

2022 CORPORATE GOVERNANCE STATEMENT

INTRODUCTION

This 2022 Corporate Governance is current as at 16 August 2022 and has been approved by the Board of Directors of the company.

This statement outlines the main Corporate Governance practices that have been adopted by the Board which, unless otherwise stated, comply with the 4th edition of ASX Corporate Governance Principles and Recommendations issued by the ASX Corporate Governance Council. The appropriateness of the adopted practices is subject to continuous review by the Board. Companies listed on the Australian Securities Exchange are required under the ASX Listing Rules to detail the principles and recommendations with which they have not complied and provide reasons as to why they have not done so.

The eight ASX Corporate Governance Principles and the Company's approach to these principles are as follows:-

1. *Lay solid foundations for management and oversight*

The Company has a Board of three non-executive directors and two employees, namely the company secretary/chief financial officer and a compliance manager. Due to the lack of complexity in the Company's operations no director acts as chief executive officer. In accordance with Board policy the company secretary/chief financial officer is primarily and directly responsible to the directors for the general and overall management of the Company.

The terms and conditions relating to the appointment and retirement of all directors are determined on a case by case basis within the requirements of the Corporations Act 2001 and the ASX Listing Rules. The Company provides directors and senior management, on appointment, a letter setting out key terms and conditions relative to their appointment so that they clearly understand their corporate expectations.

Under the Company's Constitution directors are subject to re-election by shareholders by rotation every three years. The Board has established a Nominations and Remuneration Committee whose responsibilities include identifying and overseeing the appointment of new directors with the necessary and desirable competencies. Prior to the appointment of directors, appropriate background and reference checks are undertaken.

Newly appointed directors must stand for reappointment at the next subsequent AGM. The Notice of Meeting for the AGM provides shareholders with information about each director standing for election or re-election including details of their relevant experience. Details regarding the current directors are included in the financial report for the year ended 30 June 2022, which is available on the company's website.

Letters setting out the terms of appointment have been issued and acknowledged in writing by each director.

The primary responsibility of the Board is to develop the overall strategy of the Company and to preside over the management of the Company to protect and enhance shareholders' interests. The Board's role is to ensure the Company meets its obligations and responsibilities in all areas affecting shareholders, the market and the community generally. The Board's roles and responsibilities which include strategic direction of the Company, governance and operating performance, are set out in its Charter which is reviewed on a regular basis. A copy of the Charter is available on the Company's website. The policies and procedures detailed in this Statement have been instituted by the Board to ensure that the Board's roles and responsibilities are complied with. The Board is assisted in the execution of its responsibilities by the Audit and Risk Committee and the Nominations and Remuneration Committee, both of which are chaired by an independent non-executive director.

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1. Lay solid foundations for management and oversight (continued)

Meetings of the Board are held regularly during the year. In any month where a meeting does not take place the company secretary still prepares a detailed report for the Board's information and consideration.

The most recent performance evaluation and remuneration review conducted by the Nominations and Remuneration Committee for the company secretary/chief financial officer was carried out in May 2022, after reference to current market rates. Detail of remuneration for the company secretary/chief financial officer is set out in the financial report for the year ended 30 June 2022, which is available on the company's website.

The company secretary/chief financial officer is responsible to the Board for the implementation of the strategy and management of the Company. He manages the Company's operations in accordance with the strategy, business plans and policies approved by the Board to achieve agreed goals. He acts as public officer for taxation matters and is responsible for the Company's continuous disclosure requirements of the ASX.

The company secretary/chief financial officer is accountable directly to the Board through the Chairman for matters relevant to the Board.

The Company's policy on diversity stipulates that there is to be no discrimination in respect of race, creed or gender when seeking potential candidates for Board positions. This policy also applies to employees. Currently the Company has a Board of four male directors and one male and one female employee. The size of the Company's operations does not provide widespread opportunities to have a workforce covering all sections of the community.

2. Structure the Board to add value

The Board's policy is that, the majority of the directors must be independent non-executive directors not having a major shareholding in the Company, not having been a principal or employee of a professional advisor or consultant to the Company within the previous three years, not having been employed in an executive capacity by the Company and is free of any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgement. During the year the Company appointed an additional independent non-executive director bringing the total number of directors to 4. Mr Clark has advised that he will be retiring as a director at the next Annual General Meeting to be held in October 2022. The number of directors will then return to 3. Under the Company's Constitution 'The number of the directors shall not be less than three, nor, until otherwise determined by the Company in general meeting, more than five'. Three of the four directors are considered independent. The Chairman, Mr A G Rydge, due to his related interests in the Company, is not considered to be independent however, the remaining members of the Board do not consider that this in any way diminishes the effective conduct of the Board's functions.

The Company seeks to maintain a Board of directors with broad knowledge of and involvement in the finance and investment sectors with past financial and management experience, preferably with publicly listed companies. It is the Company's policy that there is to be no discrimination in respect of race, creed or gender when seeking potential candidates for Board positions. The Board has developed a matrix to consider the mix of appropriate skills, experience and expertise for Board membership. As well as the general skills expected for Board membership; the matrix includes items such as relevant experience in investment portfolio management and capital management.

