



ASX:QRI

Qualitas Real Estate Income Fund
ARSN 627 917 971

Appendix 4D
For the half-year ended 31 December 2024

Qualitas Real Estate Income Fund

ARSN 627 917 971

Appendix 4D

Interim Report

For the half-year ended 31 December 2024

Preliminary Interim Report

This interim report is for the half-year ended 31 December 2024. The previous corresponding half-year was 31 December 2023. This interim report is to be read in conjunction with the annual report for the year ended 30 June 2024, and any public announcements made in respect of Qualitas Real Estate Income Fund during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The Directors of The Trust Company (RE Services) Limited, the Responsible Entity of Qualitas Real Estate Income Fund (the "Trust") announce the reviewed results of the Trust for the half-year ended 31 December 2024 as follows:

Results for announcement to the market

	Half-year ended 31 December 2024 \$'000	Half-year ended 31 December 2023 \$'000	Increase/(decrease) over corresponding period	
			\$'000	%
Net assets attributable to unitholders	755,447	642,824	112,623	17.52
Total investment income	38,567	33,463	5,104	15.25
Operating profit for the half-year	31,726	27,679	4,047	14.62

Brief explanation of results

The operating profit for the half-year of \$31,726,480 represented an increase from the \$27,679,647 operating profit in the prior half-year. The increase in investment income and operating profit were a function of the improvement in the net positive portfolio performance of the Qualitas Real Estate Income Trust through effective portfolio management and cost control.

As of 31 December 2024, the net assets of the Trust were \$755,446,874, a 17.52% increase from the balance as at 31 December 2023 which is attributable to the proceeds from the placements the Manager completed during July 2024 and December 2024.

Distribution information

The distributions for the half-year were as follows:

	Cents per unit	Total Amount \$'000
December 2024	6.9314	31,222
December 2023	7.1895	27,316

*Distribution is expressed as cents per unit amount in the Australian Dollar.

Distribution Reinvestment Plan (DRP)

The Responsible Entity has a Distribution Reinvestment Plan ("DRP") in place.

The Responsible Entity makes distributions on a monthly basis. For such distributions, the record date will be the last ASX trading day of each month and the last day for electing into the DRP will be 5.00pm (Melbourne, time) at the relevant DRP Election Date.

Units under the DRP are currently issued at the net asset value of a unit as determined in accordance with the constitution on the record date.

Net tangible assets

	As at 31 December 2024	As at 31 December 2023
Net tangible assets per unit	\$1.6015	\$1.6018

Control gained or lost over entities during the half-year

There was no gain or loss of control of entities during the current periods.

Details of associates and joint venture entities

The Trust did not have any interest in associates and joint venture entities during the current period or the comparative period.

Other Information

The Trust is not a foreign entity.

Independent review report

This Appendix 4D is based on the condensed interim financial statements which have been reviewed by the Fund's Auditor – KPMG.

Qualitas Real Estate Income Fund

ARSN 627 917 971

Interim report

For the half-year ended 31 December 2024

Qualitas Real Estate Income Fund

ARSN 627 917 971

Interim report

For the half-year ended 31 December 2024

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This interim report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2024 and any public announcements made in respect of the Qualitas Real Estate Income Fund during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

This interim report covers Qualitas Real Estate Income Fund as an individual entity.

The Responsible Entity of Qualitas Real Estate Income Fund is The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235 150). The Responsible Entity's registered office is Level 18 Angel Place, 123 Pitt Street, Sydney, NSW 2000.

Directors' Report

The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235150) is the responsible entity (the "Responsible Entity") of Qualitas Real Estate Income Fund (the "Trust"). The directors of the Responsible Entity (the "Directors") present their report together with the condensed interim financial statements of the Fund for the half-year ended 31 December 2024.

Principal Activities

The Trust is a registered managed investment scheme domiciled in Australia.

