# 2023 ANNUAL REPORT



### 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

# 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 inspecie 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 inspecie 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.

#### 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 inspecie 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.

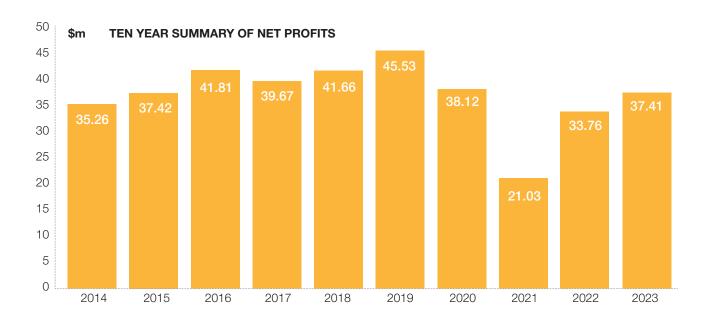
#### Outlook

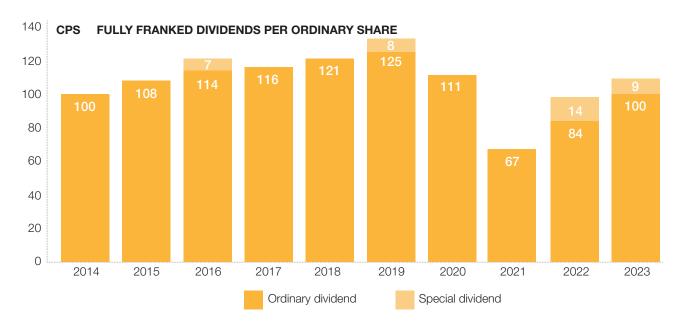
Equity markets continue to operate in an environment of uncertainty with, persistent high inflation, high interest rates, an outlook for slow growth in China and future economic growth levels remaining in question. Trends in global markets could also influence the Australian market.

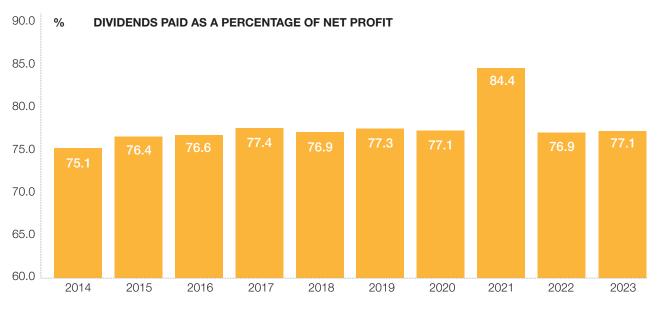
We continue to have confidence in the quality and mix of the businesses in which the Group has invested. The Group will continue to seek to take advantage of market volatility and invest in well run businesses when it is considered that market prices offers good long-term value.

A G RYDGE AM Chairman

15 August 2023







#### 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 Enbeear Pty Limited, Alphoeb Pty Limited, and Aygeear Pty Limited.

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

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.

FOR THE YEAR ENDED 30 JUNE 2023

#### **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.

#### FOR THE YEAR ENDED 30 JUNE 2023

#### Results and review of operations

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

	2023	2022
	\$000	\$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 dividends 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 Pendal 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 Pendal 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.

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%).

#### FOR THE YEAR ENDED 30 JUNE 2023

#### **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.

\$000

- In respect of the current financial year:
- (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

28,858

- (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 of7 cents per share, fully franked, has been declared.6

Total dividends paid or payable in respect of the year ended 30 June 2023

28,870

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.

FOR THE YEAR ENDED 30 JUNE 2023

#### **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	y/Chief Financ	ial 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%
	•				

<sup>#</sup> Interim, final and special dividends in respect of year

<sup>^</sup> Included a special dividend of 9 cents per share

<sup>\*</sup> Includes special dividends of 14 cents for the 2022 year and 8 cents for the 2019 year

FOR THE YEAR ENDED 30 JUNE 2023

#### **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	Change durin	g year	Hel	d at
	1 July 2022	1 July 2021	2023	2022	30 June 2023	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

<sup>\*</sup>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 Enbeear 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 Investr	nents Limited
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	Held Di	rectly	Other Releva	ant Interests	Aggregate Intere	
	Ordinary Shares		Ordinary	Ordinary Shares		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.