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2. Structure the Board to add value (continued)

The following table summarises the key skills and experience that the company seeks in its Board of Directors:

Skills and Experience	Rating*
Financial acumen	High
Investment portfolio management	High
Management/CEO experience	High
Holds or has held other Directorships of listed entities	Medium
Risk and strategic risk management	High
Governance	High
Capital management	High

* The Board has assessed its rating considering the combined skills, competency and experience of Board member in each key area deemed relevant for the Group.

On induction, new directors are provided with relevant financial information, Board and Committee Charters and all Company policies. The new director then meets with the Chairman and company secretary to discuss the Company history, significant financial, accounting and risk management issues, existing investment portfolio and investment guidelines.

The Company has a Nominations and Remuneration Committee comprising at least three non-executive directors. This Committee is chaired by an independent non-executive director. The roles and responsibilities of this Committee are set out in its Charter, which is reviewed annually for appropriateness. In accordance with the Charter it evaluates on an annual basis and by discussion, the Board's and each individual director's performance. The Committee assesses the necessary and desirable competencies of Board members and reviews succession plans taking into consideration the range of skills, experience and expertise of the current members. The Committee also considers whether there is a need for existing directors to undertake professional development to maintain their skills. The last such review was performed in May 2022. Each director is required to notify the Board of any change in circumstances that could impair their position as a director.

Fees paid to the non-executive directors (there are no executive directors) are set each year by the Committee and, after reference to current market rates, are based on the nature of each director's performance and responsibilities. In accordance with the Corporations Act 2001 total fees for all directors are within the maximum amount of fees that have been approved by the shareholders at general meetings to be paid to the directors.

Directors do not receive any form of remuneration other than by way of payment of directors' fees for past service and the Superannuation Guarantee levy. No commitments have been given to make a payment to a director on retirement. They do not receive any options over shares in the Company. Details of directors' remuneration are set out in the financial report for the year ended 30 June 2022, which is available on the company's website. The Chairman meets with each director and officer to discuss matters affecting Board and management effectiveness as and when they arise. Each director also may at any stage raise appropriate matters with the Chairman.

Subject to prior discussions in a Board meeting, each director is entitled to seek independent professional advice at the Company's expense provided such advice is essential for the execution of the director's obligations. A copy of the advice received by the director is made available to all other members of the Board.

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3. *Promote ethical and responsible decision making*

Carlton Investment's Core Values underpin the Code of Ethics and Code of Conduct (Code) and generally how the company's business is conducted.

The Company, through its Code of Ethics and Code of Conduct, recognises the importance of the Company's directors and employees conforming to the highest standards of lawful, ethical and responsible decision making. All directors and employees are made aware that they are expected to act in their business dealings for the Company in accordance with the Law, in a socially responsible manner and with high standards of propriety. The Code covers areas such as the Company's and the Board's policy on diversity and its responsibilities towards employees and shareholders, dealings with third parties, conflicts of interest, safeguarding assets, financial reports and accounting records and insider information and trading in the Company's shares and the Company's anti-bribery policy. Directors and employees must keep the Board advised on an on-going basis of any interest that could potentially conflict with those of the Company. As the company only has two employees, both of whom attend Audit and Risk Committee meetings, the implementation of a "whistleblower" policy is not considered necessary at this time. The Audit and Risk Committee has a private session with the Compliance Manager at each of its meetings where any matters of concern can be raised by the Compliance Manager with the Audit Committee. Also all employees have been advised that they may take any concerns relating to the financial management of the company directly to the external auditors.

The Company has a Share Trading Policy that specifies the periods of the year where trading in its shares by directors and employees are prohibited.

A copy of the Core Values, Code of Ethics and Code of Conduct and the Share Trading Policy are available on the Company's website.

4. *Safeguard integrity in financial reporting*

The Company, in accordance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, has an Audit and Risk Committee whose roles and responsibilities are set out in its Charter. The Charter is reviewed annually for appropriateness. A copy of the Charter can be obtained from the Company's website. The Committee acts as an independent and objective body to monitor the Company's financial reporting processes, corporate risk assessment, systems of internal controls and the results of the external audit (including a review of the independence of the external auditor). The Committee consists of the three non-executive Board members and is chaired by an independent non-executive director. The Committee receives comprehensive regular reports on the Company's affairs from the company secretary/chief financial officer and have unrestricted access to Company records and information. The Committee requires the company secretary/chief financial officer to provide it with a declaration under Section 295(A) of the Corporations Act each half year and annually stating whether, in his opinion, the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and whether they are in accordance with the relevant accounting standards. He is also required to state whether, in his opinion, the integrity of the financial statements has been founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board and whether the Company's risk management and internal compliance and control systems are operating efficiently and effectively in all material respects. The compliance manager and company secretary/chief financial officer also confirm to the Board each month that any periodic reports released to the market, that are not audited or reviewed by an external auditor, have been prepared following agreed verification and proofing procedures.

