

Appendix 4D

Half Year Report For the period ended 30 September 2020

Name of entity

CD Private Equity Fund III (formerly Cordish Dixon Private Equity Fund III)

ARSN

612 132 813

Reporting Period

1 April 2020 to 30 September 2020

Previous Corresponding Period

1 April 2019 to 30 September 2019

Results for announcement to the market

30/09/2020		
Total net investment loss ("revenue from ordinary activities")	Down by 148%	(\$5,579,813)
Net operating loss for the period ("loss from ordinary activities after tax attributable to unitholders")	Down by 163%	(\$6,781,631)
Total comprehensive loss ("net loss for the period attributable to unitholders")	Down by 163%	(\$6,781,631)

Commentary on results

Refer to attached Half Year Report including Report to Unitholders. Additional Appendix 4D disclosure requirements can be found in the notes to Half Year Report.

Distributions

No distributions were paid or declared during the period 1 April 2020 to 30 September 2020.

Net tangible assets per unit

30/09/2020	\$1.99
31/03/2020	\$2.08

Earnings per unit

	30 September 2020	30 September 2019
Basic (loss)/earnings per unit	(9.42) cents	14.96 cents
Diluted (loss)/earnings per unit	(9.42) cents	14.96 cents

Financial report

This report is based on the 30 September 2020 Half Year Report and has been reviewed by Deloitte Touche Tohmatsu.



Half-Year Financial Report

FOR THE HALF-YEAR ENDED
30 SEPTEMBER 2020

ARSN 612 132 813

RESPONSIBLE ENTITY



E&P Investments Limited
(ACN 152 367 649) (AFSL 410 433)

CD Private Equity Fund III

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30 September 2020

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CD Private Equity Fund III
Report to unitholders
30 September 2020

Dear Unitholders,

We present to you this report on the performance of the CD Private Equity Fund III (**Fund**) for the six-month period ended 30 September 2020 (**HY21**).

The performance of the Fund's investment in the US Select Private Opportunities Fund III, L.P. (**LP**), the investment vehicle through which the Fund's investments in the underlying US private investment funds are made, was positive during the period, up 15.8% in US dollar terms, despite the significant impacts of COVID-19 on the US and global economy. However, the significant appreciation in the Australian dollar against the US dollar during the period, increasing from 61.31 US cents to 71.62 US cents, led to an unrealised foreign currency translation loss of \$17.6 million and a foreign exchange loss of \$4.6 million (on US dollars held in the Fund). Overall, during the period the Fund posted a net loss of \$6.8 million, or 9.42 cents per Unit, compared with a gain of \$10.8 million or 14.96 cents per Unit for the corresponding period last year. At 30 September 2020, the Fund had pre-tax net assets of \$145.2 million representing \$2.02 per Unit and post-tax net assets of \$143.3 million representing \$1.99 per Unit.

For the six-month period ended 30 September 2020, based on the post-tax net asset value, the Fund generated total returns of -4.3%. On the same basis, the Fund has generated total returns of 6.4% p.a. since inception. Total return is inclusive of distributions.

The ongoing impact of COVID-19 on the Fund

HY21 has been a challenging period, at an individual as well as corporate level, however capital markets have recovered most of the losses seen just prior to the start of the financial year. The impact of COVID-19 will continue to be felt throughout 2020 and into 2021, and possibly beyond, and despite economies beginning to re-open we are also seeing increasing waves of infection across the US and Europe and for the time-being we continue to operate through a period of relative uncertainty. Activity has recovered across the market and the portfolio. Valuations in private equity markets remain close to pre-COVID-19 levels and many underlying investments have benefitted from the current operating environment, growing revenues significantly. While the Fund's portfolio has seen some negative impacts to underlying valuations as a result of the pandemic's impact on markets, many investments have, however, held or increased in value and there is increased confidence that most of the businesses that the Fund is exposed to will be successful. Pleasingly, many of these improvements have been the result of either extremely strong earnings growth or the underlying manager's monetising their investments through successful exits during HY21.

The portfolio is well diversified, and its performance during the COVID-19 period to date speaks to the quality of both the underlying managers and their portfolios of investments. While there are now prospects of a vaccine, the Investment Manager and underlying managers continue to be proactive in preserving and building investor capital, through investment in new businesses at attractive entry prices, and through successful exits. On the whole, recent activity within the Fund and across the broader small-to-mid private equity market is encouraging for the Fund.

