

Appendix 4E

Preliminary Final Report
Lodged with the ASX under Listing Rule 4.3A
Results for Announcement to the Market

Year Ended 30 June 2023

(Previous corresponding period – Year Ended 30 June 2022)

| | | | | \$ |
|--|----|------|----|------------|
| Revenue from ordinary activities | up | 239% | to | 21,459,086 |
| Profit from ordinary activities before tax attributable to members | up | 182% | to | 16,293,636 |
| Profit from ordinary activities after tax attributable to members | up | 212% | to | 13,229,218 |

| | Amount per security | Franked amount per security |
|---|---------------------|-----------------------------|
| Dividends paid per share – Fully Paid Ordinary Shares | | |
| First Quarter interim dividend – July to September 2022 | 1.28c | 1.28c |
| Second Quarter interim dividend – October to December 2022 | 1.30c | 1.30c |
| Third Quarter interim dividend – January to March 2023 | 1.32c | 1.32c |
| Final Quarter dividend – April to June 2023 (paid 28 July 2023) | 1.34c | 1.34c |

Record date for determining entitlements to the final dividend was

6 July 2023

Explanation of Revenue

Investment income for the year was a profit of \$21,459,086 (2022: loss of \$15,432,557). This increase was primarily due to increase in realised and unrealised gains on financial assets during the year ended 30 June 2023.

The net realised gains on financial assets at fair value through profit or loss was a gain of \$11,192,643 (2022: profit of \$5,634,871) and unrealised gains on financial assets at fair value through profit or loss was a gain of \$2,194,298 (2022: loss of \$29,580,837).

Explanation of Net Profit to members

Profit from ordinary activities after tax attributable to members was a gain of \$13,229,218 (2022: loss of \$11,824,831).

Total operating expenses during the year increased from \$2,577,457 to \$3,091,998. This was mainly due to accrual of performance fees payable to the Investment Manager of \$376,871 (2022: \$nil).

Finance costs increased from \$1,801,165 to \$2,073,452 mainly due to the full effect of interest expenses in FY2023 compared to FY2022. The additional issue of convertible notes under entitlement offer and placements were completed around end of November 2021.

Dividend Policy and Capital Management

The Board intends to maintain its policy of declaring ordinary dividends each quarter. The current portfolio has a high level of income generation from its shares and yielding investments.

The Board reviews the dividend paying capacity of the Company at each quarter based on events affected general economic conditions.

The portfolio also generates franking credits which are beneficial to shareholders.

The Board has implemented a buyback policy covering ordinary shares. In 2022/23, 1,377,814 ordinary shares and 1,043,835 Convertible Notes were bought back and cancelled.

Dividends

Details of dividends in relation to the financial year ended 30 June 2023 declared or paid during the year or subsequent to the year ended 30 June 2023 are as follows:

| Record Date | Payment Date | Type | Amount per security | Total Dividend | Franked amount per security | Foreign sourced dividend amount per security |
|---|-----------------|--------------|---------------------|--------------------|-----------------------------|--|
| Fully Paid Ordinary Shares | | | | | | |
| 6 October 2022 | 27 October 2022 | Interim | 1.28 cents | \$1,797,627 | 1.28 cents | - |
| 6 January 2023 | 25 January 2023 | Interim | 1.30 cents | \$1,825,059 | 1.30 cents | - |
| 5 April 2023 | 28 April 2023 | Interim | 1.32 cents | \$1,850,871 | 1.32 cents | - |
| 6 July 2023 | 28 July 2023 | Final | 1.34 cents | \$1,876,505 | 1.34 cents | - |
| | | Total | 5.24 cents | \$7,350,062 | 5.24 cents | - |
| Grossed-up dividend yield including franking | | | | | 7.49 cents | |

Dividend/Distribution Reinvestment Plans

The Company operates a dividend reinvestment plan, which has been applied to all dividends paid during the year and will continue to apply to any future dividends declared.

Net tangible assets per security (Cum-Dividend)

| | 2023 | 2022 |
|--|---------------|--------|
| Fully diluted net tangible asset backing per ordinary share - pre-tax | \$0.86 | \$0.78 |
| Fully diluted net tangible asset backing per ordinary share - post-tax | \$0.85 | \$0.80 |

Controlled Entities

The Company does not have any interest in controlled entities.

Associates and Joint Venture entities

The Company does not have any interests in associates or joint venture entities.

Foreign Accounting standards

Not applicable.

Audit

This report is based on the annual report which is audited.

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Clime Capital Limited

ABN 99 106 282 777

Annual Report

For the year ended 30 June 2023

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**Photography by Harry Cordaiy
Associate Analyst**

Harry's images have been used
throughout the Annual Report.

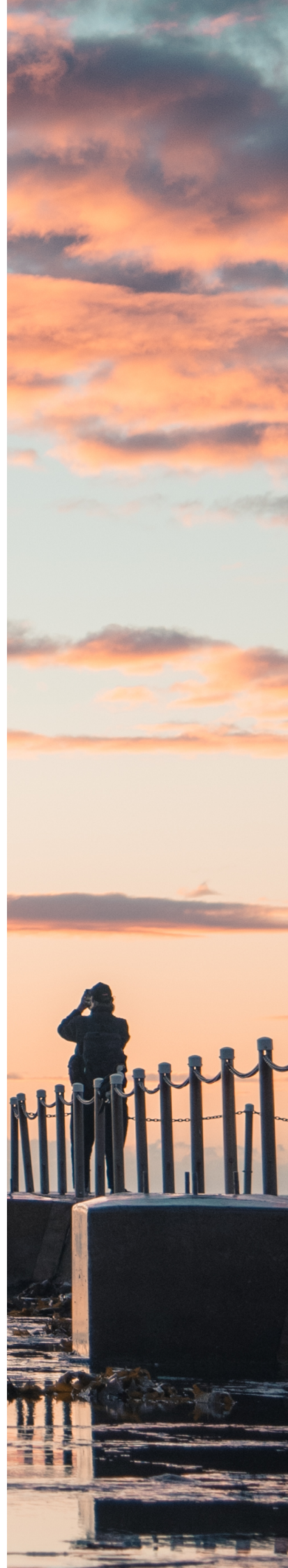
Clime Capital Limited

2023 Annual Report

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Chairman's Letter

Dear Fellow Shareholder,

The 2023 financial year was a good one for Clime Capital Limited (CAM). The features of the year from an owner perspective were:

- A pre-tax profit of \$16.3 million;
- A net profit (after tax) for FY23 of \$13.2 million;
- A gross portfolio return of 18.0% which was in excess of the benchmark, All Ordinaries index (14.8%);
- Increased dividend rates per share in each quarter of FY23; and
- Pre-tax NTA per share rising from \$0.78 cents to \$0.86 cents per share over FY23.

Whilst I encourage shareholders to review the accounts there are some highlights that I believe are important to focus on.

From the Statement of Profit and Loss report, there has been a substantial reversal in net investment income, which lifted from a \$15.4 million loss in FY22 to a \$21.5 million profit in FY23. The key factors in the improvement were the move from a substantial unrealised loss at 30 June 2022 (\$29.6 million) to an unrealised profit of \$2.2 million. Another factor was the realised profits of \$11.2 million which ensures that tax payments will be made to supplement the franking account for CAM.

Whilst expenses before finance costs increased over the year, the bulk of this increase came from a performance fee paid to the Manager recognising the outperformance of the portfolio.

Looking at the Statement of Financial Position (Balance Sheet), it is pleasing to note the lift in Net Asset Value (Shareholder Equity) over FY23 from \$115.2 million to \$120.9 million. This lift was after dividends (net of DRP) of \$6.3 million and the buyback of notes and shares of \$2.16 million.

CAM's focus on dividend growth

It is pleasing to report that over FY23, CAM declared fully franked ordinary dividends to shareholders of \$7.35 million which increased from 1.28 cents per share during the June 2022 quarter to 1.34 cents per share as at June 2023. This increase reflected the benefits of dividend income over FY23 from listed investee companies, increased income from CAM's unlisted income portfolio and realised gains from the portfolio. Dividends per share therefore rose from 5.16 cents fully franked to 5.24 cents fully franked.

CAM convertible notes

At 30 June, CAM had 35.45 million \$1.00 notes on issue. These notes pay 5.25% interest (per annum) to their holders and the interest is paid quarterly. The notes can be converted into CAM shares on a 1 for 1 basis until 30 November 2025. The notes are also redeemable at the issue price of \$1.00 at maturity (November 2025).

The notes traded below issue price throughout FY23 as the RBA adjusted interest rates higher. The discount allowed CAM to buyback over 1 million notes during the year. However, the notes do provide a steady and predictable income flow to their holders whilst providing an appropriate level of leverage to the CAM portfolio.

The funding mix of shareholder capital and convertible note debt is appropriately managed. The note interest is tax deductible, and the leverage supports the growth in dividends to shareholders.

Capital management

Over FY23, issued capital increased by \$0.98 million from dividend reinvestment but this was offset by shares purchased back through CAM's ongoing on market buyback scheme by \$1.14 million. Over the year 1.38 million shares were bought back at an average price of 83 cents per share. The buybacks were undertaken at a discount to pre-tax Net Tangible Asset (NTA) per share and occasionally were undertaken to buyback shares issued under the DRP.

The CAM offer

The Board believes that it is important that shareholders and investors understand that the core focus of the manager is to steadily grow the quarterly dividends of CAM. There are many offers by Listed Investment Companies (LIC) across the market, and this leads to comparisons of performance that do not always reflect the individual or underlying investment rationale of each LIC.

The active management style and ability to dynamically adjust portfolio positioning based on prevailing market and macro conditions enables the Manager to adjust the asset allocations with the aim of generating a consistent and steadily growing income return. The payment of quarterly franked dividends at a rate that is superior to the share market dividend yield is a feature of CAM that I believe is being increasingly acknowledged in CAM's share price.

The focus of our Investment Manager is "value based" and can be summarised as follows:

1. To prudently manage the portfolio to generate returns that support a steadily growing dividend stream that is fully franked;
2. To target dividends and dividend growth that is in excess of the dividend yield (including franking) of the ASX;
3. To maintain the payment of fully franked dividends; and
4. To manage the portfolio to maintain or steadily grow capital value.

The portfolio management focus has created a unique style (compared to other LICs) for our investment company. The targeting of Australian equity yield in well managed companies, with the holding of direct syndicated property and income-generating operating assets, present a diversity for investors that has many of the attributes of a well-constructed pension asset portfolio. Overtime the Board believes that CAM's offer will be increasingly acknowledged in the market price with an increasing number of self directed or advised funds taking a shareholding.

On your behalf, I thank the staff of the Manager for their work during the year. I also thank shareholders for their support of the Company over financial year 2023.



John Abernethy
Chairman

Corporate Directory

Clime Capital Limited

ABN 99 106 282 777

Clime Capital Limited

Clime Capital Limited is a listed investment company and is a reporting entity. It is primarily an investor in securities listed on the Australian Securities Exchange and unlisted unit trusts.

Directors

John Abernethy (Chairman)
Julian Gosse
Ronni Chalmers
Marc Schwartz
Diana D'Ambra

Company Secretaries

Andrew Metcalfe (appointed on 11 August 2022)
Biju Vikraman (resigned on 30 November 2022)

Investment Manager

Clime Asset Management Pty Limited
Level 12
20 Hunter Street
Sydney NSW 2000

Registered Office

Level 12
20 Hunter Street
Sydney NSW 2000

Contact Details

Postal Address:
P.O. Box H90
Royal Exchange
Sydney, NSW 1225
P: 1300 788 568
E: www.climecapital.com.au

Share Registry

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000

P: 1300 737 760
F: 1300 653 459
W: www.boardroomlimited.com.au

For enquiries relating to shareholdings, dividends (including participation in the dividend reinvestment plan) and related matters, please contact the share registry.

Auditor

Pitcher Partners
Level 16, Tower 2 Darling Park
201 Sussex Street
Sydney NSW 2000

Trustee for Convertible Notes

Equity Trustees Limited
Level 19, 56 Pitt Street
Sydney NSW 2000
www.eqt.com.au

Stock Exchange Listing

Clime Capital Limited securities are listed on the Australian Securities Exchange under the following exchange code:

| | |
|----------------------------|------|
| Fully Paid Ordinary Shares | CAM |
| Convertible Notes | CAMG |

Directors' Report

Your Directors present their report on Clime Capital Limited ("the Company" or "CAM") for the financial year ended 30 June 2023.

