

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

THORNEY OPPORTUNITIES LTD

ABN/ARBN

41 080 167 264

Financial year ended:

30 June 2023

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: www.thorney.com.au/thorney-opportunities/corporate-governance/

The Corporate Governance Statement is accurate and up to date as at 18 August 2023 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 21 August 2023

Name of Secretary authorising lodgement: Craig Smith **ACIS CPA**

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

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

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

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: in our Corporate Governance Statement under Principle 1 and on our website https://thomey.com.au/content/uploads/2023/08/TOP_Board_Charter_2023.pdf	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate governance/charters/”).

⁵ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.		☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: In our Corporate Governance Statement under Principle 1 and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: In our Corporate Governance Statement under Principle 1	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		☒ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: In our Corporate Governance Statement Principle 2	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: In our Corporate Governance Statement under Principle 2 www.thorney.com.au/thorney-opportunities/corporate-governance/	

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2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: In our Corporate Governance Statement under Principle 2 www.thorney.com.au/thorney-opportunities/corporate-governance/ and, where applicable, the information referred to in paragraph (b) at: In our Corporate Governance Statement under Principle 2 www.thorney.com.au/thorney-opportunities/corporate-governance/ and the length of service of each director at: In our Corporate Governance Statement under Principle 2 www.thorney.com.au/thorney-opportunities/corporate-governance/	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.		☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.		☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒ in our Corporate Governance Statement under Principle 2	

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☐ and we have disclosed our values at: See Statement of values Under Principle 3 www.thorney.com.au/content/uploads/2021/06/2021-Statement-of-Values-TOP_final.pdf	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☐ and we have disclosed our code of conduct at: See Code of Conduct Under Principle 3 https://thorney.com.au/content/uploads/2023/08/TOP_Code_of_Conduct_2023.pdf	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: See Whistleblower policy Under Principle 3 https://thorney.com.au/content/uploads/2023/08/TOP_Whistleblower_Policy_2023.pdf	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: See policy within our Code of Conduct under Principle 3 https://thorney.com.au/content/uploads/2023/08/TOP_Code_of_Conduct_2023.pdf	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		☒ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒ in our Corporate Governance under Principle 4 Assurance	
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒ in our Corporate Governance Statement under Principle 4 External Auditor	

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: See disclosure policy under Principle 5 https://thorney.com.au/content/uploads/2023/08/TOP_Disclosure_Policy_2023.pdf	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: On our website www.thorney.com.au/thorney-opportunities/corporate-governance/	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: See Communications policy under Principle 6 https://thorney.com.au/content/uploads/2023/08/TOP_Communications_Policy_2023.pdf	
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee at: https://thorney.com.au/content/uploads/2023/08/TOP_ARM_Charter_2023.pdf and the information referred to in paragraphs (4) and (5) at: Disclosed under Principle 7, as well as in our annual financial statements www.thorney.com.au/thorney-opportunities/news-announcements/ Heading: Company Reports	
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: See review date within Risk Management Policy, under Principle 7 https://thorney.com.au/content/uploads/2023/08/TOP_Risk_Management_Policy_2023.pdf	
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: Refer to explanation under Principle 7 www.thorney.com.au/thorney-opportunities/corporate-governance/	

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: Refer to explanation under Principle 7 www.thorney.com.au/thorney-opportunities/corporate-governance/ and, if we do, how we manage or intend to manage those risks at: As described under Principle 7 and within our Risk Management Policy https://thorney.com.au/content/uploads/2023/08/TOP_Risk_Management_Policy_2023.pdf	