Valuation policy

As outlined in the March 2020 Annual Financial Report, due to the prevailing market conditions at the time, ongoing economic uncertainties due to the continued spread of COVID-19, and the difference between the Fund's reporting date and the date of the most recent reported net assets of the underlying investment funds, the Board, in consultation with the Investment Manager, considered likely movements in the first quarter 2020 valuations.

Whilst uncertainty remains, especially with regards to the longevity of the virus and possible restrictions to trade and travel, the degree of unease in financial markets has subsided, reflected in the significant recovery experienced by markets in the six months to 30 September 2020 and a marked pickup in capital market activity, including in private equity markets, in the latter half of HY21. Given these changes to market dynamics, the Fund's interest in the LP has been valued at 30 September 2020 using the Fund's established valuation basis, resulting in an approximate 12.4% increase in post-tax net assets compared to the previously released 30 September 2020 NTA.

Distributions

The graphic below indicates the value of an original investment in the Fund and the net tangible asset per Unit as at the end of this six-month period, in addition to the distributions gained through an investment in the Fund since inception.

CD3 Unit Value and Income



Positioning of the Fund

The Fund's investment objectives are to provide Unitholders with exposure to a portfolio of investments in small-to-mid-market private investment funds and privately held companies, predominantly focused in the United States (**US**), and capital growth over a five to ten-year investment horizon.

Through the Fund's investment vehicle, US Select Private Opportunities Fund III, L.P. (**LP**), the Fund is committed across 13 highly attractive US private investment funds all focused on small-to-mid-market private investment opportunities, for a total consideration of US\$117.5 million. The 13 funds, although substantially progressed, are still in the investment stage, with an aggregate investment in 113 underlying companies (net of realisations).

At 30 September 2020, US\$88.5 million (or 77.6% of total funds committed) had been called by the LP. The Fund's proportionate share of this is approximately US\$63.0 million (a 71.2% share).

During the period, the LP received 19 drawdown requests and three capital returns for a total net capital call of US\$8.1 million. At 30 September 2020, net drawdown requests from underlying investments were approximately US\$87.1 million (or 74.1% of total commitments).

Underlying portfolio update

Telescope Partners I, L.P. (Telescope) sold portfolio company Brandfolder to NYSE listed Smartsheet, resulting in a distribution of US\$1,828,854 to the LP.

Luminate Capital Partners, L.P. (Luminate) sold a majority interest in Oversight Systems, maintaining an equity position, and completed a partial sale of another portfolio company resulting in total distributions of US\$2,050,113 to the LP.

Gemspring Capital Fund I, L.P. (Gemspring) called capital for a new investment in Cforia Software LLC (Cforia). Cforia is a leading provider of order-to-cash (OTC) automation software. Based in Westlake Village, CA, Cforia's OTC automation software platform improves collections and cash management for B2B customers globally. Gemspring also called capital for follow-on investments in existing portfolio companies.

NMS Fund III, LP (NMS) called capital to fund an investment in DCM Services. DCM Services is a leading provider of tech-enabled estate receivables management solutions to multiple end markets, including, but not limited to, financial services, healthcare, utilities and telecom services.

CD Private Equity Fund III
Report to unitholders
30 September 2020

NMS also made a capital call to fund a new investment in Exo Group, LLC (Exo) and follow-on investments in existing portfolio companies. Exo is a leading provider of data and analytics-driven asset inspection and remediation services of steel infrastructure to clients across multiple end-markets throughout North America.

Trive Capital Fund II, L.P. (Trive) called capital to fund investments in Rubicon Bakers (Rubicon) and Field Aerospace (Field). Rubicon, headquartered in Richmond, CA, is an innovative bakery focused on developing and producing high-quality baked goods for grocery stores across America. Field operates out of three facilities located in the US and Canada, specialising in aircraft integration, engineering, modification, and support services for government, aerospace, and defence customers. In addition, Trive realised two smaller portfolio investments, and escrowed funds associated with another investment were released, resulting in a distribution of US\$157,615 to the LP.

U.S. Select Direct Private Equity II, L.P. called capital to fund investments in BBQGuys.com, an online retailer for grilling and barbecuing supplies, and to make a follow-on investment in an existing portfolio company, SportsRadar.

PeakSpan Capital Fund I, L.P. (Peakspan) received funds from underlying portfolio companies, resulting in a distribution of US\$216,667 to the LP.

The remaining portfolio managers, including **Incline Equity Partners IV, L.P. (Incline)**, **DFW Capital Partners V, L.P. (DFW)**, **Bertram Growth Capital III, L.P. (Bertram)**, **Elephant Partners Fund I, L.P. (Elephant)**, **Growth Street Partners I L.P. (Growth Street)**, **Encore Consumer Capital Fund III, L.P. (Encore)** had no material investment activity during the half year.