#### FOR THE YEAR ENDED 30 JUNE 2023

#### **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

# 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	2-3	-	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 17 to 32.

# consolidated statement of comprehensive income

FOR THE YEAR ENDED 30 JUNE 2023

	2023 \$000	2022 \$000
Net profit for the year	37,406	33,757
Other comprehensive income  Items that will not be reclassified to the  income statement in the future:		
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	12,965
Total other comprehensive loss	(2,490)	(40,054)
Total comprehensive income/(loss) for the year	34,916	(6,297)

The consolidated statement of comprehensive income is to be read in conjunction with the notes to the financial statements set out on pages 17 to 32.

# consolidated statement of financial position

**AS AT 30 JUNE 2023** 

Note	2023 \$000	2022 \$000
CURRENT ASSETS	4000	<b>4000</b>
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 17 to 32.

# 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)

The consolidated statement of changes in equity is to be read in conjunction with the notes to the financial statements set out on pages 17 to 32.

# 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 17 to 32.

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.

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

	2023	2022
	\$000	\$000
Dividends and distributions received		
Dividends and distributions received from		
listed entities:		
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.

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	<b>4000</b>	φοσσ
Prima facie income tax expense calculated at 30% (2022: 30%) on operating profit	11,449	10,420
Increase (decrease) 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

FOR THE YEAR ENDED 30 JUNE 2023

#### 2-5 Income tax (continued)

	2023 \$000	2022 \$000
Current tax liability	\$000	ФООО
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	<del>-</del>
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

FOR THE YEAR ENDED 30 JUNE 2023

#### SECTION 3 - ASSETS AND LIABILITIES

#### 3-1 Investments

Note	2023	2022
	\$000	\$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

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.

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 has 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 Pendal 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 Div		Carrying Amount		s Received	
		2023	2022	2023	2022	2023	2022
		%	%	\$000	\$000	\$000	\$000
EVT Limited	Entertainment, hospitality, tourism						
	and leisure	19.1	19.1	361,436	401,766	8,005	-

#### FOR THE YEAR ENDED 30 JUNE 2023

#### 3-2 Receivables

 2023 \$000
 \$000

 \$000
 \$000

 Current
 3,610
 3,238

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

#### 3-3 Payables

Current157Other creditors and accruals157

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

#### 3-4 Other financial liabilities

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)

Interim dividend (7 cents per preference share paid on 20 March 2023)

	<b>6</b> 6
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Dividends paid were franked at a tax rate of 30%.

FOR THE YEAR ENDED 30 JUNE 2023

#### SECTION 4 - SHARE CAPITAL, RESERVES AND DIVIDENDS PAID

#### 4-1 Share capital and reserves

	2023	2022
	\$000	\$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 – <b>nil</b>	-	
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.

#### **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

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.

FOR THE YEAR ENDED 30 JUNE 2023

#### 4-2 Dividends (continued)

#### **Dividend franking account**

30% franking credits available to shareholders of Carlton Investments Limited for subsequent financial years

2023 \$000	2022 \$000
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).

#### 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.

FOR THE YEAR ENDED 30 JUNE 2023

#### 5-2 Financial risk management (continued)

#### 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.

#### 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 \$000	2022 \$000
Cash	3,073	12,480
(ii) Reconciliation of profit after income tax to net cash provided by operating activities	s	
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

#### 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	Interes	st Held
		2023	2022
		%	%
Controlled Entities			
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 Co	mpany
		2023	2022
		\$000	\$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.

FOR THE YEAR ENDED 30 JUNE 2023

#### 6-2 Related Parties (continued)

#### 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.

#### 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	2022
	\$000	\$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

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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 12, 13 and 14 of the financial statements.

