

Appendix 4E

Final Report 30 June 2023

CARLTON INVESTMENTS LIMITED

ABN 85 000 020 262

1. Financial reporting period

The current financial reporting period is for the year ended 30 June 2023 with the previous corresponding period being the year ended 30 June 2022.

2. Operating results for announcement to the market

			2023 \$000	2022 \$000
Revenue				
Dividends and distributions received - ordinary	Up	15.9%	34,311	29,610
Dividends – special	Up	239.2%	4,087	1,205
In-specie dividend from BHP of Woodside Energy shares	Down	100.0%	0	4,755
Interest received and other income	Up	923.3%	747	73
Total operating revenue	Up	9.8%	<u>39,145</u>	<u>35,643</u>
Profit				
Profit before income tax expense	Up	9.9%	38,163	34,733
Income tax expense	Down	22.4%	(757)	(976)
Net profit for the year	Up	10.8%	<u>37,406</u>	<u>33,757</u>
3. Dividends		Amount per security	Franked amount per security	
Final dividends – Ordinary Shares		60.0 cents	60.0 cents	
– Preference Shares		7.0 cents	7.0 cents	
Year end 30 June 2022 – Ordinary Shares		44.0 cents	44.0 cents	
– Ordinary Shares Special		14.0 cents	14.0 cents	
– Preference Shares		7.0 cents	7.0 cents	
Date final dividends payable		18 SEPTEMBER 2023		
Record date for determining entitlements to final dividends		1 SEPTEMBER 2023		
The dividend reinvestment plan continues to be suspended				

4. Refer to the attached Financial Report for details of the following:

- Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Financial Position and Consolidated Statement of Cash Flows and notes thereon;
- Dividends paid and payable; and
- Net tangible asset backing (refer Chairman's Report)

5. Entities over which control has been gained or lost during the period: - Nil

6. Details of associates and joint ventures: - Nil

7. The Report is based on financial statements that have been audited. A copy of the audit report is included in the attached Financial Report.

8. Date of Annual General Meeting and closing date for receipt of director nominations, refer page 1.

CARLTON INVESTMENTS LIMITED

(A publicly listed company limited by shares, incorporated and domiciled in Australia)

ABN 85 000 020 262

Financial Report

For the year ended 30 June 2023

Directors	Alan G Rydge AM (Chairman) Murray E Bleach Greg J Robertson
Group Secretary	Peter W Horton
Auditor	KPMG
Bank	National Australia Bank Limited
Registered Office	Level 15, 478 George Street, Sydney NSW 2000 Telephone: (02) 9373 6732 Email: info@carltoninvestments.com.au Website: www.carltoninvestments.com.au
Share Registrar	Computershare Registry Services Pty Ltd Level 3, 60 Carrington Street, Sydney NSW 1115 Telephone: 1300 850 505
Home Stock Exchange	The company is listed on the Australian Securities Exchange (Sydney) Limited Stock Exchange Code CIN
Controlled Entities	Carlton Hotel Limited (ACN 000 010 266) Eneber Investment Company Limited (ACN 000 014 540) The Manly Hotels Pty Limited (ACN 000 004 473)

Annual General Meeting

The 2023 Annual General Meeting will be held at:
**The Screening Room, State Theatre Building,
49 Market Street, Sydney, NSW**
at 10.00am on Wednesday 25th October 2023.

Closing date for nominations as a director

The closing time and date for receipt of nominations for
election as a director at the Annual General Meeting is
5.00pm on Friday 1 September 2023.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

CHAIRMAN'S REPORT TO SHAREHOLDERS

I present to you the Group's consolidated results for the year ended 30 June 2023.

Group's operations and results

Profit for the year ended 30 June 2023 was \$37,406,000 compared to \$33,757,000 for the prior 2022 financial year, an increase of \$3,649,000 or 10.8%. It should be noted that the profit for the prior financial year included \$4,755,000 from a one-off, fully franked in-specie dividend of Woodside Energy shares resulting from the merger of BHP's petroleum business into Woodside Energy. If this one-off BHP in-specie dividend was excluded from the prior year result, the profit increase for the year ended 30 June 2023 was \$8,404,000 or 29.0%. Most of this increase in profit resulted from dividends received from EVT (formerly Event Hospitality & Entertainment), the Group's largest investment holding. EVT recommenced paying dividends in November 2022. This was after two years of no dividends being paid by EVT due to the impact of COVID related restrictions on the businesses of that group. Fully franked dividends totalling \$8,005,000 were received from EVT during the year to 30 June 2023.

Dividends and distributions received totalled \$38,398,000, compared to the prior year amounts of \$35,570,000. As noted above, prior year dividends included the BHP in-specie dividend of \$4,755,000. The impact of EVT recommencing paying dividends is also noted above. Excluding the BHP in-specie dividend from the prior year, dividend and distribution income increased by 24.6% from the prior year. Included in dividends and distributions received were dividends described as special dividends amounting to \$4,087,000. These special dividends included \$3,694,000 received from EVT in November 2022. In the prior financial year, special dividends totalling \$1,205,000 were received.

With much higher interest rates and a higher level of funds held on term deposits, interest income increased from \$73,000 in the prior year to \$747,000 in the year to 30 June 2023. Average funds on term deposit increased by \$11,900,000 and the weighted average interest rate on term deposits increased from 0.60% in the prior year to 3.31%.

Administration expenses were \$970,000 compared to \$898,000 in the previous year. The management expense ratio (MER) for the year ended 30 June 2023 was 0.10%, compared to the prior year of 0.09%.

Earnings per ordinary share

Basic and diluted earnings were \$1.413 per ordinary share for the year to 30 June 2023 compared to \$1.275 per share for the 2022 financial year.

Dividends

On 15 August 2023 the directors declared a final fully franked dividend of 60 cents per ordinary share, payable on 18 September 2023. The prior year final fully franked dividend was 44 cents per ordinary share, plus a fully franked special dividend of 14 cents per ordinary share, which were both paid in September 2022. The special dividend in the prior year was declared as a result of the profit derived from the one off in-specie dividend received from BHP.

An interim dividend of 40 cents per ordinary share, together with a special dividend of 9 cents per ordinary share was paid in March 2023. The special interim dividend was declared due to the increase in special dividends received in the first half of the year, including the EVT special dividend. The prior year interim dividend, paid in March 2022, was 40 cents per ordinary share.

Total ordinary share dividends paid and payable for year ended 30 June 2023, including the special interim dividend, amount to \$1.09 per share, being an increase of 11.2% on the prior year dividends paid.

A final preference share dividend of 7 cents per share fully franked is also payable on 18 September 2023.

The record date for both the ordinary and preference final dividends is 1 September 2023.

The Dividend Reinvestment Plan remains suspended.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

CHAIRMAN'S REPORT TO SHAREHOLDERS (CONT.)

Net tangible asset backing

The net tangible asset backing for each issued ordinary share at 30 June 2023, prior to the payment of the final dividend noted above and before provision for estimated capital gains tax in respect of unrealised investment portfolio gains, was \$37.15 (2022: \$36.99). Although the Board has no present intention of disposing of any of the Group's equity investments, the net tangible asset backing per share after provision for tax on unrealised capital gains was \$31.19 (2022: \$30.95). The relevant figures at 31 July 2023 were \$38.62 and \$32.25 respectively,

Investments

The market value of the equity investment portfolio as at 30 June 2023 was \$956,399,000 compared to \$949,299,000 at the prior year end. Short term cash holdings and term deposits totalled \$24,073,000 as at 30 June 2023 (2022: \$27,480,000).

The Board's policy is to acquire additional investments in equities that meet the criteria of providing high levels of income through predominantly fully franked dividends and have the potential for long term capital growth. The cost of equity investments purchased during the year to 30 June 2023 totalled \$13,663,000 (2022: \$8,804,000).

Acquisitions above \$400,000 during the year were:

South32	\$5,019,000
ANZ	\$2,272,000
JB Hi-Fi	\$1,003,000
Woodside Energy	\$1,002,000
Sonic Healthcare	\$1,001,000
BHP Group	\$1,000,000
Elders	\$996,000
Santos	\$994,000

The Group also received shares in the PEXA Group via an in-specie distribution from the Link Group with a market value, at that time, totalling \$460,000.

During the year the company disposed of its investments in the Tassal Group and the Pendal Group, these disposals were a result of takeover offers. The consideration received for all investment disposals during the year was \$1,815,000. Prior year consideration received on disposals totalled \$7,844,000. Capital returns received during the year totalled \$178,000. In 2022 capital returns totalling \$4,303,000 were received, with large capital returns paid by Boral and Wesfarmers.

There was ongoing investment market volatility during the year to 30 June 2023, with fluctuating levels of concern about ongoing issues of high inflation, rapidly increasing interest rates, economic growth prospects and geopolitical uncertainty. After a decrease of 10.2 % in the prior 2021/22 financial year, the S&P/ASX 200 Index increased by 9.7% in the year to 30 June 2023. The market value of the Group's investment portfolio, after adjusting for investment acquisitions and disposals, decreased during the year by \$4.9 million or 0.5%. Many of the Group's larger investment holdings showed good market value increases for the year, however the overall market value performance of the portfolio was impacted by a fall in value for the Group's largest holding, EVT. The EVT share price decreased by 10.0% for the year. Excluding the EVT holding, the increase in the Group's investment portfolio was 6.3%.