Directors

The following persons were directors of the Company during the whole of the financial year and up to the date of this report unless otherwise stated:

| | |
|--------------------|--|
| Mr. John Abernethy | - Chairman (Non-Independent) (appointed on 31 July 2009) |
| Mr. Julian Gosse | - Independent Director (appointed on 11 September 2003) |
| Mr. Ronni Chalmers | - Non-Independent Director (appointed on 17 December 2019) |
| Mr. Marc Schwartz | - Independent Director (appointed on 21 October 2020) |
| Ms. Diana D'Ambra | - Independent Director (appointed on 25 November 2022) |

Information on Directors



Mr. John Abernethy
Chairman - Non-Independent

Experience and expertise

Mr. Abernethy has over 40 years' funds management experience in Australia having been General Manager Investments for NRMA. Mr. Abernethy holds a Bachelor of Commerce (Economics)/LLB from the University of New South Wales.

Other current directorships in listed companies

WAM Research Limited and Clime Investment Management Ltd.

Former directorships in last 3 years

Australian Leaders Fund Limited.

Special responsibilities

Member of Remuneration Committee.
Member of Nomination Committee.

Interests in shares

2,030,000 ordinary shares in Clime Capital Limited.

Interests in convertible notes

140,000 convertible notes in Clime Capital Limited.



Mr. Julian Gosse
Independent Director

Experience and expertise

Mr. Gosse has extensive experience in banking and broking both in Australia and overseas, having worked in London for Rowe and Pitman, in the United States for Janney Montgomery and Scott and in Canada for Wood Gundy. Mr. Gosse has also been involved in the establishment, operation and ownership of several small businesses.

Other current directorships in listed companies

WAM Research Limited.

Former directorships in last 3 years

Australian Leaders Fund Limited and Greenvale Mining Limited.

Special responsibilities

Member of Audit Committee.

Chairman of Remuneration Committee.

Chairman of Nomination Committee.

Interests in shares

200,000 ordinary shares in Clime Capital Limited.

Interests in convertible notes

None.



Ms. Diana D'Ambra
Independent Director

Experience and expertise

Ms. Diana D'Ambra has more than 15 years' non-executive director experience and more than 25 years' experience as a corporate finance executive director at KPMG, delivering corporate finance, mergers, acquisitions and investment advice across many industries including financial and investment services, property development and infrastructure, fast moving consumer goods, and healthcare.

Ms. D'Ambra has a Bachelor and Masters of Commerce degrees, is a fellow of Chartered Accountants Australia and New Zealand (FCA), Fellow of the Australian Institute of Company Directors (FAICD), and Fellow of the Governance Institute of Australia (FGIA). Diana has successfully completed the Australia Institute of Company Directors Course (GAICD).

Other current directorships in listed companies

None.

Former directorships in last 3 years

None.

Special responsibilities

Chairman of Audit Committee.

Member of Remuneration Committee.

Member of Nomination Committee.

Interests in shares

70,000 ordinary shares in Clime Capital Limited.

Interests in convertible notes

None.



Mr. Ronni Chalmers
Non-Independent Director

Experience and expertise

Mr. Ronni Chalmers has over 40 years of Australian equities investment management experience. Mr. Chalmers began his career as a graduate at Bankers Trust Australia rising to being an Associate Director during its rapid growth in the 1980s. After a decade at Bankers Trust, Mr. Chalmers left and subsequently held senior Portfolio Manager / Investment Manager roles with several funds management and insurance companies before founding CBG Asset Management Limited in 2001. Mr Chalmers has a Bachelor of Commerce degree from the University of New South Wales and is a Fellow of the Financial Services Institute of Australasia.

Other current directorships in listed companies

Clime Investment Management Limited.

Former directorships in last 3 years

None.

Special responsibilities

Member of Remuneration Committee.

Member of Nomination Committee.

Interests in shares

3,100,545 ordinary shares in Clime Capital Limited.

Interests in convertible notes

2,367,170 convertible notes in Clime Capital Limited.



Mr. Marc Schwartz
Independent Director

Experience and expertise

Mr. Marc Schwartz is an experienced business leader with a diverse career, progressing from Macquarie Bank to the role of Managing Director at Pascoes Pty Ltd. Mr. Schwartz has demonstrated expertise in optimising operational efficiency, devising effective financial strategies and making impactful investment decisions.

Currently, Mr. Schwartz is serving as Executive Director of Gelflex Laboratories, a major player in the contact lens manufacturing industry. Mr. Schwartz holds positions as Founder at Blackfox Property and Past Chair of YPO Sydney Pacific. Mr. Schwartz holds a Bachelor's degree in Computer Science and Mathematics from the University of Western Australia.

Other current directorships in listed companies

None.

Former directorships in last 3 years

Intra Energy Corporation Limited.

Special responsibilities

Member of Audit Committee.

Member of Remuneration Committee.

Member of Nomination Committee.

Interests in shares

17,000 ordinary shares in Clime Capital Limited.

Interests in convertible notes

None.

Information on Company Secretaries



Mr. Andrew Metcalfe
Company Secretary

Mr. Andrew Metcalfe was appointed to the position of Joint Company Secretary on 11 August 2022.

Mr. Metcalfe (CPA, FGIA, GAICD) is an experienced Chartered Secretary and Governance Adviser with more than 25 years' experience across a broad industry base, having worked with a variety of Board and senior management team of ASX listed companies.



Mr. Biju Vikraman
Company Secretary
(resigned on 30 November 2022)

Mr. Biju Vikraman was appointed to the position of Company Secretary on 28 September 2015 and resigned on 30 November 2022.

Mr. Vikraman holds a Bachelor of Commerce from the University of Mumbai, India and is an Australian and Indian Chartered Accountant. Mr. Vikraman has around 20 years experience in accounting, audit, finance and governance and had held senior roles with big 4 accounting firms and listed entities within Australia, India and Africa.

Mr. Vikraman also holds a Graduate Diploma of Applied Corporate Governance from the Governance Institute of Australia.

Meetings of Directors

The number of meetings of the Company's Board of Directors, and of each board committee held during the year ended 30 June 2023, and the number of meetings attended by each Director were:

| Director | Board Meetings | | Audit Committee Meetings | |
|--------------------|----------------|---|--------------------------|---|
| | A | B | A | B |
| Mr. John Abernethy | 6 | 6 | - | - |
| Mr. Julian Gosse | 6 | 6 | 2 | 2 |
| Mr. Ronni Chalmers | 6 | 6 | - | - |
| Mr. Marc Schwartz | 6 | 6 | 2 | 2 |
| Ms. Diana D'Ambra* | 4 | 4 | 1 | 1 |

A - Number of meetings eligible to attend

B - Number of meetings attended

* Appointed on 25 November 2022.

There were no meetings of Remuneration and Nomination Committees during the current financial year.

Rotation and election of Directors

The Company's Constitution requires Directors to retire every three years. Marc Schwartz and Ronni Chalmers retire by rotation and being eligible offer themselves for re-election. Diana D'Ambra, who has been appointed to fill a casual vacancy, is eligible for election.

Principal activities

The principal activity of the Company during the financial year was investing in domestic securities and unlisted unit trusts.

There were no significant changes in these activities during the current financial year.

Review of operations

Investment income from ordinary activities

Investment gain for the year was \$21,459,086 (2022: loss of \$15,432,557). This was primarily due to increase in net realised and unrealised gains on financial assets during the year ended 30 June 2023.

Net profit attributable to members of the Company

Profit from ordinary activities after tax attributable to members was \$13,229,218 (2022: loss of \$11,824,831).

Further information on the operating and financial review of the Company is contained in the Chairman's letter on pages 4 to 5 of the Annual Report.

Dividends paid or recommended

Dividends paid or recommended during the financial year are as follows:

| | 2023 \$ | 2022 \$ |
|--|------------------|------------------|
| Total dividends paid | | |
| Final quarter dividend paid during the year in respect of the prior financial year | 1,794,917 | 1,678,130 |
| First quarter ordinary dividend paid in respect of the September 2022 and 2021 quarter | 1,797,627 | 2,126,088 |
| Second quarter dividend paid in respect of the December 2022 and 2021 quarter | 1,825,059 | 1,796,961 |
| Third quarter dividend paid in respect of the March 2023 and 2022 quarter | 1,850,871 | 1,795,609 |
| Total dividends paid | 7,268,474 | 7,396,788 |
| Total dividends declared not paid | | |
| Final quarter ordinary dividend in respect of the current financial year | 1,876,505 | 1,794,917 |
| Total dividends declared not paid | 1,876,505 | 1,794,917 |
| Total dividends paid or recommended | 9,144,979 | 9,191,705 |

Prior to the end of the financial year, the Directors declared a fully franked dividend of 1.34 cents per share payable on 28 July 2023 on ordinary shares as at record date 6 July 2023.

Significant changes in state of affairs

No other significant changes in the Company's state of affairs occurred during the year.

After balance date events

On 28 July 2023, a fully franked dividend for the quarter ending 30 June 2023 of 1.34 cents per share was paid on ordinary shares.

No other matters or circumstances have arisen since the end of the financial year which significantly affected, or may significantly affect, the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

Future developments

The Company's future performance is dependent on the performance of the Company's investments. In turn, the performance of these investments is impacted by investee Company - specific factors and prevailing industry conditions. In addition, a range of external factors including the impact of economic growth rates, interest rates, exchange rates and macro-economic conditions impact the overall equity market and these investments.

As such, we do not believe it is possible or appropriate to accurately predict the future performance of the Company's investments and, therefore, the Company's performance.

Environmental issues

The Company's operations are not regulated by any significant law of the Commonwealth or of a State or Territory relating to the environment.

Insurance of officers

During the financial year, the Company paid a premium for an insurance policy insuring all directors and officers against liabilities for costs and expenses incurred in defending any legal proceedings arising out of their conduct while acting in their capacity as director or officer of the Company, other than conduct involving a wilful breach of duty in relation to the Company. In accordance with common commercial practice, the insurance policy prohibits disclosure of the nature of the liability insured against and the amount of the premium.

Non-audit services

The Company may decide to employ the auditor on assignments additional to their statutory duties where the auditor's expertise and experience with the Company is important.

During the year, Pitcher Partners Sydney, the Company's auditor, performed taxation and other services for the Company. Details of the amounts paid to the auditors and their related parties are disclosed in Note 3 to the financial statements.

Non-audit services (continued)

The Directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are of the opinion that the services as disclosed in Note 3 to the financial statements do not compromise the external auditor's independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in *APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Details of the amounts paid to the auditors and their related parties are disclosed in Note 3 to the financial statements.

Unissued shares

There are 35,448,753 (2022: 36,492,588) unissued ordinary shares of Clime Capital in the form of convertible notes as at 30 June 2023. Convertible note holders are entitled to convert their CAMG into CAM shares in the ratio of 1 CAM shares for each note held.

As at the date of this report, there are 35,448,753 notes on issue.

Remuneration Report

Audited



Remuneration Report - Audited

The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001*.

The remuneration report is set out in the following sections:

- A. Directors and other key management personnel details
- B. Principles used to determine the nature and amount of remuneration
- C. Details of remuneration
- D. Service agreements
- E. Related party transactions
- F. Additional information

The information provided in section A-E includes remuneration disclosures that are required under section 300A of the *Corporations Act 2001*.

A. Directors and other key management personnel details

The following persons acted as directors and key management personnel of the Company during or since the end of the financial year.

John Abernethy
Chairman (Non-Independent)

Julian Gosse
Independent Director

Ronni Chalmers
Non-Independent Director

Marc Schwartz
Independent Director

Diana D'Ambra
Independent Director (appointed on 25 November 2022)

There are no other key management personnel apart from the Directors.

B. Principles used to determine the nature and amount of remuneration

The Remuneration Committee is responsible for making recommendations to the Board on remuneration policies and packages applicable to the board members and executives of the Company. The Board's remuneration policy is to ensure the remuneration package properly reflects the person's duties, responsibilities and the level of performance, and that remuneration is competitive in attracting, retaining and motivating people of the highest quality.

Non-executive Directors

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the Directors. Remuneration of non-executive directors is determined by the full Board within the maximum amount approved by the shareholders from time to time. The payments to non-executive directors do not include retirement benefits other than statutory superannuation. Consultation with non-executive directors outside their duties as directors is treated as external consultation and is subject to additional fees by consent of the Board. The Company has a policy that non-executive directors are not entitled to retirement benefits and may not participate in any bonus scheme (where applicable).

Directors' fees

The current base remuneration was last reviewed with effect in November 2021. The non-executive directors' fees are inclusive of committee fees.

Non-executive directors' fees are determined within a non-executive directors' base remuneration pool, which is periodically recommended for approval by shareholders. The non-executive directors' base remuneration pool currently stands at \$200,000 per annum.

C. Details of Remuneration

The Company's Chairman, Mr. John Abernethy provides consulting services to Clime Investment Management Limited (CIW) (the parent company of the Investment Manager). Mr. Abernethy is also the current Non-Executive Chairman of CIW. Mr. Ronni Chalmers is employed by CIW and is also an Executive Director in CIW. Both Mr. Abernethy and Mr. Chalmers did not receive any form of direct remuneration from the Company. Instead, CIW received fees from Clime Capital Limited designed to cover the cost of provision of these services. The Company had no other employees and no other Key Management Personnel.