The Trust's investment strategy is for QRI Manager Pty Ltd (the "Manager") to invest the Trust's capital in a portfolio of investments that provide unitholders with exposure to real estate loans secured by first and second mortgages, predominantly located in Australia and from time to time in New Zealand. Amounts raised by the Trust are invested in the Qualitas Wholesale Real Estate Income Fund. As at 31 December 2024, the Qualitas Wholesale Real Estate Income Fund invests directly in loans and unlisted wholesale funds, which currently comprise of Qualitas Senior Debt Fund.

The Trust was constituted on 2 August 2018, registered with the Australian Securities and Investments Commission on 16 August 2018, commenced operations on 22 November 2018 and its units commenced trading on the Australian Securities Exchange (ASX: QRI) on 27 November 2018.

The Trust did not have any employees during the half-year.

There were no significant changes in the nature of the Trust's activities during the half-year.

Directors

The Directors of The Trust Company (RE Services) Limited during the half-year and up to the date of this report are shown below. The Directors were in office for this entire period except where stated otherwise:

Name

Glenn Foster

Vicki Riggio

Alexis Dodwell

Phillip Blackmore Alternate Director for Vicki Riggio

Units on Issue

Units on issue in the Trust at half-year end are set out below:

	As at	
	31 December 2024 No.	30 June 2024 No.
Units on issue	471,714,441	422,803,001

Directors' Report (continued)

Review and results of operations

During the half-year, the Trust invested in accordance with the investment objectives and guidelines as set out in the governing documents of the Trust and in accordance with the provision of the Trust's Constitution.

Results

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

	31 December 2024	Half-year ended 31 December 2023
Operating profit (\$'000)	31,726	27,679
Distribution paid and payable (\$'000)	31,222	27,316
Distribution (cents per unit)	6.9314	7.1895

Financial Position

As at 31 December 2024, the Trust's total assets amounted to \$755,446,874 (31 December 2023: \$649,770,573).

Net Tangible Assets ("NTA") per unit as disclosed to the ASX were as follows:

	31 December 2024 \$	As at 30 June 2024 \$
At reporting period *	1.6015	1.6008
High during period	1.6123	1.6126
Low during period	1.6007	1.6003

*The above NTA per unit was the cum-price which includes 1.1498 cents per unit distribution (30 June 2024: 1.1672 cents per unit).

Significant changes in state of affairs

On 8 May 2024, Perpetual Limited announced it had entered into a Scheme Implementation Deed with an affiliate of Kohlberg Kravis Roberts & Co. L.P. (together with its affiliates, "KKR") who will acquire 100% of the businesses and entities comprising Wealth Management and Corporate Trust from Perpetual Shareholders via a Scheme of Arrangement, for total cash consideration of A\$2.175 billion ("Scheme"). If the Scheme is implemented, The Trust Company (RE Services) Limited is the entity that will be acquired by KKR.

During the half-year, the Trust successfully completed two unit placements with wholesale investors raising \$76,914,307 from eligible unitholders. The additional capital has enabled the Manager to further grow and diversify the Trust's portfolio in accordance with its investment strategy.

In the opinion of the Directors, there were no other significant changes in the state of affairs of the Trust that occurred during the half-year.

Matters subsequent to the end of the half-year

Subsequent to period end, on 5 February 2025, the Directors declared a distribution of 1.1273 cents per ordinary unit which amounted to \$5,319,089 and was paid on 17 February 2025. Additionally, the Fund is planning to undertake an Entitlement Offer, under which new units will be issued on 7 March 2025, with a maximum capital raising of \$151,000,000. In the event of a shortfall, a Shortfall Offer will be extended to wholesale investors, with the corresponding new units to be issued on 12 March 2025.

On 24 February 2025, Perpetual Limited announced that the Scheme Implementation Deed with KKR has been terminated. The recipient of this financial report is directed to the ASX announcement made by Perpetual Limited on 24 February 2025, the link to which can be found at <https://www.perpetual.com.au/shareholders/asx-announcements/>.

