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vantage Asset Management

VPEG3

DIVERSIFY. GROW. OUTPERFORM.

ANNUAL REPORT
FOR THE YEAR ENDED 30 JUNE 2020
VANTAGE PRIVATE EQUITY GROWTH 3

2020

CORPORATE DIRECTORY

DIRECTORS OF THE GENERAL PARTNER OF VPEG3, LP & OF THE TRUSTEE OF VPEG3A

Michael Tobin B.E., MBA, DFS, FAICD
Managing Director

David Pullini B.E., MBA, GDAFI.
Director

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Vantage Private Equity Growth 3, LP & Vantage Private Equity Growth Trust 3A

Will be held at:
Corrs Chambers Westgarth
Level 17, 8 Chifley
8/12 Chifley Square
Sydney NSW 2000

Date:
25 November 2020

Time:
11:30am

PRINCIPAL REGISTERED OFFICE IN AUSTRALIA

VPEG3, LP
Level 50, 120 Collins Street
Melbourne VIC 3000
Australia

VPEG3A
Level 29, Chifley Tower
2 Chifley Square
Sydney NSW 2000
Australia

AUDITORS

Ernst & Young
The EY Centre
200 George Street
Sydney NSW 2000

SOLICITORS

Corrs Chambers Westgarth
Level 17, 8 Chifley
8/12 Chifley Square
Sydney NSW 2000

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VPEG3

GENERAL PARTNER & TRUSTEE'S REPORT

Vantage Private Equity Growth 3 (the Fund or VPEG3) is a multi-manager Private Equity investment fund consisting of Vantage Private Equity Growth 3, LP (VPEG3, LP) an Australian Fund of Funds (AFOF) Limited Partnership and Vantage Private Equity Growth Trust 3A (VPEG3A) an Australian Unit Trust.

VPEG3, LP is unconditionally registered with the Australian Government Department of Industry, Innovation and Science as a complying investment for the Significant Investor Visa (SIV), focused on investing in the lowest risk sector, of the Venture Capital or Private Equity (VCPE) segment, Growth Private Equity.

VPEG3A has been established to undertake Private Equity investments that are not permitted to be made by an AFOF, in accordance with Australian regulations. As such only VPEG3 Investors that are not SIV investors, are unit holders in VPEG3A. VPEG3A also qualifies as a Managed Investment Trust (MIT) for Australian Tax purposes.

Vantage Asset Management Pty Limited (Vantage) is the General Partner of Vantage Private Equity Management Partnership, LP who in turn is the General Partner of VPEG3, LP. Vantage is also the Trustee of VPEG3A. The General Partner for VPEG3, LP and the Directors of the Trustee for VPEG3A hereby presents their report together with the financial statements of VPEG3, LP and VPEG3A for the year ended 30 June 2020.

DIRECTORS

The following persons are the Directors of Vantage:

Michael Tobin
Managing Director

David Pullini
Director

PRINCIPAL ACTIVITY

The principal activity of the Fund is the investment in professionally managed Private Equity funds focussed on investing in the Later Expansion and Buyout stages of Private Equity, predominately in Australia.

The principal objective of the Fund is to provide investors with the benefit of a well-diversified Private Equity investment portfolio. This is achieved by focusing on providing the majority of its commitments and investments to underlying funds that invest in profitable businesses that are at a more mature stage of development, and in particular the later expansion and buyout stages of Private Equity investment.

As at 30 June 2020, VPEG3 had committed $67.5m across seven Primary Private Equity Funds and two co-investments. As a result, a total of 33 underlying company investments exist within the portfolio at financial year end. VPEG3's investment commitments include; $12m to Allegro Fund III; $10m to each of Adamantem Capital Fund 1, Advent Partners 2 Fund, Anchorage Capital Partners Fund III and Next Capital Fund IV, $7.5m to Mercury Capital Fund 3 and $7m to Odyssey Private Equity Fund 8. VPEG3 co-investments include; $0.25m into Fitzpatrick Financial Group and $0.75m into Tribe Brewing.

FUND PERFORMANCE HIGHLIGHTS FOR FY20

- $16.21m in Additional Capital Drawn by underlying Private Equity Funds
- 16 new underlying company investments added to the portfolio
- A total of 33 underlying company investments have now been completed with an average hold period of 1.2 years
- Paid capital by all investors to VPEG3, LP of $0.55 per dollar of Committed Capital to VPEG3
- Paid capital by all investors, except SIV investors, to VPEG3A of $0.23 per dollar of Committed Capital to VPEG3
- Companies held within the VPEG3 portfolio for more than one year have on average increased Revenue by 72% and Earnings (EBITDA) by 21% since initial investment
- 21% is the total increase in value, after fees, delivered by VPEG3, across FY20.

DISTRIBUTIONS

No distributions have been paid or recommended for payment to VPEG3 investors for the financial year ended 30 June 2020.

ECONOMIC CONDITIONS ACROSS FINANCIAL YEAR 2020

Monetary policy was eased during the first quarter of the 2020 financial year to support employment and income growth with the aim that inflation will be consistent with the Reserve Bank's (RBA) medium-term target. In October 2019, the RBA reduced the official cash rate from 1.00% to 0.75% following rate drops in both June and July of 2019, which were the first changes in the official cash rate since August 2016. Forecast growth rates by global economists remained conservative as tensions continued to arise from the US / China trade and technology negotiations. These negotiations at the time affected the flows of international trade and investment globally, as companies began to scale back spending due to increased uncertainty.

Economic data released at the end of the first half of FY20 revealed that the Australian economy only marginally grew at an annualised rate of 1.7%. This compares with 2.4% in 2018 and 2.8% in 2017 across the same period. Factors contributing to this weakness included weak domestic spending, and lower investment in mining and real property industry sectors. Despite the government's best efforts to help stimulate growth via tax cuts in October 2019, consumers still reduced their spending albeit to modest wage growth and higher saving rates among individual households. Additionally, the effects of the drought and the subsequent bushfires in Australia exacerbated to this lower growth.

GENERAL PARTNER & TRUSTEE'S REPORT (CONT.)

ECONOMIC CONDITIONS ACROSS FINANCIAL YEAR 2020 (CONT.)

In January 2020, the World Health Organisation declared a global health emergency as a result of the emergence of COVID-19 in Wuhan, China, as over 900 deaths occurred and 40,000 individuals had been infected by the virus since its initial outbreak in late December 2019. Many countries began to shut their borders and place restrictions on businesses and individuals to slow the spread of COVID-19. These extraordinary responses and forced closures of economies caused significant disruptions around world.

In late March 2020, the Australian Government implemented strong containment measures to reduce the spread of COVID-19 among communities. Financial markets became significantly volatile, with sharp falls witnessed in the prices of risky assets as market participants struggled to price in the risks associated to each security, given the unknown impact of COVID-19. Equity prices in the advanced economies, including Australia, fell by around 30 per cent. The falls were broadly based across sectors, although equity prices in the energy and tourism sectors had fallen particularly harder. The equity prices of banks had also fallen significantly, although it was recognised that the capital and liquidity positions of banks had significantly strengthened over time since the Global Financial Crisis.

In response to the rapid outbreak of the virus and its greater impact to the economy, the RBA called upon members for a special meeting on 18 March 2020 to consider the options for immediate monetary policy responses. At this meeting, RBA members supported the proposed easing of monetary policy, which saw the official cash rate to ultimately be cut to 0.25%.

The aim of this response was to initially boost the cash flow of businesses and the household sector as a whole and also help the trade-exposed industries deal with their mounting challenges.

In addition to these monetary policy responses, the Australian government moved quickly to legislate a wide range of measures to provide support to households and businesses in managing their short term cashflow challenges as well as also ensuring a continued flow of credit within the economy.

To date, the Australian Government stimulus response totals $289bn, representing 14.6% of annual GDP. Australia's JobKeeper scheme, which helps businesses significantly impacted by the pandemic cover the costs of their employee wages, is the largest stimulus response to date, which has paid out over $30 billion to 3.5 million workers from more than 960,000 businesses.

The Australian economy experienced a significant downturn throughout April as COVID-19 restrictions were strictly enforced. However, as governments began to gradually ease restrictions over May and June, economic activity began to improve. These movements in economic activity where represented by the Performance of Manufacturing Index (PMI), which crashed in April 2020 to 35.8, down from 53.7 in March 2020, before rebounding to 51.5 at the financial year end, due to an overall improvement in demand from consumers. Business sentiment bounced back from its -65 low at the end of March, through to the latest May 2020 reading, which remains negative at -20. Similarly, consumer confidence fell sharply from 91.9 in March 2020 to 75.6 in the following month, before rebounding to 88.1 in May 2020.

Looking forward, economic activity is expected to pick up in the September quarter and beyond, with the continued easing of restrictions in most parts of the country continuing. Real GDP is forecast to fall by 0.25% in 2019-20 fiscal year and by 2.5% in 2020-21 fiscal year.

In calendar-year terms, real GDP is forecast to fall by 3.75% in 2020, before increasing by 2.5% per cent in 2021. While Australia's net debt is expected to increase with the expanded support, the country's robust finances prior to the current downturn means that net debt is expected to climb to 35.7% of GDP in June 2021.

A confident sentiment is viewed among economists as it is expected that both Australian and New Zealand economies are forecast to recover much sooner than in past recessions due to the gradual easing of restrictions in both countries, though it is expected that it will be a long road back to full recovery with the unemployment rate remaining elevated at 7.5% in Australia and 4.0% in New Zealand at the closure of the 2020 Financial year. Both the Federal Government and the Reserve Bank of Australia have remained highly accommodative in their response to the pandemic with fiscal and monetary packages being appropriately allocated.

CONSISTENT MOMENTUM OF PRIVATE EQUITY DEAL FLOW IN VPEG3'S TARGET MARKET SEGMENT

It is timely to compare the slowdown in global economies occurring across 2020 with the period during and immediately following the 2008 Global Financial Crisis.

A key observation is that during the GFC a majority of financial markets seized up with significant risks associated with continuing credit availability. Cyclically exposed sectors such as construction, manufacturing, wholesale and retail were sharply impacted during and following the GFC. Unlike the 1992 recession in Australia, in 2008 all major banks held back from enforcing their security positions, a feature being repeated again during 2020.