Amounts of remuneration

Details of the remuneration of the Directors of Clime Capital Limited for services rendered to the Company are set out below. With the exception of the Company's Directors, there are no Key Management Personnel (as defined in *AASB 124 Related Party Disclosures*) employed by the Company.

Directors and other Key Management Personnel of Clime Capital Limited

| 2023 | SHORT-TERM EMPLOYEE BENEFITS | POST-EMPLOYMENT BENEFITS | TOTAL (\$) |
|---|------------------------------------|-----------------------------|----------------|
| | CASH SALARY AND FEES (\$) | SUPERANNUATION (\$) | |
| John Abernethy * | 40,182 | - | 40,182 |
| Julian Gosse | 36,364 | 3,818 | 40,182 |
| Ronni Chalmers* | 40,182 | - | 40,182 |
| Marc Schwartz | 36,364 | 3,818 | 40,182 |
| Diana D'Ambra (appointed on 25 November 2022) | 21,838 | 2,293 | 24,131 |
| Total Key Management Personnel | 174,930 | 9,929 | 184,859 |

| 2022 | SHORT-TERM EMPLOYEE BENEFITS | POST-EMPLOYMENT BENEFITS | TOTAL (\$) |
|---------------------------------------|------------------------------------|-----------------------------|----------------|
| | CASH SALARY AND FEES (\$) | SUPERANNUATION (\$) | |
| John Abernethy * | 40,000 | - | 40,000 |
| Julian Gosse | 36,364 | 3,636 | 40,000 |
| Ronni Chalmers* | 40,000 | - | 40,000 |
| Marc Schwartz | 36,364 | 3,636 | 40,000 |
| Total Key Management Personnel | 152,728 | 7,272 | 160,000 |

*Paid to Clime Investment Management Ltd and not to Mr. John Abernethy or Mr. Ronni Chalmers.

D. Service agreements

There are no other Key Management Personnel apart from the Directors.

E. Related party transactions

All transactions with related entities were made on normal commercial terms and conditions no more favourable than transactions with other parties unless otherwise stated.

(a) Management, performance and other fees

| | 2023 \$ | 2022 \$ |
|---|------------------|------------------|
| Clime Asset Management Pty Limited - Note (c) (i) | 1,984,435 | 1,625,516 |
| Clime Investment Management Ltd - Note (c) (ii) | 160,916 | 156,160 |
| | 2,145,351 | 1,781,676 |

As at 30 June 2023, \$507,766 (2022: \$122,291) of the Company's management fees and performance fees remain unpaid and is included within Trade and Other Payables.

(b) Dividends

All dividends paid and payable by the Company to Directors and Director related entities are on the same basis as to other shareholders.

(c) Nature of Relationships

(i) Clime Asset Management Pty Limited

Mr. John Abernethy and Mr. Ronni Chalmers are Directors of the Investment Manager, Clime Asset Management Pty Limited (a wholly-owned subsidiary of ASX listed company Clime Investment Management Ltd). Clime Asset Management Pty Limited receives management and performance fee as remuneration for managing the Company's investment portfolio.

Management and performance fees paid and payable are determined by the underlying Investment Management Agreement, the terms of which entitle the Investment Manager to a management fee, calculated as a percentage of funds under management, and a performance fee, should performance targets outlined in the Investment Management Agreement be achieved.

(ii) Clime Investment Management Ltd

Mr. John Abernethy and Mr. Ronni Chalmers are Directors of Clime Investment Management Limited (CIW) and did not receive any form of remuneration from the Company. As detailed in Note 13, Clime Investment Management Ltd received fees for the provision of the Chairman, a Director and the Company Secretary as well as reimbursement for marketing fees and shared expenses.

Clime Investment Management Ltd directly owns 3.98% (2022: 4.44%) of the share capital of the Company as at 30 June 2023. Clime Investment Management Ltd, through the Investment Manager, has the indirect power to dispose 3.66% (2022: 2.98%) of the Company's shares and has the indirect power to dispose 7.55% (2022: 9.17%) of the Company's Convertible Notes held by the Investment Manager's Individually Managed Accounts (IMAs) and other managed funds.

(d) Shareholdings of Directors and Key Management Personnel

Shareholdings

| 2023 | Balance at 1 July 2022 | Shares acquired | Shares disposed | Other changes | Balance at 30 June 2023 |
|------------------------|---------------------------|--------------------|--------------------|------------------|----------------------------|
| Ordinary Shares | (Number) | (Number) | (Number) | (Number) | (Number) |
| John Abernethy | 1,720,000 | 370,000 | (60,000) | - | 2,030,000 |
| Ronni Chalmers | 719,042 | 2,381,503 | - | - | 3,100,545 |
| Julian Gosse | - | 200,000 | - | - | 200,000 |
| Marc Schwartz | 17,000 | - | - | - | 17,000 |
| Diana D'Ambra | - | 70,000 | - | - | 70,000 |
| | 2,456,042 | 3,021,503 | (60,000) | - | 5,417,545 |

| 2023 | Balance at 1 July 2022 | Convertible Notes acquired | Convertible Notes disposed | Other changes | Balance at 30 June 2023 |
|--------------------------|---------------------------|----------------------------------|----------------------------------|------------------|----------------------------|
| Convertible Notes | (Number) | (Number) | (Number) | (Number) | (Number) |
| John Abernethy | 122,093 | 20,643 | (2,736) | - | 140,000 |
| Ronni Chalmers | 975,000 | 1,392,170 | - | - | 2,367,170 |
| Julian Gosse | - | - | - | - | - |
| Marc Schwartz | - | - | - | - | - |
| Diana D'Ambra | - | - | - | - | - |
| | 1,097,093 | 1,412,813 | (2,736) | - | 2,507,170 |

| 2022 | Balance at 1 July 2021 | Shares acquired | Shares disposed | Other changes | Balance at 30 June 2022 |
|------------------------|---------------------------|--------------------|--------------------|------------------|----------------------------|
| Ordinary Shares | (Number) | (Number) | (Number) | (Number) | (Number) |
| John Abernethy | 1,540,000 | 180,000 | - | - | 1,720,000 |
| Ronni Chalmers | 719,042 | - | - | - | 719,042 |
| Julian Gosse | - | - | - | - | - |
| Marc Schwartz | 17,000 | - | - | - | 17,000 |
| | 2,276,042 | 180,000 | - | - | 2,456,042 |

| 2022 | Balance at 1 July 2021 | Convertible Notes acquired | Convertible Notes disposed | Other changes | Balance at 30 June 2022 |
|--------------------------|---------------------------|----------------------------------|----------------------------------|------------------|----------------------------|
| Convertible Notes | (Number) | (Number) | (Number) | (Number) | (Number) |
| John Abernethy | 2,850 | 119,243 | - | - | 122,093 |
| Ronni Chalmers | 805,000 | 170,000 | - | - | 975,000 |
| Julian Gosse | - | - | - | - | - |
| Marc Schwartz | - | - | - | - | - |
| | 807,850 | 289,243 | - | - | 1,097,093 |

F. Additional information

Performance of Clime Capital Limited

The tables below set out the summary information regarding the Company's earnings and movements in shareholder wealth for the five years to 30 June 2023:

Performance result - historical analysis

| | 30 June 2023 \$ | 30 June 2022 \$ | 30 June 2021 \$ | 30 June 2020 \$ | 30 June 2019 \$ |
|--|--------------------|--------------------|--------------------|--------------------|--------------------|
| Net investment income/(loss) | 21,459,086 | (15,432,557) | 37,533,808 | (6,576,155) | 11,976,963 |
| Profit/(Loss) for the year before income tax expense | 16,293,636 | (19,811,179) | 31,279,576 | (10,819,064) | 8,480,647 |
| Profit/(Loss) for the year | 13,229,218 | (11,824,831) | 22,960,875 | (6,394,085) | 6,601,175 |
| Dividends paid/provided for | 7,350,062 | 7,513,575 | 5,915,254 | 5,495,165 | 4,575,684 |

Movements in shareholder wealth - historical analysis

| | 30 June 2023 | 30 June 2022 | 30 June 2021 | 30 June 2020 | 30 June 2019 |
|---|--------------|----------------------|--------------|--------------|--------------|
| Adjusted NTA cum dividend - pre tax ¹ | \$0.86 | \$0.78 | \$0.99 | \$0.80 | \$0.97 |
| Adjusted NTA cum dividend - post tax ¹ | \$0.85 | \$0.80 | \$0.96 | \$0.82 | \$0.94 |
| Share price at financial year end | \$0.84 | \$0.82 | \$0.96 | \$0.79 | \$0.97 |
| Interim dividends - ordinary shares ² | 3.90cps | 4.08cps ³ | 3.50cps | 3.80cps | 3.75cps |
| Final dividend - ordinary shares ² | 1.34cps | 1.28cps | 1.25cps | 1.05cps | 1.25cps |
| Bonus share issue - ord. shares | - | - | - | - | 1 for 40 |
| Basic EPS ^{1,2} | 9.42cps | (8.52)cps | 19.10cps | (5.85cps) | 7.21cps |
| Diluted EPS ^{1,2} | 8.56cps | (8.52)cps | 16.34cps | (5.85cps) | 6.71cps |

¹ Taking into account the dilutive effect of bonus

² Fully franked dividends

³ Includes special dividend of 0.25 cents per share fully franked, paid on 28 October 2021.

Please note there is no direct relationship between Company performance and Directors fees.

END OF AUDITED REMUNERATION REPORT

Proceedings on behalf of the Company

As at the date of this report, no person has applied for leave of Court to bring proceedings on behalf of the Company or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

Contingent assets and liabilities

As at 30 June 2023, the Company has no contingent liabilities or commitments (2022: \$Nil).

Rounding off of amounts

In accordance with *ASIC Corporations (Rounding in Financial/Director's report) Instrument 2016/191*, the amounts in the Directors' Report have been rounded to the nearest dollar, unless otherwise stated.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 22.

Signed in accordance with a resolution of the Directors.



John Abernethy
Chairman
Sydney, 24 August 2023



Pitcher Partners Sydney Partnership

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**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF CLIME CAPITAL LIMITED
ABN 99 106 282 777**

In relation to the independent audit of Clime Capital Limited for the year ended 30 June 2023,
to the best of my knowledge and belief there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001*; and
- b) no contraventions of APES 110 *Code of Ethics or Professional Accountants (including Independence Standards)*.

Scott Whiddett
Partner

Pitcher Partners
Sydney

24 August 2023

Adelaide Brisbane Melbourne Newcastle Perth Sydney

Pitcher Partners is an association of independent firms.

Pitcher Partners Sydney Partnership, ABN 17 795 780 962. Liability limited by a scheme approved under Professional Standards Legislation. Pitcher Partners is a member of the global network of Baker Tilly International Limited, the members of which are separate and independent legal entities.

 **bakertilly**
NETWORK MEMBER

pitcher.com.au

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the year ended 30 June 2023

| | Note | 2023 \$ | 2022 \$ |
|---|-------------|--------------------|---------------------|
| Investment income | | | |
| Investment revenue | 2 | 8,072,145 | 8,513,409 |
| Net realised gain/(loss) on disposal of financial assets at fair value through profit or loss | | 11,192,643 | 5,634,871 |
| Net unrealised gain/(loss) on financial assets at fair value through profit or loss | | 2,194,298 | (29,580,837) |
| Net investment income/(loss) | | 21,459,086 | (15,432,557) |
| Expenses | | | |
| Management fees | | (1,607,564) | (1,625,516) |
| Performance fees | | (376,871) | - |
| Brokerage costs | | (365,606) | (320,764) |
| Accounting fees | | (52,086) | (43,323) |
| Custody fees | | (22,534) | (25,001) |
| ASX fees | | (52,184) | (52,456) |
| Share registry fees | | (92,429) | (89,293) |
| Directors and company secretarial fees | | (208,859) | (184,000) |
| Legal and professional fees | | (61,636) | (19,751) |
| Other administrative expenses | | (252,229) | (217,353) |
| Total expenses before finance costs | | (3,091,998) | (2,577,457) |
| Finance costs | 10 | (2,073,452) | (1,801,165) |
| Profit/(Loss) for the year before income tax expense | | 16,293,636 | (19,811,179) |
| Income tax (expense)/benefit | 4(a) | (3,064,418) | 7,986,348 |
| Profit/(Loss) for the year | | 13,229,218 | (11,824,831) |
| Other comprehensive income for the year | | - | - |
| Total comprehensive income/(loss) for the year | | 13,229,218 | (11,824,831) |
| Basic earnings/(losses) per share | 6 | 9.42cps | (8.52)cps |
| Diluted earnings/(losses) per share | 6 | 8.56cps | (8.52)cps |

The above Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the Notes to the Financial Statements which follow.