No other matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect:

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

Directors' Report (continued)

Likely developments and expected results of operations

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

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

Indemnification and insurance of officers and auditors

No insurance premiums are paid for out of the assets of the Trust in regards to the insurance cover provided to either the officers of the Responsible Entity or the auditors of the Trust. So long as the officers of the Responsible Entity act in accordance with the Trust's Constitution and the *Corporations Act 2001*, the officers remain indemnified out of the assets of the Trust against losses incurred while acting on behalf of the Trust.

The auditors of the Trust are in no way indemnified out of the assets of the Trust.

Units in the Trust

The movement in units on issue in the Trust during the half-year is disclosed in Note 6 of the condensed interim financial statements.

The value of the Trust's assets and liabilities is disclosed in the Statement of financial position and derived using the basis set out in Note 2 of the condensed interim financial statements.

Environmental regulation

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

Rounding of amounts to the nearest thousand dollars

The Trust is an entity of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* issued by the Australian Securities and Investments Commission (ASIC) relating to the "rounding off" of amounts in the Directors' report. Amounts in the Directors' report have been rounded to the nearest thousand dollars in accordance with that *ASIC Corporations Instrument*, unless otherwise indicated.

Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001* is set out on page 5.

This report is made in accordance with a resolution of the Directors of The Trust Company (RE Services) Limited.



Director
The Trust Company (RE Services) Limited

Sydney
27 February 2025



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of the Responsible Entity of Qualitas Real Estate Income Fund

I declare that, to the best of my knowledge and belief, in relation to the review of Qualitas Real Estate Income Fund for the half-year ended 31 December 2024 there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review; and
- ii. no contraventions of any applicable code of professional conduct in relation to the review.

KPMG

KPMG

Luke Sullivan
Partner

Melbourne
27 February 2025

Condensed statement of comprehensive income

	Notes	Half-year ended	
		31 December 2024 \$'000	31 December 2023 \$'000
Investment income			
Distribution income	8	36,940	31,757
Interest income from financial assets held at amortised cost		757	624
Net gains on financial instruments at fair value through profit or loss		675	880
Management fee rebate		195	202
Total investment income		38,567	33,463
Expenses			
Responsible entity fees	8	106	111
Management fees		5,509	4,688
Performance fees		729	428
Administrative expenses		497	557
Total operating expenses		6,841	5,784
Operating profit for the half-year		31,726	27,679
Other comprehensive income		-	-
Total comprehensive income for the half-year		31,726	27,679
Earnings per unit for profit attributable to unitholders of the Trust			
Basic and diluted earnings/(loss) per unit in cents		7.0689	7.3184

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

Condensed statement of financial position

		As at	
		31 December 2024	30 June 2024
		\$'000	\$'000
	Notes		
Assets			
Cash and cash equivalents		13,938	12,656
Receivables and prepayments		6,694	6,523
Financial assets – loans measured at amortised cost	5	15,067	14,791
Financial assets – measured at fair value through profit and loss	5	727,681	650,092
Total assets		763,380	684,062
Liabilities			
Distributions payable		5,424	4,935
Payables		2,509	2,443
Total liabilities		7,933	7,378
Net assets attributable to unitholder- equity	6	755,447	676,684

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

Condensed statement of changes in equity

	Half-year ended	
Notes	31 December 2024 \$'000	31 December 2023 \$'000
Total equity at the beginning of the half-year	676,684	601,162
Comprehensive income for the half-year		
Profit for the half-year	31,726	27,679
Total comprehensive income for the half-year	31,726	27,679
Transactions with unitholders		
New units issued	6 76,914	41,138
Distributions reinvested	6 1,345	161
Distributions to unitholders	6 (31,222)	(27,316)
Total transactions with unitholders	47,037	13,983
Total equity at the end of the half-year	755,447	642,824