On a total portfolio return basis (measured by the movement in NTA per share assuming dividends are reinvested), the return for the twelve months was 3.4% (2022: minus 2.1%) compared with an increase in the S&P ASX 200 Accumulation Index over the period of 14.8% (2022: decrease 6.5%).

The Group continues to hold its equity investments for the long term and does not act as a share trader nor does it invest in speculative stocks.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

CHAIRMAN'S REPORT TO SHAREHOLDERS (CONT.)

Outlook

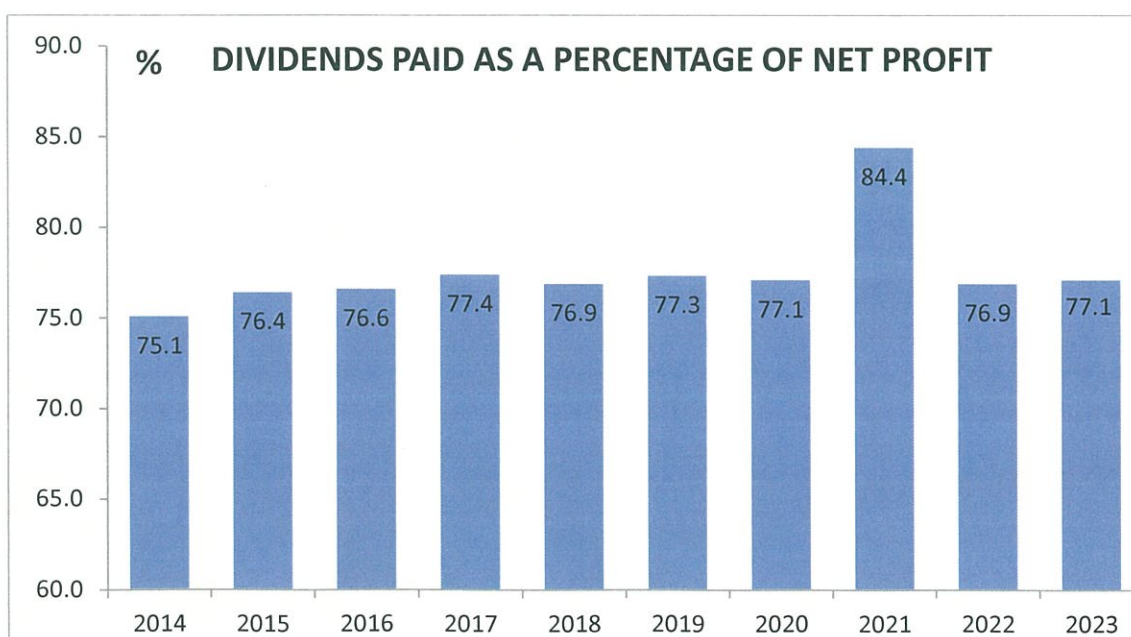
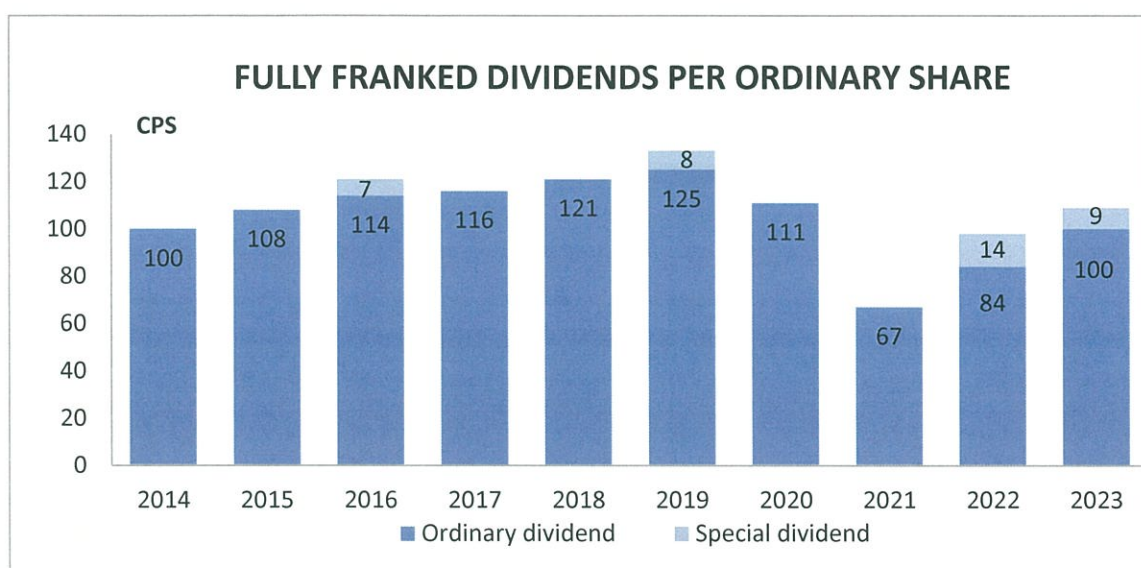
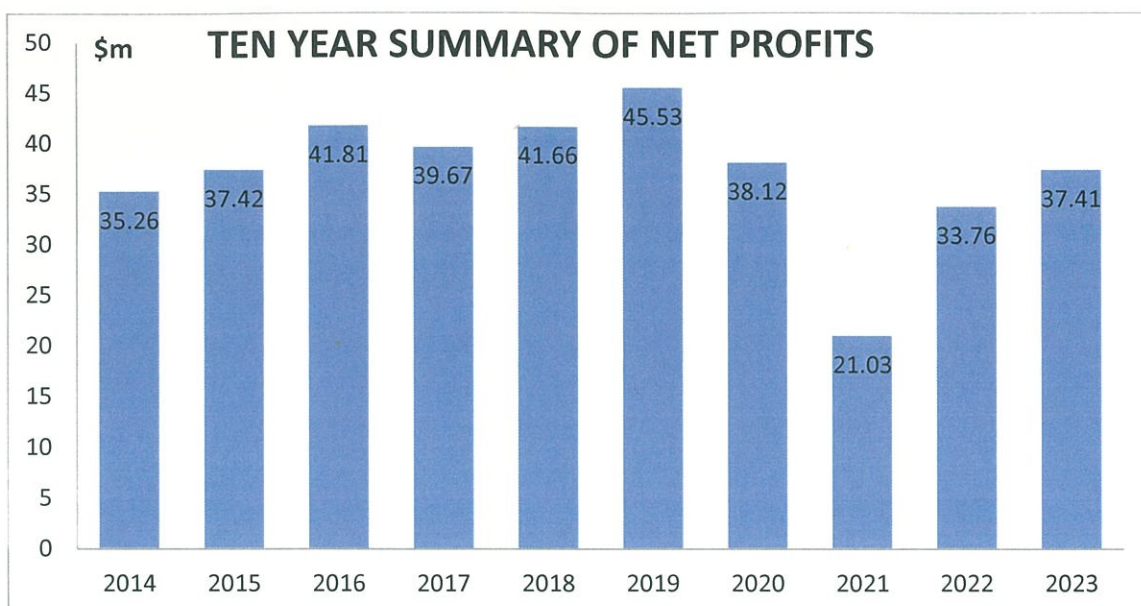
Equity markets continue to operate in an environment of uncertainty with, persistent high inflation, high interest rates, an outlook for slow growth in China and future economic growth levels remaining in question. Trends in global markets could also influence the Australian market.

We continue to have confidence in the quality and mix of the businesses in which the Group has invested. The Group will continue to seek to take advantage of market volatility and invest in well run businesses when it is considered that market prices offers good long-term value.



A G RYDGE AM
Chairman
15 August 2023

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES



CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2023

The directors present their report together with the consolidated financial report of Carlton Investments Limited ("the Company") and its controlled entities for the year ended 30 June 2023 and the auditor's report thereon.

Directors

The directors of the Company in office at any time during or since the end of the financial year are:

Mr Alan G Rydge AM

Chairman of Directors since 1980. Non-Executive director.

Broad experience as a director of various listed and private entities, formerly Deputy Chairman of Australia Post. Director (since 1978) and Chairman (since 1980) of EVT Limited. Also a director of Enbearn Pty Limited, Alphoe Pty Limited, and Aygeear Pty Limited.

Mr Murray E Bleach CA, GAICD, BA(Fin), MAFin.

Member of the Institute of Chartered Accountants in Australia and Graduate of the Australian Institute of Company Directors.

Independent Non-Executive Director since 2014.

Chairman of the Nominations and Remuneration Committee and Chairman of the Audit and Risk Committee (from December 2021).

Over 40 years' experience in accounting and financial services, with extensive experience in infrastructure and start-up investment. He was previously in charge of Macquarie Group's North American operations and was the CEO of Intoll Group, the Chairman of Suicide Prevention Australia and a Non-Executive Director and the Chairman of the Board Investment Committee at IFM Investors for 9 years.

He is Chairman and co-founder of start-up investment group, AddVenture/Tidal Ventures and director and Chairman of Energy Action Ltd. Murray also serves at AustralianSuper Pty Ltd as the "Infrastructure and Private Equity Expert" for its Direct Investment Group & Transaction Review Committee.

Mr Greg J Robertson CA, MBA, LLB, BEc, MAICD

Member of the Institute of Chartered Accountants in Australia and also a member of the Australian Institute of Company Directors.