During the GFC Private Equity deal flow dried up as only weak businesses required recapitalisation while owners of strong businesses postponed expansion and / or sale plans. In contrast, Private Equity deal flow has remained surprisingly robust so far across 2020. Many businesses continue to perform well, notwithstanding the disruption caused by the pandemic. Acquisition finance remains available with asset valuations remaining consistently priced throughout the period. Equity markets, which are proving to be enormously resilient, are also supportive of IPOs across a range of industry sectors. There remains to be plenty of dry powder amongst Private Equity funds in Australia, which should see a continued flow of completed deals as well as provide support for a healthy secondary market.

GENERAL PARTNER & TRUSTEE'S REPORT (CONT.)

CONSISTENT MOMENTUM OF PRIVATE EQUITY DEAL FLOW IN VPEG3'S TARGET MARKET SEGMENT (CONT.)

Risks remain that a further major outbreak in Australia or New Zealand occurs or Victoria fails to contain its second wave. Furthermore, a contraction in the Chinese economy, or a prolonged global recession could also inevitably impact the performance of certain companies across a range of industry sectors in Australia. Should any of these events occur a major tightening of credit availability would be likely, contributing to the potential for weaker performance of companies most exposed to slowing industry sectors.

However, this scenario could also lead to the opportunity for an increase in deal flow, priced at more attractive multiples than the historical average. Whichever scenario occurs, there is no doubt that companies held within Private Equity portfolios will be better positioned to adapt to the evolving challenges caused by the slowing economy, compared with other privately held and many publicly held companies. Private Equity backed companies will ultimately utilise the slowing economic environment to reassess their customer offerings, focusing on profitable segments and streamlining their operations such that when economies emerge from the current recessionary period, they will be well positioned to enhance earnings and commence preparations for exit. This will ultimately deliver VPEG3 investors with superior risk adjusted returns over the term of the Fund.

REVIEW OF VPEG3 OPERATIONS

VPEG3 is focused on investing in professionally managed Private Equity funds that invest in businesses that are at a more mature stage of development, and in particular the Later Expansion and Buyout stages of Private Equity investment. The Fund's investment objective for its Investment Portfolio is to achieve attractive medium term returns on its Private Equity investments while keeping the volatility of the overall investment portfolio low. This is achieved by investing across a highly diversified portfolio of Private Equity assets with diversification obtained by allocating across fund manager, geographic region, financing stage, industry sector and vintage year.

The General Partner of VPEG3, LP has been appointed as an authorised representative of Vantage who in turn is the Trustee of VPEG3A and the skills and expertise of the full Vantage team is utilised to undertake the Investment Management of the Fund.

Established in 2004, Vantage is a leading independent investment management company with expertise in Private Equity, funds management, manager selection and operational management.

Vantage is Australian owned and domiciled with operations in Sydney and Melbourne and holds Australian Financial Services Licence (AFSL) No. 279186. The Fund completed its first close, on 16 January 2017, allowing VPEG3 to commence its investment program and completed its final close on 15 January 2019 with total committed capital of $50.7m.

In general, Application Monies received from Investors are initially invested in a Cash Management Trust (CMT) managed by One Managed Investment Funds Limited (Escrow Agent). An Escrow Deed exists between the Escrow Agent and the General Partner such that as investments are proposed to be made by the Fund, funds will be drawn from the CMT to meet the Fund's obligations in relation to those investments and other Fund expenses.

Investors who indicated in their Application Form a Committed Capital amount of at least $1,000,000 (or such other amount determined by the General Partner) (Large Investors) initially only paid 5% of their Committed Capital (Initial Contribution) at the time of their application to the Fund's application account. The Application Monies of Large Investors is initially invested in Liquid Investments until they are required to be drawn to meet the Fund's investment obligations and other expenses.

The remainder of the Committed Capital will be progressively called from the Cash Management Trust or directly from Large Investors and paid to the Fund when a capital call is issued by the Fund Manager to meet the investors' pro rata share of the obligations of the Fund, including the funding of its underlying investments as they are made.

As a result of additional capital being called across FY20, directly from Large investors or drawn from the CMT for all other investors, the total Paid Capital to VPEG3, LP increased to 55.6% of every investors total Committed Capital to VPEG3. In addition, the total Paid Capital to VPEG3A increased to 23% of the total Committed Capital to VPEG3 of all investors, except SIV investors, as at 30 June 2020.

As at 30 June 2020, VPEG3 had committed $67.50m across seven Primary Private Equity Funds and two co-investments. As a result, a total of 33 underlying company investments exist within the portfolio at quarter end. VPEG3's investment commitments include; $12m to Allegro Fund III; $10m to each of Adamantem Capital Fund 1, Advent Partners 2 Fund, Anchorage Capital Partners Fund III and Next Capital Fund IV, $7.5m to Mercury Capital Fund 3 and $7m to Odyssey Private Equity Fund 8. VPEG3 co-investments include; $0.25m into Fitzpatrick Financial Group and $0.75m into Tribe Brewing.

GENERAL PARTNER & TRUSTEE'S REPORT (CONT.)

VPEG3'S PRIVATE EQUITY PORTFOLIO AND COMMITMENTS, AS AT 30 JUNE 2020, WERE AS FOLLOWS:

VPEG3, with commitments to seven Private Equity funds and two co-investments, ultimately held interests in 33 underlying company investments. As at 30 June 2020, VPEG3's Private Equity portfolio and commitments, as at 30 June 2020, were as follows;

PRIVATE EQUITY FUND NAME	FUND/ DEAL SIZE	VINTAGE YEAR	INVESTMENT FOCUS	VPEG3 COMMITMENT	CAPITAL DRAWN DOWN	TOTAL NO. OF INVESTEE COMPANIES
Adamantem Capital Fund I	$591m	2017	Mid Market Expansion / Buyout	$10.0m	$7.87m	6
Odyssey Private Equity Fund 8	$275m	2017	Mid Market Growth Capital	$7.0m	$3.89m	5
Advent Partners 2 Fund	$300m	2017	Mid Market Expansion / Buyout	$10.0m	$4.56m	5
Allegro Fund III	$290m	2017	Mid Market Expansion / Buyout	$12.0m	$4.29m	5
Anchorage Capital Partners Fund III	$350m	2017	Mid Market Expansion / Buyout	$10.0m	$5.58m	3
Mercury Capital Fund III	$600m	2019	Mid Market Expansion	$7.5m	$2.10m	4
Next Capital Fund IV	$275m	2019	Mid Market Expansion	$10.0m	$2.28m	3
Co-invest Fitzpatrick Financial Group	$200m	2017	Mid Market Expansion	$0.25m	$0.27m	1
Co-invest Tribe Brewing	$30m	2018	Mid Market Expansion	$0.75m	$0.66m	1
			TOTAL	**$67.50m**	**$31.50m**	**33**

As a result of the continued investment activity by VPEG3's underlying funds, the total value of funds drawn from VPEG3 into Private Equity investments during the year increased by 106.2% from $15.28m at 30 June 2019 to $31.50m at 30 June 2020.

This resulted in an increase of the number of underlying company investments in VPEG3's portfolio from seventeen to thirty three during the year.

In addition, four "bolt on" acquisitions were completed by an existing portfolio company to expand its operations during the period. As a result, at 30 June 2020, VPEG3 held thirty three underlying company investments in its underlying portfolio.

NEW UNDERLYING PRIVATE EQUITY COMPANY INVESTMENTS COMPLETED DURING THE YEAR INCLUDED:

by Adamantem Capital Fund 1

- **Legend Corporation Ltd (August 2019)**, a leading engineering solutions provider for the Electrical, Power & Infrastructure and Gas & Plumbing industries

by Advent Partners 2 Fund

- **Mandoe (October 2019)**, an Australian founded software provider with unique platforms in digital signage and customer engagement.
- **Medtech (June 2020)**, a leading provider of Practice Management Software (PMS) across Australia and New Zealand, delivering an extensive product suite to physicians and their staff.
- **Flintfox (June 2020)**, a leading developer of trade revenue management (TRM) software.

by Allegro Fund III

- **Perth Radiological Clinics (August 2019)**, Western Australia's largest diagnostic imaging provider.
- **Value Retail Group (December 2019)**, made up of iconic retail brands that include Harris Scarfe, Best & Less and Postie (NZ), a portfolio of well-known and trusted brands, offering its customers a broad range clothing, footwear and other personal apparel.

By Anchorage Capital Partners Fund III

- **CF Asia Pacific (January 2020)**, Australia's leading full-service rail leasing business and the fourth largest owner of assets on the Defined Interstate Rail Network.
- **AHG Refrigerated Logistics (June 2020)**, Australia's largest fully integrated cold chain logistics provider and is the market leader in temperature-controlled road and rail transport.

by Odyssey Fund 8

- **Frankie4 (August 2019)**, a leading and award-winning women's supportive footwear label.

by Mercury Capital Fund 3

- **Squiz (August 2019)**, Australia's largest Content Management System.
- **MessageMedia (November 2019)**, Australasia's largest business-to-person messaging business with international operations in the United States and the United Kingdom.
- **The Entertainment Group (March 2020)**, the market leading live entertainment business in Australia and New Zealand.
- **Bauer Media (June 2020)**, Australia's leading magazine publisher with a strong presence also across digital, books and other media.

GENERAL PARTNER & TRUSTEE'S REPORT (CONT.)

NEW UNDERLYING PRIVATE EQUITY COMPANY INVESTMENTS COMPLETED DURING THE YEAR INCLUDED: (CONT.)

by Next Capital Fund IV

- **Silverchef (December 2019)**, a market leading hospitality equipment funding business, operating across Australia, New Zealand and Canada.
- **InterHealthCare (December 2019)**, a national network of leading allied health businesses and service providers.
- **TM Insight (January 2020)**, a supply chain consulting and implementation service provider to a diverse range of industry sectors.

SIGNIFICANT BOLT ON ACQUISITIONS COMPLETED DURING THE YEAR INCLUDED:

by Adamantem Capital Fund 1

- In August 2019, **Zenitas** completed the Bolt-on Acquisition of **Xtra AgedCare** which provides Physiotherapists and Occupational Therapists specific aged care training to ensure maximal clinical and funding outcomes. This strategic add-on gives rise to material cross-sell opportunities for other allied health modalities within Zenitas's extensive portfolio as well as opportunities to win new, national contracts from residential aged care providers.
- In November 2019, **Servian** acquired New Zealand managed services provider **Enterprise IT**. Enterprise IT is a software company that provides managed IT services to a variety of top-tier organisations in New Zealand and overseas, particularly airlines and government agencies. The acquisition provides Servian with an expanded product offering in cloud computing, data and artificial intelligence.

by Allegro Fund III

- **Questas Group** acquired **Nordon Hydraulics (December 2019)**, adding substantial strategic value to Questas's existing hydraulics business. Nordon manufactures cylinders in its Brisbane based state of the art facility. The company retains a strong commitment to quality, service and Customer Satisfaction which has enabled them to be the industry leader within their category.

by Odyssey Private Equity Fund 8

- In July 2019, **Delta Agribusiness** completed the acquisition of North West Agriculture (NWAG), the leading agricultural supplier in the Wimmera Mallee region. The investment compliments Delta's core strategy to achieve growth by increasing scale and regional diversification.