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

Condensed statement of cash flows

	Half-year ended 31 December 2024 \$'000	Half-year ended 31 December 2023 \$'000
Cash flows from operating activities		
Interest received from bank deposits and term deposits	329	256
Distribution income received	36,865	31,689
Management fee rebate received	271	143
Other receipts	39	-
Purchase of financial assets at fair value through profit or loss	(76,914)	(41,138)
Administrative expenses paid	(6,855)	(5,464)
Net cash (outflow) from operating activities	(46,265)	(14,514)
Cash flows from investing activities		
Interest received from Manager loan	383	357
Loan funds advanced to Manager	(875)	-
Loan funds repaid from Manager	599	706
Net cash inflow from investing activities	107	1,063
Cash flows from financing activities		
Distributions paid to unitholders	(29,474)	(26,162)
Payments for unit buyback	-	(765)
Proceeds from application by unitholders	76,914	41,138
Net cash inflow from financing activities	47,440	14,211
Net increase in cash and cash equivalents	1,282	760
Cash and cash equivalents at the beginning of the period	12,656	11,683
Cash and cash equivalents at the end of the period	13,938	12,443

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

Notes to the condensed interim financial statements

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1 General information

These condensed interim financial statements cover Qualitas Real Estate Income Fund (the "Trust") as an individual entity. The Trust was constituted on 2 August 2018, registered with the Australian Securities and Investments Commission on 16 August 2018, commenced operations on 22 November 2018 and its units commenced trading on the Australian Securities Exchange (ASX: QRI) on 27 November 2018. The Trust is domiciled in Australia.

The Trust Company (RE Services) Limited (ABN 45 003 278 831) is the responsible entity of the Trust (the "Responsible Entity"). The Responsible Entity's registered office is Level 18 Angel Place, 123 Pitt Street, Sydney, NSW 2000.

The Investment Manager of the Trust is QRI Manager Pty Ltd ("the Manager") (ACN 625 857 070). The Manager is an Authorised Representative of Qualitas Securities Pty Ltd (AFSL 342242).

The Custodian of the Trust is Perpetual Corporate Trust Limited (ABN 99 000 341 533), a wholly owned subsidiary of Perpetual Limited.

The Trust's investment strategy is for the Manager to invest the Trust's capital in a portfolio of investments that provide Unitholders with exposure to real estate loans secured by first and second mortgages, predominantly located in Australia; from time to time the Trust may also invest in New Zealand. Amounts raised by the Trust are invested in the Qualitas Wholesale Real Estate Income Fund. As at 31 December 2024, the Qualitas Wholesale Real Estate Income Fund invests directly in loans and in unlisted wholesale funds, which currently comprised of Qualitas Senior Debt Fund.

The condensed interim financial statements of the Trust are for the half-year ended 31 December 2024. The condensed interim financial statements are presented in the Australian currency.

The condensed interim financial statements were authorized for issue by the directors of the Responsible Entity (the "Directors of the Responsible Entity") on 27 February 2025. The Directors of the Responsible Entity have the power to amend and reissue the financial statements.

2 Summary of material accounting policies

The principal accounting policies applied in the preparation of these condensed interim financial statements are set out below. These policies have been consistently applied to all periods presented, unless otherwise stated in the following text.

(a) Basis of preparation

These condensed interim financial statements have been prepared in accordance with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*. The Trust is a for-profit entity for the purpose of preparing the condensed interim financial statements.

These condensed interim financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these interim financial reports are to be read in conjunction with the annual financial statements for the year ended 30 June 2024 and any public announcements made in respect of the Trust during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

The Statement of financial position is presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and do not distinguish between current and non-current. All balances are expected to be recovered or settled within 12 months, except for investments in financial assets and financial liabilities at fair value through profit or loss and net assets attributable to unitholders on the basis that the Trust is a long-term investor into the Qualitas Wholesale Real Estate Income Fund. The amount to be recovered or settled in relation to these balances remain subject to the performance of the Trust and its operations in accordance with the Constitution.