Independent Non-Executive Director since May 2022.

Over 35 years' experience in business management, business valuations, mergers, acquisitions and reconstructions. Extensive experience in private equity investment across a wide range of industry sectors. He was a partner at Arthur Andersen, following which he was an Executive Director at Investec Wentworth Private Equity Limited for close to 10 years, and subsequently an Executive Director of Adexum Capital Limited for 8 years.

He is currently a director of Actuity Capital Partners Pty Ltd and Echo HoldCo Pty Ltd.

Mr Anthony J Clark AM, FCA, FAICD. (retired from Board on 27 October 2022)

Fellow of the Institute of Chartered Accountants in Australia and Fellow of the Australian Institute of Company Directors.

Independent Non-Executive Director since 2000.

Chairman of the Nominations and Remuneration Committee and Chairman of the Audit and Risk Committee (from December 2014 to December 2021).

Broad experience as a director of listed companies and previously practised as a Chartered Accountant retiring as a partner of KPMG in 1998.

Former directorships include Ramsay Health Care Limited, Telstra Corporation Limited, Amalgamated Holdings Limited (now known as EVT Limited) and Sphere Minerals Limited.

Company Secretary and Chief Financial Officer

Mr Peter W Horton was appointed Company Secretary and Chief Financial Officer in October 2011. He practised as a Chartered Accountant for over 20 years prior to his retirement as a partner of KPMG in 2001. Immediately prior to joining the Company, Mr Horton was the Director of Finance and Accounting for a public company engaged in the hospitality and leisure industries, a position which he held for almost 10 years.

Officers who were previously partners of the audit firm

AJ Clark and PW Horton were officers of the Company during the year and were previously partners of the current audit firm, KPMG, at a time when the audit firm undertook an audit of the Company. The most recent that any of these officers previously worked with KPMG was more than 21 years ago.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2023 (CONT.)

Directors' meetings

The number of directors' meetings and meetings of committees of directors held during the year together with the number of meetings attended by each director during the financial year were:

Name of Director	Directors' Meetings	Audit and Risk Committee	Nominations and Remuneration Committee
No. of meetings held:	7	3	1
No. of meetings attended:			
Mr A G Rydge	7	3	1
Mr M E Bleach	7	3	1
Mr G J Robertson	7	3	1
Mr A J Clark	2	1	0

Corporate Governance

For the year ended 30 June 2023, the Board applied where practicable, the guidelines set out in the 4th Edition of ASX Corporate Governance Principles and Recommendations issued by the ASX Corporate Governance Council. The Company has disclosed its current 2023 Corporate Governance Statement in the Governance and Policies section on the Carlton Investments website at:

<https://www.carltoninvestments.com.au/AboutUs/GovernanceandPolicies.aspx>

The Group has also lodged the 2023 Corporate Governance Statement and Appendix 4G with the ASX. 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. As disclosed in the 2023 Corporate Governance Statement, 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.

Principal activities

The principal activity of the Group is the acquisition and long term holding of shares and units in entities listed on the Australian Securities Exchange. There have been no significant changes in the activity of the consolidated entity during the year under review.

Environmental regulation

The Group's operations are not subject to any significant environmental regulations under either Commonwealth or State legislation.

Events subsequent to balance date

Other than noted elsewhere in this report, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the company, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in subsequent financial years.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2023 (CONT.)

Results and review of operations

The consolidated profit for the year attributable to the members of Carlton Investments Limited was:

	2023 \$000	2022 \$000
Operating revenue	39,145	35,643
Administration and finance costs	(982)	(910)
Profit before income tax expense	38,163	34,733
Income tax expense	(757)	(976)
Net profit for the year	37,406	33,757

The net profit for the year to 30 June 2023 increased from the prior year by \$3,649,000 or 10.8%.

Included in the net profit are dividends received from EVT (formerly Event Hospitality & Entertainment). EVT recommenced paying dividends in November 2022 following two years of no dividends when the businesses of EVT were greatly affected by COVID restrictions. Fully franked dividends totalling \$8,005,000 were received from EVT during the year to 30 June 2023.

Included in the net profit for the prior year, to 30 June 2022, was a one-off in-specie fully franked dividend of Woodside Energy shares, valued at \$4,755,000, resulting from the merger of the BHP's petroleum business into Woodside Energy.

Dividends and distributions received totalled \$38,398,000, compared to the prior year amounts of \$35,570,000. As noted above, prior year dividends included the BHP in-specie dividend of \$4,755,000. The impact of EVT recommencing paying dividends is also noted above. If the BHP in-specie dividend was to be excluded from the prior year dividends, dividend and distribution income increased by 24.6%. Dividends received included special dividends amounting to \$4,087,000, of which \$3,694,000 was received as an initial special dividend from EVT in November 2022. In the prior year, special dividends totalled \$1,205,000.

Interest income totalled \$747,000, compared to \$73,000 in the prior year. The weighted average interest rate for term deposits increased from 0.60% in the prior year to 3.31%. Interest rates increased progressively throughout the year and average funds on term deposit increased by \$11,900,000 million over the average amount for the prior year.

Administration expenses for the year were \$970,000 compared to \$898,000 in the prior year. The management expense ratio (MER) for the year was 0.10% compared to 0.09% in the prior year.

Equity investments purchased during the year to 30 June 2023 totalled \$13,663,000 (2022: \$8,804,000). Major additions to the portfolio were South 32, ANZ Bank, JB Hi-Fi, Woodside Energy, Sonic Healthcare, BHP Group, Elders and Santos. Also, during the year, the Group received shares in the PEXA Group via an in-specie distribution from the Link Group with a market value, at that time, totalling \$460,000. The Group continued to invest in Australian listed entities that we considered to be well managed and are anticipated to provide attractive levels of sustainable income through predominantly franked dividends and long-term capital growth. Details of investment acquisitions over \$400,000 during the year to 30 June 2023 are given in the Chairman's Report.

During the year to 30 June 2023 the Group disposed of its investments in the Tassal Group and the Pental Group, both these disposals were as a result of a takeover. The consideration received for all investment disposals during the year was \$1,815,000. This consideration included additional shares in Perpetual, with a market value of \$283,000, issued by Perpetual as part consideration for their Pental takeover. Prior year consideration received on disposals totalled \$7,844,000. Capital returns received during the year totalled \$178,000. In the prior 2022 year capital returns of \$4,303,000 were received, with large capital returns from Boral and Wesfarmers.

The investment portfolio held by the Group is valued at market values. Increments and decrements in the market value of equity investments are recognised as other comprehensive income and taken to the revaluation reserve.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2023 (CONT.)

Results and review of operations (continued)

During the year to 30 June 2023 market values of the Group's investment portfolio, after adjusting for investment acquisitions and disposals, decreased by \$4.9 million or 0.5% (2022: decrease of \$53 million, or 5.3%). The S&P/ASX 200 Index increased during the year to 30 June 2023 by 9.7% (2022: decrease 10.2%).

Although most of the Group's larger holding showed good market value increase for the year, the overall market value performance of the portfolio was impacted by a fall in the market value of the Group's largest holding, EVT. The EVT share price showed a decrease of 10.0% for the year. Excluding the EVT holding, the increase in the Group's investment portfolio was 6.3%. On a total portfolio return basis (measured by the movement in NTA per share assuming dividends are reinvested), the return for the twelve months was 3.4% (2022: minus 2.1%) compared with an increase in the S&P ASX 200 Accumulation Index over the period of 14.8% (2022: decrease 6.5%).

Dividends

- Paid during the year in respect of the prior financial year:

- (i) As proposed in last year's report, a final ordinary share dividend of 44 cents per share and a special final dividend of 14 cents per, both fully franked and amounting to \$15,355,000 were paid on 19 September 2022.
- (ii) As proposed in last year's report, a final preference share dividend of 7 cents per share, fully franked, amounting to \$6,000 was paid on 19 September 2022.

- In respect of the current financial year:

	\$000
(iii) An interim ordinary share dividend of 40 cents per share and a special interim dividend of 9 cents per, both fully franked, were declared and paid on 20 March 2023.	12,973
(iv) A final ordinary dividend of 60 cents per ordinary share in respect of the year ended 30 June 2023 has been declared. The dividend will be fully franked.	15,885
Total ordinary share dividends paid or payable in respect of the year ended 30 June 2023	<u>28,858</u>
(v) An interim preference share dividend of 7 cents per share, fully franked, was paid on 20 March 2023.	6
(vi) A final preference share dividend of 7 cents per share, fully franked, has been declared.	6
Total dividends paid or payable in respect of the year ended 30 June 2023	<u>28,870</u>

In the financial statements preference share dividends are recorded as a finance cost, refer note 3-4 to the financial statements.

Outlook and likely developments

We expect that high inflation and high interest rates will remain well into the current financial year. There are also several other continuing domestic and global uncertainties and risk factors impacting on future economic growth prospects and, in turn, on investment market valuations. We expect to see ongoing volatility in market valuations in the months ahead.

The Board continues to have confidence in the mix and quality of businesses in which the Group has invested. The Group will continue to take a cautious approach when pursuing its policy of purchasing equity investments for the long term through reinvesting dividends and other income in entities listed on the Australian Securities Exchange.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2023 (CONT.)