SUMMARY OF REALISATIONS DURING THE YEAR

by Allegro Fund III

- During April 2020, Allegro Fund III partially realised proceeds from its investment in **Value Retail Group**, as a result of the sale of **Harris Scarfe** to **Spotlight Group**. The proceeds of this realisation were used to pay down the bridge facility utilised by Allegro to originally acquire the Value Retail Group.

SUMMARY OF TOP TEN UNDERLYING COMPANY INVESTMENTS

The table below provides a summary of the top 10 underlying company investments in VPEG3's portfolio, for which funds have been drawn from VPEG3, as at 30 June 2020. As demonstrated in the table, the top 10 investments in VPEG3's underlying portfolio represented 56.6% of VPEG3's total Private Equity Portfolio as at 30 June 2020.

RANK	INVESTMENT	FUND	DESCRIPTION	% OF VPEG3's PRIVATE EQUITY PORTFOLIO	CUMULATIVE %
1	**Value Retail Group**	Allegro Fund III	Retail Merchandising Brands Best & Less & Postie (NZ)	11.2%	11.2%
2	**Hellers**	Adamantem Capital Fund I	Producer of Processed Meats in New Zealand	6.7%	17.9%
3	**Hygain Holdings Pty Ltd**	Adamantem Capital Fund I	Australian Horse Feed & Supplement Manufacturer & Distributor	6.0%	23.9%
4	**Heritage Lifecare Limited**	Adamantem Capital Fund I	New Zealand Aged Care & Retirement Village Operator	6.0%	29.9%
5	**CF Asia Pacific**	Anchorage Capital Partners Fund III	Rail Leasing Business	5.9%	35.8%
6	**South Pacific Laundry**	Anchorage Capital Partners Fund III	Leading National Laundry Operator	4.9%	40.7%
7	**Compass Education**	Advent Partners 2 Fund	Student Information System Software / Services Provider	4.8%	45.5%
8	**Mandoe Media**	Advent Partners 2 Fund	Digital Signage & Customer Engagement Software Services	4.0%	49.5%
9	**Zenitas Healthcare**	Adamantem Capital Fund I	Community-based Healthcare Provider	3.8%	53.3%
10	**AHG Refrigerated Logistics**	Anchorage Capital Partners Fund III	Temperature Controlled Road and Rail Transport	3.3%	56.6%

GENERAL PARTNER & TRUSTEE'S REPORT (CONT.)

FINANCIAL PERFORMANCE OF VPEG3, LP AND VPEG3A

During the year to 30 June 2020, Limited Partner contributions to VPEG3, LP totalled $11,471,615 up from $8,121,398 that were contributed by Limited Partners across the year ended 30 June 2019. The additional contributions were received following the issue of three call notices across the year, with Call number 6 for 5% of the total Committed Capital to the Fund paid in July 2019, Call number 7 for 15% of total Committed Capital to the Fund paid in September 2019 and Call number 8 for 13.125% of total Committed Capital paid in April 2020. Subsequent to the payment of call No. 8 a reallocation of capital was required, which meant that 10.5% of the Committed Capital to VPEG3 of all investors except SIV investors, was reallocated to VPEG3A with a distribution of recallable capital, of an equal 10.5% of Committed Capital, paid to the Cash Management Trust (CMT) or each SIV investor. As a result, total Paid Capital in VPEG3, LP as at 30 June 2020 was $28,203,626, representing $0.556 per dollar of committed capital to the Fund.

During the year to 30 June 2020, Unitholder contributions to VPEG3A totalled $5,376,000, which was greater than the $1,025,800 that were contributed by Unitholders across the year ended 30 June 2019. The additional contributions were received following the issue of one call notice across the year, with Call number 3 for 4.5% of the total Committed Capital to the Fund paid in March 2020. In addition to this call notice, a portion of the VPEG3, LP's April call monies, equating to 10.5% of the Committed Capital to VPEG3 of all investors except SIV investors, was re-allocated to VPEG3A, so that VPEG3A could fund two investments that were not eligible to be held in VPEG3, LP's underlying portfolio.

As SIV investors are unable to participate in VPEG3A's investments due to Australian Government regulations, an equivalent 10.5% of their Committed Capital to VPEG3 was paid back to their respective CMT's (held in escrow to VPEG3, LP) as a recallable distribution, subject to be called back by VPEG3, LP to meet any future call payment obligations of VPEG3, LP as required, all in accordance with the Limited Partnership deed of VPEG3, LP.

Total income received by the Fund across FY20 was $4,593 for VPEG3, LP and $461 by VPEG3A. This represented the interest earned on cash and term deposits as well as the equalisation premiums referred to above which became an asset of each Fund entity. No income distributions were received from underlying Private Equity funds for the year ended 30 June 2020.

However, distributions from VPEG3's Private Equity portfolio are likely to flow to the Fund in future years as the portfolio matures and companies are exited. VPEG3's total funds invested in cash and term deposits as at 30 June 2020 were $2,348,669 for VPEG3, LP, up from $816,088 at 30 June 2019 and $25,884 for VPEG3A down from $816,552 at 30 June 2019. The mix of investments in cash and term deposits provides an income yield while ensuring an appropriate level of liquidity, to meet future calls by underlying Private Equity fund managers, as new private company investments are added to the portfolio.

Operational costs, excluding revaluations, incurred by the Fund for the year ended 30 June 2020 totalled $514,667 for VPEG3, LP, a decrease of 57.2% from the $1,203,173 incurred for FY19 and $766,977 for VPEG3A an increase over the $102,044 incurred in FY19. The majority of these expenses consisted of adviser referral fees and the costs associated with the management of the Fund.

Furthermore, a revaluation decrement of $855,097 for VPEG3, LP was booked for the year ended 30 June 2020 due predominantly to the costs associated with the management fees of all underlying Private Equity funds committed to by VPEG3, being higher than the income received and capital growth from each of their underlying company investments. This is consistent with the initial phase of the Fund as it continues to establish its investments into new underlying Private Equity funds and companies.

However, there was a revaluation increment of $4,148,739 for VPEG3A for the year ended 30 June 2020, due to the revaluations of underlying companies in the VPEG3A portfolio by the underlying fund managers, due to an increase in unrealised values across those companies in VPEG3A's underlying portfolio.

As a result of the operational costs exceeding income received by each Fund entity across the year, combined with a general reduction in the value of drawn capital to all underlying funds across the year due to the payment of underlying fund management fees and other costs associated with the operations of those funds, VPEG3, LP recorded a loss of $1,365,171 for the year.

As VPEG3A's portfolio reported a substantial net gain in the value of its underlying investments, offset by the operational costs of the Trust, VPEG3A recorded total profit for the year ended 30 June 2020 of $3,382,223.

As a result, Net Assets attributable to Partners in VPEG3, LP increased from $12,500,185 at 30 June 2019 to $22,606,629 at 30 June 2020. In addition, Net Assets attributable to Unitholders in VPEG3A increased from $2,656,374 at 30 June 2019 to $11,414,597 at 30 June 2020. A portion of the growth in Net Assets in both entities was attributed to an increase in the total Paid Capital to both entities from $0.41 per dollar of Committed Capital to VPEG3 at 30 June 2019 to $0.786 per dollar of Committed Capital to VPEG3 at 30 June 2020. When deducting the increase in Paid Capital across the year, the total Net Assets attributable to all investors (except SIV investors) at 30 June 2020 increased by 21.0% across the year.

VPEG3's underlying Private Equity fund managers all value their underlying portfolio of companies in accordance with the International Private Equity Investment Valuation Guidelines that have been adopted by the Australian Investment Council (AIC), including the revised "look through" approach, which deducts debt like items and other working capital impacts (i.e. working capital deficits or debt build-ups resulting from the subsequent COVID impact) from the enterprise value, to estimate fair value. All of VPEG3's underlying managers adhered to these guidelines and applied these recommendations to all underlying individual investments that VPEG3 has exposure to at period end.

GENERAL PARTNER & TRUSTEE'S REPORT (CONT.)

FINANCIAL PERFORMANCE OF VPEG3, LP AND VPEG3A (CONT.)

Each of VPEG3's underlying company investments, once acquired, have demonstrated improved financial performance due to the initial value creation strategies that have been implemented across the portfolio by underlying Private Equity Fund managers.

Across VPEG3's underlying portfolio of investments, cumulative Revenue and EBITDA has increased by 72% and 21% respectively, since initial investment. These results have been accomplished by underlying fund managers focusing on earnings enhancement initiatives such as top-line growth, operational improvement and strategic bolt-on acquisitions, following the initial investment of each company. As these companies mature and continue to be revalued in line with earnings growth, their improved value will result in increasing gains to VPEG3's overall value and performance.

As 60% of VPEG3's underlying portfolio companies have been held for less than one year, currently only a small number of underlying companies have been revalued from their initial cost of investment. As such Vantage expects that, as the portfolio matures, the revaluation of underlying companies will lead to an increase in unrealised gains over the coming years, which will offset all the operational costs of the Fund as well as underlying fund costs and management fees, such that once the sale of those companies occur after an average 2-4 year hold period, positive investment returns will flow to VPEG3's investors.

Due to the high level of diversification of VPEG3's underlying portfolio, the effect of COVID-19 imposed restrictions on the operations of each portfolio company has varied. Analysis conducted by Vantage during the June 2020 quarter revealed that a significant majority of underlying companies across VPEG3's portfolio experienced no or only a low impact to their financial performance as a result of COVID-19 imposed restrictions.

Many of VPEG3's underlying companies have adapted to the evolving operating environments under COVID-19 to deliver products and services, that assist business customers and other consumers in various ways. Ultimately, these initiatives have helped to protect the value of a majority of VPEG3's underlying portfolio companies during the onset of the current economic downturn.