I would like to thank Unitholders for their continued support as we all navigate a path through these difficult times and look forward to presenting future updates on the Fund and the small-to-mid-market US-based private investment market, in which the Fund is invested.

Yours faithfully,



Stuart Nisbett

Chairman of E&P Investments Limited, Responsible Entity

27 November 2020

CD Private Equity Fund III
Directors' report
30 September 2020

The directors of E&P Investments Limited (formerly Walsh & Company Investments Limited), the Responsible Entity of the CD Private Equity Fund III (**Fund**) (formerly Cordish Dixon Private Equity Fund III), present their report together with the condensed financial statements of the Fund for the half-year ended 30 September 2020.

Directors

The directors of the Responsible Entity at any time during or since the end of the financial year are listed below:

- Stuart Nisbett
- Peter Shear
- Warwick Keneally
- Mike Adams

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

Principal activities and significant changes in nature of activities

The principal activity of the Fund during the half-year was investing in small-to-mid-market private investment funds and privately held companies with a predominate focus in the US. There were no significant changes in the nature of these activities.

Review and results of operations

The loss for the Fund after providing for income tax amounted to \$6,781,631 (30 September 2019: profit of \$10,778,784).

The key components of this result included a \$1,005,467 fair value loss (2019: \$9,001,555 gain) incurred on the Fund's investment in the LP and a \$4,594,063 foreign exchange loss (2019: \$2,066,200 gain) during the period. As at 30 September 2020, the Fund had net assets of \$143,268,598 (31 March 2020: \$150,050,229), representing \$1.99 per unit (31 March 2020: \$2.08 per unit).

The Fund has invested in a limited partnership, US Select Private Opportunities Fund III, L.P. (**LP**) which, in turn, invests in small-to-medium-sized private investment funds and companies. The LP has committed capital across 13 underlying private investment funds which focus on a range of industries including health care, business services, software businesses, and food and consumer products. For the half-year ended 30 September 2020, these underlying private investment funds made drawdown requests on the LP to fund their investments, management fees and operating expenses. Net drawdown requests made by the underlying private investment funds since inception to the end of the period totaled US\$87.1 million.

The Fund has committed capital of US\$81.2 million, representing an interest of 71.2% in the LP. The Fund's proportionate share of the total capital called as at 30 September 2020 was US\$63.0 million (or \$88.0 million).

Distributions

There were no distributions paid, recommended or declared during the current or previous financial half-year.

Events subsequent to the reporting period

On 12 November 2020, the LP has made its eleventh capital call of US\$10 million. The Fund's proportionate share of the capital call was US\$7,121,939. The capital call was paid on 16 November 2020.

The COVID-19 pandemic continues to have an ongoing impact on businesses and economic activities. As there remains significant uncertainty, COVID-19 may continue to affect the operations of the portfolio companies held by the underlying investment funds and consequently on the valuation of the Fund's investment in the LP in subsequent reporting periods. The directors consider that the financial effects of COVID-19 on the Fund's financial statements cannot be reasonably estimated for future financial periods.

No other matter or circumstance has arisen since 30 September 2020 that has significantly affected, or may significantly affect the Fund's operations, the results of those operations, or the Fund's state of affairs in future financial years.

CD Private Equity Fund III
Directors' report
30 September 2020

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 immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the *Corporations Act 2001*.

On behalf of the directors



Stuart Nisbett
Chairman of E&P Investments Limited, Responsible Entity

27 November 2020

The Board of Directors
E&P Investments Limited
as Responsible Entity for:
CD Private Equity Fund III
Level 15
100 Pacific Highway
NORTH SYDNEY NSW 2060

27 November 2020

Dear Board Members

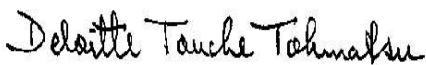
Auditor's Independence Declaration to CD Private Equity Fund III

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of the Responsible Entity of CD Private Equity Fund III (formerly Cordish Dixon Private Equity Fund III).