Remuneration Report – Audited

The Company has a Board of four directors and employs two staff, one of whom is the company secretary/chief financial officer. The Board reviews the performance of the company secretary/chief financial officer and determines the appropriate remuneration after having reference to current market rates. Directors' fees for the non-executive directors (there are no executive directors) are recommended to the Board each year by the Nominations and Remuneration Committee and, after reference to current market rates, are based on the nature of each director's work and responsibilities. Directors do not receive additional fees for Committee participation. These fees are within the maximum amount of \$450,000 that was approved by the shareholders at the 2022 annual general meeting. Performance evaluation and remuneration reviews are carried out in May each year, with any remuneration increases being effective from 1 July. No director or the company secretary/chief financial officer has a service agreement.

Directors and the company secretary/chief financial officer do not receive any remuneration subject to performance conditions including bonuses or options over shares in the Company. There were no non-monetary benefits given to directors or the company secretary/chief financial officer. Their only remuneration is by way of fees and salary respectively, together with superannuation contributions which are paid to defined contribution funds.

Directors' and officer's remuneration

		Short term base emolument	Post employment superannuation contributions	Director's retirement payment	Leave entitlements movements	Total
		\$	\$	\$	\$	\$
Directors						
Mr A G Rydge	2023	92,760	9,740		-	102,500
	2022	90,000	9,000		-	99,000
Mr M E Bleach	2023	81,448	8,552		-	90,000
	2022	79,091	7,909		-	87,000
Mr G J Robertson	2023	75,000	15,000		-	90,000
	2022	13,182	1,318		-	14,500
Mr A J Clark	2023	35,499	2,851	50,000	-	88,350
	2022	79,091	7,909		-	87,000
	2023	284,707	36,143	50,000	-	370,850
	2022	261,364	26,136	-	-	287,500
Company Secretary /Chief Financial Officer						
Mr P W Horton	2023	179,500	27,500	-	(\$2,338)	204,662
	2022	172,500	27,500	-	8,946	208,946

The table below sets out the Group's performance indices in respect of the current year and the previous four years.

	2023	2022	2021	2020	2019
Net profit for year (\$'000)	37,406	33,757	21,029	38,115	45,526
Dividends cents per ordinary share#	109^	98*	67	111	133*
Net tangible asset backing before capital gains tax at 30 June	\$37.15	\$36.99	\$38.53	\$28.50	\$36.68
Share price at 30 June	\$28.11	\$28.35	\$30.01	\$22.97	\$31.60
Management Expense Ratio	0.10%	0.09%	0.10%	0.10%	0.09%

Interim, final and special dividends in respect of year

^ Included a special dividend of 9 cents per share

* Includes special dividends of 14 cents for the 2022 year and 8 cents for the 2019 year

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2023 (CONT.)

Remuneration Report (continued)

Directors' equity holdings and transactions

The movement during the reporting period in the number of ordinary shares of the Company held, directly, indirectly or beneficially, by each key management person, their spouses and their personally-related entities is as follows:

	Held at 1 July 2022	Held at 1 July 2021	Change during year 2023	2022	Held at 30 June 2023	Held at 30 June 2022
Mr A G Rydge	16,084,540	16,084,540	-	-	16,084,540	16,084,540
Mr M E Bleach	6,120	6,120	-	-	6,120	6,120
Mr G J Robertson	-	-	3,500	-	3,500	-
Mr A J Clark*	5,000	5,000	-	-	-	5,000

*Mr A J Clark retired as a director on 27 October 2022

The 16,084,540 ordinary shares disclosed above as being held directly, indirectly or beneficially by Mr A G Rydge includes 13,351,639 ordinary shares held by Enbear Pty Limited representing 50.4% of the Company's issued ordinary shares.

End of Remuneration Report

Directors' interests

The relevant interest of each director in the share capital of the Group, as notified by the directors to the Australian Securities Exchange in accordance with section 205G(1) of the Corporations Act 2001, at the date of this report is as follows:

Shares held in Carlton Investments Limited

	Held Directly		Other Relevant Interests		Aggregate Relevant Interests	
	Ordinary Shares		Ordinary Shares		Ordinary Shares	
	2023	2022	2023	2022	2023	2022
Mr A G Rydge	1,214,360	1,214,360	14,852,116	14,852,116	16,066,476	16,066,476
Mr M E Bleach	-	-	6,120	6,120	6,120	6,120
Mr G J Robertson	-	-	3,500	-	3,500	-
Mr A J Clark	-	5,000	-	-	-	5,000

None of the directors or entities in which the directors have a beneficial interest, hold preference shares. Mr Rydge also has a non-beneficial interest in 37,941 (2022: 37,941) preference shares by virtue of his directorship of EVT Limited.

No options were granted over unissued ordinary shares in the Company to any officer of the Company during or since the end of the financial year and at the date of this report there are no unissued ordinary shares under option.

Indemnification of officers

The Company has agreed to indemnify the current directors and company secretary of the Company and its controlled entities for all liabilities to another person (other than the Company or a related body corporate) that may arise from their position, except where the liability arises out of conduct involving a lack of good faith. The agreements stipulate that the Company will meet the full amount of any such liabilities, including costs and expenses.

No premium has been paid, or agreed to be paid, for insurance against a current or former officer's or auditor's liability for legal costs.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2023 (CONT.)

Non-audit services

During the year KPMG, the Company's auditor, has performed certain other services in addition to its statutory duties. The Directors are satisfied that:

- (a) the non-audit services provided during the financial year by KPMG as the external auditor were compatible with the general standard of independence for auditors imposed by the Corporations Act 2001; and
- (b) any non-audit services provided during the financial year by KPMG as the external auditor did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:
 - (i) the nature and scope of any non-audit service provided is reviewed and approved by the Audit and Risk Committee to ensure that they do not adversely affect the integrity and objectivity of the auditor; and
 - (ii) the amount of non-audit fees paid to KPMG in comparison to the amount of audit fees are considered to be significantly within an appropriate threshold to maintain auditor independence.

	2023 \$	2022 \$
Details of amounts paid to KPMG for audit and non-audit services provided during the year are:		
Statutory Audit		
- Audit and review of financial reports	68,626	65,611
Services other than statutory audit		
- Taxation compliance services	13,420	12,320
	82,046	77,931

Lead auditor's independence declaration

A copy of the auditor's independence declaration as required under Section 307C of the Corporations Act 2001 is included after the financial statements.

Parent entity financial statements

The Group has applied amendments to the Corporations Act (2001) that remove the requirement for the Group to lodge parent entity financial statements. Parent entity financial statements have been replaced by the specific parent entity disclosures detailed in note 6-6 to the consolidated entity's financial statements.

Rounding off

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and in accordance with that legislative instrument amounts in the financial report and Directors' Report have been rounded off to the nearest thousand dollars, unless otherwise stated.

Signed in accordance with a resolution of the Directors at Sydney on 15 August 2023.


A G RYDGE AM
Director


M E BLEACH
Director

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 30 JUNE 2023

	Note	2023 \$000	2022 \$000
Dividends and distributions received before BHP in-specie dividend	2-3	38,398	30,815
BHP in-specie dividend of Woodside Energy Shares		-	4,755
		38,398	35,570
Interest income		747	73
Operating revenue		39,145	35,643
Administration expenses	2-4	(970)	(898)
Finance costs	3-4	(12)	(12)
Profit before income tax expense		38,163	34,733
Income tax expense	2-5	(757)	(976)
Profit for the year		37,406	33,757
Basic and diluted earnings per ordinary share	2-1	\$1.413	\$1.275

The consolidated income statement is to be read in conjunction with the notes to the financial statements set out on pages 18 to 32.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2023

	2023 \$000	2022 \$000
Net profit for the year	37,406	<u>33,757</u>
Other comprehensive income <i>Items that will not be reclassified to the income statement in the future:</i>		
Decrease in fair value of investments	(4,852)	(53,019)
Decrease in deferred tax liability relating to change in fair value of investments	2,362	<u>12,965</u>
Total other comprehensive loss	(2,490)	<u>(40,054)</u>
Total comprehensive income/(loss) for the year	34,916	<u>(6,297)</u>

The consolidated statement of comprehensive income is to be read in conjunction with the notes to the financial statements set out on pages 18 to 32.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2023

	Note	2023 \$000	2022 \$000
CURRENT ASSETS			
Cash	6-1	3,073	12,480
Receivables	3-2	3,610	3,238
Investments - term deposits	3-1	21,000	15,000
TOTAL CURRENT ASSETS		27,683	30,718
NON-CURRENT ASSETS			
Investments - equities	3-1	956,399	949,299
Deferred tax assets	2-5	32	31
TOTAL NON-CURRENT ASSETS		956,431	949,330
TOTAL ASSETS		984,114	980,048
CURRENT LIABILITIES			
Payables	3-3	157	152
Current tax liabilities	2-5	284	204
TOTAL CURRENT LIABILITIES		441	356
NON-CURRENT LIABILITIES			
Deferred tax liabilities	2-5	157,656	160,263
Other financial liabilities	3-4	166	166
TOTAL NON-CURRENT LIABILITIES		157,822	160,429
TOTAL LIABILITIES		158,263	160,785
NET ASSETS		825,851	819,263
EQUITY			
Share capital	4-1	20,146	20,146
Revaluation reserve	4-1	416,143	418,633
Retained profits		389,562	380,484
TOTAL EQUITY		825,851	819,263

The consolidated statement of financial position is to be read in conjunction with the notes to the financial statements set out on pages 18 to 32.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2023