In addition, given the strong oversight of VPEG3's underlying fund managers and the ability for each underlying company to rapidly adapt their strategies to meet the challenges presented by the virus, Vantage is confident that VPEG3's portfolio will continue to grow and ultimately deliver superior risk adjusted returns to investors over the term of the Fund.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

During the year ended 30 June 2020, VPEG3 continued with the development of its investment portfolio. There were no significant changes in the state of affairs of either Fund entity during the period.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Subsequent to 30 June 2020, one new underlying company investment was added to the VPEG3 investment portfolio.

In July 2020, **Next Capital IV** completed the investment in **Eptec Group**, a privately-owned specialist contractor providing asset preservation, life extension and maintenance services to the marine sector (defence and commercial) and other critical transport and infrastructure assets in Australia.

Further details about the above investment will be provided in the September 2020 quarterly report to be emailed to all investors and available on the Fund's website at www.vpeg3.info during November 2020. The manager expects the number of acquisitions within the underlying portfolio to continue as the Private Equity portfolio develops and further investment commitments are made into additional Private Equity funds.

In the opinion of the directors, no other matter or circumstance has arisen since 30 June 2020 to the date of this report that otherwise has significantly affected, or may significantly affect:

a) the Fund's operations in future financial years, or

b) the results of those operations in future financial years, or

c) the Fund's state of affairs in future financial years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The operations of the Fund will continue as planned with new underlying investments to be made by (and through) underlying Private Equity funds. Additionally, as the portfolio progressively matures, the manager expects the first exit to occur in VPEG3's underlying portfolio to be completed by calendar year end with a number of other exits to subsequently follow as underlying fund managers engage in discussions with prospective acquirers.

ENVIRONMENTAL REGULATION

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

INFORMATION ON INVESTMENT COMMITTEE MEMBERS

The following persons served of VPEG3's Investment, Audit and Risk Committee (Investment Committee) during the period and up to the date of this report:

Roderick H McGeoch AO, LLB.
Chairman of Investment Committee

Patrick Handley
Independent Investment Committee Member

Michael Tobin
Investment Committee Member and Managing Director Vantage

David Pullini
Investment Committee Member and Director of Vantage

GENERAL PARTNER & TRUSTEE'S REPORT (CONT.)

RODERICK H. McGEOCH
AO, LLB

INVESTMENT COMMITTEE CHAIRMAN (INDEPENDENT)

Experience and expertise

Rod is the immediate past Chairman Emeritus of Corrs Chambers Westgarth, a leading Australian law firm and has significant board and advisory experience. His current board positions include; Chairman of Chubb Insurance Australia Limited, Chairman of BGP Holdings PLC, Director of Ramsay Healthcare Limited, Director of Ramsay Healthcare Limited, Director of Destination NSW and a Director of Corporation Airports America. Rod is also deputy Chairman of the Sydney Cricket and Sports Ground Trust. Rod was also previously a member of the International Advisory board of Morgan Stanley Dean Witter, one of the world's leading financial institutions and also the Honorary Chairman of the Trans-Tasman Business Circle and the Co-Chairman of the Australia New Zealand Leadership Forum.

Rod was also the Chief Executive Officer of Sydney's successful Olympic bid and a Director of the Sydney Organising Committee for the Olympic Games. Rod was awarded membership of the Order of Australia for services to Law and the Community in 1990. In 2013 Rod was made an Officer of the Order of Australia (AO) for distinguished service to the community through contributions to a range of organisations and to sport, particularly through leadership in securing the Sydney Olympic Games.

Special responsibilities

Chairman of the Investment Committee and member of the Audit Committee.

PATRICK HANDLEY
B.COM., MBA.

INVESTMENT COMMITTEE MEMBER (INDEPENDENT)

Experience and expertise

Pat has over 30 years of international financial services experience and is currently the Chairman of Mason Stevens Pty Limited. Pat was previously Chairman of Pacific Brands Ltd where he oversaw the turnaround of the company after it was purchased from Pacific Dunlop in a Management Buyout led by the Private Equity fund managers Catalyst and CVC Asia Pacific in 2001.

Pat was also previously an Executive Director and Chief Financial Officer of Westpac Banking Corporation, where during his tenure he established the first Quadrant Capital fund in 1994. Pat has also been Chairman and Chief Executive Officer of County Savings Bank (USA), Chief Financial Officer of BancOne Corporation (USA), and a Director of Suncorp Metway Limited, AMP Limited and HHG.

Pat holds a Bachelor of Commerce in Economics and Mathematics from Indiana University and an MBA from Ohio State University.

Special responsibilities

Chairman of the Audit Committee.

MICHAEL TOBIN

B.E., MBA, DFS, FAICD

INVESTMENT COMMITTEE MEMBER AND MANAGING DIRECTOR OF VANTAGE

Experience and expertise

Michael is the Managing Director of Vantage and is responsible for overseeing the implementation of the Fund's investment strategy. Michael has over 30 years' experience in Private Equity management, advisory and investment as well as in management operations.

Michael was formerly Head of Development Capital and Private Equity at St George Bank where he was responsible for the management and ultimate sale of the bank's commitments and investments in $140m worth of St George branded Private Equity funds. Michael also established the bank's Private Equity advisory business, which structured and raised Private Equity for corporate customers of the bank. Michael has arranged and advised on direct Private Equity investments into more than 40 separate private companies in Australia across a range of industry sectors.

Michael holds a BE (UNSW), an MBA (AGSM) and a Diploma of Financial Services (AFMA).

Special responsibilities

Managing Director of Vantage and Executive Member of the Audit Committee.

DAVID PULLINI

BE, MBA, GDAFI.

INVESTMENT COMMITTEE MEMBER AND DIRECTOR OF VANTAGE

Experience and expertise

David is a Director of Vantage and has more than 25 years of general management, business development, investment, advisory, acquisitions and divestment experience. In 2005 David was a founding partner of O'Sullivan Pullini, a firm that became recognised as a leading investment bank in Australia. O'Sullivan Pullini completed M&A transactions worth over A$10 billion in value across multiple industry sectors and to a broad cross-section of clients. The firm was particularly active in advising in the Private Equity space, including successful advisory mandates for Kohlberg Kravis Roberts (KKR) on the acquisition of the Australian businesses of Cleanaway and Brambles Industrial Services from Brambles Industries, the establishment of a A$4 billion joint venture with the Seven Network and the later divestment of Cleanaway.

Prior to co-founding O'Sullivan Pullini, David managed international corporate businesses for fifteen years in Australia and Europe. For the eight years David was based in Europe, he managed a portfolio of Brambles European based businesses. David has deep experience and understanding of the key drivers of profitable business growth and the levers of value creation. David holds a BE Hons. (UTS), an MBA (IMD) and a Graduate Diploma of Applied Finance (SIA).

Special responsibilities

Director of Vantage and Executive Member of the Investment Committee.

GENERAL PARTNER & TRUSTEE'S REPORT (CONT.)

MEETINGS OF INVESTMENT, AUDIT AND RISK COMMITTEE

The number of meetings of the investment committee held during the period ended 30 June 2020, and the number of meetings attended by each committee member were:

DIRECTOR	MEETINGS OF INVESTMENT, AUDIT & RISK COMMITTEE	
	A	B
Roderick H McGeoch AO*	6	6
Patrick Handley*	6	6
Michael Tobin	6	6
David Pullini	6	6

A = Number of meetings attended.

B = Number of meetings held during the year whilst committee member held office.

* = Independent members of investment, audit and risk committee.

Vantage will, out of Fund Property, and to the extent permitted by law, purchase and maintain insurance, and pay or agree to pay a premium of insurance for each Member against any liability incurred by the Member as a Member of the Investment Committee including but not limited to a liability for negligence or for reasonable costs and expenses incurred in defending proceedings.

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

In accordance with the Fund's partnership deed, the General Partner will be indemnified out of the Fund in respect of all fees, expenses and liabilities incurred in relation to the Fund unless the General Partner has acted with fraud, gross negligence or in breach of Fund.

Also, in accordance with the Investment, Audit & Risk Committee Charter & Agreement entered into between Vantage and each Investment Committee member, Vantage will indemnify Investment Committee Members out of Fund Property for any liabilities incurred by Investment Committee Members in properly performing their role, except to the extent such liability results from the fraud of or breach of duty by the Investment Committee Member.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court to bring proceedings on behalf of the General Partner of VPEG3, LP or the Trustee of VPEG3A or intervene in any proceedings to which the General Partner of VPEG3, LP or the Trustee of VPEG3A is a party for the purpose of taking responsibility on behalf of the General Partner of VPEG3, LP or the Trustee of VPEG3A for all or any part of those proceedings.

The General Partner of VPEG3, LP and the Trustee of VPEG3A were not parties to any such proceedings during the year.

This report has been made in accordance with a resolution of the directors of Vantage Asset Management Pty Limited.

Michael Tobin
Managing Director

David Pullini
Director

Sydney
30 October 2020

VANTAGE PRIVATE EQUITY GROWTH 3, LP

FINANCIAL STATEMENTS

VANTAGE PRIVATE EQUITY GROWTH 3, LP

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2020

	NOTE	2020 $	2019 $
INVESTMENT INCOME			
Interest income (includes equalisation interest paid)		**4,593**	131,565
Total investment		**4,593**	131,565
OPERATING EXPENSES			
Accountancy fees		**(12,683)**	(15,960)
Audit fees		**(17,842)**	(11,440)
Adviser referral fees		**(74,753)**	(337,487)
Insurance expense		**(9,517)**	-
Investment administration fees		**(12,259)**	(12,205)
Investment committee fees		**(105,444)**	(224,889)
Net loss on investments held at fair value	4	**(855,097)**	(529,290)
Management fees		**(281,381)**	(587,003)
Registry fees		**(31,124)**	(15,392)
Other expenses reimbursed		**30,336**	1,203
Total expenses		**(1,369,764)**	(1,732,463)
Profit / (loss) from operating activities		**(1,365,171)**	(1,600,898)
Profit / (loss) attributable to the Partners		**(1,365, 171)**	(1,600,898)
OTHER COMPREHENSIVE INCOME			
Total other comprehensive income for the year		**-**	-
Total comprehensive income / (loss) for the year	8	**(1,365,171)**	(1,600,898)

The accompanying notes form part of these Financial Statements.