As lead audit partner for the review of the half financial report of CD Private Equity Fund III for the half year ended 30 September 2020, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours faithfully



DELOITTE TOUCHE TOHMATSU



Weng W Ching
Partner
Chartered Accountants

CD Private Equity Fund III
Condensed statement of profit or loss and other comprehensive income
For the half-year ended 30 September 2020

		30	30
	Note	September	September
		2020	2019
		\$	\$
Investment income			
Interest income		19,717	499,918
Foreign exchange (loss)/gain		(4,594,063)	2,066,200
Fair value movements of equity investments	3	<u>(1,005,467)</u>	<u>9,001,555</u>
Total investment (loss)/income		<u>(5,579,813)</u>	<u>11,567,673</u>
Expenses			
Management and administration fees	7	(300,434)	(284,709)
Listing fees		(29,347)	(25,433)
Custody fees	7	(20,443)	(9,870)
Registry fees		(11,074)	(9,526)
Legal and professional fees	7	(92,856)	(180,344)
Other expenses		<u>(12,622)</u>	<u>(2,565)</u>
Total expenses		<u>(466,776)</u>	<u>(512,447)</u>
(Loss)/profit before income tax expense		(6,046,589)	11,055,226
Income tax expense		<u>(735,042)</u>	<u>(276,442)</u>
(Loss)/profit after income tax expense for the half-year		(6,781,631)	10,778,784
Other comprehensive income for the half-year, net of tax		-	-
Total comprehensive (loss)/income for the half-year		<u>(6,781,631)</u>	<u>10,778,784</u>
		Cents	Cents
Basic (loss)/earnings per unit		(9.42)	14.96
Diluted (loss)/earnings per unit		(9.42)	14.96

The above condensed statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

CD Private Equity Fund III
Condensed statement of financial position
As at 30 September 2020

	Note	30 September 2020 \$	31 March 2020 \$
Assets			
Current assets			
Cash and cash equivalents		28,553,738	33,774,964
Receivables		16,716	32,983
Prepayments		10,866	12,089
Total current assets		<u>28,581,320</u>	<u>33,820,036</u>
Non-current assets			
Other financial assets	3	<u>116,722,688</u>	<u>117,728,155</u>
Total non-current assets		<u>116,722,688</u>	<u>117,728,155</u>
Total assets		<u>145,304,008</u>	<u>151,548,191</u>
Liabilities			
Current liabilities			
Trade and other payables		<u>133,445</u>	<u>121,295</u>
Total current liabilities		<u>133,445</u>	<u>121,295</u>
Non-current liabilities			
Deferred tax	4	<u>1,901,965</u>	<u>1,376,667</u>
Total non-current liabilities		<u>1,901,965</u>	<u>1,376,667</u>
Total liabilities		<u>2,035,410</u>	<u>1,497,962</u>
Net assets		<u>143,268,598</u>	<u>150,050,229</u>
Equity			
Unit capital	5	<u>109,672,616</u>	<u>109,672,616</u>
Retained earnings		<u>33,595,982</u>	<u>40,377,613</u>
Total equity		<u>143,268,598</u>	<u>150,050,229</u>

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

CD Private Equity Fund III
Condensed statement of changes in equity
For the half-year ended 30 September 2020

	Unit capital \$	Retained earnings \$	Total equity \$
Balance at 1 April 2019	109,672,616	15,495,348	125,167,964
Profit after income tax expense for the half-year	-	10,778,784	10,778,784
Other comprehensive income for the half-year, net of tax	-	-	-
Total comprehensive income for the half-year	-	10,778,784	10,778,784
Balance at 30 September 2019	<u>109,672,616</u>	<u>26,274,132</u>	<u>135,946,748</u>

	Unit capital \$	Retained earnings \$	Total equity \$
Balance at 1 April 2020	109,672,616	40,377,613	150,050,229
Loss after income tax expense for the half-year	-	(6,781,631)	(6,781,631)
Other comprehensive income for the half-year, net of tax	-	-	-
Total comprehensive loss for the half-year	-	(6,781,631)	(6,781,631)
Balance at 30 September 2020	<u>109,672,616</u>	<u>33,595,982</u>	<u>143,268,598</u>

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

CD Private Equity Fund III
Condensed statement of cash flows
For the half-year ended 30 September 2020

	30 September 2020 \$	30 September 2019 \$
Cash flows from operating activities		
Interest income received	42,571	540,367
Net payments to suppliers	<u>(459,992)</u>	<u>(594,816)</u>
Net cash used in operating activities	<u>(417,421)</u>	<u>(54,449)</u>
Cash flows from investing activities		
Payment for investments	<u>-</u>	<u>(10,229,731)</u>
Net cash used in investing activities	<u>-</u>	<u>(10,229,731)</u>
Net cash from financing activities	<u>-</u>	<u>-</u>
Net decrease in cash and cash equivalents	(417,421)	(10,284,180)
Cash and cash equivalents at the beginning of the financial half-year	33,774,964	49,459,368
Effects of exchange rate changes on cash and cash equivalents	<u>(4,803,805)</u>	<u>2,164,459</u>
Cash and cash equivalents at the end of the financial half-year	<u><u>28,553,738</u></u>	<u><u>41,339,647</u></u>