STATEMENT OF FINANCIAL POSITION
As at 30 June 2023

| | Note | 2023 \$ | 2022 \$ |
|---|-------|--------------------|--------------------|
| ASSETS | | | |
| Cash and cash equivalents | 12(a) | 17,691,999 | 8,362,862 |
| Trade and other receivables | 7 | 1,167,429 | 899,285 |
| Financial assets at fair value through profit or loss | 8 | 140,724,092 | 135,857,818 |
| Current tax benefit | 4(b) | - | 2,735,963 |
| Prepayments | | 102,080 | 92,029 |
| Net deferred tax assets | 4(c) | 4,248,921 | 4,981,648 |
| Total assets | | 163,934,521 | 152,929,605 |
| Liabilities | | | |
| Trade and other payables | 9 | 4,808,588 | 176,063 |
| Dividends payable | 5(b) | 1,876,505 | 1,794,917 |
| Current tax liability | 4(b) | 1,403,978 | - |
| Convertible notes | 10 | 34,939,523 | 35,770,969 |
| Total liabilities | | 43,028,594 | 37,741,949 |
| Net assets | | 120,905,927 | 115,187,656 |
| Equity | | | |
| Issued capital | 11 | 124,901,427 | 125,062,312 |
| Option premium on convertible notes | 10 | 161,310 | 161,310 |
| Accumulated losses | | (42,032,628) | (38,182,846) |
| Profit reserve | | 37,875,818 | 28,146,880 |
| Total equity | | 120,905,927 | 115,187,656 |

The above Statement of Financial Position should be read in conjunction with the Notes to the Financial Statements which follow.

STATEMENT OF CHANGES IN EQUITY
For the year ended 30 June 2023

| | Note | Issued capital | Accumulated Losses | Profit Reserve | Option Premium on Convertible Notes | Total Equity |
|---|-------|----------------|--------------------|----------------|-------------------------------------|--------------|
| | | \$ | \$ | \$ | \$ | \$ |
| Balance at 1 July 2021 | | 119,394,527 | (24,185,919) | 33,260,455 | 227,904 | 128,696,967 |
| Profit for the year | | - | (11,824,831) | - | - | (11,824,831) |
| Other comprehensive income | | - | - | - | - | - |
| Total comprehensive loss for the year | | - | (11,824,831) | - | - | (11,824,831) |
| Transactions with owners in their capacity as owners | | | | | | |
| Issue of ordinary shares | 11(a) | - | - | - | - | - |
| Convertible notes issued | | - | - | - | 230,443 | 230,443 |
| Deferred tax on issue of convertible notes | 11(a) | - | - | - | (69,133) | (69,133) |
| Conversion of convertible notes into ordinary shares | | 5,548,913 | - | - | - | 5,548,913 |
| Dividend reinvestment plan | 11(a) | 1,041,306 | - | - | - | 1,041,306 |
| Shares acquired under buy-back | 11(a) | (922,068) | - | - | - | (922,068) |
| Transaction costs on shares acquired under buy-back | 11(a) | (523) | - | - | - | (523) |
| Income tax on transaction costs | 11(a) | 157 | - | - | - | 157 |
| Dividends provided for or paid | 5 | - | - | (7,513,575) | - | (7,513,575) |
| | | 5,667,785 | - | (7,513,575) | 161,310 | (1,684,480) |
| Transfer to option premium on matured convertible notes | | - | 227,904 | - | (227,904) | - |
| Transfer to profit reserve | | - | (2,400,000) | 2,400,000 | - | - |
| | | 5,667,785 | (2,172,096) | (5,113,575) | (66,594) | (1,684,480) |
| Balance at 30 June 2022 | | 125,062,312 | (38,182,846) | 28,146,880 | 161,310 | 115,187,656 |
| Profit for the year | | - | 13,229,218 | - | - | 13,229,218 |
| Other comprehensive income | | - | - | - | - | - |
| Total comprehensive income for the year | | - | 13,229,218 | - | - | 13,229,218 |
| Transactions with owners in their capacity as owners | | | | | | |
| Issue of ordinary shares | 11(a) | 980,603 | - | - | - | 980,603 |
| Shares acquired under buy-back | 11(a) | (1,137,187) | - | - | - | (1,137,187) |
| Transaction costs on shares acquired under on-market buy-back | | (6,144) | - | - | - | (6,144) |
| Income tax on transaction costs | 11(a) | 1,843 | - | - | - | 1,843 |
| Dividends provided for or paid | 5 | - | - | (7,350,062) | - | (7,350,062) |
| | | (160,885) | - | (7,350,062) | - | (7,510,947) |
| Transfer to profit reserve | 12 | - | (17,079,000) | 17,079,000 | - | - |
| | | (160,885) | (17,079,000) | 9,728,938 | - | (7,510,947) |
| Balance at 30 June 2023 | | 124,901,427 | (42,032,628) | 37,875,818 | 161,310 | 120,905,927 |

The above Statement of Changes in Equity should be read in conjunction with the Notes to the Financial Statements which follow.

STATEMENT OF CASH FLOWS
For the year ended 30 June 2023

| | Note | 2023 \$ | 2022 \$ |
|--|--------------|---------------------|--------------------|
| Cash flows from operating activities | | | |
| Proceeds from sale of investments | | 72,951,505 | 106,376,655 |
| Payments for purchase of investments | | (60,196,147) | (111,756,927) |
| | | 12,755,358 | (5,380,272) |
| Dividends and trust distributions received | | 7,719,861 | 7,982,819 |
| Interest received | | 87,716 | 5,057 |
| Other income received | | 10,181 | 56,484 |
| Payments for administrative and other expenses | | (1,119,092) | (1,049,538) |
| Investment manager's fees paid | | (1,598,960) | (1,639,211) |
| Performance fees paid | | - | (1,110,756) |
| Income tax refund/(paid) | | 1,810,093 | (2,377,550) |
| Net cash inflow/(outflow) from operating activities | 12(c) | 19,665,157 | (3,512,967) |
| Cash flows from financing activities | | | |
| Dividends paid net of dividend reinvestment | | (6,287,871) | (6,355,482) |
| Proceeds from issue of convertible notes | | - | 15,483,102 |
| Payment for share buy-back including transaction costs | | (1,143,331) | (922,591) |
| Payments for buy-back of convertible notes including transaction costs | | (1,019,715) | - |
| Payments for convertible notes redeemed | | - | (1,190,200) |
| Finance costs paid on convertible notes | | (1,885,183) | (1,754,753) |
| Net cash inflow/(outflow) from financing activities | | (10,336,100) | 5,260,076 |
| Net increase/(decrease) in cash held | | 9,329,057 | 1,747,109 |
| Effects of exchange rate movements on cash | | 80 | - |
| Cash and cash equivalents at beginning of the financial year | | 8,362,862 | 6,615,753 |
| Cash and cash equivalents at end of the financial year | 12(a) | 17,691,999 | 8,362,862 |
| Non-cash financing activities | | | |
| Dividends reinvested | 12(d) | 980,603 | 1,041,306 |
| Conversion of convertible notes into ordinary shares | 12(d) | - | 5,548,913 |

The above Statement of Cash Flows should be read in conjunction with the Notes to the Financial Statements which follow.

NOTE 1

Significant accounting policies

(a) Basis of preparation

These financial statements are general purpose financial statements prepared in accordance with applicable Accounting Standards, including Australian Accounting Interpretations, the *Corporations Act 2001* and other authoritative pronouncements of the Australian Accounting Standards Board.

Clime Capital Limited is a publicly listed company, incorporated and domiciled in Australia.

The financial report was approved by the directors on 24 August 2023.

The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the Australian Accounting Standards Board has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the IASB. Significant accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

The financial statements are presented in Australian Dollars.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected financial assets and financial liabilities.

It is considered that the information needs of shareholders in a company of this type are better met by presenting the Statement of Financial Position on a liquidity basis. The presentation currency is Australian Dollars.

All balances are expected to be recovered or settled within 12 months, except for financial assets at fair value through profit or loss, convertible notes and the net deferred tax assets. The Company manages financial assets at fair value through profit or loss based on the economic circumstances at any given point in time, as well as to meet liquidity requirements. As such, it is expected that a portion of the portfolio will be realised within 12 months, however, an estimate of that amount cannot be reliably determined as at reporting date.

Key judgements and estimates

The following are the key judgements and estimates adopted by the Company in the preparation of the financial report.

i) Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the Company considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Future taxable profits are determined based on the historical performance of the Company and the ability of the Company to generate positive performance even when market conditions are uncertain. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

(b) Financial instruments

Investments

i) Classification

The Company's investments are categorised at fair value through profit or loss. They comprise investments in publicly listed and unlisted companies.

ii) Recognition/derecognition

The Company recognises financial assets on the date it becomes party to the contractual agreement (trade date) and recognises changes in fair value of the financial assets from this date.

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

iii) Measurement

Financial assets at fair value through profit or loss are measured initially at fair value excluding any transaction costs that are directly attributable to the acquisition or issue of the financial asset. Transaction costs on financial assets at fair value through profit or loss are expensed immediately. Subsequent to initial recognition, all instruments at fair value through profit or loss are measured at fair value with changes in their fair value recognised in profit or loss.

(b) Financial instruments (continued)**Investments (continued)**

The fair value of financial assets traded in active markets is based on their quoted market prices at the reporting date without any deduction for estimated future selling costs. These financial assets are priced at current bid prices. The fair value of financial assets that are not traded in an active market is determined using valuation techniques. Please refer Note 16(b) for fair value measurement.

Convertible notes

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On issue of the convertible notes, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in statement of changes in equity as an option premium on convertible notes, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

(c) Income tax

The charge for current income tax expense is based on the taxable income for the year. It is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is accounted for using the liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Current and deferred taxes are recognised in profit or loss except where they relate to items that may be recognised directly in equity, in which case they are adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in the income taxation legislation and the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by law.

Clime Capital Limited and its wholly owned subsidiary (for income tax purposes), CBG Capital Limited, have implemented the tax consolidation legislation from the acquisition date of 25 October 2019. Clime Capital Limited is the head entity in the tax consolidated group. These entities are taxed as a single entity.

(d) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

(e) Trade and other receivables

Receivables include amounts for dividends, interest and securities sold. Dividends are receivable when they have been declared and are legally payable. Interest is accrued at the balance date from the time of last payment. Amounts receivable for securities sold are recorded when a sale has occurred.

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within a few days.

The Company has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected credit loss allowance. To measure the expected credit losses, trade receivables have been grouped based on due date.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

(f) Trade and other payables

These amounts represent liabilities for amounts owing by the Company at year end which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Amounts payable for securities purchased are recorded when the purchase has occurred.

(g) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In these circumstances, the GST is recognised as being part of the cost of acquisition of the asset or as part of an item of expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the ATO is included as an asset or liability in the statement of financial position.

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

(h) Revenue

i) Investment income

Dividend income is recognised in profit or loss on the day on which the relevant investment is first quoted on an “ex-dividend” basis.

Interest revenue and distributions from unlisted funds are recognised as they accrue, taking into account the effective yield on the financial asset.

Realised and unrealised gains and losses arising from changes in the fair value of the ‘financial assets at fair value through profit or loss’ are included in profit or loss in the period in which they arise.

(i) Earnings per share

i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Potential ordinary shares are anti-dilutive when their conversion to ordinary shares would increase earnings per share or decrease the loss per share from continuing operations. The calculation of diluted earnings per share does not assume conversion, exercise or other issue of potential ordinary shares that would have an anti-dilutive effect on earnings per share.

(j) Dividends

Provisions for dividends payable are recognised in the reporting period in which they are declared, for the entire undistributed amount, regardless of the extent to which they will be paid in cash.

(k) Profit reserve

The profits reserve is made up of amounts transferred from current and retained earnings/accumulated losses that are preserved for future dividend payments.

(l) Issued capital

Ordinary and preference shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(m) New and amended accounting standards adopted by the Company

There are no new standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2022 that have a material impact on the Company.

(n) New accounting standards and interpretations not yet adopted

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted and are unlikely to have a material impact on the Company.

(o) Rounding of amounts

In accordance with *ASIC Corporations (Rounding in Financial/Director’s report) Instrument 2016/191*, the amounts in the financial statements have been rounded to the nearest dollar, unless otherwise stated.