VANTAGE PRIVATE EQUITY GROWTH 3, LP

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2020

	NOTE	2020 $	2019 $
ASSETS			
Current assets			
Cash and cash equivalents	2	**2,348,669**	816,088
Receivables	3	**479,568**	78,511
Total current assets		**2,828,237**	894,599
Non-current assets			
Investments at fair value through profit or loss	4	**21,487,735**	11,947,807
Total non-current assets		**21,487,735**	11,947,807
Total assets		**24,315,972**	12,842,406
LIABILITIES			
Creditors	5	**1,709,343**	342,221
Total liabilities		**1,709,343**	342,221
Net assets		**22,606,629**	12,500,185
PARTNERS' FUNDS			
Partners' contributions	6	**28,203,626**	16,732,011
Reserves	7	**-**	-
Accumulated profit / (loss)	8	**(5,596,997)**	(4,231,826)
Total Partners' Funds		**22,606,629**	12,500,185

The accompanying notes form part of these Financial Statements.

VANTAGE PRIVATE EQUITY GROWTH 3, LP

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2020

	NOTE	PARTNER CONTRIBUTIONS $	RETAINED EARNINGS $	ASSET REVALUATION RESERVE $	TOTAL $
Balance at 1 July 2018		8,610,613	(1,759,869)	(871,059)	5,979,685
Adjustment on adoption of AASB 9	7,8	-	(871,059)	871,059	-
COMPREHENSIVE INCOME					
Profit / (loss) for the year		-	(1,600,898)	-	(1,600,898)
Other comprehensive income / (loss)		-	-	-	-
Total comprehensive income / (loss) for the year attributable to Partners		-	(1,600,898)	-	(1,600,898)
Transactions with owners in their capacity as owners					
Partner contributions	6	8,121,398	-	-	8,121,398
Total transactions with Partners		8,121,398	-	-	8,121,398
Balance at 30 June 2019		**16,732,011**	**(4,231,826)**	**-**	**12,500,185**
COMPREHENSIVE INCOME					
Profit / (loss) for the year		-	(1,365,171)	-	(1,365,171)
Other comprehensive income / (loss)		-	-	-	-
Total comprehensive income / (loss) for the year attributable to Partners		-	(1,365,171)	-	(1,365,171)
Transactions with owners in their capacity as owners					
Net Partner contributions	6	16,795,437	-	-	16,795,437
Partner return of recallable capital / reallocation of paid capital	6	(5,323,822)	-	-	(5,323,822)
Total transactions with Partners		11,471,615	-	-	11,471,615
Balance at 30 June 2020		**28,203,626**	**(5,596,997)**	**-**	**22,606,629**

VANTAGE PRIVATE EQUITY GROWTH 3, LP

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2020

	NOTE	2020 $	2019 $
Cash flows from operating activities			
Interest received (including equalisation interest)		**2,376**	131,565
Expenses paid		**(1,107,007)**	(1,055,407)
Net cash used in operating activities	10	**(1,104,631)**	(923,842)
Cash flows from investing activities			
Payments to acquire financial assets		**(10,395,025)**	(9,586,382)
Repayments received from VPEG3A		**4,763,200**	1,084,480
Payments to VPEG3A		**(4,763,200)**	-
Net cash used in investing activities		**(10,395,025)**	(8,501,902)
Cash flows from financing activities			
Partner capital contributions received	6a	**16,795,437**	8,121,398
Partner capital contributions reallocated to VPEG3A		**(3,763,200)**	-
Net cash from financing activities		**13,032,237**	8,121,398
Net increase in cash and cash equivalents		**1,532,581**	(1,304,346)
Cash and cash equivalents at beginning of the year		**816,088**	2,120,434
Cash and cash equivalents at end of the year	2	**2,348,669**	816,088

The accompanying notes form part of these Financial Statements.

VANTAGE PRIVATE EQUITY GROWTH 3, LP

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Financial reporting framework

Vantage Private Equity Growth 3,LP ("the Partnership", "VPEG3,LP") is a registered partnership, is not a reporting entity as in the opinion of the directors of Vantage Private Equity Growth Management, LP (the General Partner) as there are unlikely to exist any users of the financial report who are unable to command the preparation of reports tailored so as to satisfy specifically all of their information needs. Accordingly, this special purpose financial report has been prepared to satisfy the reporting requirements under the Partnership Deed of VPEG3,LP.

The financial statements are presented in Australian dollars and were authorised for issue on 30 October 2020.

Statement of Compliance

This special purpose financial report has been prepared in accordance with the Partnership Deed, the recognition and measurement requirements specified by all Australian Accounting Standards and Interpretations and the disclosure requirements of Accounting Standards AASB 101 "Presentation of Financial Statements", AASB 108 "Accounting Policies, Changes in Accounting Estimates and Errors", AASB 107 "Statement of Cash Flows" and AASB 1054 'Australian Additional Disclosures". The disclosure requirements of other accounting standards have not been adopted in full. AASB 127 "Consolidated and Separate Financial Statements" has not been adopted in preparation of this special purpose financial report.

Australian Accounting Standards (AASBs) are equivalent to International Financial Reporting Standards (IFRS) as issued by the International

Accounting Standards Board (IASB). In preparing this special purpose financial report, all recognition and measurement standards have been applied which are in accordance with IFRS. Therefore the equity and income reported in the financial statements are considered to be in accordance with IFRS.

Significant accounting policies

Significant accounting policies adopted in the preparation of the financial statements are set out below. Accounting policies have been consistently applied to the period presented, unless otherwise stated.

Basis of Preparation

The financial report is prepared on an accruals basis and is based on historical costs, except for the revaluation of certain financial instruments which are carried at their fair values. Cost is based on the fair value of the consideration given in exchange for assets.

New and revised standards that are effective for these financial statements

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2019 that have a material impact on the amounts recognised in prior periods or will affect the current or future periods. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

a) Cash and cash equivalents

Cash comprises cash at banks and on hand. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

b) Investment income

Interest income is recognised as it accrues, taking into account the effective yield on the financial asset. Equalisation premiums received from applications from investors subsequent to the First Close of the Fund are recognised as received.

Fund distributions are recognised as revenue when the right to receive payment is established. Distribution income includes return of capital and capital gains arising from the disposal of underlying investments. Unrealised gains and losses are not assessable or distributable until realised.

c) Investments

Financial assets at fair value through profit or loss

Under AASB 9, financial instruments are classified as fair value through profit or loss. The equity instruments are measured at fair value with changes in the fair value being recognised directly to profit or loss. The Fund classifies its investments based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The Fund's portfolio of financial assets is managed and its performance is evaluated on a fair value basis.

The Fund recognises financial assets on the date it becomes party to the contractual agreement (or when capital is called for investments) and recognises changes in the fair value of the financial assets from this date.

Investments are derecognised when the right to receive cash flows from the investments have expired or have been transferred and the Fund has transferred substantially all of the risks and rewards of ownership.

At initial recognition, the Fund measures financial assets at fair value. Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the financial assets or at fair value through profit or loss category are presented in the statement of comprehensive income in the period in which they arise.

d) Expenses

Expenses are brought to account on an accruals basis.

e) Distributions and Taxation

Under current legislation, the Partnership is not subject to income tax as its taxable income (including assessable realised capital gains) is distributed in full to the investors. The Limited Partners of VPEG3,LP are taxed individually on their share of the net partnership income or loss. There is therefore no accounting for income tax in the accounts of VPEG3,LP.

The Partnership Deed provide that retentions from the proceeds of investment realisations are permitted in certain circumstances, including fulfilling obligations in respect of investments and paying for management and administration expenses of the Partnership. Distributions are payable as soon as practicable after they become available. Any distributable (taxable) income not already paid through the financial year is payable at the end of June each year. Distributions are recognised as a reduction of partners' funds.

The benefits of imputation credits and passed on to Limited Partners.

VANTAGE PRIVATE EQUITY GROWTH 3, LP

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

f) Trade and Other Receivables

Trade and other receivables are measured at amortised cost less any impairment.

g) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense.

Payables in the balance sheet are shown inclusive of GST.

Cash outflows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

h) Payables

Trade and other payables are measured at amortised cost.

i) Critical Accounting Estimates and Judgments

In the application of the Fund's accounting policies, the manager is required to make judgments, estimates and assumptions that affect the reported amounts in the financial statements. Management continually bases its judgements, estimates and assumptions on historical experience and other factors that are considered to be relevant. The accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

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.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the balance date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

a) *Fair value of financial instruments*

   The valuation of investments is based upon the net assets attributable to interest holders as noted in the underlying investee's audited financial statements. This valuation is determined by the Manager of investees on the following basis:

i) *Fair value information*

The fair values of financial assets are determined by reference to active market transactions where possible, however the majority of managed investee companies are unlisted Australian companies and there are no direct, quoted market prices available.

In this case, fair value estimates are made at a specific point in time, based on market conditions and information about the specific financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgement (e.g. interest rates, market volatility, investment stage, estimated cash flows etc) and therefore cannot be determined with precision.

Valuations are inherently based on forward looking estimates and judgements about the underlying business, its market and the environment in which it operates.

ii) *Fair estimation of values*

Where new investments are made within the reporting year and no significant changes have occurred in the underlying business since acquisition, the investment may be maintained at cost or fair value.

Estimated valuations for other entities are primarily based on multiples of EBITDA or EBIT, depending on the industry for each investee. In estimating the valuations, a range of multiples is used to determine a range of outcomes. EBITDA or EBIT are based on forward estimates of the investees' performance based on past, present and future views of performance.

iii) *Coronavirus (COVID-19) pandemic*

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the fund based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the investee operates.

j) Comparative figures

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

k) Finance costs

Income distributions paid and payable on units are recognised in the profit and loss as finance costs and as a liability where not paid. Distributions paid are included in cash flows from operating activities in the statement of cash flows.

VANTAGE PRIVATE EQUITY GROWTH 3, LP

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2020

NOTE 2. CASH AND CASH EQUIVALENTS

	2020 $	2019 $
Cash at bank	**18,669**	816,088
Term deposits	**2,330,000**	-
	2,348,669	816,088

Reconciliation of cash

CASH AT THE END OF THE FINANCIAL YEAR AS SHOWN IN THE CASH FLOW STATEMENT IS RECONCILED TO ITEMS IN THE BALANCE SHEET AS FOLLOWS:

	2020 $	2019 $
Cash and cash equivalents	**2,348,669**	816,088
	2,348,669	816,088

NOTE 3. RECEIVABLES

Current receivables

	2020 $	2019 $
GST receivable	**-**	41,239
Interest receivable on term deposit	**2,217**	-
Other receivables - VPEG3A	**477,351**	37,272
Total other receivables	**479,568**	78,511

NOTE 4. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	NOTE	2020 $	2019 $
NON-CURRENT			
INTERESTS IN UNLISTED PRIVATE EQUITY FUNDS / LIMITED PARTNERSHIPS AT FAIR VALUE THROUGH PROFIT OR LOSS:			
	4a	**21,487,735**	11,947,807

a) Movements in fair values

MOVEMENTS IN FAIR VALUES OF INVESTMENTS THROUGH PROFIT OR LOSS BETWEEN THE BEGINNING AND THE END OF THE YEAR.