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

CD Private Equity Fund III
Notes to the condensed financial statements
30 September 2020

1. General information

CD Private Equity Fund III (**Fund**) (formerly Cordish Dixon Private Equity Fund III) is a Managed Investment Scheme registered and domiciled in Australia. The principal activities of the Fund are to invest in small-to-mid-market private investment opportunities in the United States of America (**US**), through its capacity as a Limited Partner of the US Select Private Opportunities Fund III, L.P. (**LP**) registered in the Cayman Islands.

This half-year financial report is intended to provide users with an update on the latest financial statements of the Fund.

Basis of preparation

(i) Statement of compliance

The half-year financial report is a general purpose financial report prepared in accordance with the *Corporations Act 2001* and AASB 134: 'Interim Financial Reporting'. Compliance with AASB 134 ensures compliance with International Financial Reporting Standards IAS 34 'Interim Financial Reporting'. The half-year report does not include notes of the type normally included in an annual financial report and shall be read in conjunction with the most recent annual financial report.

The condensed financial statements were authorised for issue by the directors on 27 November 2020.

(ii) Summary of significant accounting policies

The same accounting policies and methods of computation have been followed in this half-year financial report as were applied in the most recent annual financial statements.

The Fund has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (**AASB**) that are relevant to the operations and effective for the current half-year. The adoption of new and revised Standards and Interpretations has had no material impact on the financial statements.

(iii) Critical accounting estimates and judgements

In the application of the Fund's accounting policies, management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Accounting policies which are subject to significant accounting estimates and judgements include fair value determination of the interest held by the Fund in the Limited Partnership (refer to note 3 (iv)), recognition of a deferred tax liability in respect of likely US tax obligations which will arise from underlying fund investment realisations (refer to note 4), and selection of Australian dollars as the functional currency of the Fund.

2. Operating segment

The Fund operates a single reportable segment, that being the business of investing in small-to-mid-market private investments in the United States of America through its interest in a Limited Partnership.

The Responsible Entity of the Fund is the Chief Operating Decision Maker (**CODM**) for the purpose of resource allocation and assessing performance of the operating segment.

Revenue, profit or loss, assets, liabilities and other financial information reported and monitored by the CODM of the single identified segment are reflected in the condensed financial statements and notes to the condensed financial statements of the Fund.

CD Private Equity Fund III
Notes to the condensed financial statements
30 September 2020

3. Non-current assets - other financial assets

(i) Equity investment constituting interest in Limited Partnership (LP) - at fair value:

	30 September 2020 \$	31 March 2020 \$
US Select Private Opportunities Fund III, LP (LP)	<u>116,722,688</u>	<u>117,728,155</u>
	30 September 2020 \$	31 March 2020 \$
(ii) Reconciliation		
Balance at the beginning of the period	117,728,155	76,740,367
Capital invested - at cost	-	20,775,981
Movement in fair value through profit or loss*	<u>(1,005,467)</u>	<u>20,211,807</u>
Balance at the end of the period	<u>116,722,688</u>	<u>117,728,155</u>

* Included in the 'movement in fair value' amount of \$1,005,467 loss (year ended 31 March 2020: \$20,211,807 gain) is an unrealised foreign exchange translation loss component of \$17,632,298 (year ended 31 March 2020: \$15,108,035 gain). This amount is also net of the Fund's 71.2% share of management fees paid by the LP to the General Partner of the LP, totaling \$591,072 (year ended 31 March 2020: \$1,190,458) and performance fees accrued by the LP to the GP, totaling \$1,459,725 (year ended 31 March 2020: nil) (refer to note 7).

(iii) Fund's interest in assets and liabilities of LP

The 71.2% economic interest held by the Fund is not represented by voting rights or other power vested in the Fund to make decisions relating to the assets and liabilities of the LP. As is common practice with Limited Partnership arrangements, the General Partner of the LP is considered to be the party who holds the existing rights to direct the relevant activities of the LP, including the acquisition and disposal of investments.