#### 6-9 Events subsequent to reporting date

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

FOR THE YEAR ENDED 30 JUNE 2023

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

		2023			2022	
SECTOR	No of shares or units	\$000	%	No of shares or units	\$000	%
CONSUMER DISCRETIONARY Media						
EVT Limited Seven West Media Limited Nine Entertainment Co Holdings Limited ARN Media Limited NZME Limited	30,786,687 1,040,000 72,540 41,027 29,630	361,436 390 142 43 26 362,037	37.85	30,786,687 1,040,000 72,540 41,027 29,630	401,766 426 132 46 34 402,404	42.39
Consumer Services Tabcorp Holdings Limited The Lottery Corporation Limited The Star Entertainment Group Limited G8 Education Limited Ardent Leisure Group Limited	776,541 776,541 590,400 361,000 386,224	862 3,984 682 375 174 6,077 368,114	0.64 38.49	776,541 776,541 369,000 361,000 386,224	827 3,510 1,030 381 541 6,289 408,693	0.66 43.05
FINANCIALS						
Banks National Australia Bank Limited Commonwealth Bank of Australia Westpac Banking Corporation Limited ANZ Banking Group Limited Bank of Queensland Limited Bendigo & Adelaide Bank Limited Virgin Money UK plc	2,201,067 573,183 1,784,093 1,113,252 2,129,338 1,117,147 549,206	58,042 57,473 38,073 26,395 11,690 9,596 1,565	21.21	2,201,067 573,183 1,784,093 1,004,298 2,129,338 1,117,147 549,206	60,287 51,804 34,790 22,125 14,202 10,133 1,214	20.49
Capital Markets Perpetual Limited	435.588	11,273	1.18	424.964	12,273	1.29
Multi-Sector Holdings Gowing Bros Limited		12,082	1.26		12,223	
Insurance Suncorp Group Limited Medibank Private Limited AMP Limited	194,459 185,000 170,000	2,623 651 192 3,466	0.36	194,459 185,000 170,000	2,135 601 162 2,898	0.30

FOR THE YEAR ENDED 30 JUNE 2023

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

		2023			2022	
SECTOR	No of shares	\$000	%	No of shares or	\$000	%
	or units			units		
Diversified Financial Services						
Macquarie Group Limited	30,061	5,339		30,061	4,945	
ASX Limited Washington H Soul Pattinson & Company Limited	55,916 111,605	3,523 3,547		55,916 111,605	4,569 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			18,118	159	
		18,734	1.96		19,136	2.02
Real Estate Management & Development						
Lendlease Group	498,039	3,860		498,039	4,537	
PEXA Group Limited	27,527			· - ,	-	
		4,235	0.44		4,537	0.48
Deal Falata In calculate Tarata (DEITO)						
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			96,053		
	,	2,048	0.22		2,172	0.23
		254,672	26.63		247,794	26.10
MATERIALS						
Diversified Metals & Mining						
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 Deterra Royalties Limited	2,309,446 502,308	8,683 2,312		1,073,446 502,308	4,229 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
Steel	474 744	0.001		171 711	7.500	
Bluescope Steel Limited Sims Metal Management Limited	471,711 100,000	9,694 1,575		471,711 100,000	7,500 1,371	
Sims Metal Management Limited	100,000	11,269	1.18	100,000	8,871	0.93
Gold						
Newcrest Mining Limited	8,508	225	0.02	8,508	178	0.02
Chemicals						
Orica Limited	541,764	8,034	0.84	541,764	8,544	0.90
Construction Materials	005.005	24.053		005.000	10.000	
James Hardie Industries plc	625,362	24,858		625,362	19,868	
Boral Limited Fletcher Building Limited	1,163,826 298,415	4,690 1,492		1,163,826 298,415	3,014 1,343	
CSR Limited	235,000	1,220		235,000	954	
Adbri Limited	280,000			280,000		
	,	32,929	3.44		25,857	2.72

