) and Placement following overwhelming demand from WAM Microcap shareholders, raising a combined \$88.0 million. The SPP closed on 20 August 2020 and was oversubscribed after raising \$58.7 million, with more than 55% of existing shareholders participating. The Placement raised \$29.3 million and was oversubscribed and subject to scale back.

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.

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 to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or 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 (including Independence Standards) 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.

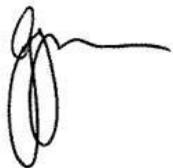
Corporate Governance Statement

The Company's Corporate Governance Statement for the year ended 30 June 2020 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 22 of the Annual Report.

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



Geoff Wilson AO
Chairman

Dated in Sydney this 27th day of August 2020

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201 Sussex Street
Sydney NSW 2000

Postal Address
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 2020, 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 APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.



S M Whiddett
Partner

Pitcher Partners
Sydney

27 August 2020

Statement of comprehensive income for the year ended 30 June 2020

	Note	2020 \$	2019 \$
Net realised and unrealised gains on financial investments		17,664,147	8,117,349
Other revenue from operating activities	2	4,210,070	4,872,024
Management fees		(1,986,032)	(1,904,222)
Performance fees		(4,057,554)	(1,646,306)
Directors fees		(45,710)	(55,000)
Brokerage expense on share purchases		(484,566)	(312,422)
Expenses paid on borrowed stock		(42,877)	-
Custody fees		(16,391)	(15,556)
ASX listing and chess fees		(87,027)	(82,243)
Share registry fees		(66,677)	(63,733)
Disbursements, mailing and printing		(53,494)	(52,087)
ASIC industry funding levy		(11,764)	(20,430)
Other expenses from ordinary activities		(191,410)	(205,036)
Profit before income tax		14,830,715	8,632,338
Income tax expense	3(a)	(3,502,931)	(1,605,773)
Profit after income tax attributable to members of the Company		11,327,784	7,026,565
Other comprehensive income			
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		11,327,784	7,026,565
Basic and diluted earnings per share	14	8.01 cents	5.00 cents

The accompanying notes form part of these financial statements.

Statement of financial position as at 30 June 2020

	Note	2020 \$	2019 \$
Current assets			
Cash and cash equivalents	12	37,577,199	28,893,613
Trade and other receivables	6	533,122	761,461
Financial assets	7	158,359,635	164,333,580
Total current assets		196,469,956	193,988,654
Non-current assets			
Deferred tax assets	3(b)	165,646	323,041
Total non-current assets		165,646	323,041
Total assets		196,635,602	194,311,695
Current liabilities			
Trade and other payables	8	9,941,812	7,829,575
Current tax liabilities	3(c)	1,092,234	1,321,270
Total current liabilities		11,034,046	9,150,845
Non-current liabilities			
Deferred tax liabilities	3(d)	4,167,022	5,718,602
Total non-current liabilities		4,167,022	5,718,602
Total liabilities		15,201,068	14,869,447
Net assets		181,434,534	179,442,248
Equity			
Issued capital	9	154,547,940	153,301,625
Profits reserve	10	40,673,072	26,641,727
Accumulated losses	11	(13,786,478)	(501,104)
Total equity		181,434,534	179,442,248

The accompanying notes form part of these financial statements.

Statement of changes in equity for the year ended 30 June 2020

	Note	Issued capital \$	Accumulated losses \$	Profits reserve \$	Total equity \$
Balance at 1 July 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 period		-	-	-	-
Transactions 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
Profit for the year		-	11,327,784	-	11,327,784
Transfer to profits reserve		-	(24,613,158)	24,613,158	-
Other comprehensive income for the year		-	-	-	-
Transaction with owners:					
Shares issued via dividend reinvestment plan	9(b)	1,246,315	-	-	1,246,315
Dividends paid	4(a)	-	-	(10,581,813)	(10,581,813)
Balance at 30 June 2020		154,547,940	(13,786,478)	40,673,072	181,434,534

The accompanying notes form part of these financial statements.