The Trust has been deemed to meet the definition of an investment entity, as the following conditions exist:

- The Trust has obtained funds for providing investors with investment management services;
- The Trust's business purpose, which was communicated directly to investors, is investing solely for returns from capital appreciation and investment income;
- The performance of investments made through the Trust are measured and evaluated on a fair value basis.

2 Summary of material accounting policies (continued)

(a) Basis of preparation (continued)

The Trust and the sub-trust Qualitas Wholesale Real Estate Income Fund were structured in a way to comply with legal, regulatory, tax or similar requirements.

When considered together they display the characteristics of an investment entity:

- (a) the Trust indirectly holds more than one investment because the wholesale funds hold a portfolio of investments,
- (b) although the Qualitas Wholesale Real Estate Income Fund is wholly funded by the Trust, the Trust is funded by more than one investor who are related to the Trust; and
- (c) ownership in the Trust and the wholesale funds are represented by the Trust interests to which a proportion of the net assets of the investment entity are attributed.

(b) Material accounting policies

The accounting policies applied in these condensed interim financial statements are the same as those applied to the Trust's financial statements for the year ended 30 June 2024.

There are no other standards, interpretations or amendments to existing standards that are effective for the first time for the half year beginning 1 July 2024 that have a material impact on the amounts recognised in the prior periods or will affect the current or future periods

3 Rounding of Amounts

The Trust is an entity of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 issued by the Australian Securities and Investments Commission (ASIC) relating to the "rounding off" of amounts in the condensed interim financial statements. Amounts in the condensed interim financial statements have been rounded to the nearest thousand dollars in accordance with that ASIC Corporations Instrument, unless otherwise indicated.

4 Fair value measurement

The Trust discloses fair value measurements by level using the following fair value hierarchy:

- 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 (as prices) or indirectly (derived from prices)
- Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs)

(i) Fair value in an active market (Level 1)

The fair value of financial assets and liabilities traded in active markets is based on last traded prices at the end of the reporting period without any deduction for estimated future selling costs. For the majority of financial assets and liabilities, information provided by the quoted market independent pricing services is relied upon for valuation.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. An active market is a market in which transactions for the financial asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

(ii) Fair value in an inactive or unquoted market (Level 2 and Level 3)

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. These include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar other instrument, discounted cash flow techniques or any other valuation technique that provides a reliable estimate of prices obtained in actual market transactions.

4 Fair value measurement (continued)

Where discounted cash flow techniques are used, estimated future cash flows are based on the Manager's best estimates and the discount rate used is a market rate at the end of the reporting period applicable for an instrument with similar terms and conditions. For other pricing models, inputs are based on market data at the end of the reporting period.

Some of the inputs to these models may not be market observable and are therefore estimated based on assumptions.

The output of a model is always an estimate or approximation of a value that cannot be determined with certainty, and valuation techniques employed may not fully reflect all factors relevant to the positions the Trust holds. Valuations are therefore adjusted, where appropriate, to allow for additional factors including liquidity risk and counterparty risk.

Recognised fair value measurements

The following table presents the Trust's financial assets and liabilities measured and recognised at fair value as at 31 December 2024 and 30 June 2024.

	Level 1	Level 2	Level 3	Carrying amount	Total
As at 31 December 2024	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets at fair value through profit or loss					
Qualitas Wholesale Real Estate Income Fund	-	727,681	-	-	727,681
Financial assets not measured at fair value					
Loan asset	-	-	-	15,067	15,067
Total	-	727,681	-	15,067	742,748

	Level 1	Level 2	Level 3	Carrying amount	Total
As at 30 June 2024	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets at fair value through profit or loss					
Qualitas Wholesale Real Estate Income Fund	-	650,092	-	-	650,092
Financial assets not measured at fair value					
Loan asset	-	-	-	14,791	14,791
Total	-	650,092	-	14,791	664,883

4 Fair value measurement (continued)

Recognised fair value measurements (continued)

(i) *Transfers between levels*

The Trust's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

There were no transfers between the levels in the fair value hierarchy for the half-year ended 31 December 2024.