The Fund's 71.2% interest in US Select Private Opportunities Fund III, L.P. at 30 September 2020 is represented by its proportionate interest in the LP's assets and liabilities as follows:

	30 September 2020 \$	31 March 2020 \$
Cash	4,446,374	11,120,593
Investment in US private investment funds recorded at fair value	114,281,276	107,704,665
Accrued performance fees	(1,459,725)	-
Due to Incline Equity Partners IV, LP	-	(973,090)
Due to Luminare Capital Partners, LP	-	(77,759)
Due to NMS Fund III, LP	-	(46,254)
Due to Pratt Street Services Corporate	(3,118)	-
Due to Trive Capital Fund II LP	<u>(542,119)</u>	<u>-</u>
Net assets	<u>116,722,688</u>	<u>117,728,155</u>

3. Non-current assets - other financial assets (continued)

(iv) Valuation

Valuation technique adopted

As discussed in the 'Valuation policy' section of the Report to Unitholders, the valuation of the Fund's interest in the LP at balance date has been based on the Fund's established valuation basis described below.

The fair value of the Fund's interest in the LP is determined using a 'proportionate' value method based on the Fund's 71.2% interest held in the total net asset value of the LP.

The LP holds investments predominately in US private investment funds, and the LP adopts a similar fair value measurement basis, based on the proportionate interest it holds in the most recent reported total net asset values of the respective investment funds. There is up to a three month difference between the Fund's reporting date and the date of the most recent reported net assets of the underlying investment funds.

The underlying investment funds typically invest in US unlisted equity investments with fair values determined periodically based on market or income-based valuation techniques, which may involve the use of unobservable inputs such as discount rate and earnings multiple.

The fair value of the Fund's interest in the LP is therefore ultimately based on the market valuation techniques adopted by the investment funds in the measurement of their underlying unlisted equity investments. The fair value is also subject to foreign exchange translation impacts arising from translating the USD denominated interest in the LP to AUD at each balance date.

Investment risks

As noted above, the LP has invested in underlying private investment funds in the US market who have in turn invested in a portfolio of private equity investments. Because of the absence of any liquid trading market for these types of investments, it may take longer to liquidate these investments than would be the case for marketable securities and accordingly the value obtained on realisation may differ to the estimated fair values at balance date. As there are no directly observable prices, the fair values assigned by the investment funds to each investment are based on a range of factors, including but not limited to the price at which the investments were acquired, market trading multiples and observed transaction metrics. The resulting valuations may differ significantly from the values that would have been realised had a transaction taken place at balance date. The differences would directly impact the value of the interest held by the LP in the underlying investment funds and consequently the value of the interest held by the Fund in the LP. Estimation uncertainty also arises in relation to likely US tax obligations the Fund will incur in connection with realisation of recorded fair value movements (refer to note 4).

Inter-relationship between significant unobservable inputs and fair value measurement

The inter-relationship between the significant unobservable inputs and fair value measurements is such that the higher the growth rates or earnings multiples adopted by the underlying investment funds, the higher the resultant fair value determination of the underlying equity investments, and therefore ultimately the higher the fair value of the Fund's investment in the LP. Since neither the Fund itself, nor the LP, has access to the underlying detailed equity investment valuations performed by the US investment funds, it is unable to assess the sensitivity of fair value determinations to changes in underlying unobservable inputs. However, at the Fund level, a 5% change (increase/decrease) in the carrying value of the LP's interest held in the underlying US investment funds would result in a \$5,714,064 impact (increase/decrease) in the carrying value of the Fund's investment in the LP. A 5% increase in the AUD/USD exchange rate would decrease the value of the Fund's investment in the LP by \$5,558,619. Conversely, a 5% decrease would increase the value of the Fund's investment by \$6,143,739. Refer to note 1(iii) for further details regarding investment risks and estimation uncertainty applied in the determination of the fair value of the underlying unlisted equity investments to which the Fund is exposed.

(v) Capital commitments

As at 30 September 2020, the Fund has made capital commitments totaling US\$81.2 million to the LP, of which US\$63.0 million has been called at balance date.

As at 30 September 2020, the Fund has uncalled capital commitments of US\$18.2 million (or \$25.4 million) outstanding to the LP. The capital commitments can be called at any time in the future.

CD Private Equity Fund III
Notes to the condensed financial statements
30 September 2020

3. Non-current assets - other financial assets (continued)

The uncalled capital commitments referred to above were converted at the half-year end AUD:USD exchange rate of 0.7162.

4. Non-current liabilities - deferred tax

	30 September 2020 \$	31 March 2020 \$
Deferred tax liability	<u>1,901,965</u>	<u>1,376,667</u>

The deferred tax liability has been assessed based on an estimate of likely US tax obligations the Fund will incur upon realisation of recorded fair value movements in connection with certain underlying private equity investments. This estimate is subject to estimation uncertainty as a result of limitations in the availability of information pertaining to the tax structure of the underlying investments in respect of which the Fund has an interest.