Year to 30 June 2023	Share capital \$000	Revaluation reserve \$000	Retained earnings \$000	Total \$000
Equity as at 1 July 2022	20,146	418,633	380,484	819,263
Dividends paid	-	-	(28,328)	(28,328)
	20,146	418,633	352,156	790,935
Profit for the year	-	-	37,406	37,406
Other comprehensive income:				
Decrease in fair value of investments	-	(4,852)	-	(4,852)
Decrease in deferred tax liability relating to change in fair value of investments	-	2,362	-	2,362
Other comprehensive income	-	(2,490)	-	(2,490)
Total comprehensive income/(loss)	-	(2,490)	37,406	34,916
Total equity as at 30 June 2023	20,146	416,143	389,562	825,851

Year to 30 June 2022	Share capital \$000	Revaluation reserve \$000	Retained earnings \$000	Total \$000
Equity as at 1 July 2021	20,146	458,687	368,171	847,004
Dividends paid	-	-	(21,444)	(21,444)
	20,146	458,687	346,727	825,560
Profit for the year	-	-	33,757	33,757
Other comprehensive income:				
Decrease in fair value of investments	-	(53,019)	-	(53,019)
Decrease in deferred tax liability relating to change in fair value of investments	-	12,965	-	12,965
Other comprehensive income	-	(40,054)	-	(40,054)
Total comprehensive income/(loss)	-	(40,054)	33,757	(6,297)
Total equity as at 30 June 2022	20,146	418,633	380,484	819,263

The consolidated statement of changes in equity is to be read in conjunction with the notes to the financial statements set out on pages 18 to 32.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2023

	Note	2023 \$000	2022 \$000
CASH FLOWS FROM OPERATING ACTIVITIES			
Dividends and distributions received		38,197	30,200
Interest received		577	52
Cash paid for operating expenses		(965)	(877)
Income tax paid		(923)	(1,017)
NET CASH PROVIDED BY OPERATING ACTIVITIES	6-1	36,886	28,358
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from capital returns and disposal of investments		1,710	12,147
Payments for acquisition of investments		(13,663)	(8,804)
Term deposits increase		(6,000)	(9,000)
NET CASH FROM/(USED IN) INVESTING ACTIVITIES		(17,953)	(5,657)
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid		(28,328)	(21,444)
Finance costs		(12)	(12)
NET CASH USED IN FINANCING ACTIVITIES		(28,340)	(21,456)
Net (decrease)/increase in cash held		(9,407)	1,245
CASH AT BEGINNING OF FINANCIAL YEAR		12,480	11,235
CASH AT END OF FINANCIAL YEAR	6-1	3,073	12,480

The consolidated statement of cash flows is to be read in conjunction with the notes to the financial statements set out on pages 18 to 32.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

SECTION 1 – BASIS OF PREPARATION

1-1 Reporting Entity

Carlton Investments Limited (The Company) is a company domiciled in Australia. The address of the Company's registered office is Level 15, 478 George Street, Sydney, NSW. The consolidated financial report of the Company as at and for the year ended 30 June 2023 comprises the Company and its subsidiaries (collectively referred to as the "Group"). The Group is a for-profit entity and operates predominately in the acquisition and long term holding of shares and units in entities listed on the Australian Securities Exchange and solely within Australia.

The consolidated financial statements were authorised for issue by the Board of Directors on 15 August 2023.

1-2 Basis of preparation

(a) Statement of compliance

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The consolidated financial statements also comply with International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standards Board (IASB).

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except that investments in equities have been stated at their market values at balance date.

(c) Functional currency and presentation

These consolidated financial statements are presented in Australian dollars which is the Group's functional currency. The ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 is applicable to the Group and therefore the amounts in the financial report and Directors' Report have been rounded off to the nearest thousand dollars, unless otherwise stated.

(d) Changes in accounting policies

The accounting policies adopted by the Group are consistent with those adopted during the previous corresponding financial year.

(e) New and Revised Accounting Standards

A number of new accounting standards and interpretations became mandatory for the current financial year ended 30 June 2023. These new accounting standards and interpretations have not had a material effect on the Group's consolidated financial statements.

There are also a number of new accounting standards, amendments to accounting standards and interpretations, which are not yet mandatory, which have not been adopted in preparing these consolidated financial statements. From an initial assessment, it is not expected that these new and amended accounting standards and interpretations will have a significant effect on the consolidated financial statements of the Group when they are adopted.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2023

SECTION 2 – EARNINGS AND COSTS

2-1 Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is the same as basic EPS as there are no dilutive potential ordinary shares on issue by the Company.

	2023	2022
Basic and diluted earnings per ordinary share	\$1.413	\$1.275
Reconciliation of earnings used in the calculation of earnings per share:	\$000	\$000
Profit as per the consolidated statement of profit	37,406	33,757
	Number	Number
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	26,474,675	26,474,675

2-2 Timing of recognition of income

Revenues from dividends and trust distributions are recognised in the profit or loss when the right to receive those dividends and trust distributions is established, which is the date that the investment trades “ex-dividend”. Interest income comprising interest on short term deposits is recognised as it accrues. Receivables, at year end for these revenue items, are recognised on the same basis.

2-3 Dividends and distributions received

Dividends and distributions received

Dividends and distributions received from listed entities:

	2023 \$000	2022 \$000
Dividends – ordinary	33,376	28,723
Dividends – special	4,087	1,205
Distributions from trusts	935	887
	38,398	30,815
BHP in-specie dividend received on demerger of the BHP petroleum business to Woodside Energy (refer below)	-	4,755
	38,398	35,570
Dividends from:		
Investments held at year end	38,395	35,570
Investments disposed of during the year	3	-
	38,398	35,570

In the prior year, 30 June 2022, BHP paid a fully franked in-specie dividend of Woodside Energy shares resulting from the sale by BHP of its petroleum business to Woodside Energy. The value of the in-specie dividend received, being the market value of the Woodside Energy shares at that time, was \$4,978,000. The value of this dividend was apportioned between the income statement and other comprehensive income at 30 June 2022 based on the increase in market value since the acquisition of the BHP shares. \$223,000 of the amount received has been recognised as other comprehensive income in the Statement of Comprehensive Income and the balance of the in-specie dividend, amounting to \$4,755,000, has been recognised in the Income Statement.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

2-4 Administration Expenses	Note	2023 \$000	2022 \$000
Directors' fees and employee remuneration		651	575
Auditor's remuneration	6-5	82	78
Rent and office service charges		26	23
Other administration costs		211	222
		970	898

2-5 Income tax

Accounting policy

Income tax expense comprises current and deferred tax. Current or deferred income tax is recognised in the profit or loss for the year except to the extent that it relates to items recognised through other comprehensive income, when it is recognised into the revaluation reserve or directly in equity.

Current tax is the expected tax payable or receivable on the taxable income for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax, being predominantly capital gains tax, is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets, using tax rates enacted or substantially enacted at the balance date. Deferred tax assets are reviewed at each reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

	2023 \$000	2022 \$000
Income tax expense		
Prima facie income tax expense calculated at 30% (2022: 30%) on operating profit	11,449	10,420
Increase in income tax expense due to:		
Imputation gross up on dividends received	4,384	3,957
Franking credits on dividends received	(14,615)	(13,189)
Difference in timing of recognition of franked dividends receivable	(172)	(90)
Adjustments prior year deferred tax balances	(58)	(61)
Over provision current income tax prior year	(50)	(36)
Other adjustments	(181)	(25)
Income tax expense	757	976
Income tax expense in the statement of profit or loss comprises:		
Current income tax expense	865	1,073
Adjustments prior year deferred tax balances	(58)	(61)
Over provision current income tax prior year	(50)	(36)
	757	976

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

2-5 Income tax (continued)

Current tax liability		
Balance at beginning of year	204	392
Income tax paid	(923)	(1,017)
Current year's income tax provision	930	865
Capital gains tax provision for realised gain in year	123	-
Over provision in previous year	(50)	(36)
Balance at end of year	284	204
Deferred tax liability		
Balance at beginning of year	160,263	173,076
(Decrease)/increase in deferred tax liability on change in market value of investments recognised directly in equity	(2,362)	(12,965)
Capital gains tax payable taken to current tax liability	(123)	-
Origination and reversal of timing differences	(122)	152
Balance at end of year	157,656	160,263
Represented by:		
Capital gains tax on unrealised investment gains	157,571	160,063
Temporary differences on timing of recognition of dividend and distribution income	85	200
	157,656	160,263
Deferred tax asset		
Balance at beginning of year	31	26
Origination and reversal of temporary differences	1	5
Balance at end of year	32	31
Represented by:		
Temporary differences - employee entitlements accrued	32	31

SECTION 3 – ASSETS AND LIABILITIES

3-1 Investments

	Note	2023 \$000	2022 \$000
Current			
Term deposits		21,000	15,000

Term deposits are carried at cost. They have been placed with major financial institutions and at 30 June 2023 had remaining maturity periods of 19 to 75 days (2022: 48 to 167 days) with interest rates of 4.36% to 4.70% (2022: 0.70% to 2.95%). The weighted average effective interest rate on term deposits for the year ended 30 June 2023 was 3.31% (2022: 0.60%). Credit risk represents the loss that would be recognised if counterparties failed to perform as contracted. Credit risk on term deposits is minimised as deposits are only made with major Australian financial institutions with acceptable credit ratings determined by a recognised rating agency.