(ii) *Fair value measurements using significant unobservable inputs (level 3)*

The Trust did not hold any financial instruments with fair value measurements using significant unobservable inputs during the half-year ended 31 December 2024 or year ended 30 June 2024.

(iii) *Valuation processes*

Portfolio reviews are undertaken regularly by the Manager to identify securities that potentially may not be actively traded or have stale security pricing. This process identifies securities which possibly could be regarded as being level 3 securities.

Further analysis, should it be required, is undertaken to determine the accounting significance of the identification. For certain security types, in selecting the most appropriate valuation model, the Manager performs back testing and considers actual market transactions. Changes in allocation to or from level 3 are analysed at the end of each reporting period.

(iv) *Fair values of other financial instruments*

The Trust did not hold any financial instruments which were not measured at fair value in the Statement of financial position. Due to their short-term nature, the carrying amounts of receivables and payables are assumed to approximate fair value.

5 Financial assets

	31 December 2024 \$'000	As at 30 June 2024 \$'000
Qualitas Wholesale Real Estate Income Fund – FVTPL	727,681	650,092
Loan asset – at amortised cost	15,067	14,791
Total financial assets	742,748	664,883

An overview of the risk exposure relating to financial assets at fair value through profit or loss is included in Note 4.

Loan asset

The Trust has agreed to provide a loan to the Manager, to assist with the working capital requirements of the Manager. For the avoidance of doubt, this includes, without limitation, for the purposes of paying costs and expenses incurred in relation to the capital raising of the Trust and may be paid or lent to related entities of the Manager. The Manager will repay the loan (including any payment of interest on the loan which will be interest income of the Trust) over a period of 10 years from the first draw of each new tranche. Given this the current termination date of the loan is 10 years from the first draw date of the newest tranche being 1 August 2024. The loan may be terminated and repaid earlier upon an event of default of the borrower as defined in the loan agreement. The loan is interest bearing at a rate of 5% p.a. During the half-year, interest of \$383,490 (31 December 2023: \$357,225) was charged on the loan asset. The fair value of the loan was assessed, and it was not materially different to the carrying value of the loan.

6 Net assets attributable to unitholders – equity

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

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

	Half-year ended		Half-year ended	
	31 December 2024	31 December 2024	31 December 2023	31 December 2023
	No. '000	\$'000	No '000	\$'000
Net assets attributable to unitholders				
Opening balance	422,803	676,684	375,507	601,162
Capital raising	48,071	76,914	25,711	41,138
Reinvestments	840	1,345	100	161
Distributions to unitholders	-	(31,222)	-	(27,316)
Profit/(Loss)	-	31,726	-	27,679
Closing balance	471,714	755,447	401,318	642,824

7 Distributions to unitholders

The distributions for the half-year were as follows:

	For the half-year ended 31 December 2024		For the half-year ended 31 December 2023	
	\$'000	Cents per unit	\$'000	Cents per unit
Distributions				
31 July	5,213	1.17	4,466	1.19
31 August	5,214	1.17	4,491	1.20
30 September	5,043	1.13	4,445	1.18
31 October	5,217	1.17	4,584	1.22
30 November	5,111	1.14	4,433	1.18
31 December	5,424	1.15	4,897	1.22
Total distributions	31,222	6.93	27,316	7.19

8 Related party transactions

The Responsible Entity of the Qualitas Real Estate Income Fund is The Trust Company (RE Services) Limited. The Responsible Entity is a wholly owned subsidiary of the Perpetual Limited Group (ASX: PPT).

(a) Key management personnel of the Responsible Entity

Directors

The following persons held office as directors of The Trust Company (RE Services) Limited during the period and up to the date of this report:

Name

Glenn Foster

Vicki Riggio

Alexis Dodwell

Phillip Blackmore

Alternate Director for Vicki Riggio

8 Related party transactions (continued)

(b) Other key management personnel

There were no other persons responsible for planning, directing and controlling the activities of the Trust, directly or indirectly during the financial period.