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	
Solitariors & Packaging   Amoor pic   15,385,507   4,140   1,258,507   4,594   16,818   1.76   16,985   2.11   19,985   2.11	SECTOR	No of shares	\$000	%	No of shares or	\$000	%
Sasa   12,678		or units			units		
Consumer Staples Discretionary Distribution & Retail Westamens Limited (	5 5						
16,818   1.76	•				,	,	
164,047 17.15	Orora Limited	1,258,507		1 76			0.11
CONSUMER STAPLES Food, Beverage & Tobacco Treasury Wine Estates Limited Inghams Group Limited 280,000 734 280,000 722 Tassal Group Limited 280,000 1734 280,000 722 Tassal Group Limited 112,000 877 112,000 1,085 United Malt Group Limited 112,000 493 112,000 366 Elders Limited 84,000 553							
Food, Beverage & Tobacco         274,795         3,086         274,795         3,119           Inghams Group Limited         280,000         722         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         -         -         -           Consumer Staples Discretionary Distribution & Retail         84,000         553         -         -         -           Westarmers 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         17,000         1,602         0.17         17,000         1,197         0.13           Elackmores Limited         17,302,352         13,027         15,94,352			10-1,0-11	17.10		172,701	10.01
Treasury Wine Estates Limited   274,795   3,086   274,795   3,119   Inghams Group Limited   280,000   734   280,000   722   723   722   720,000   1,293   723   723   720,000   1,293   723   723   720,000   1,293   723   723   720,000   1,293   723   723   720,000   1,293   723   723   724	CONSUMER STAPLES						
Righams Group Limited   280,000   734   280,000   7722   727   728   728   729   7	•						
Tassal Group Limited         12,00         377         112,000         1,065           United Matt Group Limited         112,000         493         112,000         366           Elders Limited         84,000         553         112,000         366           Consumer Staples Discretionary Distribution & Retail         553         6,565         0.69           Wesfarmers Limited         609,410         30,068         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             Household & Personal Products         8         17,000         1,602         0.17         17,000         1,197         0.13           ENERGY         70i, Gas & Consumable Fuels         17,303         15,814         429,683         13,681           Santos Limited         1,732,352         13,027         1,594,352         11,830           Woodside Energy Group Limited         1,139,489         9,583         1,139,489         6,529           Ampol Limited         1,139,489         9,583         1,139,489							
Caraincorp Limited   112,000   877   112,000   1,065   112,000   366   112,000   366   112,000   366   112,000   366   34,000   553   6,565   0,69   340   30,068   36,565   0,69   340   30,068   36,565   36,5	-	280,000					
United Malt Group Limited   112,000   493   112,000   366   12   12,000		- 440,000					
Elders Limited   84,000   553							
S,743    0.60					112,000		
Consumer Staples Discretionary   Distribution & Retail	2.0010 200	0.,000		0.60	•		0.69
Distribution & Retail   Westarmers Limited   609,410   30,068   609,410   25,540   10,854   10,854   10,854   10,854   10,854   10,854   10,854   10,855							
Wesfarmers Limited         609,410         30,068         609,410         11,225         609,410         10,854           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         -         -         -           Blackmores Limited         17,000         1,602         0.17         17,000         1,197         0.13           ENERGY         01, Gas & Consumable Fuels         17,32,352         13,027         1,594,352         11,830           Santos Limited         1,732,352         13,027         1,594,352         11,881         1,881           Origin 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           UTILITIES           Gas Utilities         959,991         9,302         0.97	Consumer Staples Discretionary						
Coles Group Limited         609,410         11,225         609,410         10,854           Woodworths Limited         173,000         6,873         173,000         6,159           Endeavour Group Limited         144,000         909         144,000         1,000           JB Hi-Fi Limited         22,500         984         -         -         -           Foots and Products           Blackmores Limited         17,000         1,602         0.17         17,000         1,197         0.13           ENERGY           Oil, Gas & Consumable Fuels         17,32,352         13,027         1,594,352         11,830           Santos Limited         459,183         15,814         429,683         13,681           Woodside Energy Group Limited         459,183         15,814         429,683         13,681           Ampol Limited         1,139,489         9,583         1,139,489         6,529           Ampol Limited         100,000         2,994         100,000         3,423           UTILITIES           Gas Utilities           APA Group         959,991         9,302         0.97         959,991         10,819         1.14           Multi-Utilit							