Non-Current Investments and equities

Shares and units held in listed entities - at fair value	6-10	956,399	949,299
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Shares and units in listed entities are measured at fair value on an ongoing basis. Inputs used to determine fair value are the unadjusted last-sale price, last-bid price and last-sell price quoted on the Australian Securities Exchange at balance date. Fair value is determined at a value within the quoted bid/sell price spread with most investments being valued at the quoted last-sale price. As the inputs used to determine the fair value of shares and units in listed entities are prices quoted in an active market, being the Australian Securities Exchange, values are categorised within Level 1 of the fair value hierarchy of measurement under Accounting Standards AASB 13.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

3-1 Investments (continued)

Any change in fair value of shares and units in listed entities is recognised as "other comprehensive income", through the Statement of Comprehensive Income, directly in equity. This accounting treatment had been adopted as the shares and units held in listed entities are equity instruments held for long-term capital growth and dividend income, rather than with the primary, shorter term, object of profit from their sale.

During the year to 30 June 2023 investments were acquired for consideration of \$13,663,000 (2022: \$8,804,000). In the prior year, the Group also received an in-specie dividend from BHP on the sale of its petroleum business to Woodside Energy. This transaction resulted in the receipt of shares in Woodside Energy to the value of \$4,978,000.

Proceeds from disposal of investments in the year to 30 June 2023 totalled \$1,815,000 (2022: \$7,844,000). These proceeds from disposals included additional shares in Perpetual with a market value of \$283,000 issued by Perpetual as part consideration for their Pandal Group takeover. The proceeds from capital returns during the year to 30 June 2023 were \$178,000 (2022: \$4,303,000).

The group is not directly exposed to interest or currency risk through its equity investments.

The only individual, material investment in a listed equity, that is neither a subsidiary nor an interest in an associate or joint venture accounted for using the equity method, is:

Name	Principal Activities	Ownership		Carrying Amount		Dividends Received	
		2023 %	2022 %	2023 \$000	2022 \$000	2023 \$000	2022 \$000
EVT Limited	Entertainment, hospitality, tourism and leisure	19.1	19.1	361,436	401,766	8,005	-

3-2 Receivables

Current

Dividends and interest receivable

2023 \$000	2022 \$000
3,610	3,238

Timing of recognition of receivables is disclosed in note 2-2.

3-3 Payables

Current

Other creditors and accruals

2023 \$000	2022 \$000
157	152

The consolidated entity's exposure to liquidity risk related to creditors is disclosed in note 5-2.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

3-4 Other financial liabilities

	2023 \$000	2022 \$000
Non-Current		
Cumulative preference shares	166	166
82,978 (2022: 82,978) 7% cumulative preference shares fully paid		

Holders of preference shares are entitled to receive a fixed cumulative preferential dividend at the rate of 7% per annum on capital paid up of \$2 per existing preference share. In the event of a winding up of the Company, preference shareholders are entitled to the capital and all arrears of dividends up to the date of the commencement of the winding up paid off in priority to any payment of capital on the ordinary shares. Holders of preference shares may attend and speak at general meetings but do not have a right to vote except where at the date of the meeting any dividend or part of a dividend is in arrears or on matters which directly or indirectly affect the rights attaching to the preference shares. The preference shares when issued were not classified as redeemable.

Dividends on these preference shares are recorded as a finance cost for accounting purposes.

Final dividend (7 cents per preference share paid on 19 September 2022)	6	6
Interim dividend (7 cents per preference share paid on 20 March 2023)	6	6
	12	12

Dividends paid were franked at a tax rate of 30%.

SECTION 4 – SHARE CAPITAL, RESERVES AND DIVIDENDS PAID

4-1 Share capital and reserves

	2023 \$000	2022 \$000
Issued and paid up capital		
26,474,675 (2022: 26,474,675) ordinary shares fully paid	20,146	20,146
Movements in ordinary share capital		
Balance at the beginning of the financial year	20,146	20,146
On market share buy-back – nil	-	-
Balance at the end of the financial year	20,146	20,146

On 14 November 2001 the Company announced an On Market Buy Back of up to 2,500,000 of the Company's ordinary shares. This Buy-Back has been extended until 28 November 2023. There were no shares bought back during the year ended 30 June 2023 (2022: Nil). At 30 June 2023 the cumulative number of shares bought back since 14 November 2001 is 806,612 at a cost of \$10,700,000.

The Company does not have authorised capital or par value in respect of its issued shares. All issued shares are fully paid.

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per ordinary share at shareholders' meetings. In the event of a winding up of the Company, ordinary shareholders rank after preference shareholders and creditors and are fully entitled to any proceeds of liquidation.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

4-1 Share capital and reserves (continued)

	2023 \$000	2022 \$000
Revaluation reserve		
Revaluation reserve	416,143	418,633

The revaluation reserve comprises the cumulative change in the fair value of equity investments net of the estimated capital gains tax relating thereto.

4-2 Dividends

The following dividends were declared and paid by the Company:
Declared and paid during the year

	Cents per share	Total amount \$000	Franked/ unfranked	Date of payment
2022				
Final – ordinary share	44.0	11,649	Franked	19 September 2022
Special – ordinary shares	14.0	3,706	Franked	19 September 2022
2023				
Interim – ordinary share	40.0	10,590	Franked	20 March 2023
Special – ordinary shares	9.0	2,383	Franked	20 March 2023
Total		28,328		

Franked dividends declared or paid during the year were franked at the tax rate of 30%.

Declared after the end of the financial year:

Final – ordinary share	60.0	15,885	Franked	18 September 2023
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The financial effect of the final dividend has not been brought to account in the financial statements for the year ended 30 June 2023 and will be recognised in subsequent financial reports.

	2023 \$000	2022 \$000
Dividend franking account		
30% franking credits available to shareholders of Carlton Investments Limited for subsequent financial years	74,811	71,382

The above available amount is based on the balance of the dividend franking account at year-end adjusted for franking credits that will arise from the payment of the current tax liability.

In addition to the above amount, there are franking credits available in subsidiary entities at 30 June 2023 totalling \$5,966,000 (2022: \$5,954,000).

The ability to utilise the franking credits is dependent upon there being sufficient available profits to declare dividends. The impact on the dividend franking account of dividends proposed after the balance date but not recognised as a liability is to reduce it by \$6,810,000 (2022: \$6,583,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2023

4-3 Capital management

The Board manages the Group's capital base so as to maintain investors' value, market confidence and to sustain future growth of the business. In addition to endeavouring to achieve an increase in the value of capital invested by ordinary shareholders, the Board aims to be able to pay dividends which can be increased over future years. The actual level of dividends payable is dependent upon the level of income the Group receives from its investments. Capital management initiatives undertaken when appropriate from time to time include a share purchase plan, a dividend reinvestment plan and on market share buy-backs. The Group's capital consists of total shareholders' equity. Changes in the capital base are shown in the Consolidated Statement of Changes in Equity.

SECTION 5 – RISK

5-1 Critical accounting estimates and judgements

The preparation of the financial report requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

A deferred tax liability has been recognised, in accordance with the requirements of Accounting Standards, in respect of Capital Gains Tax calculated on the unrealised gains applicable to listed equity investments. It is the intention of Group entities to hold these investments for the long term and not to dispose of them. Accordingly, the deferred tax liability may not be realised at the amount disclosed in the financial statements and may also be affected by subsequent changes in tax legislation in regard to capital gains.

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 and in any future periods affected.

5-2 Financial risk management

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. Risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The risks associated with the Group's assets fall into three categories, namely, credit risk, liquidity risk and market risk. Market risk includes interest rate risk, currency risk and other price risk. The Group is not currently materially exposed to interest rate risk as its cash and term deposits are short term and for a fixed interest rate. There is no material direct exposure to currency risk as almost all financial assets and liabilities are denominated in Australian dollars.

Credit risk

Credit risk is the risk of financial loss to the Group if a counter-party to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from investment securities and term deposits. For the Company it arises from receivables due from subsidiaries. The credit risk with respect to term deposits is referred to in note 3-1. None of these assets are considered to be impaired.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another asset.

Liquidity risk is not considered a material risk as the only financial liabilities the Group has are for tax payable from time to time to the Australian Taxation Office, administration cost payables and payables for the purchases of investments. Cash flow forecasts are prepared on a monthly basis allowing for dividends and interest to be received, movements in term deposits, investments to be purchased, dividends to be paid and other outgoings. If the level of dividends or interest to be received were to reduce significantly the Group can reduce its planned acquisition of investments so that adequate liquid funds are available to meet any liabilities. Investments in listed entities could readily be sold on the Australian Securities Exchange to generate required funds.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

5-2 Financial risk management (continued)

Market risk

Market risk is the risk that changes in market prices, such as interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

As the Group invests in equities listed on the Australian Securities Exchange there will always be a market risk as the price of the equities is subject to fluctuation. Equity investments represent 97.2% of total assets at 30 June 2023 (2022: 96.9%). If the market prices applicable to the listed equity portfolio were to fall by 5% or 10%, and if this fall was spread equally over all assets in the portfolio at 30 June 2023, total equity represented by share capital, reserves and retained profits would reduce by \$35,618,000 and \$71,742,000 respectively after tax.