The engagement partner of the external auditor meets with the Audit and Risk Committee each six months when finalising the half year and annual results to discuss the audit findings including whether there are any significant issues that have arisen during the audit. The engagement partner has been requested to raise with the Board at any other time any pertinent issues that should be addressed by the Board. The Committee also meets with the external auditor to review the auditor's performance and to discuss the proposed audit plan and fees. The Committee, after reviewing the auditor's performance,

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has the responsibility for determining whether a recommendation be made to the Board that there should be a change of external auditor. It is responsible for ensuring that there is a rotation of audit engagement partner in accordance with legislation currently in force.

The Committee reviews the appropriateness of any significant non-audit service proposed to be provided by the external auditor before giving its approval.

The engagement partner from the external auditor attends the annual general meetings and is available to answer shareholders' questions at that meeting.

5. *Make timely and balanced disclosure*

The company secretary/chief financial officer has, in accordance with the Company's written Continuous Disclosure Policy, been nominated as the person with primary responsibility for the Company's communications with the ASX and is required to be fully conversant with the ASX Continuous Disclosure Listing Rules as they affect the Company. He is responsible for ensuring that communications are made in a timely manner, are factual and are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions. The Board, in accordance with the Board Charter, meets with the company secretary/chief financial officer on a six monthly basis to review the Company's on-going compliance with the continuous disclosure requirements. Each member of the Board has a responsibility to advise the company secretary/chief financial officer of any relevant disclosure matters of which they become aware.

6. *Respect the rights of shareholders*

It is Company policy to maintain full and informative communications with all shareholders. This is achieved by way of detailed reports to shareholders on the half year and annual results, net tangible asset backing details disclosed monthly to the market and through the Chairman's address at general meetings. Copies of these documents, together with any other announcements made to the ASX are available from the websites of the Company and the ASX. Copies of documents covering Corporate Governance matters such as the Board and committee charters, risk management policy, communications, code of conduct, continuous disclosure policy, etc. are available to shareholders on the Company's website under "*About us/Governance and Policies*". The website address for the Company is <https://www.carltoninvestments.com.au/AboutUs/GovernanceandPolicies.aspx>

At shareholder meetings the Company will determine non-procedural resolutions by poll rather than by show of hands, unless the vote has already been decided by proxy votes.

Shareholders are able to contact the Company or its share registrar, Computershare Investor Services Limited, by mail, telephone, email or online via the Computershare Investor Centre portal. Shareholders may choose to receive communications from, and send communications to, the Company and Computershare electronically.

7. *Recognise and manage risk*

The Company has a detailed policies, procedures and controls manual that sets out the roles of the Board and management in recognising risks associated with the consolidated entity's operations and the safeguards instituted to control those risks. It is the Audit and Risk Committee's responsibility to review the risk management policies and to ensure that they are both appropriate for the Company's operations and are being adhered to. The Company does not have an internal audit function due to the lack of complexity in its operations however, the Company employs a part-time compliance manager who reports to the Board monthly on compliance with key internal control processes and reporting requirements and attends each Audit and Risk Committee meeting. The company secretary/chief financial officer also reports to the Audit and Risk Committee and Board as at each half year and financial year end whether, in his opinion, the integrity of the financial statements is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board and that the risk management and internal compliance and control system is operating

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efficiently and effectively in all material respects. The Audit and Risk Committee meets with the engagement partner of the external auditor at least every six months to discuss the auditor's review or audit findings. These requirements have been undertaken in respect of the year ended 30 June 2022.

The Audit & Risk Committee, on behalf of the Board, reviews the Group's risk management framework each year. The Audit & Risk Committee has reviewed the Group's risk management framework and supporting procedures for the year ended 30 June 2022 and is satisfied that they remain sound. The Board is satisfied that the Company is operating within its set risk appetite parameters.

The Company has economic and investment risks but does not have any direct environmental and social risks. In addressing investment risk, the Board considers the economic environmental and social risks of those companies in which the Company invests.

A copy of the Company's risk management policy is available on the Company's website.

8. *Remunerate fairly and responsibly*

As detailed under 2 above the Company has a combined Nominations and Remuneration Committee that has as one of its responsibilities the determination of appropriate remuneration policies for Board members and employees. The Committee has a Charter that sets out its role and responsibilities, composition, structure and membership requirements. The membership of the Committee consists of the three non-executive directors and is chaired by an independent director.

Compliance with ASX Corporate Governance Principles and Recommendations

The Company complies, to the extent appropriate for an organisation of its size, with the ASX Corporate Governance Principles and Recommendations, with the exception of:

- Recommendation 2.5, as the Chairman is not considered to be an independent director due to his related interests in the Company. The remaining members of the Board do not consider that this in any way diminishes the effective conduct of the Board's functions; and
- Recommendation 3.3, as the Company does not have a "whistleblower" policy. Given the size of the Company and also taking into account compensating procedures undertaken, the Board does not consider that this exception impacts on the effectiveness of the Board's governance processes. Refer section 3 above.