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						,	
Part		•					
Multi-Utilities   Solution   So					,		
Foundarie   Foun					-		
Blackmores Limited   17,000   1,602   0.17   17,000   1,197   0.13   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   1,197   0.13   1,197		,		5.23		43,643	4.60
Blackmores Limited   17,000   1,602   0.17   17,000   1,197   0.13   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   51,405   5.42   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   0.13   17,000   1,197   1,197   0.13   1,197							
ENERGY Oil, Gas & Consumable Fuels Santos Limited Woodside Energy Group Limited Origin Energy Limited Ampol Limited Ampol Limited  UTILITIES Gas Utilities APA Group  Multi-Utilities AGL Energy Limited  1,627,757  1,594,352 11,830 15,814 429,683 13,681 429,683 13,681 429,683 11,139,489 9,583 1,139,489 9,583 1,139,489 100,000 2,994 100,000 3,423 35,463 3.74  100,000							
ENERGY Oil, Gas & Consumable Fuels Santos Limited Woodside Energy Group Limited Origin Energy Limited Afsolution Ampol Limited  UTILITIES Gas Utilities APA Group  Multi-Utilities AGL Energy Limited  1,732,352 13,027 1,594,352 11,830 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 13,681 429,683 429 41,418 4.33 4.33 4.33 4.33 4.33 4.33 4.33 4.3	Blackmores Limited	17,000			17,000		
Oil, Gas & Consumable Fuels         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         UTILITIES       Gas Utilities         APA Group       959,991       9,302       0.97       959,991       10,819       1.14         Multi-Utilities         AGL Energy Limited       1,627,757       17,596       1.84       1,627,757       13,429       1.41	ENERGY		57,404	6.00		51,405	5.42
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         UTILITIES       41,418       4.33       35,463       3.74         Walti-Utilities       959,991       9,302       0.97       959,991       10,819       1.14         Multi-Utilities         AGL Energy Limited       1,627,757       17,596       1.84       1,627,757       13,429       1.41							
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    UTILITIES         Gas Utilities         APA Group       959,991       9,302       0.97       959,991       10,819       1.14         Multi-Utilities         AGL Energy Limited       1,627,757       17,596       1.84       1,627,757       13,429       1.41		1.732.352	13.027		1 594 352	11 830	
Origin Energy Limited       1,139,489   9,583   1,139,489   100,000   3,423   100,000   3,423   35,463   3.74   100,000   3,423   35,463   3.74   100,000   3,423   35,463   3.74   100,000   3,423   35,463   3.74   100,000   3,423   3,423   100,000   3,423   3,423   100,000   3,423   3,423   100,000   3,423   3,423   100,000   3,423   100,000   3,423   100,000   3,423   100,000   100,							
41,418 4.33     35,463 3.74       UTILITIES       Gas Utilities     959,991 9,302 0.97     959,991 10,819 1.14       Multi-Utilities     AGL Energy Limited     1,627,757 17,596 1.84 1,627,757 13,429 1.41		1,139,489	9,583		1,139,489	6,529	
UTILITIES         Gas Utilities         APA Group       959,991       9,302       0.97       959,991       10,819       1.14         Multi-Utilities         AGL Energy Limited       1,627,757       17,596       1.84       1,627,757       13,429       1.41	Ampol Limited	100,000	2,994		100,000	3,423	
Gas Utilities       959,991       9,302       0.97       959,991       10,819       1.14         Multi-Utilities       AGL Energy Limited       1,627,757       17,596       1.84       1,627,757       13,429       1.41			41,418	4.33		35,463	3.74
Gas Utilities       959,991       9,302       0.97       959,991       10,819       1.14         Multi-Utilities       AGL Energy Limited       1,627,757       17,596       1.84       1,627,757       13,429       1.41							
APA Group       959,991       9,302       0.97       959,991       10,819       1.14         Multi-Utilities       AGL Energy Limited       1,627,757       17,596       1.84       1,627,757       13,429       1.41	UTILITIES						
Multi-Utilities         AGL Energy Limited       1,627,757       17,596       1.84       1,627,757       13,429       1.41							
AGL Energy Limited 1,627,757 17,596 1.84 1,627,757 13,429 1.41	APA Group	959,991	9,302	0.97	959,991	10,819	1.14
AGL Energy Limited 1,627,757 17,596 1.84 1,627,757 13,429 1.41							
<b>26,898 2.81</b> 24,248 2.55	AGL Energy Limited	1,627,757			1,627,757		
			26,898	2.81		24,248	2.55