NOTE 2

Investment revenue

| | 2023 \$ | 2022 \$ |
|-----------------------------------|------------------|------------------|
| Dividends and trust distributions | 7,984,429 | 8,508,352 |
| Interest | 87,716 | 5,057 |
| Total | 8,072,145 | 8,513,409 |

NOTE 3

Auditor's remuneration

Remuneration of Pitcher Partners in relation to:

| | | |
|---|----------------|---------------|
| Audit and review of the financial reports | 101,753 | 53,827 |
| Taxation | 8,223 | 10,890 |
| Corporate Finance | - | 20,466 |
| Total | 109,976 | 85,183 |

NOTE 4

Taxation

(a) Income tax expense/(benefit)

The prima facie tax on profit/(loss) before income tax is reconciled to income tax expense as follows:

| | | |
|--|------------------|--------------------|
| Prima facie tax expense/(benefit) on profit/(loss) before income tax at 30% | 4,888,091 | (5,943,354) |
| Adjusted for tax effect of amounts which are not deductible / (taxable) in calculating taxable income: | | |
| Imputation gross up on dividends received | 779,424 | 780,228 |
| Franking credits on dividends received | (2,598,080) | (2,600,762) |
| Permanent differences | - | (140,713) |
| Prior year under/(over) provision | (5,017) | (81,747) |
| Income tax expense/(benefit) | 3,064,418 | (7,986,348) |

The applicable weighted average effective tax rates are as follows:

| | |
|--------|----------|
| 18.81% | (40.31%) |
|--------|----------|

NOTE 4

Taxation (continued)

(b) Current tax (liability)/benefit

| | 2023 \$ | 2022 \$ |
|------------|-------------|------------|
| Income Tax | (1,403,978) | 2,735,963 |

(c) Net deferred tax assets/(liabilities)

Deferred tax assets

Deferred tax assets comprise the estimated tax deductible at the current income tax rate of 30% on the following items:

| | | |
|--|-----------|-----------|
| Tax on net unrealised losses on investment portfolio | - | 2,278,061 |
| Carried forward tax losses | 4,659,159 | 2,433,208 |
| Other temporary differences | 357,669 | 357,669 |
| | 5,016,828 | 5,068,938 |

Deferred tax liabilities

Deferred tax liabilities comprise the estimated tax payable at the current income tax rate of 30% on the following items:

| | | |
|---|-----------|----------|
| Tax on net unrealised gains on investment portfolio | (680,617) | - |
| Other temporary differences | (87,290) | (87,290) |
| | (767,907) | (87,290) |

Net deferred tax assets

4,248,921 4,981,648

(d) Income tax expense/(benefit) recognised in the profit or loss

| | | |
|--|------------------|--------------------|
| Current income tax expense/(benefit) | 2,342,188 | - |
| Deferred tax relating to the origination and reversal of temporary differences | 727,247 | (7,904,601) |
| Prior year over provision | (5,017) | (81,747) |
| Total income tax expense/(benefit) | 3,064,418 | (7,986,348) |

NOTE 5

Dividends

(a) Paid in the current year

| | 2023 \$ | 2022 \$ |
|---|------------------|------------------|
| Dividends paid in the current year | | |
| A fully franked final dividend on ordinary shares in respect of the 2022 financial year of 1.28 cents per share was paid on 28 July 2022 (2022: A fully franked final dividend on ordinary shares in respect of the 2021 financial year of 1.25 cents per share was paid on 28 July 2021) | 1,794,917 | 1,678,130 |
| A fully franked dividend on ordinary shares for the quarter ended 30 September 2022 of 1.28 cents per share was paid on 27 October 2022 (2022: A fully franked dividend on ordinary shares for the quarter ended 30 September 2021 of 1.52 cents per share was paid on 28 October 2021) | 1,797,627 | 2,126,088 |
| A fully franked dividend on ordinary shares for the quarter ended 31 December 2022 of 1.30 cents per share was paid on 25 January 2023 (2022: A fully franked dividend on ordinary shares for the quarter ended 31 December 2021 of 1.28 cents per share was paid on 28 January 2022) | 1,825,059 | 1,796,961 |
| A fully franked dividend on ordinary shares for the quarter ended 31 March 2023 of 1.32 cents per share was paid on 28 April 2023 (2022: A fully franked dividend on ordinary shares for the quarter ended 31 March 2022 of 1.28 cents per share was paid on 28 April 2022) | 1,850,871 | 1,795,609 |
| | 7,268,474 | 7,396,788 |

(b) Provided for in the current year

| | | |
|---|------------------|------------------|
| A fully franked dividend in respect of the June 2023 quarter of 1.34 cents per share was payable on ordinary shares as at 30 June 2023 (2022: A fully franked dividend in respect of the June 2022 quarter of 1.28 cents per share was payable on ordinary shares as at 30 June 2022) | 1,876,505 | 1,794,917 |
| | 1,876,505 | 1,794,917 |

(c) Dividend franking account

| | | |
|--|------------------|------------------|
| Franking credits balance based on a tax rate of 30% | 416,692 | 2,743,767 |
| Imputation credits that will arise from the payment of the current tax liability/(refund due) | 1,403,978 | (2,735,963) |
| Imputation credits that will arise from the receipt of dividends recognised as receivables at the reporting date | 343,731 | 279,788 |
| Impact on franking account balance of dividends, payable on 28 July 2023 (2022: 28 July 2022) | (804,216) | (769,250) |
| | 1,360,185 | (481,658) |

NOTE 6

Earnings/(Losses) per share

| | 2023 \$ | 2022 \$ |
|-------------------------------------|------------|------------|
| Basic earnings/(losses) per share | 9.42cps | (8.52)cps |
| Diluted earnings/(losses) per share | 8.56cps | (8.52)cps |

Reconciliation of earnings/(losses) used in calculating basic and diluted earnings/(losses) per share:

Basic earnings/(losses) per share

| | | | |
|--|-----|-------------|--------------|
| Total comprehensive income/(loss) for the year | \$ | 13,229,218 | (11,824,831) |
| Earnings/(Losses) used in calculating basic earnings per share | \$ | 13,229,218 | (11,824,831) |
| Weighted average number of ordinary shares used in the calculation of basic earnings per share | Nos | 140,368,976 | 138,809,285 |

Diluted earnings/(losses) per share

| | | | |
|--|-----|-------------|--------------|
| Earnings/(Losses) used in calculating basic earnings per share | \$ | 13,229,218 | (11,824,831) |
| Add: interest expense on convertible notes (net of tax) | \$ | 1,451,416 | 1,260,816 |
| Earnings/(Losses) used in calculating diluted earnings per share | \$ | 14,680,634 | (10,564,015) |
| Weighted average number of ordinary shares used in the calculation of basic earnings per share | Nos | 140,368,976 | 138,809,285 |
| Adjustments for calculation of diluted earnings per share: | | | |
| - Convertible Notes | Nos | 31,192,124 | 29,600,350 |
| Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share | Nos | 171,561,100 | 168,409,635 |

NOTE 7

Trade and other receivables

| | 2023 \$ | 2022 \$ |
|-------------------|------------------|----------------|
| Income receivable | 1,113,299 | 858,992 |
| Other debtors | 54,130 | 40,293 |
| | 1,167,429 | 899,285 |

Terms and conditions

Income receivable represents dividends, distributions and interest accrued and receivable at reporting date. Unsettled trades are non-interest bearing and are secured by the Australian Securities Exchange - National Guarantee Fund. They are settled within 2 days of the sale being executed. Other debtors consist of GST receivables that can be recovered from the Australian Tax Office. No interest is applicable to these amounts.

The maximum credit risk exposure in relation to receivables is the carrying amount.

NOTE 8

Financial assets at fair value through profit or loss

| | | |
|----------------------------|--------------------|--------------------|
| Listed equities - domestic | 125,214,676 | 120,489,661 |
| Unlisted unit trusts | 15,509,416 | 15,368,157 |
| | 140,724,092 | 135,857,818 |

NOTE 9

Trade and other payables

| | | |
|-----------------------------------|------------------|----------------|
| Accrued expenses | 66,131 | 53,772 |
| Amount payable to related parties | 507,766 | 122,291 |
| Unsettled trades | 4,234,691 | - |
| | 4,808,588 | 176,063 |

Terms and conditions

Unsettled trades are non-interest bearing and are secured by the Australian Securities Exchange - National Guarantee Fund. They are settled within 2 days of the purchase being executed.

NOTE 10

Convertible Notes

The Company has on issue a total of 35,448,753 Notes, each with a face value of \$1.00 as of 30 June 2023, with a term expiring on 30 November 2025.

In accordance with the Note terms and Note Prospectus, the quarterly interest rate applicable on all Notes on and from 1 December 2021 is 5.25% p.a.

Noteholders have the right to convert some or all of their notes to shares at any time before the maturity date.

The equity element is presented in equity, under the heading of “option premium on convertible notes”. The effective interest rate of the liability element on initial recognition is 5.98% per annum.

The Convertible Notes are presented in the statement of financial position as follows:

| | 2023 \$ | 2022 \$ |
|---|----------------|----------------|
| Proceeds from issue of Convertible Notes (net of raising costs) | 35,704,715 | 35,704,715 |
| Liability component at the date of issue | (35,474,272) | (35,474,272) |
| Equity component at the date of issue | 230,443 | 230,443 |
| Deferred tax on issue of Convertible Notes | (69,133) | (69,133) |
| Equity component at the end of the year | 161,310 | 161,310 |

NOTE 10

Convertible Notes (continued)

| | 2023 \$ | 2022 \$ |
|--|-------------------|-------------------|
| Liability component at the beginning of the year | 35,770,969 | 27,211,011 |
| Net proceeds from issue of convertible notes during the year | - | 15,483,102 |
| Equity component at the date of issue | - | (230,443) |
| Payments for convertible notes redeemed | - | (1,190,200) |
| Interest expense for the year calculated at effective interest rates | 2,073,452 | 1,801,165 |
| Finance costs paid | (1,885,183) | (1,754,753) |
| Convertible notes (CAMG) bought back | (1,019,715) | - |
| Conversion of convertible notes (CAMG) into ordinary shares (CAM) | - | (5,548,913) |
| Liability component at the end of the year | 34,939,523 | 35,770,969 |

Fair value

Fair value of the convertible notes as at 30 June 2023 amounting to \$34,420,739 (30 June 2022: \$35,397,810) was determined by reference to the published price quotation of \$0.971 (30 June 2022: \$0.970) on the convertible note ticker ASX:CAMG as at 30 June 2023.

On-market buy-back of convertible notes

On 13 June 2023, the Company renewed its announcement to buyback a maximum of 3,567,044 convertible notes starting 14 June 2023. Accordingly, the Company has bought back a total of 1,043,835 Notes with a face value \$1.00 per Note as of 30 June 2023.

NOTE 11

Issued capital

| | 2023 \$ | 2022 \$ |
|--|-------------|-------------|
| Issued and paid-up capital | | |
| 140,037,695 (2022: 140,227,903) ordinary fully paid shares | 124,901,427 | 125,062,312 |

(a) Movements in ordinary share capital

| | Notes | Number of shares 2023 | Number of shares 2022 | 2023 \$ | 2022 \$ |
|--|-------|-----------------------------|-----------------------------|-------------|-------------|
| Balance at beginning of the year | | 140,227,903 | 134,210,421 | 125,062,312 | 119,394,527 |
| Shares acquired under buy-back | 11(b) | (1,377,814) | (1,049,753) | (1,137,187) | (922,068) |
| Conversion of convertible notes into ordinary shares | 11(c) | - | 5,924,693 | - | 5,548,913 |
| Transaction cost on shares acquired under buy-back | | - | - | (6,144) | (523) |
| Income tax on transactions costs | | - | - | 1,843 | 157 |
| Dividend reinvestment plan | | 1,187,606 | 1,142,542 | 980,603 | 1,041,306 |
| Balance at the end of the year | | 140,037,695 | 140,227,903 | 124,901,427 | 125,062,312 |

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

NOTE 11

Issued capital (continued)

(b) On-market share buy-back - ordinary shares

On 9 March 2023, the Company announced its intention to refresh its ability to implement an on-market buy-back (within the 10/12 limit) for a further 12-month period which commenced from 10 March 2023 and ends on 8 March 2024. During this period, the Company has the ability to buy a maximum of 14,026,463 fully paid ordinary shares.

In accordance with its on-market share buy-back scheme, Clime Capital Limited bought back 1,377,814 (2022: 1,049,753) ordinary shares during the year. The number of shares bought back and cancelled during the 12 month period was within the '10/12 limit' imposed by s257B of the *Corporations Act 2001*, and as such, shareholder approval was not required. The shares were acquired at an average price of \$0.825 per share (2022: \$0.879), with prices ranging from \$0.790 to \$0.865 (2022: \$0.830 to \$0.955). An amount of \$1,137,187 (2022: \$922,068), plus \$4,301 (2022: \$366) transaction costs net of tax, was deducted from contributed equity.

The shares bought back in the years ended 30 June 2023 and 30 June 2022 were cancelled immediately.

(c) Conversion of Convertible Notes into Equity

During the year, there were no conversion of convertible notes into equity. During the previous financial year ended 30 June 2022, 5,780,118 convertible notes of face value \$0.96 were converted to 5,924,693 equity shares in the ratio of 1.025 ordinary shares for every convertible note.

(d) Capital risk management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

The Company's capital structure currently consists of total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as convertible notes less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares or securities, undertake on-market buy-back or sell financial assets to reduce debt.