(c) Responsible Entity and other transactions

(i) **Responsible Entity fee**

This fee is charged by the Responsible Entity for managing the Trust and making it available to investors. The amount charged is dependent on the gross asset value of the Trust. The fee is accrued for daily and paid quarterly in arrears from the Trust's assets.

(ii) **Custodian fee**

This fee is charged by a related party of the Responsible Entity for performing custodial services of the Trust. The fee is calculated as a percentage of the Trust's NAV.

(iii) **Management fee**

The Responsible Entity has appointed the Manager to invest and manage all of the assets of the Trust from time to time and to provide other services on the terms contained in the Investment Management Agreement. The Manager charges a Management fee (inclusive of RITC) of the Trust's NAV.

(iv) **Performance fee**

The Manager is entitled to a performance fee of 20.0% (inclusive of GST less RITC) of the net asset value above the performance benchmark, when the Trust achieves positive performance.

(v) **Indirect costs**

Indirect costs are any amounts that the Responsible Entity knows or where required, reasonably estimates, will reduce the Trust's returns that are paid from the Trust's assets (other than the Responsible Entity fee, recoverable expenses and transactional and operational costs).

(d) Responsible Entity's/Manager's fees and other transactions

All related party transactions have been conducted on normal commercial terms and conditions. The transactions during the period and amounts payable at period end between the Trust and the Responsible Entity or a related party of the Responsible Entity were as follows:

	For the half- year ended 31 December 2024	For the half- year ended 31 December 2023
Management fees for the period	5,508,684	4,687,798
Total fees payable by the Trust to the Manager at period end	978,770	786,268
Responsible entity fees for the period	105,563	111,041
Total fees payable to the Responsible Entity at period end	54,107	56,786
Custodian fees for the period	37,516	31,588
Total fees payable to the related party of the Responsible Entity at period end	37,473	31,540
Performance fees for the period	728,619	-
Total performance fees payable by the Trust to the Manager at period end	713,677	427,920

(e) Key management personnel of the Responsible Entity compensation

Key management personnel do not receive any remuneration directly from the Trust in their capacity as Directors or employees of the Responsible Entity or its related parties. Consequently, the Trust has not paid any compensation to its key management personnel. Payments made from the Trust to the Responsible Entity do not include any amounts attributable to the compensation of key management personnel.

8 Related party transactions (continued)

(f) Key management personnel of the Responsible Entity unitholdings

During or since the end of the half-year, none of the Directors or Director related entities held units in the Trust, either directly, indirectly or beneficially. Neither the Responsible Entity nor its affiliates held units in the Trust at the end of the half-year or during the period.

(g) Investments

The Trust held investments in the following scheme which is managed by the Manager:

	Fair Value of Investment \$	Interest held (%)	Distributions received/ receivable \$	Units acquired during the period	Units disposed during the period
At 31 December 2024					
Qualitas Wholesale Real Estate Income Fund	727,681,432	100	36,939,979	48,255,432	-
	Fair Value of Investment \$	Interest held (%)	Distributions received/ receivable \$	Units acquired during the period	Units disposed during the period
At 30 June 2024					
Qualitas Wholesale Real Estate Income Fund	650,091,804	100	66,582,628	46,644,218	-

The Trust did not hold any investments in The Trust Company (RE Services) Limited or of its affiliates during the period.

(h) Related party unitholdings

Qualitas Property Partners Pty Ltd who is a related party of the Manager holds 9,808,526 units in the Trust.

(i) Other transactions within the Trust

	31 December 2024 \$'000	As at 30 June 2024 \$'000
Loan asset	15,067	14,791
Total loan asset	<u>15,067</u>	<u>14,791</u>

Refer to note 5 for additional disclosures.