Key to Disclosures Corporate Governance Council Principles and Recommendations

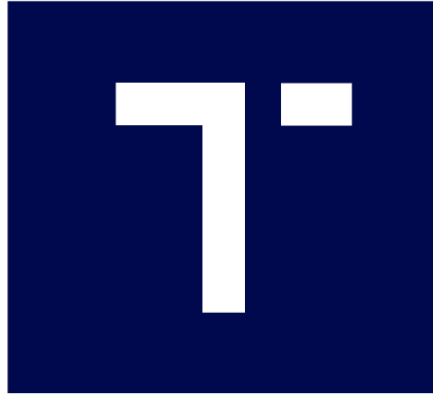
Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: in our Corporate Governance Statement Principle 8, under Remuneration Committee www.thorney.com.au/thorney-opportunities/corporate-governance/	
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: in our Corporate Governance Statement Principle 8 www.thorney.com.au/thorney-opportunities/corporate-governance/	
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.		☐ set out in our Corporate Governance Statement OR ☒ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.		☐ set out in our Corporate Governance Statement OR ☒ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.		☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☒ and we have disclosed the information referred to in paragraphs (a) and (b) at: in our Corporate Governance Statement Principle 8 www.thorney.com.au/thorney-opportunities/corporate-governance/	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☒ and we have disclosed the terms governing our remuneration as manager of the entity at: in our Corporate Governance Statement Principle 8 www.thorney.com.au/thorney-opportunities/corporate-governance/	



THORNEY

OPPORTUNITIES

TOP

2023 CORPORATE GOVERNANCE STATEMENT

Current as at and approved by the Board on 18 August 2023

THORNEY OPPORTUNITIES LTD

ABN 41 080 167 264

Level 39, 55 Collins St. Melbourne VIC 3000 Australia

2023 Corporate governance statement

Thorney Opportunities Ltd (Thorney Opportunities, TOP or Company) is committed to developing and maintaining an effective system of corporate governance which is commensurate with the size and nature of the Company, its Board and the scope of its operations.

In the following statements we detail how the Company adheres to the 8 core principles and where there is non-adherence, we disclose why it is necessary to take a different approach.

Principle 1: Lay solid foundations for management and oversight:

The primary role of the Board is to ensure the long-term prosperity of Thorney Opportunities.

The Board is responsible for a broad range of matters and will act in the best interests of the Company to ensure that the business of the Company is properly managed. The Company has no employees, and its day-to-day functions and investment activities are managed by Thorney Management Services Pty Ltd (Investment Manager) pursuant to an Investment Management Agreement (IMA) approved by shareholders. The Investment Manager performs the tasks that would ordinarily be performed by senior executives.

The Board has adopted a *Board Charter* which stipulates the respective roles and responsibilities of the board and matters expressly reserved to the Board and which operational activities and what levels of authority have been delegated to the Investment Manager.

The Board may delegate any of these matters to individual Directors, Board Committees, or the Investment Manager but any such delegation shall be in accordance with the law and the Company's *Constitution*.

The Board meets at least quarterly. At these meetings senior managers of the Investment Manager are available to report on the Company's operations.

Before being invited to join the Board and standing for election by shareholders, all non-executive Directors have appropriate background checks. All details of directors' qualifications, skills and experience, independence including other material directorships currently held and any related party disclosures are included in the meeting materials presented to shareholders.

Service arrangements have been agreed between the Company and the Directors personally with respect to their individual remuneration and other terms of employment. Each Director has entered into an agreement regarding insurance, access to records and disclosure of any trading in TOP securities as required under ASX Listing Rules, confidentiality, and the Company's *Trading Policy*.

The Company Secretary has a direct reporting line to each Director of the Company in regard to all matters to do with the proper functioning of the Board and the Committees.

Diversity The Company has not promulgated a *Diversity Policy* nor has it set any measurable objectives for gender diversity in compliance with ASX Recommendation 1.5. As the Company has no employees the Board has determined that a Diversity Policy and the setting of measurable objectives to achieve gender diversity are not warranted at this time. However, the composition of the Board is periodically reviewed.

The Board undertakes a formal annual performance self-assessment of the Board, the Audit and Risk Committee and the Investment Manager.

CORPORATE GOVERNANCE STATEMENT continued

Principle 1: Lay solid foundations for management and oversight continued:

An evaluation of board performance was undertaken during the financial year ended 30 June 2023 with no material changes proposed to the Board processes or individual director contributions. A review of board composition considered the resignation of a director during the year. Having regard to the size and the nature of its business, the Company has determined that a 3 member board is appropriate at this time to sufficiently enable it to effectively discharge its responsibilities to the Company.

The Board annually reviews the performance of the Investment Manager based on total returns to shareholders and with reference to peer LIC performance and benchmark ASX indices.

The non-executive directors meet at least once a year to review and evaluate the performance of the Investment Manager.