	2020 $	2019 $
Balance at beginning of year	**11,947,807**	2,890,715
Calls	**10,395,025**	9,586,382
Revaluation	**(855,097)**	(529,290)
Balance at end of the financial year	**21,487,735**	11,947,807

The decrease in the Accumulated Portfolio Revaluation is due the accrual and payment of VPEG3,LP's share of additional underlying investee funds, establishment costs and management fees, during the year ending 30 June 2020 in addition to operational costs across all funds.

NOTE 5. CREDITORS

	NOTE	2020 $	2019 $
Current			
Accounts payable		**138,867**	342,221
Other creditors and accruals	5a	**1,560,622**	-
GST payable		**9,854**	-
		1,709,343	342,221

a) Represents the 10.5% refund of redrawable capital owing to SIV investors for capital called and paid to VPEG3,LP as at 30 June 2020. As at 18th June 2020, 10.5% of Non-SIV investors called capital was reallocated to VPEG3A to fund restricted investments entered into by the Trust. See note 6(d) for further detail.

VANTAGE PRIVATE EQUITY GROWTH 3, LP

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2020

NOTE 6. PARTNERSHIP CONTRIBUTIONS

	NOTE	2020 $	2019 $
Partner contributions		**28,203,626**	16,732,011
a) Movement in Paid Capital			
Opening balance		**16,732,011**	8,610,613
Partnership contributions - current year Paid Capital		**16,795,437**	8,121,398
Refund of redrawable capital / reallocation of paid capital to VPEG3A	6d	**(5,323,822)**	-
Closing balance		**28,203,626**	16,732,011
b) Paid Capital per dollar of Committed Capital to VPEG3		**$0.55625**	$0.33
Opening balance		**0.33000**	0.20
Total calls issued during the year per dollar of Committed Capital		**0.33125**	0.13
Total redrawable capital refunded / reallocated to VPEG3A		**(0.10500)**	-
Closing balance		**$0.55625**	$0.33000
c) Committed Capital			
Opening capital committed to VPEG3		**50,703,064**	43,053,064
Additional capital committed to VPEG3 during the year		**-**	7,650,000
Closing capital committed at the end of the year		**50,703,064**	50,703,064
Opening capital committed to VPEG3,LP		**47,835,864**	41,211,664
Additional capital committed to VPEG3,LP during the year		**-**	7,341,000
Closing committed capital to VPEG3, LP		**47,835,864**	48,552,664
Reallocation of Committed Capital to VPEG3A	6e	**(5,376,000)**	(716,800)
VPEG3, LP total Committed Capital as at the end of the year		**42,459,864**	47,835,864

d) Paid Capital

As at the beginning of the year, 50,703,064 (2019: 50,703,064) partnership interests were paid up to $0.33 (2019: $0.20) per dollar of Committed Capital. VPEG3,LP's final close was during December 2019 hence no new capital has been committed to the Fund. (New commitments during 2019 totalled $7,341,000).

During the year, three call notices were issued totalling $0.33125 of total VPEG3 Committed Capital. The first during July 2019 for $0.05 per $ of Committed Capital, the second was due during September 2019 for $0.15 per $ of Committed Capital and the third was due during April 2020 for $0.13125 per $ of Committed Capital.

During the year ended 30 June 2019, two call notices were issued totalling $0.13 of total VPEG3 Committed Capital. The first during December 2018 for $0.05 per $ of Committed Capital and later during April 2019 for $0.08 per $ of Committed Capital.

During the year, 10.5% of capital called and paid by Non-SIV investors was reallocated to VPEG3A to fund restricted investments as determined under the Venture Capital Act 2002. In addition, 10.5% of capital called and paid by SIV investors was refunded to SIV investors who are unable to participate in restricted investments (see note 5 for the refund owing at 30 June 2020). The total unpaid capital for these partnership interests for SIV investors as at 30 June 2020 is $0.44375 per $ of Committed Capital (2019: $0.67 per $ of Committed Capital).

e) Reallocation of Committed Capital

In accordance with clause 4.3(4)(a) of VPEG3,LP's Partnership Deed, this represents the Trust Subscription Amount that has been applied to VPEG3A. VPEG3A was formed to enable the acquisition of investments that are not permitted to be made by an Australian Fund of Funds.

This has not impacted the total committed capital to VPEG3 and only investors who are not Significant Investor Visa applicant investors, have had their Committed Capital to the Partnership reduced by the Trust Subscription amount.

f) Rights of Partnership Interests

All interests in VPEG3,LP are of the same class and carry equal rights. Under VPEG3,LP Partnership Deed, each interest represents a right to an individual share in VPEG3,LP and does not extend to a right to the underlying assets of VPEG3LP. In addition, following the completion of the Minimum Holding Period (subsequent to the fourth anniversary of a Limited Partner's initial investment, investors may redeem their investment in the Partnership (subject to the terms and conditions of the Limited Partnership Deed including formal written request and approval by the General Partner).

VANTAGE PRIVATE EQUITY GROWTH 3, LP

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2020

NOTE 7. INVESTMENT REVALUATION RESERVE

	2020 $	2019 $
Investment Revaluation Reserve	**-**	-

a) Movement in reserves

	2020 $	2019 $
Opening balance	**-**	(871,059)
Adjustment due to Adaption of Accounting Standard AASB9	**-**	871,059
Closing balance	**-**	-

Upon adoption of AASB 9: Financial Instruments the net revaluation increments / (decrements) will be disclosed in the Statement of Profit or Loss.

NOTE 8. ACCUMULATED INCOME

	2020 $	2019 $
Accumulated losses	**(5,596,997)**	(4,231,826)

a) Movement in accumulated income

	2020 $	2019 $
Opening balance	**(4,231,826)**	(1,759,869)
Adjustment due to Adaption of Accounting Standard AASB9	**-**	(871,059)
Net operating loss for the year	**(1,365,171)**	(1,600,898)
Closing balance	**(5,596,997)**	(4,231,826)

The asset revaluation reserve represents accumulated gains and losses arising on the revaluation of available for sale investments that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those assets have been disposed of or are determined to be impaired.

NOTE 9. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Contingent Liabilities

There are no contingent liabilities requiring disclosure in the financial report.

Contingent Assets

There are no contingent assets requiring disclosure in the financial report.

NOTE 10. NOTES TO THE STATEMENT OF CASH FLOWS

	2020 $	2019 $
a) Reconciliation of profit or loss for the period to net cash flows from operating activities:		
Net operating profit / (loss) for the year	**(1,365,171)**	(1,600,898)
CASH FLOWS EXCLUDED FROM PROFIT ATTRIBUTABLE TO OPERATING ACTIVITIES		
Finance costs - distributions to unitholders		
NON-CASH FLOWS IN PROFIT		
Movement in Net Market Values	**855,097**	529,290
CHANGES IN ASSETS AND LIABILITIES:		
(Increase) / decrease in GST receivable	**51,093**	(10,558)
(Increase) in other receivables	**(2,217)**	(39,537)
Increase / (decrease) in creditors	**(203,354)**	197,861
(Increase) in related party receivables	**(440,079)**	-
Cash flow from operations	**(1,104,631)**	(923,842)

VANTAGE PRIVATE EQUITY GROWTH 3, LP
NOTES TO THE FINANCIAL STATEMENTS (CONT.)
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 11. EVENTS AFTER THE BALANCE SHEET DATE

The COVID-19 pandemic is impacting the current economic climate in which the underlying investee fund's portfolio of investments operate both directly and/or indirectly:

a) Valuations at year-end have been prepared based upon underlying audited financial statements of investee funds assimilating all the known factors at that time;

b) Any forecasts and budgets used by investee funds in the valuation approach are subject to variations beyond the underlying fund managers control. However continued market uncertainties exist subsequent to year end and Vantage Private Equity Growth 3, LP's, General Partner is in constant contact with the management of its underlying investee funds to assess the impact (if any); and

c) Valuations are monitored and adjusted, where required, on a month to month basis, as investee funds provide updated net asset valuations which are based upon their own forecasts and budgets as they become available.

There have not been any other matters or circumstances that have arisen since the end of the financial year that has significantly affected, or may significantly affect, the results of those operations of the Partnership in future financial years.

NOTE 12. REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

The registered office and principal place of business of the Partnership is:

Level 50
120 Collins Street
Melbourne VIC 3000
Australia

PARTNERS' DECLARATION OF THE GENERAL PARTNER

As detailed in note 1 to the financial statements, the Partnership is not a reporting entity because in the opinion of the partners, there are unlikely to exist users of the financial report who are unable to command the preparation of reports tailored so as to satisfy specifically all of their information needs. Accordingly, this special purpose financial report has been prepared to satisfy the partners' reporting requirements under the Partnership Deed.

The partners declare that:

a) in the partners' opinion, the attached financial statements and notes, as set out on pages 21 to 36, present fairly the Partnership's financial position as at 30 June 2020 and of its performance for the year ended 30 June 2020 and comply with accounting standards to the extent disclosed in Note 1 to the financial statements; and

b) in the partner's opinion, there are reasonable grounds to believe that the Partnership will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Partnership and is signed for and on behalf of the partners by:

Michael Tobin
Managing Director

David Pullini
Director

Melbourne
30 October 2020

INDEPENDENT AUDITOR'S REPORT

Ernst & Young
200 George Street
Sydney NSW 2000 Australia
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Fax: +61 2 9248 5959
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Independent Auditor's Report to the Partners of Vantage Private Equity Growth 3, LP

Opinion

We have audited the financial report, being a special purpose financial report, of Vantage Private Equity Growth 3, LP (the Partnership), which comprises the statement of financial position as at 30 June 2020, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the partners declaration.

In our opinion, the accompanying financial report is prepared, in all material respects, in accordance with Partnership Deed of Vantage Private Equity Growth Limited 3, LP, the recognition and measurement requirement specified by the Australian Accounting Standards.