5. Equity - unit capital

	30 September 2020 Units	31 March 2020 Units	30 September 2020 \$	31 March 2020 \$
Ordinary units - fully paid	<u>72,028,420</u>	<u>72,028,420</u>	<u>109,672,616</u>	<u>109,672,616</u>

All issued units are fully paid. The holders of ordinary units are entitled to one vote per unit at meetings of the Fund and are entitled to receive distributions declared from time to time by the Responsible Entity.

There were no movements in unit capital during the half-year and previous year.

6. Equity - distributions

There were no distributions paid, recommended or declared during the current or previous financial half-year.

7. Related party disclosures

Directors

Stuart Nisbett, Peter Shear, Warwick Keneally and Mike Adams are directors of the Responsible Entity, E&P Investments Limited, and are deemed to be key management personnel.

The key management personnel do not receive compensation from the Fund or from the Responsible Entity directly for their management function performed for the Fund.

Management fees

The Responsible Entity's duties include establishing the Fund's compliance plan and procedures and monitoring against regulatory and legislative requirements, the issuance of disclosure documents, the appointment and monitoring of external service providers to the Fund and overall administration of the Fund.

For these services, the Responsible Entity charged management fees of 0.33% per annum (exclusive of GST) on the gross asset value of the Fund. This is comprised of the Responsible Entity Fee of 0.08% per annum and Administration Fee 0.25% per annum. Management fees are paid to the Responsible Entity monthly in advance.

CD Private Equity Fund III
Notes to the condensed financial statements
30 September 2020

7. Related party disclosures (continued)

The total management fees paid to the Responsible Entity for the half-year ended 30 September 2020 was \$228,068, (2019: \$213,020), exclusive of GST. There were no outstanding management fees as at 30 September 2020 (2019: nil).

Fund administration fee

Australian Fund Accounting Services Pty Limited, a wholly-owned subsidiary of E&P Financial Group Limited (formerly Evans Dixon Limited), the parent of the Responsible Entity, provides fund administration services to the Fund under an agreement with the Responsible Entity. These services include net asset valuation, management accounting, statutory reporting, capital management and taxation. Total fund administration fees paid or payable for the half-year ended 30 September 2020 were \$60,000 (2019: \$60,000), exclusive of GST.

Investment manager fee

US Select Private Opportunities Fund III, L.P. (LP), in which the Fund holds an 71.2% interest, is required to pay its Investment Manager, US Select Private Opportunities Fund III, GP, being an entity associated with the Responsible Entity, for acting on behalf of the limited partnership to acquire, manage and transact on partnership interests within the scope of the limited partnership agreement, a fee equivalent to 1% per annum of the total funds committed by the partners to the LP. The fee is payable quarterly in advance from the funds of the LP. The total fees paid or payable during the half-year ended to 30 September 2020 amounted to \$830,158 (US\$570,070) (2019: \$822,919 (US\$570,070)). The Fund's 71.2% interest equates to \$591,072 (2019: \$585,918). This fee is recorded in the books of the LP.

The GP is also entitled to a performance fee of 10% of the return achieved by the LP above invested capital once a cumulative, non-compounded, pre-tax return of 8% per annum (Hurdle Rate) on all capital contributed to the LP and not yet returned by distribution to the limited partners. The Hurdle Rate references to the LP, not the Fund level, and is denominated in US dollars. The performance fees will only be paid following the limited partners' actual receipt of invested capital and once the Hurdle Rate is achieved, through distribution of income and capital by the LP. For the half-year ended 30 September 2020, US\$1,459,552 was accrued as performance fees. The Fund's interest equates to \$1,459,725 (US\$1,045,455). This fee is accrued in the books of the LP.

US Select Direct Private Equity II, L.P.

At balance date, the Fund's share of the LP's investment in US Select Direct Private Equity II, L.P. was \$22,384,019 (US\$16,031,434) (31 March 2020: \$23,815,413 (US\$14,601,230)). The General Partner of this investment is associated with the Responsible Entity of the Fund.

Custodial services

The Responsible Entity provided custodial services to the Fund in its personal capacity (Custodian) under a custody arrangement with E&P Investments Limited up to 17 August 2020. The services were provided on commercial terms. The Custodian received fees equivalent to the greater of 0.02% per annum of the gross asset value of the Fund less a discount of 10%, or \$15,000 indexed to CPI annually less a discount of 10%. The fees were payable quarterly in arrears. Total fees paid or payable during the half-year ended 30 September 2020 were \$19,114 (2019: \$9,787) (exclusive GST). Effective of 17 August 2020, the Fund's custodial services were fully outsourced to an external service provider in the same commercial terms as those provided by the Custodian.