A satisfactory evaluation of the Investment Manager's performance for the financial year ended 30 June 2023 was undertaken by the independent directors.

The Investment Manager has an established induction process for all its employees with responsibilities under the IMA. As part of this induction process, new senior executives will receive briefings on the business of the Company and the Investment Manager and their policies and procedures. These briefings will focus on the key operational, regulatory, risk and compliance issues that are of relevance to the Company and the Investment Manager.

Principle 2: Structure the board to be effective and add value:

Nomination and appointment of new Directors

ASX Recommendation 2.1 states that a board should establish a nomination committee and disclose a charter. Given the size and nature of the Company, the Board has determined that a Nomination Committee is not warranted.

The Board considers the issues that would otherwise be considered by a Nominations Committee.

Board skills matrix

The TOP Board must comprise directors with an appropriate range of skills, experience and expertise.

Board skills and experience:		The Board skills matrix sets out the key skills and experience of the Directors and the extent to which they are represented on the current Board and its Committees. In addition to the skills and experience outlined in this table the Board considers that each Director has the appropriate attributes such as • honesty and integrity; • an understanding of shareholder value; • has sufficient time to undertake the role appropriately; • an enquiring mind; and • a demonstrated commitment to appropriate standards of governance.
Executive leadership	All directors	
Financial markets acumen	All directors	
Governance	All directors	
Public policy and Regulation	All directors	
Shareholder engagement	All directors	
Strategy	All directors	

Background information on Directors in office is set out in the Directors' Report of the Annual Report.

The Company's *Constitution* provides that there must be a minimum of 3 and a maximum of 10 directors.

Principle 2: Structure the board to be effective and add value continued:**Majority of independent directors**

The Board currently comprises 1 independent, non-executive director (Dr Gary Weiss AM) and 2 non-independent non-executive directors (Alex Waislitz OAM and Henry Lanzer AM). The Board regularly assesses the independence of each non-executive director.

Director	Position	Classification	Appointment	Last election
Alex Waislitz OAM	Chairman	Non-independent	21 November 2013	18 November 2020
Henry Lanzer AM	Director	Non-independent	21 November 2013	8 November 2021
Dr Gary Weiss AM	Director ¹	Independent	21 November 2013	14 November 2022

Thorney Opportunities notes that the current Board does not comply with ASX Recommendation 2.4 with respect to a majority of independent directors. The Board considers that all Directors of TOP bring significant expertise and investment experience to the Company and that the current structure is appropriate for the Company at this time.

Directors are elected by shareholders and in accordance with the provisions of the *Constitution*, no director holds office for a period longer than 3 years without standing for re-election by the shareholders.

Chairman and independence

Thorney Opportunities notes that ASX Recommendation 2.3 (modified recommendation for externally managed listed entities) and ASX Recommendation 2.5 states that the chair of the Company and Investment Manager should be independent and, in particular, should not be the same person as the CEO of the entity.

The Board takes the view that it is in the best interests of shareholders that Mr Waislitz be the Chairman of Thorney Opportunities and we make the following observations:

- Mr Waislitz, as the long-term chairman and CEO of the private Thorney Investment Group, has a demonstrated track record of successful investment performance over 3 decades.
- In November 2013, shareholders voted in favour of all Thorney Investment Group proposals, including the appointment of Mr Waislitz as a director, on the expectation he be appointed Chairman of the Company.
- There are well-credentialed independent directors serving on the Board.
- Delegation of certain responsibilities to Board committees.
- The appointment of Dr Gary Weiss AM as Lead independent director.

The Company has a program for inducting new directors and each director individually reviews their training and professional development needs to maintain the skills and knowledge required to effectively perform their role.

Each director may obtain independent professional advice at the expense of the Company on matters arising in the course of their Board duties. The payment for the cost of the advice by the Company is subject to the approval of the Chairman, which will not be unreasonably withheld.

¹ Lead Independent Director

Principle 3: Instil a culture of acting lawfully, ethically and responsibly:

Statement of Values

As per recommendation 3.1, the Company has established a Statement of Values. This Statement identifies the Company's core values, which underpin its culture, Code of Conduct, business strategy, remuneration structure and general approach to its business dealings.