A major part of the Group's income consists of dividends and distributions received from its investments. The level of these dividends and distributions fluctuates depending on the profits earned by the entities in which investments are held. There is a risk that in downturns in the economy the level of these profits will fall and consequently may affect dividends and distributions received.

The portfolio of listed equity investments is spread over a number of market sectors so as to reduce the market risk of a major fall in a particular sector. Details of investments held and the relevant market sectors are included in note 6-10.

SECTION 6 – OTHER INFORMATION

6-1 Cash flow information

(i) Reconciliation of cash

For the purposes of the Statements of Cash Flows, cash comprises of cash on hand and call bank deposits with original maturities of three months or less. Cash at the end of the financial year as shown on the Statements of Cash Flows is reconciled to the items in the consolidated statement of financial position as follows:

	2023	2022
	\$000	\$000
Cash	3,073	12,480

(ii) Reconciliation of profit after income tax to net cash provided by operating activities

Profit for the year as per the consolidated statement of profit or loss	37,406	33,757
Finance costs	12	12
Portion of BHP in-specie dividend of Woodside Energy shares recognised in profit	-	(4,755)
Net cash provided by operating activities before changes in assets and liabilities	37,418	29,014
(Decrease) in current tax payable	(44)	(188)
Increase/(decrease) in deferred income tax	(121)	148
Increase in other creditors and provisions	5	20
(Increase) in receivables	(372)	(636)
Net cash provided by operating activities	36,886	28,358

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

6-2 Related parties

(a) Key management personnel compensation

Directors and the company secretary / chief financial officer do not receive any bonuses, non-cash benefits or the granting of options over shares in the Company. Their only remuneration is by way of fees and salary respectively, together with the Superannuation Guarantee levy.

The key management personnel compensation comprised:

	2023 \$	2022 \$
Short-term:		
- Base emolument	464,207	433,864
- Leave entitlements movements	(2,338)	8,946
Post-employment:		
- Payment to director on retirement	50,000	-
- Superannuation relating to base emoluments	63,643	53,636
	575,512	496,446

Apart from details disclosed in this note, no director has entered into a material contract with the Company or the Group since the end of the previous financial year, and there were no material contracts involving directors' interests existing at 30 June 2023.

(b) Other related party transactions in respect of the Company Investments in controlled entities

	Class of Share	Interest Held	2023 %	2022 %
<i>Controlled Entities</i>				
Carlton Hotel Limited	Preference		100	100
Carlton Hotel Limited	Ordinary		100	100
Eneber Investment Company Limited	Ordinary		100	100
The Manly Hotels Pty Limited	Ordinary		100	100

Amounts receivable from controlled entities

	The Company	2023 \$000	2022 \$000
Inter-Company loans receivable			
Non-Current		257,717	240,279

The amounts due to the Company are non-interest bearing and are at call. Receipt of payment is not expected within twelve months and therefore the balance due is disclosed as non-current in the parent entity disclosure in note 6-6. Carlton Investments Limited has undertaken not to require repayment of all or part of the amounts owing to it by the controlled entities before 31 July 2025 if repayment would result in the controlled entities not having sufficient funds to pay their other debts as and when they fall due.

Rent of premises

Rent and office service charges totalling \$25,522 (2022: \$23,363) were paid to an entity which is controlled by a listed public company of which a director of the Company is also a director. Rent and office service charges are paid monthly at commercial rates.

Management fees

The Company provided accounting, administrative and other services during the year to its controlled entities for a management fee of \$1,066,000 (2022: \$974,000). The management fees are determined using costs incurred by the Company, plus a mark-up of 10%, and are apportioned between each controlled entity based upon investment portfolio market values. These management fees eliminate on group consolidation.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

6-2 Related Parties (continued)

Transactions eliminated on consolidation

The balances and effects of transactions between controlled entities have been eliminated in the consolidated financial statements.

6-3 Financing facilities

The Company has not negotiated any financing facilities.

6-4 Investment transactions

The total number of transactions in securities that occurred during the financial year was 14 (2022: 14). The total brokerage paid on these transactions was \$36,854 (2022: \$26,106).

6-5 Auditor's remuneration

	2023 \$	2022 \$
Amounts paid or due and payable for:		
Audit services: KPMG		
Audit and review of financial reports	68,626	65,611
Other services: KPMG		
Taxation services - Compliance	13,420	12,320
	82,046	77,931

6-6 Parent entity disclosures

As at, and throughout, the financial year ended 30 June 2023 the immediate parent entity of the Group was Carlton Investments Limited.

	2023 \$000	2022 \$000
Result of Parent Entity		
Profit for the year	36,336	34,978
Other comprehensive income	-	-
Total comprehensive income for the year	36,336	34,978
Financial position of parent entity at year end		
Current assets	3,074	12,480
Total assets	266,297	258,265
Current liabilities	219	183
Total liabilities	384	349
Net assets	265,913	257,916
Total equity of parent entity comprising of:		
Share capital	20,146	20,146
Retained profits	245,767	237,770
Total equity	265,913	257,916

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

6-7 Operating segments

The Group operates only in Australia, investing predominantly in Australian listed securities and has no reportable segments.

6-8 Deed of cross guarantee

Pursuant to ASIC *Corporations (Wholly Owned Companies) Instrument 2016/785*, the wholly owned controlled entities named below are relieved from the Corporations Act 2001 requirements for preparation, audit and lodgement of financial reports and directors' reports.

It is a condition of the Class Order that the Company and each of the controlled entities enter into a Deed of Cross Guarantee. The effect of the Deed is that the Company guarantees to each creditor payment in full of any debt in the event of winding up of any of the controlled entities under certain provisions of the Corporations Act 2001. If a winding up occurs under other provisions of the Act, the Company will only be liable in the event that after six months any creditor has not been paid in full. The controlled entities have also given similar guarantees in the event that the Company is wound up.

The controlled entities subject to the Deed are Carlton Hotel Limited, The Manly Hotels Pty Limited and Eneber Investment Company Limited. There are no controlled entities that are not party to the Deed.

The consolidated income statement, the consolidated statement of comprehensive income and the consolidated statement of financial position, comprising the Company and controlled entities which are party to the Deed, after eliminating all transactions between those entities at 30 June 2023, are set out on pages 13, 14 and 15 of the financial statements.

6-9 Events subsequent to reporting date

For final dividends declared after 30 June 2023 refer note 4-2.

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

6-10 Investments in listed equities valued at fair value through other comprehensive income

SECTOR	2023			2022		
	No of shares or units	\$000	%	No of shares or units	\$000	%
CONSUMER DISCRETIONARY						
Media						
EVT Limited	30,786,687	361,436		30,786,687	401,766	
Seven West Media Ltd	1,040,000	390		1,040,000	426	
Nine Entertainment Co Holdings Ltd	72,540	142		72,540	132	
ARN Media Ltd (formerly HT & E Ltd)	41,027	43		41,027	46	
NZME Limited	29,630	26		29,630	34	
		362,037	37.85		402,404	42.39
Consumer Services						
Tabcorp Holdings Ltd	776,541	862		776,541	827	
The Lottery Corporation Limited	776,541	3,984		776,541	3,510	
The Star Entertainment Group Limited	590,400	682		369,000	1,030	
G8 Education Limited	361,000	375		361,000	381	
Ardent Leisure Group Limited	386,224	174		386,224	541	
		6,077	0.64		6,289	0.66
		368,114	38.49		408,693	43.05
FINANCIALS						
Banks						
National Australia Bank Limited	2,201,067	58,042		2,201,067	60,287	
Commonwealth Bank of Australia Ltd	573,183	57,473		573,183	51,804	
Westpac Banking Corporation Limited	1,784,093	38,073		1,784,093	34,790	
ANZ Banking Group Limited	1,113,252	26,395		1,004,298	22,125	
Bank of Queensland Limited	2,129,338	11,690		2,129,338	14,202	
Bendigo & Adelaide Bank Limited	1,117,147	9,596		1,117,147	10,133	
Virgin Money UK plc	549,206	1,565		549,206	1,214	
		202,834	21.21		194,555	20.49
Capital Markets						
Perpetual Limited	435,588	11,273	1.18	424,964	12,273	1.29
Multi-Sector Holdings						
Gowing Bros Limited	4,701,144	12,082	1.26	4,701,144	12,223	1.29
Insurance						
Suncorp Group Limited	194,459	2,623		194,459	2,135	
Medibank Private Limited	185,000	651		185,000	601	
AMP Limited	170,000	192		170,000	162	
		3,466	0.36		2,898	0.30
Diversified Financial Services						
Macquarie Group Limited	30,061	5,339		30,061	4,945	
ASX Limited	55,916	3,523		55,916	4,569	
Washington H Soul Pattinson & Company Limited	111,605	3,547		111,605	2,627	
WAM Capital Limited	1,322,000	1,976		1,322,000	2,274	
Australian United Investments Limited	210,938	2,065		210,938	1,979	
Australian Foundation Co. Limited	245,167	1,733		245,167	1,841	
Pendal Group Limited	-	-		74,364	329	
Challenger Limited	60,451	392		60,451	413	
Argo Investments Limited	18,118	159		18,118	159	
		18,734	1.96		19,136	2.02
Real Estate Management & Development						
Lend Lease Corporation Ltd	498,039	3,860		498,039	4,537	0.48
PEXA Group Limited	27,527	375		-	-	
		4,235	0.44		4,537	
Real Estate Investment Trusts (REITS)						
Mirvac Group	426,575	964		426,575	842	
Cromwell Property Group	1,302,253	697		1,302,253	983	
Stockland	96,053	387		96,053	347	
		2,048	0.22		2,172	0.23
		254,672	26.63		247,794	26.10