The Company would look to raise capital when an opportunity to invest in financial assets, business or company is seen as value adding relative to the current net tangible assets and Company's share price at the time of investment.

The Company is subject to certain financing covenants under the terms of the convertible notes issue and meeting these are given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

(e) Dividend reinvestment plan

The Company has established a dividend reinvestment plan under which holders of ordinary shares may elect to have all or part of their dividend entitlements satisfied by the issue of new ordinary shares rather than by being paid in cash. Shares are issued under the plan at a price determined by the Director from time to time in accordance with the *Corporations Act 2001* and the ASX Listing Rules.

NOTE 12

Cash flow information

(a) Reconciliation of cash

| | 2023 \$ | 2022 \$ |
|--|-------------------|------------------|
| For the purposes of the statement of financial position and statement of cash flows, cash and cash equivalents comprise: | | |
| Cash at bank | 17,691,999 | 8,362,862 |
| Total cash and cash equivalents | 17,691,999 | 8,362,862 |

(b) Reconciliation of liabilities arising from financing activities

Liabilities arising from financing activities are liabilities for which cash flows are, or will be, classified as 'cash flows from financing activities' in the statement of cash flows. Changes in the carrying amount of such liabilities, which comprise convertible notes, are summarised in Note 10.

(c) Reconciliation of net profit/(loss) attributable to members of the Company to net cash inflow/(outflow) from operating activities

| | 2023 \$ | 2022 \$ |
|---|-------------------|--------------------|
| Profit/(loss) attributable to members of the Company | 13,229,218 | (11,824,831) |
| Adjustments: | | |
| Finance costs | 2,073,452 | 1,801,165 |
| Changes in assets and liabilities: | | |
| (Increase)/decrease in trade and other receivables | (268,144) | 114,387 |
| Increase/(decrease) in investments at fair value through profit or loss | (4,866,354) | 19,872,839 |
| Decrease/(Increase) in prepayments | (10,051) | (48,316) |
| Increase/(decrease) in trade and other payables | 4,632,525 | (3,064,313) |
| Increase/(decrease) in net deferred tax asset/liability | 732,727 | (8,445,688) |
| Increase in deferred tax option premium on convertible notes | - | (69,133) |
| Increase in income tax on transactions costs | 1,843 | 157 |
| (Increase)/decrease in current tax benefit/liability | 4,139,941 | (1,849,234) |
| Net cash inflow/(outflow) from operating activities | 19,665,157 | (3,512,967) |

NOTE 12

Cash flow information (continued)

(d) Non-cash transactions

| | 2023 \$ | 2022 \$ |
|---|----------------|------------------|
| During the year the Company entered into the following financing activities which were not reflected in the cash flows: | | |
| Dividends reinvested | 980,603 | 1,041,306 |
| Conversion of convertible notes into ordinary shares | - | 5,548,913 |
| Total non-cash transactions | 980,603 | 6,590,219 |

NOTE 13

Related party transactions

All transactions with related entities were made on normal commercial terms and conditions no more favourable than transactions with other parties unless otherwise stated.

(a) Management, performance and other fees

Management, performance and other fees paid to companies related to the Directors were as follows:

| | Note | 2023 \$ | 2022 \$ |
|------------------------------------|----------|------------------|------------------|
| Clime Asset Management Pty Limited | (c) (i) | 1,984,435 | 1,625,516 |
| Clime Investment Management Ltd | (c) (ii) | 160,916 | 156,160 |
| | | 2,145,351 | 1,781,676 |

As at 30 June 2023, \$507,766 (2022: \$122,291) of the Company's management fees and performance fees remain unpaid and is included within Trade and Other Payables.

NOTE 13

**Related party transactions
(continued)**

(b) Dividends

All dividends paid and payable by the Company to Directors and Director related entities are on the same basis as to other shareholders.

(c) Nature of relationships

(i) Clime Asset Management Pty Limited

Mr. John Abernethy and Mr. Ronni Chalmers are Director of the Investment Manager, Clime Asset Management Pty Limited (a wholly- owned subsidiary of ASX listed company Clime Investment Management Ltd). Clime Asset Management Pty Limited receives management and performance fee as remuneration for managing the Company's investment portfolio.

Management and performance fees paid and payable are determined by the underlying Investment Management Agreement, the terms of which entitle the Investment Manager to a management fee, calculated as a percentage of funds under management, and a performance fee, should performance targets outlined in the Investment Management Agreement be achieved.

(ii) Clime Investment Management Ltd

Mr. John Abernethy and Mr. Ronni Chalmers are Directors of Clime Investment Management Limited (CIW) and did not receive any form of remuneration from the Company. Clime Investment Management Ltd received fees for the provision of the Chairman, a Director and the Company Secretary as well as reimbursement for marketing fees and shared expenses.

Clime Investment Management Ltd directly owns 3.98% (2022: 4.44%) of the share capital of the Company as at 30 June 2023. Clime Investment Management Ltd, through the Investment Manager, has the indirect power to dispose 3.66% (2022: 2.98%) of the Company's shares and has the indirect power to dispose 7.55% (2022: 9.17%) of the Company's Convertible Notes held by the Investment Manager's Individually Managed Accounts (IMAs) and other managed funds.

NOTE 14

Key Management Personnel disclosure

The Company has no employees and therefore has no Key Management Personnel other than the Directors.

The names and position held of the Company's Key Management Personnel (including Directors) in office at any time during the financial year are:

John Abernethy
Chairman - Non-Independent

Julian Gosse
Independent Director

Ronni Chalmers
Non-Independent Director

Marc Schwartz
Independent Director

Diana D'Ambra
Independent Director (appointed on 25 November 2022)



NOTE 14

Key management personnel disclosure (continued)

(a) Remuneration of Directors and Other Key Management Personnel

A summary of the remuneration of Directors and other Key Management Personnel for the current and previous financial year is set out below:

| | 2023 \$ | 2022 \$ |
|-------------------------------------|----------------|----------------|
| Cash salary and fees* | 174,930 | 152,728 |
| Short-term employee benefits | 174,930 | 152,728 |
| Superannuation | 9,929 | 7,272 |
| Post-employment benefits | 9,929 | 7,272 |
| Total employment benefits | 184,859 | 160,000 |

* Includes \$80,364 (2022: \$80,000) paid/payable to Clime Investment Management Ltd for the services rendered by the Chairman and one of the other Directors.

(b) Shareholdings

| 2023 | Balance at 1 July 2022 | Shares acquired | Shares disposed | Other changes | Balance at 30 June 2023 |
|------------------------|---------------------------|--------------------|--------------------|------------------|----------------------------|
| Ordinary Shares | (Number) | (Number) | (Number) | (Number) | (Number) |
| John Abernethy | 1,720,000 | 370,000 | (60,000) | - | 2,030,000 |
| Ronni Chalmers | 719,042 | 2,381,503 | - | - | 3,100,545 |
| Julian Gosse | - | 200,000 | - | - | 200,000 |
| Marc Schwartz | 17,000 | - | - | - | 17,000 |
| Diana D'Ambra | - | 70,000 | - | - | 70,000 |
| | 2,456,042 | 3,021,503 | (60,000) | - | 5,417,545 |

NOTE 14

Key management personnel disclosure (continued)

(b) Shareholdings (continued)

| 2023 | Balance at 1 July 2022 | Convertible Notes acquired | Convertible Notes disposed | Other changes | Balance at 30 June 2023 |
|-------------------|---------------------------|----------------------------------|----------------------------------|------------------|----------------------------|
| Convertible Notes | (Number) | (Number) | (Number) | (Number) | (Number) |
| John Abernethy | 122,093 | 20,643 | (2,736) | - | 140,000 |
| Ronni Chalmers | 975,000 | 1,392,170 | - | - | 2,367,170 |
| Julian Gosse | - | - | - | - | - |
| Marc Schwartz | - | - | - | - | - |
| Diana D'Ambra | - | - | - | - | - |
| | 1,097,093 | 1,412,813 | (2,736) | - | 2,507,170 |

| 2022 | Balance at 1 July 2021 | Shares acquired | Shares disposed | Other changes | Balance at 30 June 2022 |
|-----------------|---------------------------|--------------------|--------------------|------------------|----------------------------|
| Ordinary Shares | (Number) | (Number) | (Number) | (Number) | (Number) |
| John Abernethy | 1,540,000 | 180,000 | - | - | 1,720,000 |
| Ronni Chalmers | 719,042 | - | - | - | 719,042 |
| Julian Gosse | - | - | - | - | - |
| Marc Schwartz | 17,000 | - | - | - | 17,000 |
| | 2,276,042 | 180,000 | - | - | 2,456,042 |

| 2022 | Balance at 1 July 2021 | Convertible Notes acquired | Convertible Notes disposed | Other changes | Balance at 30 June 2022 |
|-------------------|---------------------------|----------------------------------|----------------------------------|------------------|----------------------------|
| Convertible Notes | (Number) | (Number) | (Number) | (Number) | (Number) |
| John Abernethy | 2,850 | 119,243 | - | - | 122,093 |
| Ronni Chalmers | 805,000 | 170,000 | - | - | 975,000 |
| Julian Gosse | - | - | - | - | - |
| Marc Schwartz | - | - | - | - | - |
| | 807,850 | 289,243 | - | - | 1,097,093 |

All acquisitions and disposals have been made on normal terms and conditions applicable to any equity/note holder.

(c) Options to acquire ordinary shares

There were no shares or options granted during the reporting period as compensation. There were no un-exercised options relating to compensation at 30 June 2023 and 30 June 2022.

NOTE 15

Financial instruments

(a) Financial Risk Management Objectives, Policies and Procedures

The Company's accounting policies are included in Note 1, while the terms and conditions of each class of financial asset, financial liability and equity instrument, both recognised and unrecognised at reporting date, are included under the appropriate note for that instrument.

Risks arising from holding financial instruments are inherent in the Company's activities, and are managed through a process of ongoing identification, measurement and monitoring. The Company is exposed to credit risk, liquidity risk and market risk. The Company is responsible for identifying and controlling the risks that arise from these financial instruments.

The risks are measured using a method that reflects the expected impact on the results and equity of the Company from reasonably possible changes in the relevant risk variables. Information about these risk exposures at the reporting date, measured on this basis, is disclosed below. Information about the total fair value of financial instruments exposed to risk, as well as compliance with established investment mandate limits, is also monitored by the Company. These mandate limits reflect the investment strategy of the Company, as well as the level of risk that the Company is willing to accept, with additional emphasis on selected industries.

This information is prepared and reported to relevant parties within the Company on a regular basis as deemed appropriate.

Concentrations of risk arise when a number of financial instruments or contracts are entered into with the same counterparty, or where a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions.

In order to avoid excessive concentrations of risk, the Company monitors its exposure to ensure concentrations of risk remain within acceptable levels and either reduces exposure or uses derivative instruments to manage the excessive risk concentrations when they arise.

(b) Credit risk

Credit risk represents the loss that would be recognised if counterparties failed to perform as contracted. The credit risk on financial assets, excluding investments, of the Company which have been recognised on the Statement of Financial Position, is the carrying amount. The Company is not materially exposed to any individual credit risk.

Credit is not considered to be a material risk to the Company as any cash and fixed interest securities held by the Company or in its portfolios are invested with financial institutions that have a Standard and Poor's long term rating AA-. Also the majority of maturities are within three months.

None of the assets exposed to a credit risk are overdue or considered to be impaired.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. This risk is controlled through the Company's investment in financial instruments, which under market conditions are readily convertible to cash. In addition, the Company maintains sufficient cash and cash equivalents to meet normal operating requirements. Accordingly, the entity is not considered to be exposed to material liquidity risks in relation to its financial instruments.

Maturity analysis for financial liabilities

Financial liabilities of the Company comprise trade and other payables which have no contractual maturities but are typically settled within 30 days, except convertible notes which will be settled on 30 November 2025, unless redeemed earlier.

NOTE 15

Financial instruments (continued)

(d) Market risk

Market risk represents the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

By its nature, as a listed investment company that invests in tradeable securities in various securities exchanges, the Company will always be subject to market risk and risks of changes in foreign currency exchange rates as it invests its capital in securities which are not risk free. The market prices of these securities can and do fluctuate in accordance with multiple factors.

The Company seeks to reduce market risk by attempting to invest in equity securities where there is a significant 'margin of safety' between the underlying companies' value and share price. The Company does not have set parameters as to a minimum or maximum margin of safety. The Company does set broad parameters regarding the maximum amount of the portfolio that can be invested in a single company or sector to ensure an appropriate level of diversification.

(i) Interest rate risk

The Company's interest bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows, the risk is measured using sensitivity analysis on Note 15(d)(iii).

Interest rate risk is actively managed by the Investment Manager. The majority of the Company's interest bearing assets are held with reputable banks to ensure the Company obtains competitive rates of return while providing sufficient liquidity to meet cash flow requirements.