Statement of cash flows for the year ended 30 June 2020

	Note	2020 \$	2019 \$
Cash flows from operating activities			
Proceeds from sale of investments		419,606,512	236,065,877
Payments for purchase of investments		(395,985,592)	(230,907,101)
Dividends received		3,478,700	3,720,766
Interest received		453,337	795,930
Other investment income received		248,368	390,918
Management fee (GST inclusive)		(2,128,824)	(2,047,316)
Performance fee (GST inclusive)		(1,766,767)	(1,877,192)
Brokerage expense on share purchases (GST inclusive)		(518,694)	(334,997)
Payments for administration expenses (GST inclusive)		(543,643)	(497,143)
Income tax paid		(5,126,152)	(4,789,194)
GST on brokerage expense on share sales		(34,137)	(23,144)
Net GST received from ATO		335,976	325,180
Net cash provided by operating activities	13	18,019,084	822,584
Cash flows from financing activities			
Dividends paid – net of reinvestment		(9,335,498)	(7,848,006)
Net cash used in financing activities		(9,335,498)	(7,848,006)
Net increase/(decrease) in cash and cash equivalents held		8,683,586	(7,025,422)
Cash and cash equivalents at beginning of the year		28,893,613	35,919,035
Cash and cash equivalents at the end of the year	12	37,577,199	28,893,613
Non-cash transactions:			
Shares issued via dividend reinvestment plan		1,246,315	919,990

The accompanying notes form part of these financial statements.

Notes to the financial statements for the year ended 30 June 2020

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 financial report was authorised for issue on 27 August 2020 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.

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.

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.

1. Significant accounting policies (cont'd)

a) Financial instruments (cont'd)

Classification and subsequent measurement

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

1. Significant accounting policies (cont'd)

b) Income tax (cont'd)

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 off are credited against the same line item. As at 30 June 2020, there are no expected credit losses recognised (2019: nil).

1. Significant accounting policies (cont'd)

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 2020. 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

	2020 \$	2019 \$
Australian sourced dividends	3,499,185	3,600,548
Interest	400,572	826,848
Foreign sourced dividends	133,451	46,845
Trust distributions	121,712	337,480
Underwriting fees	55,150	60,303
	4,210,070	4,872,024

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:

	2020 \$	2019 \$
Prima facie tax on profit before income tax at 30% (2019: 30%)	4,449,215	2,589,702
Imputation credit gross up	387,350	431,117
Franking credit offset	(1,291,167)	(1,437,057)
Other non-assessable items*	(42,467)	22,011
	3,502,931	1,605,773
Effective tax rate	23.6%	18.6%

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

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

Total income tax expense results in a:	2020 \$	2019 \$
Current tax liability	4,897,116	1,321,270
Deferred tax liability	(1,551,580)	130,209
Deferred tax asset	157,395	154,294
	3,502,931	1,605,773

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

	2020 \$	2019 \$
Accruals	9,323	10,395
Capitalised share issue costs	156,323	312,646
	165,646	323,041
Movement in deferred tax assets		
Balance at the beginning of the year	323,041	477,335
Charged to the Statement of comprehensive income	(157,395)	(154,294)
At reporting date	165,646	323,041

c) Current tax liabilities

	2020 \$	2019 \$
Balance at the beginning of the year	1,321,270	4,789,194
Current year income tax on operating profit	4,897,116	1,321,270
Income tax paid	(5,126,152)	(4,789,194)
At reporting date	1,092,234	1,321,270

d) Deferred tax liabilities

	2020 \$	2019 \$
Fair value adjustments	4,163,408	5,718,602
Income provisions	3,614	-
	4,167,022	5,718,602
Movement in deferred tax liabilities		
Balance at the beginning of the year	5,718,602	5,588,393
(Credited)/charged to the Statement of comprehensive income	(1,551,580)	130,209
At reporting date	4,167,022	5,718,602

4. Dividends

a) Ordinary dividends paid during the year

	2020 \$	2019 \$
Final dividend FY2019: 2.25 cents per share fully franked at 30% tax rate, paid 18 October 2019 (Final dividend FY2018: 2.0 cents per share fully franked)	3,169,393	2,803,027
Special dividend FY2019: 2.25 cents per share fully franked at 30% tax rate, paid 18 October 2019 (Special dividend FY2018: 2.0 cents per share fully franked)	3,169,393	2,803,027
Interim dividend FY2020: 3.0 cents per share fully franked at 30% tax rate, paid 21 April 2020 (Interim dividend FY2019: 2.25 cents per share fully franked)	4,243,027	3,161,942
	10,581,813	8,767,996