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

6-10 Investments in listed equities valued at fair value through other comprehensive income (continued)

SECTOR	2023			2022		
	No of shares or units	\$000	%	No of shares or units	\$000	%
MATERIALS						
<i>Diversified Metals & Mining</i>						
BHP Group Limited	948,196	42,659		925,596	38,181	
Fortescue Metals Group Limited	938,000	20,805		938,000	16,443	
Rio Tinto Limited	160,860	18,449		160,860	16,520	
South32 Limited	2,309,446	8,683		1,073,446	4,229	
Deterra Royalties Limited	502,308	2,312		502,308	2,130	
Iluka Resources Limited	164,057	1,823		164,057	1,549	
Sierra Rutile Holdings Limited	164,057	41		-	-	
		94,772	9.91		79,052	8.33
<i>Steel</i>						
Bluescope Steel Limited	471,711	9,694		471,711	7,500	
Sims Metal Management Limited	100,000	1,575		100,000	1,371	
		11,269	1.18		8,871	0.93
<i>Gold</i>						
Newcrest Mining Limited	8,508	225	0.02	8,508	178	0.02
<i>Chemicals</i>						
Orica Limited	541,764	8,034	0.84	541,764	8,544	0.90
<i>Construction Materials</i>						
James Hardie Industries plc	625,362	24,858		625,362	19,868	
Boral Limited	1,163,826	4,690		1,163,826	3,014	
Fletcher Building Limited	298,415	1,492		298,415	1,343	
CSR Limited	235,000	1,220		235,000	954	
Adbri Limited	280,000	669		280,000	678	
		32,929	3.44		25,857	2.72
<i>Containers & Packaging</i>						
Amcor plc	853,133	12,678		853,133	15,391	
Orora Limited	1,258,507	4,140		1,258,507	4,594	
		16,818	1.76		19,985	2.11
		164,047	17.15		142,487	15.01
CONSUMER STAPLES						
<i>Food, Beverage & Tobacco</i>						
Treasury Wine Estates Limited	274,795	3,086		274,795	3,119	
Inghams Group Limited	280,000	734		280,000	722	
Tassal Group Limited	-	-		270,000	1,293	
Graincorp Limited	112,000	877		112,000	1,065	
United Malt Group Limited	112,000	493		112,000	366	
Elders Limited	84,000	553		-	-	
		5,743	0.60		6,565	0.69
<i>Consumer Staples Discretionary Distribution & Retail</i>						
Wesfarmers Limited	609,410	30,068		609,410	25,540	
Coles Group Limited	609,410	11,225		609,410	10,854	
Woolworths Limited	173,000	6,873		173,000	6,159	
Endeavour Group Limited	144,000	909		144,000	1,090	
JB Hi-Fi Limited	22,500	984		-	-	
		50,059	5.23		43,643	4.60
<i>Household & Personal Products</i>						
Blackmores Limited	17,000	1,602	0.17	17,000	1,197	0.13
		57,404	6.00		51,405	5.42
ENERGY						
<i>Oil, Gas & Consumable Fuels</i>						
Santos Limited	1,732,352	13,027		1,594,352	11,830	
Woodside Energy Group Limited	459,183	15,814		429,683	13,681	
Origin Energy Limited	1,139,489	9,583		1,139,489	6,529	
Ampol Limited	100,000	2,994		100,000	3,423	
		41,418	4.33		35,463	3.74

CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

6-10 Investments in listed equities valued at fair value through other comprehensive income (continued)

SECTOR	2023			2022		
	No of shares or units	\$000	%	No of shares or units	\$000	%
UTILITIES						
<i>Gas Utilities</i>						
APA Group	959,991	9,302	0.97	959,991	10,819	1.14
<i>Multi-Utilities</i>						
AGL Energy Limited	1,627,757	17,596	1.84	1,627,757	13,429	1.41
		26,898	2.81		24,248	2.55
INFORMATION TECHNOLOGY						
<i>Software & Services</i>						
Computershare Limited	22,273	521		22,273	549	
Link Administration Holdings Limited	207,000	346		207,000	785	
NextDC Limited	50,626	637		40,500	431	
Domain Holdings Australia Limited	20,000	76		20,000	60	
		1,580	0.17		1,825	0.19
TELECOMMUNICATION SERVICES						
<i>Telecommunication Services</i>						
Telstra Corporation Limited	4,583,600	19,709	2.06	4,583,600	17,647	1.86
INDUSTRIALS						
<i>Capital Goods</i>						
Seven Group Holdings Limited	100,000	2,465		100,000	1,661	
		2,465	.26		1,661	0.18
<i>Commercial & Professional Services</i>						
IPH Limited	222,500	1,742		222,500	1,816	
Brambles Limited	45,758	659		45,758	490	
Left Field Printing Group Limited	9,072	1		9,072	1	
		2,402	0.25		2,307	0.24
<i>Transportation</i>						
Transurban Group	235,595	3,357		235,595	3,388	
Atlas Arteria	131,776	818		131,776	1,062	
		4,175	0.44		4,450	0.47
		9,042	0.95		8,418	0.89
HEALTH CARE						
<i>Health Care Equipment & Services</i>						
Ansell Limited	222,854	5,957		222,854	4,956	
Sonic Healthcare Limited	113,370	4,033		82,370	2,719	
Healius Limited	303,945	967		303,945	1,115	
Ramsay Health Care Limited	14,500	816		14,500	1,062	
Resmed Inc.	31,000	1,017		31,000	951	
Estia Health Limited	160,000	474		160,000	307	
Regis Healthcare Ltd	113,000	251		113,000	209	
		13,515	1.41		11,319	1.19
TOTAL		956,399	100.00		949,299	100.00


CARLTON INVESTMENTS LIMITED AND ITS CONTROLLED ENTITIES

DIRECTORS' DECLARATION

1. In the opinion of the Directors of Carlton Investments Limited ("the Company"):
 - (a) the consolidated financial statements and notes that are set out on pages 13 to 32, and the Remuneration Report on pages 10 to 11, are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001;
 - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
 - (c) there are reasonable grounds to believe that the Company and the Group entities identified in note 6-2 will be able to meet any obligations or liabilities to which they are or may become subject to by virtue of the Deed of Cross Guarantee between the Company and those Group entities pursuant to ASIC Corporations (Wholly Owned Companies) Instrument 2016/785.
2. The directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the chief financial officer for the financial year ended 30 June 2023.
3. The directors draw attention to note 1-2 to the consolidated financial statements, which include a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors:


A G RYDGE AM


M E BLEACH

:DIRECTORS

Dated at Sydney 15 August 2023



Independent Auditor's Report

To the shareholders of Carlton Investments Limited

Report on the audit of the Financial Report

Opinion

We have audited the **Financial Report** of Carlton Investments Limited (the Company).

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the **Group's** financial position as at 30 June 2023 and of its financial performance for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Consolidated Statement of financial position as at 30 June 2023;
- Consolidated income statement, Consolidated statement of comprehensive income, Consolidated statement of changes in equity, and Consolidated statements of cash flows for the year then ended;
- Notes including a summary of significant accounting policies; and
- Directors' Declaration.

The **Group** consists of the Company and the entities it controlled at the year-end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Group in accordance with the *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Report of the current period.

This matter was addressed in the context of our audit of the Financial Report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Valuation of listed equity investments (\$956,399,000)

Refer to Note 3-1 to the Financial Report

The key audit matter	How the matter was addressed in our audit
<p>Valuation of investments in listed equities is a key audit matter due to the:</p> <ul style="list-style-type: none"> Size of the Group's portfolio of listed equities. These investments represent 98% of the Group's total assets at year end; and Importance of the performance of these investments in driving the Group's operating revenue and capital performance, as reported in the Financial Report. <p>As a result, this was the area with greatest effect on our overall audit strategy and allocation of resources in planning and performing our audit.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> We assessed the appropriateness of the accounting policies applied by the Group, including those relevant to the fair value of investments, against the requirements of the accounting standards; We checked the existence of a sample of investments being the ownership and quantity held to external independent share registry electronic records as at 30 June 2023; We checked the valuation of a sample of investments, as recorded in the general ledger, to externally quoted market prices from relevant stock exchanges on 30 June 2023; and We evaluated the Group's disclosures of investments, using our understanding obtained from our testing, against the requirements of the accounting standards.

Other Information

Other Information is financial and non-financial information in Carlton Investment Limited's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- 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 *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They 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 the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of Carlton Investments Limited for the year ended 30 June 2023, complies with *Section 300A* of the *Corporations Act 2001*.



KPMG

Directors' responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with *Section 300A* of the *Corporations Act 2001*.

Our responsibilities

We have audited the Remuneration Report included in pages 16 to 17 of the Directors' report for the year ended 30 June 2023.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.



David Kells

Partner

Sydney

15 August 2023



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

To the Directors of Carlton Investments Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of Carlton Investments Limited for the financial year ended 30 June 2023 there have been:

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

A stylized signature of the KPMG firm, written in blue ink.

KPMG

A handwritten signature of David Kells, written in black ink.

David Kells

Partner

Sydney

15 August 2023