FOR THE YEAR ENDED 30 JUNE 2023

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

		2023			2022	
SECTOR	No of shares	\$000	%	No of shares or	\$000	%
	or units			units		
INFORMATION TECHNOLOGY						
Software & Services						
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						
Telecommunication Services						
Telstra Corporation Limited	4,583,600	19,709	2.06	4,583,600	17,647	1.86
INDUSTRIALS						
Capital Goods				100.000	4 004	0.40
Seven Group Holdings Limited	100,000	2,465	0.26	100,000	1,661	0.18
Commercial & Professional Services						
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
Transportation	005 505	0.057		005 505	0.000	
Transurban Group	235,595	3,357		235,595	3,388	
Atlas Arteria	131,776		0.44	131,776	1,062 4,450	0.47
		4,175 9,042	0.44		8,418	0.89
		- 7-		•	-,	
HEALTH CARE						
Health Care Equipment & Services						
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 Limited	113,000	251		113,000	209	
		13,515	1.41		11,319	1.19
TOTAL		956,399 1	100.00		949,299	100.00

### declarations

#### **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 12 to 32, and the Remuneration Report on pages 9 to 10, 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

Director

M E BLEACH

Director

Dated at Sydney 15 August 2023

### declarations



# 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.

**KPMG** 

David Kells Partner

Sydney, Australia 15 August 2023

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# 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 statement 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

Valuation of investments in listed equities is a key audit matter due to:

- 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.

As a result, this was the area with the greatest effect on our overall audit strategy and allocation of resources in planning and performing our audit.

#### How the matter was addressed in our audit

Our procedures included:

- 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 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 the 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 Investments 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 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; and
- assessing the Group's 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 this 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:

http://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*.

#### Director's 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 9 to 10 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*.

**KPMG** 

David Kells Partner

Sydney, Australia 15 August 2023

# securities exchange requirements

FOR THE YEAR ENDED 30 JUNE 2023

#### **DETAILS OF SHAREHOLDINGS**

AS AT 16 AUGUST 2023

**SHAREHOLDERS** 

(Ordinary Shares) VOTING RIGHTS:

1 Vote for each Ordinary Shareholder

POLL: One vote for each fully paid ordinary share held

**SUBSTANTIAL SHAREHOLDERS - ORDINARY SHARES** 

ENBEEAR PTY LIMITED

\* Includes associates' holdings

**SUBSTANTIAL SHAREHOLDERS - PREFERENCE SHARES** 

EVT LIMITED 37,941

#### **DISTRIBUTION OF SHAREHOLDERS**

Category		
Ordinary	No. of Shareholders	No. of Shares
1 – 1,000	1,205	488,300
1,001 - 5,000	907	2,242,149
5,001 – 10,000	191	1,382,035
10,001 – 100,000	179	4,462,511
100,001 & Over	12	17,899,680
	2,494	26,474,675

**SHAREHOLDERS** 

**VOTING RIGHTS:** 

16,066,476\*

(7% Cumulative Preference Shares)

Restricted - Subject to Article 9

Number of Ordinary Shareholders holding less than a marketable parcel

Category		
Preference	No. of Shareholders	No. of Shares
1 - 1,000	30	8,319
1,001 - 5,000	4	6,627
5,001 – 10,000	3	17,575
10,001 & Over	2	50,457
	39	82,978

Number of Preference Shareholders holding less than a marketable parcel

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# securities exchange requirements