The table below summarises the Company's exposure to interest rates risk. It includes the Company's assets and liabilities at fair values, categorised by the earlier of contractual repricing or maturity date.

| 2023 | Weighted Average Effective Interest Rate % | Floating Interest Rate \$ | Non Interest Bearing \$ | Fixed Interest Rate \$ | Total \$ |
|---|--|------------------------------------|-------------------------------|------------------------------|--------------------|
| Financial Assets | | | | | |
| Cash and cash equivalents | 0.96% | 17,691,999 | - | - | 17,691,999 |
| Trade and other receivables | - | - | 1,113,299 | - | 1,113,299 |
| Financial assets at fair value through profit or loss | - | - | 140,724,092 | - | 140,724,092 |
| Total Financial Assets | | 17,691,999 | 141,837,391 | - | 159,529,390 |
| Financial Liabilities | | | | | |
| Management fee payable and unsettled trades | | - | 4,742,457 | - | 4,742,457 |
| Dividends payable | | - | 1,876,505 | - | 1,876,505 |
| Convertible notes | 6.05% | - | - | 34,939,523 | 34,939,523 |
| Total Financial Liabilities | | - | 6,618,962 | 34,939,523 | 41,558,485 |

NOTE 15

Financial instruments (continued)

(d) Market risk (continued)

(i) Interest rate risk (continued)

| 2022 | Weighted Average Effective Interest Rate % | Floating Interest Rate \$ | Non Interest Bearing \$ | Fixed Interest Rate \$ | Total \$ |
|--|--|------------------------------------|----------------------------------|------------------------------|--------------------|
| Financial Assets | | | | | |
| Cash and cash equivalents | 0.06% | 8,362,862 | - | - | 8,362,862 |
| Trade and other receivables | | - | 858,992 | - | 858,992 |
| Financial assets at fair value through profit or loss | | - | 135,857,818 | - | 135,857,818 |
| Total Financial Assets | | 8,362,862 | 136,716,810 | - | 145,079,672 |
| Financial Liabilities | | | | | |
| Management fee payable and unsettled trades | | - | 122,291 | - | 122,291 |
| Dividends payable | | - | 1,794,917 | - | 1,794,917 |
| Convertible notes | 6.05% | - | - | 35,770,969 | 35,770,969 |
| Total Financial Liabilities | | - | 1,917,208 | 35,770,969 | 37,688,177 |

(ii) Other price risk

Other price risk is the risk that fair value of equities decreases as a result of changes in market prices, whether those changes are caused by factors specific to the individual stock or factors affecting the broader market. Other price risk exposure arises from the Company's investment portfolio.

(iii) Summarised sensitivity analysis

The following table summarises the sensitivity of the Company's operating profit and equity to other price risk and interest rate risk. The reasonably possible movements in the risk variables have been determined based on management's best estimate, having regard to a number of factors, including historical levels of changes in interest rates, historical correlation of the Company's investments with the relevant benchmark and market volatility. However, actual movements in the risk variables may be greater or less than anticipated due to a number of factors, including unusually large market shocks resulting from changes in the performance of the securities in which the Company invests. As a result, historic variations in risk variables are not a definitive indicator of future variations in the risk variables.

| Impact on profit (pre-tax) | Price risk Impact on profit or loss/equity | | Interest rate risk | |
|----------------------------|---|------------|--------------------|----------|
| | -10% | +10% | -100 bps | +100 bps |
| 30 June 2023 | (14,072,409) | 14,072,409 | (91,183) | 91,183 |
| 30 June 2022 | (13,585,782) | 13,585,782 | (82,369) | 82,369 |

No effect on other comprehensive income would result from price or interest rate risk in 2023 or 2022.

NOTE 16

Fair value measurement

The Company measures and recognises financial assets at fair value through profit or loss on a recurring basis.

The Company has no assets measured at fair value on a non-recurring basis in the current reporting period.

AASB 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly (Level 2); and
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

(a) Fair value in an active market (Level 1)

The fair value of financial assets traded in active markets (such as publicly traded derivatives and listed equity securities) are based on quoted market prices at the close of trading at the end of the reporting period without any deduction for estimated future selling costs.

The Company values its investments in accordance with the accounting policies set out in Note 1 of the financial statements. For the majority of its investments, the Company relies on information provided by independent pricing services for the valuation of its investments.

The quoted market price used for financial assets held by the Company is the closing quoted last prices at the end of the reporting period.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

An active market is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

(b) Fair value in an inactive or unquoted market (Level 2 and Level 3)

The fair value of financial assets that are not traded in an active market is determined using valuation techniques. These include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar other instrument, discounted cash flow techniques, option pricing models or any other valuation technique that provides a reliable estimate of prices obtained in actual market transactions. Refer to Note 16(f) for valuation inputs.

Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate used is a market rate at the end of the reporting period applicable for an instrument with similar terms and conditions.

For other pricing models, inputs are based on market data at the end of the reporting period. Fair values for unquoted equity investments are estimated, if possible, using applicable price/earnings ratios for similar listed companies adjusted to reflect the specific circumstances of the issuer.

Some of the inputs to these models may not be market observable and are therefore estimated based on assumptions.

The output of a model is always an estimate or approximation of a value that cannot be determined with certainty, and valuation techniques employed may not fully reflect all factors relevant to the positions the Company holds. Valuations are therefore adjusted, where appropriate, to allow for additional factors including liquidity risk and counterparty risk.

NOTE 16

Fair value measurement (continued)

(c) Recognised fair value measurements

The table below presents the Company's financial assets measured and recognised at fair value as at 30 June.

| | Level 1 | Level 2 | Level 3 | Total |
|--|--------------------|----------|-------------------|--------------------|
| At 30 June 2023 | \$ | \$ | \$ | \$ |
| Financial assets at fair value through profit or loss | | | | |
| Listed equities - domestic | 125,214,676 | - | - | 125,214,676 |
| Unlisted unit trusts | - | - | 15,509,416 | 15,509,416 |
| Total financial assets at fair value through profit or loss | 125,214,676 | - | 15,509,416 | 140,724,092 |
| | | | | |
| At 30 June 2022 | | | | |
| Financial assets at fair value through profit or loss | | | | |
| Listed equities - domestic | 120,489,661 | - | - | 120,489,661 |
| Unlisted unit trusts | - | - | 15,368,157 | 15,368,157 |
| Total financial assets at fair value through profit or loss | 120,489,661 | - | 15,368,157 | 135,857,818 |

(d) Transfer between Levels

Management's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

There were no transfers between levels in the fair value hierarchy at the end of the reporting period.

NOTE 16

**Fair value measurement
(continued)**

(e) Reconciliation of recurring level 3 fair value movements

| | Level 3 Unlisted unit trusts |
|--|------------------------------------|
| | \$ |
| Opening balance - 1 July 2021 | 11,228,011 |
| Purchases | 7,237,500 |
| Sales | (3,150,000) |
| Total gains recognised in profit or loss | 52,646 |
| Closing balance - 30 June 2022 | 15,368,157 |
| Net transfers into/out of | - |
| Purchases | - |
| Sales | - |
| Total gains recognised in profit or loss | 141,259 |
| Closing balance - 30 June 2023 | 15,509,416 |

\$141,259 (30 June 2022: gains of \$52,646) of the total gains and losses recognised in profit or loss in respect to level 3 fair value measurements are unrealised as they are attributable to assets held at the end of the reporting period.

(f) Valuation inputs and relationships to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements. See (a) and (b) above for the valuation techniques adopted.

| Description | Fair value | Unobservable inputs | Range of inputs (probability - weighted average) | Relationships of unobservable inputs to fair value |
|------------------------|------------|---|---|--|
| At 30 June 2023 | | | | |
| Unlisted unit trusts | 15,509,416 | Reported net asset value by the respective investment managers of the underlying unlisted unit trusts | N/A | Direct |
| At 30 June 2022 | | | | |
| Unlisted unit trusts | 15,368,157 | Reported net asset value by the respective investment managers of the underlying unlisted unit trusts | N/A | Direct |

NOTE 16

Fair value measurement (continued)

(g) Valuation processes used for Level 3 fair value measurements

The Company's Income Sleeve investments are typically unlisted syndicated investments with a medium term investment horizon. The value of investment was initially recorded at cost / acquisition price. The Manager of these unlisted funds issues periodic updates (quarterly or half yearly) to communicate the performance of underlying assets, summary financial information and periodically, independent valuation of the trust's underlying assets. An independent external valuation is generally done annually and communicated to the investors through the regular fund update. The Company reviews these updates and will reflect the investment valuation based on the independent valuation. As observable prices are not available for these securities, the Company has relied on valuations provided by managers of the underlying funds, based on the net asset value per unit reported by those trusts, in order to derive the fair value of the units.

(h) Sensitivity analysis for recurring Level 3 fair value measurements

Significant observable and unobservable inputs which affect the valuation of the underlying business of the syndicated unlisted investments include interest rates and general economic conditions, including but not limited to level of economic growth, inflation, wage data, terms of trade, business activity and business and consumer confidence. To illustrate, when interest rates go up, all else being equal and in isolation, the value of the syndicated unlisted investment goes down. However, the interrelationship between key valuation inputs means individual measures do not generally move in isolation. For example, when general economic conditions such as the level of economic growth, business activity and consumer confidence improve, in isolation the value of the unlisted investment goes up. This may be offset by an accompanying increase in interest rates by Central Banks to moderate strong economic activity, which as outlined above would act to reduce the value of the syndicated unlisted investment.

(i) Fair value of financial instruments not carried at fair value

Trade receivables and payables not explained above are carried at amortised cost.

NOTE 17

Segment information

The Company is organised into one segment which operates solely in the business of investment management within Australia.

The Company operates in Australia and holds all assets through an Australian Custodian.

The Company has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The Directors are of the opinion that the current financial position and performance of the Company is equivalent to the operating segments identified above and as such no further disclosure has been provided.

NOTE 18

Contingent assets and liabilities

As at 30 June 2023, the Company has no contingent liabilities or commitments (2022: \$Nil).

NOTE 19

Events subsequent to reporting date

On 28 July 2023, a fully franked dividend for the quarter ending 30 June 2023 of 1.34 cents per share was paid on ordinary shares.

No other matters or circumstances have arisen since the end of the financial year which significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company in future financial years.

NOTE 20

Company details

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

Level 12
20 Hunter Street
Sydney NSW 2000

Directors' Declaration

The Directors declare that:

- a. In the Directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with Accounting Standards, and giving a true and fair view of the financial position and performance of the Company;
- b. In the Directors' opinion, 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. In the Directors' opinion, the attached financial statements are in compliance with International Financial Reporting Standards, as stated on Note 1(a) of the financial statements;
- d. The Directors have been given the declarations required by S.295A of the *Corporations Act 2001*; and
- e. The remuneration disclosures contained in the Remuneration Report comply with S300A of the *Corporations Act 2001*.

Signed in accordance with a resolution of the Directors made pursuant to S.295(5) of the *Corporations Act 2001*.

On behalf of the Directors



John Abernethy
Chairman

Sydney, 24 August 2023



Pitcher Partners Sydney Partnership

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Sydney NSW 2000

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e. sydneypartners@pitcher.com.au

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CLIME CAPITAL LIMITED
ABN 99 106 282 777**

Report on the Audit of the Financial Report

Opinion

We have audited the accompanying financial report of Clime Capital Limited ("the Company"), which comprises the statement of financial position as at 30 June 2023, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the Directors' Declaration.

In our opinion the financial report of Clime Capital Limited is in accordance with the *Corporations Act 2001*, including:

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

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of 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 also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the Directors of the Company, would be in the same terms if given to the Directors as at the time of this auditor's report.