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 Partnership in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Emphasis of Matter - Basis of Accounting and Restriction on Distribution

We draw attention to Note 1 to the financial statements which describes the basis of accounting. The financial report is prepared to assist the Partnership to meet the requirements of Partnership Deed of Vantage Private Equity Growth Limited 3, LP. As a result the financial report may not be suitable for another purpose. Our report is intended solely for the Partnership and to the partners of the Partnership (collectively the Recipients) and should not be distributed to parties other than the Recipients. Our opinion is not modified in respect of this matter.

Information Other than the Financial Report and Auditor's Report Thereon

The Partners of the General Partner are responsible for the other information. The other information is the partners' report accompanying the financial report.

INDEPENDENT AUDITOR'S REPORT

EY
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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 Partners for the Financial Report

The Partners of the General Partner are responsible for the preparation of the financial report in accordance with the financial reporting requirements of Australian Accounting Standards Board and for such internal control as the partners determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the partners are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the partners either intend to liquidate the Partnership 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 judgment 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 partners.

INDEPENDENT AUDITOR'S REPORT

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- Conclude on the appropriateness of the partners' 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 Partnership to cease to continue as a going concern.

We communicate with the partners 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.

Ernst & Young

Ernst & Young

Daniel Cunningham

Daniel Cunningham
Sydney
30 October 2020

VANTAGE PRIVATE EQUITY GROWTH TRUST 3A

FINANCIAL STATEMENTS

VANTAGE PRIVATE EQUITY GROWTH TRUST 3A

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2020

	NOTE	2020 $	2019 $
INVESTMENT INCOME			
Interest income (includes equalisation interest received)		**461**	6,927
Net gains on investments held at fair value	4a	**4,148,739**	75,482
Total investment income		**4,149,200**	82,409
OPERATING EXPENSES			
Accountancy fees		**(523)**	(1,045)
Audit fees		**(6,035)**	(3,287)
Establishment costs		**(30,574)**	(225)
Adviser referral fees		**(191,687)**	(36,328)
Investment administration fees		**(12,350)**	(12,247)
Investment committee fees		**(145,0320**	(12,133)
Management fees		**(370,900)**	(30,174)
Registry fees		**(8,321)**	(5,878)
Other expenses		**(1,555)**	(727)
Total operating expenses		**(766,977)**	(102,044)
Profit / (loss) for the year		**3,382,223**	(19,635)
OTHER COMPREHENSIVE INCOME			
Total other comprehensive income for the year		**-**	-
Total comprehensive income / (loss) for the year		**3,382,223**	(19,635)

The accompanying notes form part of these Financial Statements.

VANTAGE PRIVATE EQUITY GROWTH TRUST 3A

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2020

	NOTE	2020 $	2019 $
ASSETS			
Current assets			
Cash and cash equivalents	2	**25,884**	816,552
Receivables	3	**42,162**	10,746
Total current assets		**68,046**	827,298
Non-current assets			
Investments at fair value through profit or loss	4	**11,854,002**	1,878,373
Total non-current assets		**11,854,002**	1,878,373
Total assets		**11,922,048**	2,705,671
LIABILITIES			
Other payables	5	**507,451**	49,297
Total liabilities		**507,451**	49,297
Net assets		**11,414,597**	2,656,374
EQUITY			
Unitholders capital	6	**8,243,200**	2,867,200
Reserves	7	**-**	-
Retained earnings / (Accumulated losses)	8	**3,171,397**	(210,826)
Total equity	7	**11,414,597**	2,656,374

The accompanying notes form part of these Financial Statements.

VANTAGE PRIVATE EQUITY GROWTH TRUST 3A

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2020

	NOTE	UNIT HOLDERS CAPITAL $	RETAINED EARNINGS $	ASSET REVALUATION RESERVE $	TOTAL $
Balance at 1 July 2018		1,841,400	(63,230)	(127,961)	1,650,209
Adjustment on adoption of AASB 9		-	(127,961)	127,961	-
Transactions with Unitholders, in their capacity as Unitholders					
Calls during the year	6	1,025,800	-	-	1,025,800
Total transactions with Unitholders		**1,025,800**	**-**	**-**	**1,025,800**
COMPREHENSIVE INCOME					
Loss for the year		-	(19,635)	-	(19,635)
Other comprehensive income / (loss)		-	-	-	-
Total comprehensive income / (loss) for the year attributable to Unitholders		**-**	**(19,635)**	**-**	**(19,635)**
Balance at 30 June 2019		**2,867,200**	**(210,826)**	**-**	**2,656,374**
Transactions with Unitholders, in their capacity as Unitholders					
Calls during the year	6	5,376,000	-	-	5,376,000
Total transactions with Unitholders		**5,376,000**	**-**	**-**	**5,376,000**
COMPREHENSIVE INCOME					
Profit for the year		-	3,382,223	-	3,382,223)
Other comprehensive income / loss		-	-	-	-
Total comprehensive income / (loss) for the year attributable to Unitholders		**-**	**3,382,223**	**-**	**3,382,223**
Balance at 30 June 2020		**8,243,200**	**3,171,397**	**-**	**11,414,597**

The accompanying notes form part of these Financial Statements.

VANTAGE PRIVATE EQUITY GROWTH TRUST 3A

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2020

	NOTE	2020 $	2019 $
CASH FLOWS			
Cash flows from operating activities			
Interest received		**461**	6,927
Expenses paid to suppliers		**(817,590)**	(58,606)
Net cash used in operating activities	10	**(817,129)**	(51,679)
Cash flows from investing activities			
Payments to acquire financial assets		**(5,826,890)**	(914,592)
(Payments to) / receipts from related parties		**477,351**	(1,084,480)
Net cash used in investing activities		**(5,349,539)**	(1,999,072)
Cash flows from Unitholders'			
Proceeds from issue of units		**5,376,000**	2,653,600
Net cash from Unitholders' activities		**5,376,000**	2,653,600
Net increase in cash and cash equivalents		**(790,668)**	602,849
Cash and cash equivalents at beginning of the year		**816,552**	213,703
Cash and cash equivalents at end of the year	2	**25,884**	816,552

The accompanying notes form part of these Financial Statements.

VANTAGE PRIVATE EQUITY GROWTH TRUST 3A

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Financial reporting framework

Vantage Private Equity Growth Trust 3A ("the Fund", "VPEG3A") is not a reporting entity as in the opinion of the directors of Vantage Asset Management Pty Limited ("the Trustee") as there are unlikely to exist any users of the financial report who are unable to command the preparation of reports tailored so as to satisfy specifically all of their information needs. Accordingly, this special purpose financial report has been prepared to satisfy the reporting requirements under the Fund's trust deed.

The financial statements are presented in Australian dollars and were authorised for issue on 30 October 2020.

Statement of Compliance

This special purpose financial report has been prepared in accordance with the Fund's trust deed, the recognition and measurement requirements specified by all Australian Accounting Standards and Interpretations and the disclosure requirements of Accounting Standards AASB 101 "Presentation of Financial Statements", AASB 108 "Accounting Policies, Changes in Accounting Estimates and Errors", AASB 107 "Statement of Cash Flows" and AASB 1054 'Australian Additional Disclosures". The disclosure requirements of other accounting standards have not been adopted in full. AASB 127 "Consolidated and Separate Financial Statements" has not been adopted in preparation of this special purpose financial report.

Significant accounting policies

Significant accounting policies adopted in the preparation of the financial statements are set out below. Accounting policies have been consistently applied to the period presented, unless otherwise stated.

Basis of Preparation

The financial report is prepared on an accruals basis and is based on historical costs, except for the revaluation of certain financial instruments which are carried at their fair values. Cost is based on the fair value of the consideration given in exchange for assets.

New and revised standards that are effective for these financial statements

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2019 that have a material impact on the amounts recognised in prior periods or will affect the current or future periods. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

a) Cash and cash equivalents

Cash comprises cash at banks and on hand. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

b) Investment income

Interest income is recognised as it accrues, taking into account the effective yield on the financial asset.

Trust distributions are recognised as revenue when the right to receive payment is established. Distribution income includes capital gains and return of capital arising from the disposal of underlying investments. Unrealised gains and losses are transferred to reserves and are not assessable or distributable until realised. Capital losses are not distributed to unitholders but are retained to be offset against any future realised capital gains.

c) Investments

Financial assets at fair value through profit or loss

Under AASB 9, financial instruments are classified as fair value through profit or loss. The equity instruments are measured at fair value with changes in the fair value being recognised directly to profit or loss. The Fund classifies its investments based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The Fund's portfolio of financial assets is managed and its performance is evaluated on a fair value basis.

The Fund recognises financial assets on the date it becomes party to the contractual agreement (or when capital is called for investments) and recognises changes in the fair value of the financial assets from this date.

Investments are derecognised when the right to receive cash flows from the investments have expired or have been transferred and the Fund has transferred substantially all of the risks and rewards of ownership.

At initial recognition, the Fund measures financial assets at fair value. Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the financial assets or at fair value through profit or loss category are presented in the statement of comprehensive income in the period in which they arise.

d) Expenses

Expenses are brought to account on an accruals basis.

e) Distributions and Taxation

Under current legislation, the Fund is not subject to income tax as its taxable income (including assessable realised capital gains) is distributed in full to the investors.

The Fund fully distributes its distributable income, calculated in accordance with Vantage Private Equity Growth Trust 3A's trust deed and applicable taxation legislation and any other amounts determined by the Trustee, to unit holders by cash or reinvestment.

Financial instruments held at fair value may include unrealised capital gains. Should such a gain be realised that portion of the gain that is subject to capital gains tax will be distributed so that the Fund is not subject to capital gains tax.

Realised capital losses are not distributed to unit-holders but are retained in the Fund to be offset against any future realised capital gain. If realised capital gains exceed realised capital losses the excess is distributed to the unit-holders.

The benefits of imputation credits and passed on to Unit Holders.

VANTAGE PRIVATE EQUITY GROWTH TRUST 3A

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

f) Trade and Other Receivables

Trade and other receivables are measured at amortised cost less any impairment.

g) Finance costs

Income distributions paid and payable on units are recognised in the profit and loss as finance costs and as a liability where not paid. Distributions paid are included in cash flows from operating activities in the statement of cash flows.

h) Goods and Services Tax (GST)

Management fees and other expenses are recognised net of the amount of Goods and Services Tax (GST) recoverable from the Australian Taxation Office (ATO) as a Reduced Input Tax Credit (RITC).

Payables in the balance sheet are shown inclusive of GST.

Cash outflows are presented in the cash flow statement on a gross basis.

