

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

Name of entity

Gryphon Capital Income Trust by its responsible entity One Managed Investment Funds Limited (ACN 117 400 987)

ARSN

623 308 850

Financial year ended:

30 June 2019

Our corporate governance statement² for the above period above can be found at:³

These pages of our annual report:

This URL on our website: <http://www.gcapinvest.com/gcit/document-archive>

The Corporate Governance Statement is accurate and up to date as at 23 August 2019 in respect of the period to 30 June 2019 and has been approved by the board of the responsible entity.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 23 August 2019

Name of Director or Secretary authorising lodgement: **Sarah Wiesener**

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> ... the fact that we follow this recommendation is in our Corporate Governance Statement and more information may be found at http://www.gcainvest.com/gcit/document-archive	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board) <input type="checkbox"/> In our Board Charter available at Board Charter
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p>	<p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement.</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board)</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... <input checked="" type="checkbox"/> our code of conduct at: http://www.gcapinvest.com/gcit/document-archive	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board) <input type="checkbox"/> in our Code of Conduct available at Code of Conduct

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>The Trust complies with paragraph (b):</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board)</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board)</p>

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4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input checked="" type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> at http://www.gcapinvest.com/gcit/document-archive	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board)
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at http://www.gcapinvest.com/gcit/document-archive	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> at http://www.gcapinvest.com/gcit/document-archive	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board) <input type="checkbox"/> in our Communications Policy available at [.]
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input checked="" type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> at http://www.gcapinvest.com/gcit/document-archive	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board)

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board)</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board)</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board)</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement (Refer Role of the Board)</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	... our policy on this issue or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	... the information referred to in paragraphs (a) and (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	... the terms governing our remuneration as manager of the entity: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

CORPORATE GOVERNANCE STATEMENT

Gryphon Capital Income Trust (ARSN 623 308 850) (**Trust**) is a registered managed investment scheme under the Corporations Act 2001 (**Corporations Act**) and One Managed Investment Funds Limited (ACN 117 400 987) (**OIG**) is the responsible entity for the Trust and is responsible for establishing and monitoring the corporate governance policies relevant to the Trust.

The corporate governance policies relevant to the Trust are available in the corporate governance section of the Trust's website at <http://www.gcapinvest.com/gcit/document-archive> (**Trust's Website**). These policies and OIG's corporate governance practices mostly meet the requirements of the 3rd edition of the Australian Securities Exchange Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Recommendations**) as they apply to externally managed listed trusts.

This Corporate Governance Statement was approved by the Board of OIG and is current as at 23 August 2019 in accordance with ASX Listing Rule 4.10.3.

Compliance with ASX Corporate Governance Principles and Recommendations

Principle 1 - Lay solid foundations for management and oversight

Recommendation 1.1 [*Alternative for Externally Managed Listed Trusts*] The responsible entity of an externally managed listed entity should disclose (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.

OIG, the Trust's responsible entity is a member of One Investment Group which is an independent funds management business specialising in providing responsible entity, trustee, custody and administration services. The One Investment Group is responsible for in excess of 200 funds and \$25 billion in a wide range of underlying asset classes including infrastructure, real estate, equities, fixed income, private equity and fund of funds. The One Investment Group is not a fund manager and its clients include global and Australian listed companies, sovereign wealth funds, banks, insurance companies, pension funds, private equity firms and boutique managers.

OIG is an independent responsible entity the Board of which, at 30 June 2019, comprised two Executive Directors, being Mr Frank Tearle and Ms Sarah Wiesener and one Non-Executive Director Mr Justin Epstein. As an independent responsible entity, in respect of the Trust, some of the functions traditionally performed by an entity's management are instead performed by the Investment Manager appointed by OIG to manage the day-to-day affairs of the portfolio of assets held by the Trust. OIG monitors the performance of the Investment Manager in much the same way as an independent board monitors performance of management of the entity they are appointed to.

The roles and responsibilities of OIG and the Investment Manager in connection with the Trust are set out in the Constitution and Investment Management Agreement respectively, supplemented in the case of OIG, by its duties under the Corporations Act.

OIG's corporate constitution, the Board Charter and detailed policies and procedures describe the roles and responsibilities of the Board and OIG's management, including those matters expressly reserved to the Board and those delegated to management.

The Board meets regularly to review the operations and performance of the Trust and OIG. OIG's key responsibilities in respect of the Trust include -

- Acting honestly and in the best interest of Unitholders and in doing so, exercising the degree of care and diligence that a reasonable person would exercise if they were in OIG's position.
- Monitoring the operations, financial position and performance of the Trust.
- Overseeing the risk management and compliance of the Trust.
- Ensuring the Constitution meets the requirements of the Corporations Act and that the Trust complies with the Constitution.
- Ensuring the Trust's compliance plan meets the requirements of the Corporations Act and that the Trust complies with the compliance plan.