Legal and consulting services

MDA1 Pty Limited, trading as MA Law, provides legal and consulting services to the Responsible Entity and the investment schemes under its control. Mike Adams, a director of the Responsible Entity, is also a director and shareholder of MDA1 Pty Limited. Mike Adams previously provided similar services as an employee of a non related entity to the Fund. The fees paid or payable during the half-year ended 30 September 2020 were \$2,109 (2019: nil), exclusive GST, and are included in the legal and professional fees in the condensed statement of profit or loss and other comprehensive income.

8. Fair value measurement

Fair value

The fair value of financial assets and financial liabilities approximate their carrying values at the reporting date.

8. Fair value measurement (continued)

The table below analyses recurring fair value measurements for financial assets and financial liabilities. The fair value measurements are categorised into different levels in the fair value hierarchy based on the inputs to the valuation techniques used. The different levels are defined as follows:

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

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
30 September 2020				
<i>Financial assets carried at fair value</i>				
Other financial assets - equity investment constituting interest in US Select Private Opportunities Fund III, LP	-	-	116,722,688	116,722,688
Total assets	-	-	116,722,688	116,722,688

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
31 March 2020				
<i>Financial assets carried at fair value</i>				
Other financial assets - equity investment constituting interest in US Select Private Opportunities Fund III, LP	-	-	117,728,155	117,728,155
Total assets	-	-	117,728,155	117,728,155

The Fund recognises transfers between levels of the fair value hierarchy as at the end of the reporting period during which the transfer has occurred. There were no transfers between levels during the period ended 30 September 2020.

Details of the determination of level 3 fair value measurements including the valuation technique adopted and the key underlying unobservable inputs used are set out in note 3 (iv).

The Fund has established a control framework with respect to measurement and assessment of fair values. This framework includes a sub-investment committee that has overall responsibility for analysing the performance and fair value movements of underlying US investment fund holdings during each reporting period.

9. Events after the reporting period

On 12 November 2020, the LP has made its eleventh capital call of US\$10 million. The Fund's proportionate share of the capital call was US\$7,121,939. The capital call was paid on 16 November 2020.

The COVID-19 pandemic continues to have an ongoing impact on businesses and economic activities. As there remains significant uncertainty, COVID-19 may continue to affect the operations of the portfolio companies held by the underlying investment funds and consequently on the valuation of the Fund's investment in the LP in subsequent reporting periods. The directors consider that the financial effects of COVID-19 on the Fund's financial statements cannot be reasonably estimated for future financial periods.

No other matter or circumstance has arisen since 30 September 2020 that has significantly affected, or may significantly affect the Fund's operations, the results of those operations, or the Fund's state of affairs in future financial years.

CD Private Equity Fund III
Directors' declaration
30 September 2020

In the opinion of the directors of the Responsible Entity:

- the financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with the Accounting Standards;
- the attached financial statements and notes give a true and fair view of the Fund's financial position as at 30 September 2020 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors of the Responsible Entity made pursuant to section 303(5) of the *Corporations Act 2001*.

On behalf of the directors



Stuart Nisbett
Chairman of E&P Investments Limited, Responsible Entity

27 November 2020

Independent Auditor's Review Report to the Unitholders of CD Private Equity Fund III

We have reviewed the accompanying half-year financial report of CD Private Equity Fund III (formerly Cordish Dixon Private Equity Fund III) ("the Fund"), which comprises the condensed statement of financial position as at 30 September 2020, the condensed statement of profit or loss and other comprehensive income, the condensed statement of cash flows and the condensed statement of changes in equity for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the Fund.

Directors' Responsibility for the Half-Year Financial Report

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

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the Fund's financial position as at 30 September 2020 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of CD Private Equity Fund III, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

Auditor's Independence Declaration

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Responsible Entity of the Fund, would be in the same terms if given to the directors as at the time of this auditor's review report.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of CD Private Equity Fund III is not in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Fund's financial position as at 30 September 2020 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.



DELOITTE TOUCHE TOHMATSU



Weng W Ching

Partner

Chartered Accountants

Sydney, 27 November 2020

CD Private Equity Fund III
Corporate directory
30 September 2020

The Fund's units are quoted on the official list of Australian Securities Exchange (**ASX**).
The ASX code is CD3

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