9 Significant events during the half-year

On 8 May 2024, Perpetual Limited announced it had entered into a Scheme Implementation Deed with an affiliate of Kohlberg Kravis Roberts & Co. L.P. (together with its affiliates, "KKR") who will acquire 100% of the businesses and entities comprising Wealth Management and Corporate Trust from Perpetual Shareholders via a Scheme of Arrangement, for total cash consideration of A\$2.175 billion ("Scheme"). If the Scheme is implemented, The Trust Company (RE Services) Limited is the entity that will be acquired by KKR.

During the half-year, the Trust successfully completed two unit placements with wholesale investors raising \$76,914,307 from eligible unitholders. The additional capital has enabled the Manager to further grow and diversify the Trust's portfolio in accordance with its investment strategy.

There were no other significant events during the half-year.

10 Events occurring after the reporting period

Subsequent to period end, on 5 February 2025, the Directors declared a distribution of 1.1273 cents per ordinary unit which amounted to \$5,319,089 and was paid on 17 February 2025. Additionally, the Fund is planning to undertake an Entitlement Offer, under which new units will be issued on 7 March 2025, with a maximum capital raising of \$151,000,000. In the event of a shortfall, a Shortfall Offer will be extended to wholesale investors, with the corresponding new units to be issued on 12 March 2025.

On 24 February 2025, Perpetual Limited announced that the Scheme Implementation Deed with KKR has been terminated. The recipient of this financial report is directed to the ASX announcement made by Perpetual Limited on 24 February 2025, the link to which can be found at <https://www.perpetual.com.au/shareholders/asx-announcements/>.

No other significant events have occurred since the reporting period which would impact on the financial position of the Trust disclosed in the statement of financial position as at 31 December 2024 or on the results and cash flows of the Trust for the period ended on that date.

11 Contingent assets and liabilities and commitments

There are no outstanding contingent assets, liabilities or commitments as at 31 December 2024 and 30 June 2024.

Directors' declaration

In the opinion of the Directors of the Responsible Entity:

- a. the condensed interim financial statements and notes set out on pages 6 to 18 are in accordance with the *Corporations Act 2001*, including:
 - i. complying with Australian Accounting Standard AASB 134 Interim Financial Reporting, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - ii. giving a true and fair view of the Trust's financial position as at 31 December 2024 and of its performance for the financial half-year ended on that date,
- b. there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable; and

This declaration is made in accordance with a resolution of the Directors of The Trust Company (RE Services) Limited.

Director



Sydney

27 February 2025



Independent Auditor's Review Report

To the unitholders of Qualitas Real Estate Income Fund

Conclusion

We have reviewed the accompanying **Interim Report** of Qualitas Real Estate Income Fund ("the Trust").

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the Interim report of Qualitas Real Estate Income Fund does not comply with the *Corporation act 2001*, including:

- giving a true and fair view of the Trust's financial position as at 31 December 2024 and of its performance for the Half-year ended on that date; and
- complying with *Australian Accounting Standard AASB 134 Interim Financial Reporting* and the *Corporations Regulations 2001*.

The **Interim Report** comprises:

- Condensed statement of financial position as at 31 December 2024
- Condensed statement of comprehensive income, Condensed statement of changes in equity and Condensed statement of cash flows for the Half-year ended on that date
- Notes 1 to 11 including selected explanatory notes
- The Directors' Declaration.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report.

We are independent of the Trust 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 annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with these requirements.



Responsibilities of the Directors for the Interim Report

The Directors of The Trust Company (RE Services) Limited (the Responsible Entity) are responsible for:

- the preparation of the Interim Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*
- such internal control as the Directors determine is necessary to enable the preparation of the Interim Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the Review of the Interim Report

Our responsibility is to express a conclusion on the Interim Report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the Interim Report does not comply with the *Corporations Act 2001* including giving a true and fair view of the Trust's financial position as at 31 December 2024 and its performance for the Half-Year ended on that date, and complying with *Australian Accounting Standard AASB 134 Interim Financial Reporting* and the *Corporations Regulations 2001*.

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.

KPMG

Luke Sullivan
Partner

Melbourne
27 February 2025



QUALITAS