Where appropriate, OIG may delegate the functions such as investment or asset management, fund administration, registry and custody to external service providers. OIG has engaged Gryphon Capital Investments Pty Ltd (ACN 167 850 535) as the Investment Manager (**Investment Manager**) of the Trust. The Investment Manager will make

investment and divestment decisions in respect of the assets of the Trust and implement the investment strategy for the Trust on the terms and conditions set out in the Investment Management Agreement. Generally, the Investment Manager will:

- implement the Trust's investment strategy, including actively manage and supervise its investment portfolio;
- select the Trust's assets and manage the portfolio's exposure to asset classes to stay within any relevant portfolio concentration limits;
- regularly update OIG regarding the portfolio and provide all information necessary for the maintenance of the Trust's financial accounts to be completed; and
- provide administrative support to assist and ensure the maintenance of the Trust's records, compliance with the Listing Rules and the Corporations Act.

<p>Recommendation 1.2 – Conduct appropriate pre-appointment checks</p> <p>Recommendation 1.3 – Written appointment letters</p> <p>Recommendation 1.4 – Accountability of company secretary</p> <p>Recommendation 1.5 – Diversity Policy</p> <p>Recommendation 1.6 – Periodic evaluation of directors, board and committees</p> <p>Recommendation 1.7 – Periodic evaluation of senior executives</p>	<p>These recommendations are not relevant as the listed entity (the Trust) is an externally managed entity.</p>
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Principle 2 - Structure the Board to add value

<p>Recommendation 2.1 – Have a nominations committee</p> <p>Recommendation 2.2 – Board Skills Matrix</p> <p>Recommendation 2.4 – Majority of Board Independent</p> <p>Recommendation 2.5 – Chair to be independent</p> <p>Recommendation 2.6 – Induction program for new directors</p>	<p>These recommendations are not relevant as the listed entity (the Trust) is an externally managed entity.</p>
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<p>Recommendation 2.3 – Entity to disclose names of directors considered independent and if they have an interest but are still considered independent – disclose why and disclose length of service of each director</p>

In determining the independence of directors, the Board has considered the factors set out in Box 2.3 of the ASX Principles.

Two of OIG's three directors are executive directors and one is a non-executive director but no director is independent. All three directors are independent of the Investment Manager which has day-to-day control of the Portfolio. Two directors have been a director of OIG for more than seven years and one, for less than one year.

OIG was appointed as the responsible entity to the Trust with effect from 20 December 2017. Mr Frank Tearle was appointed as an Executive Director of OIG on 4 December 2008, Mr Justin Epstein was appointed as an executive director of OIG on 1 September 2009 becoming a Non-Executive Director on 1 January 2019. Ms Elizabeth Reddy was appointed as a Non-Executive Director of OIG on 6 November 2009, resigning on 26 October 2018. Ms Sarah Wiesener was appointed as an Executive Director on 26 October 2018.

OIG's compliance with the Corporations Act in respect of its operation of the Trust is monitored by a Compliance Committee which comprises a majority of external members (under the criteria set out in section 601JB(2) of the Corporations Act). OIG is required to establish and maintain a Compliance Committee as the majority of its directors are not external directors when considered against the factors set out in section 601JA(2) of the Corporations Act.

Principle 3 – Act ethically and responsibly

Recommendation 3.1 – Establish a Code of Conduct.

OIG has adopted a Code of Conduct that underlines OIG’s expectation that all employees will maintain high moral and ethical standards. While some of these standards are detailed in the Code of Conduct, the code is not intended to be exhaustive and cannot anticipate every situation which may morally or ethically compromise an employee or OIG. Accordingly, OIG expects its employees to use their common sense and sound judgement and, where they are unsure how to act in any situation, to ask their manager.

On joining OIG, all new employees receive training on the Code of Conduct and related policies and refresher training is provided annually to all staff. Staff are encouraged to report any breach of the Code of Conduct and related policies and procedures. OIG has a Whistle-blower Policy in support of this.

Failure to comply with a material provision of the Code of Conduct or OIG’s related policies is regarded as a serious breach of the relevant policy which will be investigated and may result in disciplinary action ranging from warnings to termination.

The Code of Conduct is available on the Trust’s Website.

Principle 4 - Safeguard integrity in financial reporting

Recommendation 4.1 – Establish an Audit Committee that meets the requirements of the ASX Principles or the fact that the Responsible Entity does not have an audit committee and the processes the Responsible Entity employs that independently verify and safeguard the integrity of the Trust’s corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner

The size, nature and scale of the operations and assets of the Trust do not warrant the establishment of a separate audit committee of the Board.

OIG has appointed a Fund Administrator to maintain the financial records for the Trust pursuant to an agreement that contains agreed service levels. The Fund Administrator must report any failure to adhere to these service levels to OIG and breaches and incidents relating to the Fund Administrator’s performance are reported to both the Board and the Compliance Committee. At least annually OIG’s staff review the performance of the Fund Administrator reporting their findings to the Board.

Annually OIG reviews the performance of the external auditor and assesses their continued independence against the Trust’s then current circumstances. OIG makes decisions on the appointment and removal of the external auditors. The external auditor is required to rotate the partner responsible for the Trust audit and review at least once every 5 years.