b) Dividends not recognised at year end

	2020 \$	2019 \$
In addition to the above dividends, since the end of the year, the Directors have declared a 3.0 cents per share fully franked final dividend and a 3.0 cents per share fully franked special dividend (2019: 2.25 cents per share fully franked final dividend and 2.25 cents per share fully franked special dividend) which has not been recognised as a liability at the end of the financial year:	8,511,349	6,338,780

c) Dividend franking account

	2020 \$	2019 \$
Balance of franking account at year end	5,577,524	3,695,268
Adjusted for franking credits arising from: - Estimated income tax payable	1,092,234	1,321,270
Subsequent to the reporting period, the franking account would be reduced by the proposed dividend disclosed in Note 4(b):	(3,647,721)	(2,716,620)
	3,022,037	2,299,918

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 on profits.

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 \$4,163,408 (2019: \$5,718,602).

5. Auditor's remuneration

	2020 \$	2019 \$
Remuneration of the auditor for:		
Auditing and reviewing the financial report	47,632	46,097
Other services provided by a related practice of the auditor:		
Taxation services	8,250	8,250
	55,882	54,347

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

	2020 \$	2019 \$
GST receivable	355,360	170,776
Investment income receivable	177,762	148,097
Outstanding settlements	-	442,588
	533,122	761,461

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

	2020 \$	2019 \$
Listed investments at fair value	157,675,329	161,833,580
Unlisted investments at fair value	684,306	2,500,000
	158,359,635	164,333,580

The fair values of individual investments held at the end of the reporting period are disclosed on page 52 of the Annual Report. The unlisted investments at the end of the financial year relate to an initial public offering and a conditional placement which settle after 30 June 2020.

8. Trade and other payables

	2020 \$	2019 \$
Outstanding settlements	5,282,837	5,742,597
Management fee payable	174,929	172,402
Performance fee payable	4,354,448	1,766,767
Sundry payables	129,598	147,809
	9,941,812	7,829,575

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**

	2020 \$	2019 \$
141,855,810 ordinary shares fully paid (2019: 140,861,776)	154,547,940	153,301,625

b) Movement in issued capital

	2020 \$	2019 \$
Balance at the beginning of the year	153,301,625	152,381,635
572,458 ordinary shares issued on 18 October 2019 under a dividend reinvestment plan	790,456	-
421,576 ordinary shares issued on 21 April 2020 under a dividend reinvestment plan	455,859	-
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
At reporting date	154,547,940	153,301,625

Holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at shareholder meetings, otherwise each member present at a meeting or by proxy has one vote on a show of hands. In the event of winding up of the Company, ordinary shareholders rank after creditors and share in any proceeds on winding up in proportion to the number of shares held.

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, share purchase plans, 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 during the year. The Company is not subject to any externally imposed capital requirements.

10. Profits reserve

	2020 \$	2019 \$
Profits reserve	40,673,072	26,641,727

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

	2020 \$	2019 \$
Movement in profits reserve		
Balance at the beginning of the year	26,641,727	27,882,054
Transfer of profits during the year	24,613,158	7,527,669
Final and special dividends paid (refer to Note 4(a))	(6,338,786)	(5,606,054)
Interim dividend paid (refer to Note 4(a))	(4,243,027)	(3,161,942)
At reporting date	40,673,072	26,641,727

11. Accumulated losses

	2020 \$	2019 \$
Balance at the beginning of the year	(501,104)	-
Profit for the year attributable to members of the Company	11,327,784	7,026,565
Transfer to profits reserve	(24,613,158)	(7,527,669)
At reporting date	(13,786,478)	(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:

	2020 \$	2019 \$
Cash at bank	25,029,490	15,210,798
Term deposits	12,547,709	13,682,815
	37,577,199	28,893,613

The weighted average interest rate for cash and term deposits as at 30 June 2020 is 0.60% (2019: 1.69%). The term deposits have an average maturity of 52 days from the end of the period (2019: 55 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

	2020 \$	2019 \$
Reconciliation of profit after tax to cash flow from operations:		
Profit after income tax	11,327,784	7,026,565
Fair value gains and movements in financial assets	5,956,773	(2,958,573)
Changes in assets and liabilities:		
(Increase)/decrease in receivables	(214,249)	44,844
Decrease in deferred tax assets	157,395	154,294
Increase/(decrease) in payables	2,571,997	(106,831)
Decrease in current tax liabilities	(229,036)	(3,467,924)
(Decrease)/increase in deferred tax liabilities	(1,551,580)	130,209
Net cash provided by operating activities	18,019,084	822,584