FOR THE YEAR ENDED 30 JUNE 2023

#### **DETAILS OF SHAREHOLDINGS (continued)**

AS AT 16 AUGUST 2023

TWENTY LARGEST ORDINARY SHAREHOLDERS		
	No. of shares held	% of capital held
1. Enbeear Pty Limited	13,351,639	50.4
2. Alphoeb Pty Limited	1,415,231	5.4
3. Rydge A G	1,214,360	4.6
4. Washington H Soul Pattinson and Company Ltd	462,988	1.8
5. T N Phillips Investments Pty Limited	245,000	0.9
6. Somoke Pty Ltd < Pulman Super Fund A/C>	226,956	0.9
7. Gowing Bros Limited	206,224	0.8
8. Marlen Pty Limited	176,785	0.7
9. Ravenscourt Proprietary Limited	173,121	0.7
10. A.J Dixon Pty Ltd <super a="" c="" fund=""></super>	168,716	0.6
11. Charles and Cornelia Goode Foundation Pty Ltd < CCG Foundation A/C>	136,000	0.5
12. Citicorp Nominees Pty Limited	122,660	0.4
13. Phillips J N	100,000	0.4
14. Hamilton R S	96,523	0.4
15. Netwealth Investments Limited <wrap a="" c="" services=""></wrap>	91,856	0.4
16. Govett Investments Pty Ltd	89,546	0.3
17. Bofinger Dr M	88,313	0.3
18. Decema Pty Ltd	87,297	0.3
19. ACN 009 757 948 Pty Ltd	86,164	0.3
20. A & M Dixon Investments Pty Ltd	86,069	0.3
	18,625,448	70.4
Issued Ordinary Shares	26,474,675	

TWENTY LARGEST PREFERENCE SHAREHOLDERS					
	No. of shares held	% of capital held			
1. EVT Limited	37,941	45.7			
2. Morton I E & D L < Debian Super Fund A/C>	12,516	15.1			
3. Wilcorp No 41 Pty Limited	6,010	7.2			
4. Green A J	5,819	7.0			
5. Winpar Holdings Limited	5,746	6.9			
6. Cameron W R	2,127	2.6			
7. Seven Bob Investments Pty Ltd <r a="" c="" cameron="" f="" fund="" super=""></r>	1,700	2.0			
8. Neild D R G	1,500	1.8			
9. Cameron A D	1,300	1.6			
10. Elkington Dr G B	1,000	1.2			
11. Turner A H	834	1.0			
12. Fitzharris J M	833	1.0			
13. Hallworth G T	800	1.0			
14. Cameron K V M	750	0.9			
15. Elkington M	585	0.7			
16. Crawley D E	534	0.6			
17. Lukins N L	466	0.6			
18. Lamproglou J	350	0.4			
19. Gowing J E	300	0.4			
20. Morton I E	300	0.4			
	81,411	98.1			
Issued Preference Shares	82,978				

# ordinary dividends and share issues

SINCE 1 JULY 2013

Date	Share issue/Dividend	Issue price/ Dividend rate	Franking %
18/09/2013	Cash dividend	\$0.58	100
20/03/2014	Cash dividend	\$0.37	100
17/09/2014	Cash dividend	\$0.63	100
19/03/2015	Cash dividend	\$0.43	100
21/09/2015	Cash dividend	\$0.65	100
21/03/2016	Cash dividend	\$0.46	100
26/09/2016	Cash dividend	\$0.68	100
26/09/2016	Cash dividend – special	\$0.07	100
20/03/2017	Cash Dividend	\$0.48	100
25/09/2017	Cash Dividend	\$0.68	100
20/03/2018	Cash Dividend	\$0.51	100
24/09/2018	Cash Dividend	\$0.70	100
25/03/2019	Cash Dividend	\$0.55	100
23/09/2019	Cash Dividend	\$0.70	100
23/09/2019	Cash Dividend – special	\$0.08	100
23/03/2020	Cash Dividend	\$0.55	100
21/09/2020	Cash Dividend	\$0.56	100
22/03/2021	Cash Dividend	\$0.26	100
20/09/2021	Cash Dividend	\$0.41	100
21/03/2022	Cash Dividend	\$0.40	100
19/09/2022	Cash Dividend	\$0.44	100
19/09/2022	Cash Dividend - special	\$0.14	100
20/03/2023	Cash Dividend	\$0.40	100
20/03/2023	Cash Dividend - special	\$0.09	100
18/09/2023	Cash Dividend	\$0.60	100



### **Carlton Investments Limited**

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