Recommendation 4.2 – Statement from CEO and CFO as to preparation of financial statements

With no independent directors on the Board of OIG, the Directors are in the best position to determine for themselves, when approving the Trust’s financial statements for a financial period that, in their opinion:

- the financial records of the Trust have been properly maintained; and
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Trust; and
- their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

To the extent appropriate, the OIG Board may request similar assurances to those set out above from the CEO and CFO of the Investment Manager or a Fund Administrator appointed to the Trust.

Recommendation 4.3 – External Auditor to attend AGM

The Trust is an externally managed entity that does not hold AGMs accordingly this recommendation does not apply.

Principle 5 - Make timely and balanced disclosure

Recommendation 5.1 – Have and disclose a Continuous Disclosure Policy.

OIG is committed to the objective of promoting investor confidence and the rights of unitholders by:

- complying with the continuous disclosure obligations imposed by law;
- ensuring that OIG announcements are presented in a factual, clear and balanced way;
- ensuring that all unitholders have equal and timely access to material information concerning OIG and the Trust; and
- communicating effectively with unitholders and making it easy for them to participate in general meetings.

OIG has a Continuous Disclosure and Communications Policy which is available on the Trust's website.

Principle 6 - Respect the rights of security holders

Recommendation 6.1 – Disclose information about the Trust on its website.

OIG acknowledges that most investors will expect to be able to find on the Trust's website up to date information about the Trust including the Trust's annual report, ASX announcements and media releases, distribution mail outs, email broadcasts and other information.

OIG is committed to effective and accurate communication with investors and other stakeholders. OIG provides investors with the opportunity to be contacted electronically in respect of their holding in the Trust where permitted.

OIG has adopted a Continuous Disclosure and Communications Policy and it is available on the Trust's website.

Recommendation 6.2 – Design and implement a two way communication with investors.

The process adopted in respect of the Trust is disclosed in the Continuous Disclosure and Communications Policy available on the Trust's website.

Recommendation 6.3 – Disclose policies and processes of the Trust to facilitate member participation at meetings

The Trust is an externally managed entity that does not hold periodic security holder meetings accordingly this recommendation does not apply.

Recommendation 6.4 – Give security holders the option to received communications electronically

The process adopted in respect of the Trust is disclosed in Continuous Disclosure and Communications Policy available on the Trust's website.

Principle 7 - Recognise and manage risk

Recommendation 7.1 – Establish a risk committee

The size, nature and scale of the operations and assets of the Trust do not warrant the establishment of a separate risk committee of the Board.

Recommendation 7.2 – Review risk management framework and report that review has taken place

OIG as an Australian Financial Services Licence holder is required under the Corporations Act to have appropriate risk management systems. OIG has established methods to ensure this is achieved and its compliance with these procedures is monitored by the Compliance Committee. The Board has adopted a Risk Management Framework which outlines OIG's approach to risk management and its process for identifying, monitoring and mitigating risks. Separately OIG maintains a risk register for the Trusts which is reviewed and updated regularly.

Under the Compliance Plan the OIG Board are required to review the adequacy of this Risk Management Framework and this was done during the period from 1 July 2018 to 30 June 2019.

Recommendation 7.3 – Establish an internal audit function

The size, nature and scale of the operations and assets of the Trust do not warrant the establishment of an internal audit function.

Many of the aspects of an internal audit function are performed by the Compliance Committee's review of the methods and steps taken by OIG to ensure it complies with its obligations under the Corporations Act. In addition aspects of the One Investment Group's operations (for example the custody function) are reviewed in accordance with GS007.

Recommendation 7.4 – disclose whether the Trust has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks

The OIG Board does not consider the Trust has any material exposure to economic, environmental and social sustainability risks. Significant risks relevant to the Trust are disclosed in the Annual Report for the Trust.

Principle 8 – Remunerate fairly and responsibly

Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:

An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.

The Trust is an externally managed entity and accordingly Recommendations 8.1 to 8.3 (inclusive) are not applicable.

The terms of OIG's remuneration are dealt with in the Trust's constitution. The *Corporations Act 2001* (Cth) provides that the constitution for a registered managed investment scheme may only provide for remuneration to be paid to the responsible entity for the proper performance of its duties. Under the Trust's constitution, OIG may waive, defer or postpone the receipt of any fee (or any part of a fee) or charge a lesser fee than it would otherwise have been entitled to receive under the Constitution. A copy of the Constitution of the Trust is available to members at no cost.

The Directors and employees of OIG are not paid directly from the assets of the Trust and no Director or employee is remunerated based on the performance of the Trust.

The fees and kinds of expenses payable to the Investment Manager from the assets of the Trust are set out in the Investment Management Agreement between OIG and the Investment Manager. Details of the fees and expenses payable to the Investment Manager were set out in the most recent Product Disclosure Statement for the Trust but include, in summary a management fee of 0.70% per annum (plus GST) based on the Net Asset Value of the Trust.

The Financial Statements for the Trust provide details on the fees paid from the Trust assets to OIG and the Investment Manager.