14. Earnings per share

	2020 Cents per share	2019 Cents per share
Basic and diluted earnings per share	8.01	5.00

	2020 \$	2019 \$
Profit after income tax used in the calculation of basic and diluted earnings per share	11,327,784	7,026,565

	2020 No.	2019 No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic and diluted earnings per share	141,348,711	140,484,652

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

15. Financial risk management

The Company's financial instruments consist of listed and unlisted investments, trade receivables, trade payables and borrowed stock. 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 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.

15. Financial risk management (cont'd)

a) Credit risk (cont'd)

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 2020	>1 month \$	<1 month \$	Total \$
Liabilities			
Trade and other payables	-	9,941,812	9,941,812
Total	-	9,941,812	9,941,812

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

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 2020	Weighted average interest rate (% pa)	Interest bearing \$	Non-interest bearing \$	Total \$
Assets				
Cash and cash equivalents	0.60%	37,577,199	-	37,577,199
Trade and other receivables		-	533,122	533,122
Financial assets		-	158,359,635	158,359,635
Total		37,577,199	158,892,757	196,469,956
Liabilities				
Trade and other payables		-	9,941,812	9,941,812
Total		-	9,941,812	9,941,812
<hr/>				
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

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 Investment 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 risks and 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 2020 is as below:

Industry sector	2020 %	2019 %
Consumer discretionary	30.2	26.6
Information technology	17.9	17.7
Industrials	10.1	15.4
Communications services	6.9	4.0
Health care	6.6	7.1
Financials	4.4	10.0
Materials	3.0	1.6
Consumer staples	2.1	1.8
Utilities	1.4	1.2
Real estate	0.2	-
Energy	-	1.9
Total	82.8	87.3

There were no securities representing over 5 per cent of the gross assets of the Company as at 30 June 2020 (2019: 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 82.8% (2019: 87.3%) of gross assets at year end. A 5.0% movement in the fair value of each of the investments within the investment portfolio would result in a 3.0% (2019: 3.2%) movement in the net assets after tax. This would result in the 30 June 2020 net asset backing after tax moving by 3.9 cents per share (2019: 4.1 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 and a conditional placement which settle after 30 June 2020.

An unsettled investment in an initial public offering included in Level 2 at 30 June 2019 was transferred to Level 1 following settlement during the period (2019: no transfers).

30 June 2020	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets	157,675,329	684,306	-	158,359,635
Total	157,675,329	684,306	-	158,359,635

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

16. Investment transactions

The total number of contract notes that were issued for transactions in securities during the financial year was 4,678 (2019: 4,351). Each contract note could involve multiple transactions. The total brokerage paid on these contract notes was \$953,399 (2019: \$631,093).

17. Segment reporting

The Company currently 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 2020 (2019: nil).

19. Contingent liabilities

There were no contingent liabilities for the Company as at 30 June 2020 (2019: 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 16 to 18, 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 2020	41,744	3,966	45,710
Total Directors remuneration paid by the Company for the period ended 30 June 2019	50,227	4,773	55,000

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 2019	Acquisitions	Disposals	Balance at 30 June 2020
Geoff Wilson	1,000,001	40,000	-	1,040,001
Jacqueline Sullivan	-	-	-	-
Kate Thorley	222,093	13,490	-	235,583
	1,222,094	53,490	-	1,275,584

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

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

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, part of the Wilson Asset Management Group. 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 \$2,131,351 inclusive of GST (2019: \$2,043,555). As at 30 June 2020, the balance payable to the Manager was \$174,929 inclusive of GST (2019: \$172,402).

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 2020, a performance fee of \$4,354,448 inclusive of GST was payable to the Manager (2019: \$1,766,767).

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 2020, the fee for accounting services amounted to \$46,200 inclusive of GST (2019: \$46,200) and the fee for Company Secretarial services amounted to \$16,500 inclusive of GST (2019: \$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 3.0 cents per share, together with a fully franked special dividend of 3.0 cents per share. The fully franked final and special dividends are due to be paid on 23 October 2020.