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) Critical Accounting Estimates and Judgments

In the application of the Fund's accounting policies, the trustee is required to make judgments, estimates and assumptions that affect the reported amounts in the financial statements. Management continually bases its judgements, estimates and assumptions on historical experience and other factors that are considered to be relevant. The accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

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.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the balance date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

a) *Fair value of financial instruments*

The valuation of investments is based upon the net assets attributable to interest holders as noted in the underlying investee's audited financial statements. This valuation is determined by the Manager of investees on the following basis:

i) *Fair value information*

The fair values of financial assets are determined by reference to active market transactions where possible, however the majority of managed investee companies are unlisted Australian companies and there are no direct, quoted market prices available.

In this case, fair value estimates are made at a specific point in time, based on market conditions and information about the specific financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgement (e.g. interest rates, market volatility, investment stage, estimated cash flows etc) and therefore cannot be determined with precision.

Valuations are inherently based on forward looking estimates and judgements about the underlying business, its market and the environment in which it operates.

ii) *Fair estimation of values*

Where new investments are made within the reporting year and no significant changes have occurred in the underlying business since acquisition, the investment may be maintained at cost or fair value.

Estimated valuations for other entities are primarily based on multiples of EBITDA or EBIT, depending on the industry for each investee. In estimating the valuations, a range of multiples is used to determine a range of outcomes. EBITDA or EBIT are based on forward estimates of the investees' performance based on past, present and future views of performance.

iii) *Coronavirus (COVID-19) pandemic*

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the fund based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the investee operates.

VANTAGE PRIVATE EQUITY GROWTH TRUST 3A

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2020

NOTE 2. CASH AND CASH EQUIVALENTS

	NOTE	2020 $	2019 $
Cash at bank		**25,884**	816,552

Reconciliation of cash

CASH AT THE END OF THE FINANCIAL YEAR AS SHOWN IN THE CASH FLOW STATEMENT IS RECONCILED TO ITEMS IN THE BALANCE SHEET AS FOLLOWS:

Cash and cash equivalents		**25,884**	816,552

NOTE 3. RECEIVABLES

Current receivables

GST receivable		**42,162**	10,746
Called capital receivable		**-**	-
Total receivables		**42,162**	10,746

NOTE 4. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

NON-CURRENT

INTERESTS IN UNLISTED PRIVATE EQUITY FUNDS / LIMITED PARTNERSHIPS AT FAIR VALUE THROUGH PROFIT OR LOSS:

	4a	**11,854,002**	1,878,373

a) Movements in fair values

MOVEMENTS IN FAIR VALUES OF INVESTMENTS THROUGH PROFIT OR LOSS BETWEEN THE BEGINNING AND THE END OF THE YEAR.

Balance at beginning of year		**1,878,373**	888,299
Calls		**5,826,890**	914,592
Current year net revaluation		**4,148,739**	75,482
Balance at end of the financial year		**11,854,002**	1,878,373

NOTE 5. OTHER PAYABLES

	2020 $	2019 $
Current		
Accounts payable	**30,100**	12,025
Related Party Payable - Vantage Private Equity Growth 3,LP	**477,351**	37,272
	507,451	49,297

NOTE 6. ISSUED UNITS

	PAID CAPITAL PER $ OF COMMITTED CAPITAL TO VPEG3 2020	PAID CAPITAL PER $ OF COMMITTED CAPITAL TO VPEG3 2019	NUMBER OF UNITS	2020 $	2019 $
8,243,200 units issued	$0.15	$0.02	8,243,200	**8,243,200**	2,867,200

	2020 $ PER UNIT	2019 $ PER UNIT	NUMBER OF UNITS	2020 $	2019 $
a) Movement in Called Capital					
Opening balance			2,867,200	**2,867,200**	1,841,400
Units issued during the period to new investors			-	**-**	309,000
Paid up capital/additional units issued to investors	$1.00	$1.00	5,376,000	**5,376,000**	716,800
Closing balance			8,243,200	**8,243,200**	2,867,200

During the year, 5,376,000 (2019: 1,025,800) units were issued to all investors except SIV investors at $1 per unit. All interests in VPEG3A are of the same class and carry equal rights. Under VPEG3A's Trust Deed, each interest represents a right to an individual share in VPEG3A and does not extend to a right to the underlying assets of VPEG3A. In addition, during the year, additional capital was called equal to $0.15 (2019: $0.02) per dollar of committed capital.

VPEG3 (the Fund), consists of two investment entities, Vantage Private Equity Growth 3, LP (VPEG3,LP) and Vantage Private Equity Growth Trust 3A (VPEG3A). In accordance with VPEG3A's Trust Deed, the units issued represents the Trust Subscription Amount that is a reallocation of Vantage Private Equity Growth 3 committed capital to enable the acquisition of investments that are not permitted to be made by an Australian Fund of Funds. This has not impacted the total committed capital to VPEG3.

VANTAGE PRIVATE EQUITY GROWTH TRUST 3A

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2020

NOTE 7. INVESTMENT REVALUATION RESERVE

	2020 $	2019 $
Investment Revaluation Reserve	**-**	-

a) Movement in reserves

	2020 $	2019 $
Opening balance	**-**	(127,961)
Adjustment on adoption of AASB 9	**-**	127,961
Closing balance	**-**	-

The asset revaluation reserve represents accumulated gains and losses arising on the revaluation of available for sale investments that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those assets have been disposed of or are determined to be impaired.

NOTE 8. RETAINED EARNINGS / (ACCUMULATED LOSSES)

	2020 $	2019 $
Retained earnings / Accumulated losses	**3,171,397**	(210,826)

a) Movement in retained earnings / (accumulated losses)

	2020 $	2019 $
Opening balance	**(210,826)**	(63,230)
Adjustment on adoption of AASB 9	**-**	(127,961)
Net operating profit / (loss) for the year	**3,382,223**	(19,635)
Closing balance	**3,171,397**	(210,826)

NOTE 9. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Contingent Liabilities

There are no contingent liabilities requiring disclosure in the financial report.

Contingent Assets

There are no contingent assets requiring disclosure in the financial report.

NOTE 10. NOTES TO THE STATEMENT OF CASH FLOWS

	2020 $	2019 $
a) Reconciliation of profit or loss for the period to net cash flows from operating activities:		
Net operating profit / (loss) for the year	**3,382,223**	(19,635)
CASH FLOWS EXCLUDED FROM PROFIT ATTRIBUTABLE TO OPERATING ACTIVITIES		
Finance costs - distributions to unitholders		
NON-CASH FLOWS IN PROFIT OR LOSS		
Investment revaluations	**(4,148,739)**	(75,482)
CHANGES IN ASSETS AND LIABILITIES:		
(Increase) in receivables	**(31,416)**	(4,433)
Increase / (decrease) in other payables	**(19,197)**	47,871
Cash flow from operations	**(817,129)**	(51,679)

b) Non cash investing activities and transactions with Unitholders

i) During the year, $3,763,200 of capital called into VPEG3,LP was reallocated to VPEG3A to reimburse payments made on behalf of the Trust for capital drawn and paid to underlying investees and to reimburse VPEG3,LP for expenditure incurred on behalf of VPEG3A.

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 30 JUNE 2020

NOTE 11. EVENTS AFTER THE BALANCE SHEET DATE

The COVID-19 pandemic is impacting the current economic climate in which the underlying investee fund's portfolio of investments operate both directly and/or indirectly:

a) Valuations at year-end have been prepared based upon underlying audited financial statements of investee funds assimilating all the known factors at that time;

b) Any forecasts and budgets used by investee funds in the valuation approach are subject to variations beyond the underlying fund managers control. However continued market uncertainties exist subsequent to year end and Vantage Private Equity Growth Trust 3A's Manager, Vantage Asset Management Pty Limited, is in constant contact with the management of its underlying investee funds to assess the impact (if any); and

c) Valuations are monitored and adjusted, where required, on a month to month basis, as investee funds provide updated net asset valuations which are based upon their own forecasts and budgets as they become available.

There have not been any other matters or circumstances that have arisen since the end of the financial year that has significantly affected, or may significantly affect, the results of those operations of the Fund in future financial years.

NOTE 12. TRUSTEE AND MANAGER DETAILS

The registered office and principal place of business of Vantage Asset Management Pty Limited is:

Level 29
Chifley Tower
2 Chifley Square
Sydney NSW 2000
Australia

DIRECTOR'S DECLARATION OF THE TRUSTEE COMPANY

As detailed in note 1 to the financial statements, the Fund is not a reporting entity because in the opinion of the directors, there are unlikely to exist users of the financial report who are unable to command the preparation of reports tailored so as to satisfy specifically all of their information needs. Accordingly, this special purpose financial report has been prepared to satisfy the directors' reporting requirements in accordance with the Fund's Trust deed.

The directors of Vantage Asset Management Pty Limited also declare that:

a) in the directors' opinion, the attached financial statements and notes, as set out on pages 42 to 54, present fairly the Fund's financial position as at 30 June 2020 and of its performance for the year ended on that date and comply with accounting standards to the extent disclosed in Note 1 to the financial statements;

b) in the director's opinion, there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Directors' of the Trustee Vantage Asset Management Pty Limited.

Michael Tobin
Managing Director

David Pullini
Director

Sydney
30 October 2020

INDEPENDENT AUDITOR'S REPORT

Ernst & Young
200 George Street
Sydney NSW 2000 Australia
GPO Box 2646 Sydney NSW 2001

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Fax: +61 2 9248 5959
ey.com/au

Independent Auditor's Report to the Members of Vantage Private Equity Growth Trust 3A

Opinion

We have audited the financial report, being a special purpose financial report, of Vantage Private Equity Growth Trust 3A (the Trust), which comprises the statement of financial position as at 30 June 2020, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors declaration.

In our opinion, the accompanying financial report presents fairly, in all material respects, the financial position of the Trust as at 30 June 2020, and its financial performance and its cash flows for the year then ended in accordance with the financial reporting requirements of the Trust Deed.

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 Trust in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Responsibilities of the Directors for the Financial Report

The directors of the Trustee Company are responsible for the preparation and fair presentation of the financial report and have determined that the basis of preparation described in Note 1 to the financial statements is appropriate to meet the requirements of the Trust Deed and is appropriate to meet the needs of the unitholders. The directors' responsibility also includes such internal control as the directors determine is necessary to enable the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error.

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

INDEPENDENT AUDITOR'S REPORT

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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 judgment 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 Trust'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 Trust'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 Trust to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

Ernst & Young

Ernst & Young
Sydney
30 October 2020

NOTES

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VPEG3

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2020

INVESTMENT MANAGER

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Asset Management