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

Adelaide Brisbane Melbourne Newcastle Perth Sydney

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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CLIME CAPITAL LIMITED
ABN 99 106 282 777**



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. These matters were 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 these matters.

| Key audit matter | How our audit addressed the matter |
|--|--|
| <i>Existence and Valuation of Financial Assets</i> <i>Refer to Note 8: Financial assets at fair value through profit or loss and Note 16: Fair value measurement</i> | |
| <p>The Company's financial assets are its largest asset and represent the most significant driver of the Company's Net Tangible Assets and operating result.</p> <p>The majority of the Company's investments are considered to be non-complex in nature with fair value based on readily observable data from the ASX and are therefore classified as Level 1.</p> <p>The remaining investments are considered to be Level 3, where the investment is not traded in an active market and fair value is determined using valuation techniques where there are judgements involved in determining the fair value of the investments. The models used to value these investments include inputs which may not be market observable and are therefore estimated based on assumptions.</p> <p>Given the significance of the investments balance, the key audit matter for us was whether the Company has accurately recorded the fair value and has ownership at year end.</p> | <p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> ▪ Obtaining an understanding of and evaluating the investment management processes and controls including those controls performed by a service organisation; ▪ Reviewing and evaluating the independent auditor's report on the design and operating effectiveness of internal controls (ASAE 3402 <i>Assurance Reports on Controls at a Service Organisation</i>) for the Administrator and Custodian; ▪ Making enquiries as to whether there have been any changes to these controls or their effectiveness from the periods to which the auditor's report relate to and obtaining a bridging letter; ▪ Obtaining confirmation of the investment holdings directly from the Custodian; ▪ For level 1 securities, comparing the investment valuation of the Company at last sale price ensuring that the last sale price is within the bid-ask spread obtained from independent pricing sources. ▪ For level 3 securities, selecting samples of investments to review in detail, assessing management's assumptions and significant judgements used in determining the fair value of each investment. ▪ Evaluating the accounting treatment of revaluations of financial assets for current/deferred tax and unrealised gains or losses; and ▪ Assessing the adequacy of disclosures in the financial statements. |

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CLIME CAPITAL LIMITED
ABN 99 106 282 777**



Accuracy of Management and Performance Fees

Refer to Note 9: Trade and other payables and Note 13: Related party transactions

| | |
|--|--|
| <p>Management and performance fees are significant expenses of the Company, and their calculation requires adjustments and key inputs.</p> <p>Adjustments include company dividends, tax payments, capital raisings, capital reductions and other relevant expenses.</p> <p>The calculation of management and performance fees includes key inputs such as portfolio movements, relevant index benchmarking and set percentages in accordance with the Investment Management Agreement between the Company and the Investment Manager.</p> <p>In addition to their quantum, as these transactions are made with related parties, there are additional inherent risks associated with these transactions, including the fees charged being in excess of those mandated under the Investment Management Agreement.</p> | <p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> ▪ Obtaining an understanding of and evaluating the processes and controls for calculating the management and performance fees; ▪ Making enquiries with the Investment Manager and those charged with governance with respect to any significant events during the period and associated adjustments made as a result, in addition to reviewing ASX announcements and Board meeting minutes; ▪ Testing of adjustments such as company dividends, tax payments, capital raisings, capital reductions as well as any other relevant expenses used in the calculation of management and performance fees; ▪ Testing of key inputs such as portfolio movements, application of the relevant index benchmarking, set percentage used in the calculation of management and performance fees, as well as performing a recalculation in accordance with our understanding of the Investment Management Agreement; and ▪ Assessing the adequacy of disclosures made in the financial statements. |
|--|--|

Other Information

The Directors are responsible for the other information. The other information comprises the information in the Company's Annual Report for the year ended 30 June 2023, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially consistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CLIME CAPITAL LIMITED
ABN 99 106 282 777**



Responsibilities of the Directors for the Financial Report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the Directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the 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 objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CLIME CAPITAL LIMITED
ABN 99 106 282 777**



We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 16 to 20 of the Directors' Report for the year ended 30 June 2023. In our opinion, the Remuneration Report of Clime Capital Limited for the year ended 30 June 2023, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The Directors of Clime Capital Limited are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

S M Whiddett
Partner

24 August 2023

Pitcher Partners
Sydney

ASX Additional Information

Additional information required by the Australian Securities Exchange Listing Rules and not disclosed elsewhere in this report.

A. Distribution of Equity Shareholders and Convertible Noteholders (as at 4 August 2023)

Analysis of numbers of equity security holders & convertible note holders by size of holding:

| | No. of Holders | |
|------------------|-----------------|------------------|
| | Ordinary Shares | Convertible Note |
| 1 - 1,000 | 333 | 62 |
| 1,001 - 5,000 | 493 | 78 |
| 5,001 - 10,000 | 351 | 54 |
| 10,001 - 100,000 | 1,526 | 223 |
| 100,001 and over | 283 | 60 |
| | 2,986 | 477 |

B. Equity Share Holders & Convertible Note Holders

The names of the twenty largest holders of quoted equity securities are listed below as at 4 August 2023.

| Name | Ordinary Shares | |
|---|-------------------|--------------------|
| | No. of shares | % of issued shares |
| J P Morgan Nominees Australia Pty Limited | 10,648,997 | 7.6 |
| Double Pty Limited And Abernethy SMSF Pty Limited | 2,030,000 | 1.4 |
| Netwealth Investments Limited <Wrap Services A/C> | 1,888,473 | 1.3 |
| Glen Ranelagh Pty Ltd | 1,802,494 | 1.3 |
| Mr Richard Miller | 1,670,000 | 1.2 |
| Jacqueline Kay Pty Ltd <Staff S/F A/C> | 1,351,278 | 1.0 |
| Heathers Super Pty Ltd <Heathers Family S/F A/C> | 1,191,982 | 0.9 |
| John E Gill Operations Pty Ltd | 1,151,340 | 0.8 |
| HSBC Custody Nominees (Australia) Limited | 1,025,180 | 0.7 |
| Great D Pty Ltd <Great D Super Fund A/C> | 1,000,000 | 0.7 |
| Mr Peter Michael Antaw & Mrs Victoria Mary Antaw <Petavic Super Fund A/C> | 967,423 | 0.7 |
| Ropa Pty Limited | 912,346 | 0.7 |
| Mr Paul Wilhelm Mccauley & Mrs Lisa-Gaye Mccauley <Asap Super Fund A/C> | 809,342 | 0.6 |
| Sean Farmer Group Pty Ltd | 789,647 | 0.6 |
| Mr Michael Anthony Fox & Mrs Susan Elizabeth Fox | 750,000 | 0.5 |
| Hudson Retirement Pty Ltd <Seagulls Super A/C> | 726,830 | 0.5 |
| Mr Ronni David Chalmers Savoir Superannuation Pty Ltd <Locope Super Fund A/C> | 719,042 | 0.5 |
| Di Lulio Homes Pty Limited <Di Lulio Super Fund A/C> | 669,727 | 0.5 |
| Jennifer Kaldor & Jonathon Rosenberg <Rosenberg Family S/F A/C> | 658,683 | 0.5 |
| Mr Barry George Forbes <Forbes Super Fund A/C> | 644,306 | 0.5 |
| | 31,407,090 | 22.5 |

The names of the twenty largest holders of quoted Convertible Notes are listed below as at 4 August 2023.

| Name | Convertible note | |
|---|-------------------|-------------------|
| | No. of notes | % of issued notes |
| J P Morgan Nominees Australia Pty Limited | 3,298,857 | 9.3 |
| Netwealth Investments Limited <Wrap Services A/C> | 1,793,596 | 5.1 |
| Mutual Trust Pty Ltd | 1,601,039 | 4.5 |
| Mr Colin John Vaughan & Mrs Robin Vaughan <C&R Vaughan Super Fund A/C> | 1,308,319 | 3.7 |
| Tadmaro Pty Limited | 1,305,548 | 3.7 |
| Mr Ronni David Chalmers Savoir Superannuation Pty Ltd <Locope Super Fund A/C> | 1,142,276 | 3.2 |
| Dr Graeme Peter Dorahy & Mrs Jean Elizabeth Dorahy <Dorahy Super Fund A/C> | 1,014,936 | 2.9 |
| Jacqueline Kay Pty Ltd <Staff S/F A/C> | 710,343 | 2.0 |
| Mr Graham Denney & Mrs Angela Denney | 600,000 | 1.7 |
| Philip Holdings Pty Ltd <Philip Family A/C> | 600,000 | 1.7 |
| Clendon House Investments Pty Ltd | 587,467 | 1.7 |
| Mr Anthony Michael Giuffre | 550,000 | 1.6 |
| Press Form Holdings Pty Ltd | 500,000 | 1.4 |
| Capitol Securities Pty Ltd | 489,600 | 1.4 |
| Harrington Provident Fund Pty Ltd <Ga&L Harrington Prov A/C> | 426,869 | 1.2 |
| Australian Executor Trustees Limited <No 1 Account> | 406,008 | 1.1 |
| Netwealth Investments Limited <Super Services A/C> | 402,683 | 1.1 |
| Coolal Pty Ltd <Finley Super Fund A/C> | 400,000 | 1.1 |
| Mr Reginald Raymond Caldwell | 391,192 | 1.1 |
| Citicorp Nominees Pty Limited | 369,015 | 1.0 |
| | 17,897,748 | 50.5 |

Unquoted equity securities

There are no unquoted equity securities on issue as at the date of this report.

C. Substantial Holders

Substantial holders in the company are set out below (based on voting interest in fully paid ordinary shares) as at 4 August 2023.

| Name | Ordinary Shares | |
|--|--------------------|--------------------|
| | No. of shares held | % of issued shares |
| Clime Investment Management Limited - Direct | 5,569,223 | 4.0 |
| Clime Investment Management Limited - Indirect | 5,060,379 | 3.6 |

D. Voting Rights

The voting rights attaching to each class of equity securities are set out below:

Fully Paid Ordinary Shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

E. Investments held at the balance date

| Listed domestic securities | No. of shares held | Fair value at 30 June 2023 |
|---|-----------------------|-------------------------------|
| AGL Energy Limited | 280,000 | 3,026,800 |
| Amcor Limited | 305,681 | 4,542,420 |
| APA Group | 347,500 | 3,367,275 |
| Aurizon Holdings Limited | 1,038,423 | 4,070,618 |
| Australia & New Zealand Banking Group Limited | 393,181 | 9,322,322 |
| BHP Billiton Limited | 378,683 | 17,036,948 |
| Brickworks Limited | 143,658 | 3,829,922 |
| Coles Group Ltd | 394,165 | 7,260,519 |
| CSL Limited | 17,100 | 4,743,198 |
| GPT Group Property Trust | 639,000 | 2,645,460 |
| GWA Group Ltd | 854,238 | 1,494,917 |
| Incitec Pivot Limited | 1,644,067 | 4,504,744 |
| IPH Limited | 322,552 | 2,525,582 |
| James Hardie Industries SE | 97,187 | 3,863,183 |
| Mach7 Technologies | 4,884,517 | 3,028,401 |
| Macquarie Group Limited | 17,745 | 3,151,867 |
| National Australia Bank Limited | 420,108 | 11,078,248 |
| Northern Star Resources | 355,000 | 4,288,400 |
| NRW Holdings Limited | 161,153 | 407,717 |
| Pilbara Minerals Ltd | 650,000 | 3,178,500 |
| Qube Holdings Limited | 1,055,000 | 3,006,750 |
| Ridley Corporation | 585,646 | 1,171,292 |
| Sonic Healthcare Limited | 80,279 | 2,855,524 |
| South32 Limited | 595,000 | 2,237,200 |
| Stanmore Resources Ltd | 1,329,857 | 3,431,031 |
| Straker Translations Ltd | 2,447,556 | 1,639,863 |
| Telstra Group Ltd | 1,610,400 | 6,924,720 |
| Westpac Banking Corporation | 308,400 | 6,581,255 |
| | | 125,214,676 |

E. Investments held at the balance date (continued)

| Income Sleeve - Syndicated listed/unlisted investments | No. of shares held | Fair value at 30 June 2023 |
|--|-----------------------|-------------------------------|
| Bluewater Square Syndicate | 1,500,000 | 1,035,000 |
| Burke Street Fund | 1,227,813 | 1,227,813 |
| Centuria Government Income Property Fund | 1,000,000 | 1,030,000 |
| Centuria Healthcare Property Fund | 1,617,647 | 1,760,485 |
| Dexus Regional Property Fund | 348,529 | 545,204 |
| Elanor Hotel Accommodation Fund | 1,820,000 | 1,820,000 |
| Elanor Waverly Gardens Syndicate | 1,000,000 | 1,070,000 |
| Hunters Plaza Syndicate | 1,000,000 | 1,120,000 |
| Northgate Geraldton Trust | 1,250,000 | 1,250,000 |
| Packform Unit Trust | 687,500 | 1,045,000 |
| Primewest Agricultural Trust No 1 | 1,160,000 | 1,368,800 |
| Southern Cross Poultry Fund Investment Trust | 1,000,000 | 1,220,000 |
| Southern Cross Poultry Fund Operating Trust | 1,000,000 | 30,000 |
| St Georges Terrace Fund | 257,732 | 987,114 |
| | | 15,509,416 |
| Total | | 140,724,092 |

- F. During the year ended 30 June 2023, the Company recorded 290 transactions in securities. \$365,606 (excluding GST) in brokerage was paid or accrued for the year.

G. Investment Manager

The Company has an Investment Management Agreement with the Investment Manager, Clime Asset Management Pty Limited, a 100% subsidiary of Clime Investment Management Limited (ASX:CIW).

Base fee

The Investment Manager is entitled to a monthly base fee calculated as 0.08334% (excluding GST) of the market value of all assets less total indebtedness of the Company.

Performance fee

The Investment Manager is entitled to a performance fee calculated as 20% (excluding GST) of the amount by which the absolute dollar value of the investment performance (after deducting the base fee) exceeds the All Ordinaries Accumulation Index for the annual period, provided that the performance is positive.

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