On 25 August 2020, WAM Microcap completed an oversubscribed Share Purchase Plan (SPP) and Placement following overwhelming demand from WAM Microcap shareholders, raising a combined \$88.0 million. The SPP closed on 20 August 2020 and was oversubscribed after raising \$58.7 million, with more than 55% of existing shareholders participating. The Placement raised \$29.3 million and was oversubscribed and subject to scale back.

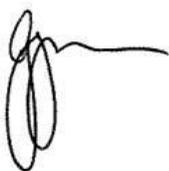
No other matters or circumstances have arisen since the end of the financial year, other than already disclosed, which significantly affect or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in subsequent financial years.

Directors' Declaration

The Directors of WAM Microcap Limited declare that:

- 1) The financial statements as set out in pages 23 to 45 and the additional disclosures included in the Directors' Report designated as "Remuneration Report", as set out on pages 16 to 18, 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 2020 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 27th day of August 2020

**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 2020, 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 2020 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 (including Independence Standards)* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the Directors of 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
<p>Existence and Valuation of Financial Assets Refer to Note 7: Financial Assets</p>	
<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 for current/deferred tax and unrealised gains or losses; and ▪ Assessing the adequacy of disclosures in the financial statements.

<i>Key audit matter</i>	<i>How our audit addressed the matter</i>
Accuracy 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 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 2020, 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.

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

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 16 to 18 of the Directors' Report for the year ended 30 June 2020. In our opinion, the Remuneration Report of WAM Microcap Limited, for the year ended 30 June 2020, 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

27 August 2020

Investments at fair value as at 30 June 2020

Company Name	Code	Fair % of Gross	
		Value \$	Assets
Consumer discretionary			
City Chic Collective Limited	CCX	5,068,118	2.6%
Temple & Webster Group Limited	TPW	4,782,582	2.5%
Viva Leisure Limited	VVA	4,559,463	2.4%
3P Learning Limited	3PL	4,059,768	2.1%
Evolve Education Group Limited	EVO	4,058,288	2.1%
Redbubble Limited	RBL	3,912,076	2.0%
Baby Bunting Group Limited	BBN	3,588,403	1.9%
Marley Spoon AG	MMM	3,574,692	1.9%
Tourism Holdings Limited	THL NZX	3,152,599	1.6%
The Reject Shop Limited	TRS	3,053,994	1.6%
Motorcycle Holdings Limited	MTO	2,898,930	1.5%
Helloworld Travel Limited	HLO	2,591,346	1.4%
PWR Holdings Limited	PWH	2,084,716	1.1%
Shaver Shop Group Limited	SSG	1,676,961	0.9%
Autosports Group Limited	ASG	1,475,025	0.8%
Think Childcare Limited	TNK	1,382,848	0.7%
Redcape Hotel Group	RDC	1,152,672	0.6%
Apollo Tourism & Leisure Limited	ATL	1,082,839	0.6%
Myer Holdings Limited	MYR	1,074,655	0.6%
Mosaic Brands Limited	MOZ	1,022,617	0.5%
Experience Co Limited	EXP	818,199	0.4%
BetMakers Technology Group Limited	BET	335,980	0.2%
Kip McGrath Education Centres Limited	KME	273,038	0.1%
RedHill Education Limited	RDH	179,375	0.1%
		57,859,184	30.2%
Information technology			
Infomedia Limited	IFM	5,599,300	2.9%
FINEOS Corporation Holdings PLC	FCL	4,498,124	2.4%
Vista Group International Limited	VGL	4,250,448	2.2%
Objective Corporation Limited	OCL	3,542,186	1.9%
Serko Limited	SKO	2,939,838	1.6%
The Citadel Group Limited	CGL	2,834,715	1.5%
Damstra Holdings Limited	DTC	2,516,159	1.3%
Reckon Limited	RKN	2,350,812	1.2%
Smartpay Holdings Limited	SMP	2,339,511	1.2%
Cirrus Networks Holdings Limited	CNW	1,889,918	1.0%
Hills Limited	HIL	990,000	0.5%
Novatti Group Limited	NOV	434,000	0.2%
		34,185,011	17.9%
Industrials			
People Infrastructure Limited	PPE	4,692,828	2.5%
AMA Group Limited	AMA	4,531,649	2.4%
Johns Lyng Group Limited	JLG	4,481,558	2.3%
Alliance Aviation Services Limited	AQZ	3,043,868	1.6%
CountPlus Limited	CUP	1,802,058	0.9%
Ashley Services Group	ASH	667,707	0.4%
		19,219,668	10.1%

Company Name	Code	Fair % of Gross		
		Value \$	Assets	
Communications services				
Uniti Group Limited	UWL	3,276,451	1.7%	
Enero Group Limited	EGG	2,778,430	1.5%	
Frontier Digital Ventures Limited	FDV	2,429,697	1.3%	
Opticomm Limited	OPC	2,367,257	1.2%	
Salmat Limited	SLM	1,604,818	0.8%	
Macquarie Telecom Group Limited	MAQ	785,576	0.4%	
		13,242,229	6.9%	
Health care				
Capitol Health Limited	CAJ	4,458,373	2.3%	
Probiotec Limited	PBP	2,941,743	1.6%	
AFT Pharmaceuticals Limited	AFP	2,496,949	1.3%	
Mach7 Technologies Limited	M7T	2,402,521	1.2%	
Aroa Biosurgery Limited [†]	ARX	311,250	0.2%	
		12,610,836	6.6%	
Financials				
OFX Group Limited	OFX	2,776,933	1.5%	
Generation Development Group Limited	GDG	2,380,680	1.2%	
Sezzle Inc	SZL	2,321,556	1.2%	
SelfWealth Limited	SWF	971,652	0.5%	
		8,450,821	4.4%	
Materials				
Macmahon Holdings Limited	MAH	1,916,178	1.0%	
Mitchell Services Limited	MSV	1,767,606	0.9%	
Chalice Gold Mines Limited	CHN	894,567	0.5%	
Mincor Resources NL ^{††}	MCR	727,245	0.4%	
Wagners Holding Company Limited	WGN	471,663	0.2%	
		5,777,259	3.0%	
Consumer staples				
Boston Global Food Company Limited	BFC	2,182,500	1.1%	
McPherson's Limited	MCP	1,826,948	1.0%	
		4,009,448	2.1%	
Utilities				
Amaysim Australia Limited	AYS	2,630,768	1.4%	
		2,630,768	1.4%	
Real estate				
Eureka Group Holdings Limited	EGH	374,411	0.2%	
		374,411	0.2%	
		Total long portfolio	158,359,635	82.8%
		Total cash and cash equivalents, income receivable and net outstanding settlements	32,827,484	17.2%
		Gross assets	191,187,119	

[†]Unlisted investment (initial public offering).

^{††}Includes \$0.4m (0.2%) in relation to a conditional placement subscribed for. The total number of stocks held at the end of the financial year was 66.

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 2020) - there are currently no substantial shareholders.

On-market buy back (as at 31 July 2020) - there is no current on-market buy back.

Distribution of shareholders (as at 31 July 2020)

Category	Number of shareholders	Percentage of issued capital held
1 – 1,000	818	0.3%
1,001 – 5,000	1,948	4.2%
5,001 – 10,000	1,468	8.4%
10,001 – 100,000	2,885	58.0%
100,001 and over	122	29.1%
	7,241	100.0%

The number of shareholdings held in less than marketable parcels is 131.

Twenty largest shareholders – Ordinary shares (as at 31 July 2020)

Name	Number of ordinary shares held	% of issued capital held
Citicorp Nominees Pty Limited	4,087,592	2.9%
Sysha Pty Limited	2,800,000	2.0%
Navigator Australia Limited	2,164,013	1.5%
National Nominees Limited	1,483,454	1.1%
Netwealth Investments Limited	1,066,760	0.8%
Halcyon Pty Limited	1,025,000	0.7%
Entities associated with Mr 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%
BNP Paribas Nominees Pty Limited	810,663	0.6%
English Family Super Fund Pty Limited	762,224	0.5%
Fay Fuller Foundation Pty Limited	726,710	0.5%
Brixton Capital Pty Limited	716,822	0.5%
J P Morgan Nominees Australia Pty Limited	715,326	0.5%
HSBC Custody Nominees (Australia) Limited	625,493	0.4%
James & Diana Ramsay Foundation Pty Limited	550,985	0.4%
Gold Tiger Equities Pty Limited	500,000	0.4%
Eastcote Pty Limited	450,000	0.3%
Bond Street Custodians Limited	450,000	0.3%
	22,935,043	16.2%

Stock exchange listing

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

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