The Company's values are the guiding principles and norms that define what type of organisation the Company aspires to be and what it requires from its directors and Investment Manager to achieve that aspiration.

Code of Conduct and Conflicts of Interest

The Company has established a *Code of Conduct* that provides guidance to Directors and employees of the Investment Manager. Under these principles Directors will:

- conduct business lawfully;
- conduct business in good faith and in a manner that will maintain confidence in the Company's integrity;
- perform their duties to high standards of honest, ethical and law-abiding behaviour;
- treat others with dignity and respect; and
- not engage in conduct likely to adversely affect the reputation of Thorney Opportunities.

The *Code of Conduct* also sets out details of how conflicts of interest should be avoided. Directors must disclose to the Company any material personal interest they or their associates may have in a matter that relates to the affairs of the Company, and inform the Board, via the Company Secretary, of any changes. Where conflicts of interest arise, the Code sets out appropriate arrangements that must be followed.

A copy of the *Code of Conduct* is available on the Company's website.

Whistleblower Policy

The Company has established a whistleblower policy allowing stakeholders to confidentially submit for investigation any serious complaint against the Company or its representatives and provides protections for employees who do so. The Board will be informed of any material concern raised under the Policy or that calls into question the culture of the Company.

A copy of the *Whistleblower Policy* is available on the Company's website.

Principle 4: Safeguard the integrity of corporate reports:

Audit Committee

Thorney Opportunities has established an Audit and Risk Committee and adopted an *Audit and Risk Committee Charter*. Dr Gary Weiss (Committee Chairman) and Henry Lanzer have been formally appointed to the Committee, but all directors are invited and encouraged to attend each meeting. The Company notes that its committee composition and charter do not conform to ASX Recommendation 4.1, however the Board believes that given the size and nature of the Company and the Board, the committee structure is sufficiently appropriate to independently verify and safeguard the integrity of the financial reporting.

A table of attendance at committee meetings by directors is included in the directors' report.

Assurance

Thorney Opportunities does not employ its own CEO or CFO. However, for the purposes of section 295A of the Corporations Act and ASX Recommendation 4.2, the Chairman and Company Secretary provide the required assurances and declarations each half-year.

Principle 4: Safeguard the integrity of corporate reports continued:

The Thorney Opportunities Board has received assurance from the Chairman and Company Secretary that, in their opinion:

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

External Auditor

The Audit and Risk Committee Charter includes information on the procedures for selection, appointment and removal of the external auditor of the Company and for the rotation of the external audit engagement partner. In 2013 shareholders appointed Ernst & Young as the company's auditor. Following completion of the 2023 year end, the audit engagement partner of Ernst & Young will be rotated as required under the rotation policy.

TOP ensures that the external auditor attends the AGM and is available to answer questions relevant to the audit from shareholders.

Principle 5: Make timely and balanced disclosure:

Thorney Opportunities has adopted a *Disclosure Policy* which has procedures designed to ensure compliance with ASX Listing Rules and Corporations Act disclosure requirements and to ensure accountability of Directors and senior management of the Investment Manager for that compliance.

The policy, which is available on the Company's website, has procedures designed to ensure that material information is communicated to the Chairman and Company Secretary and for the assessment of information for the disclosure of material information to the market.

The Board acknowledges the importance of promoting timely and balanced disclosure of all material matters concerning Thorney Opportunities and believes it is fully compliant with Principle 5 and its recommendations.

Principle 6: Respect the rights of security holders:

Thorney Opportunities has a *Communications Policy* which seeks to promote effective communication with our shareholders. The Company communicates in several ways including via its Annual Report and Half-yearly accounts, monthly net tangible asset backing announcements with commentary, and other ASX announcements regarding material investments and other developments. TOP engages an external investor relations firm to assist the Company with its shareholder engagement program.

Thorney Opportunities Ltd maintains a website at: www.thorney.com.au/thorney-opportunities/.

Annual General Meeting

The Company's AGM will be held on 14 November 2023 as a virtual meeting, and further meeting details will be announced in early October 2023.

The Chairman of the meeting will ensure that shareholders are given the opportunity to participate at the AGM. The Company encourages shareholders to contact the Share Registry and opt in to receive and send all communications to and from the Company electronically.

Principle 7: Recognise and manage risk:

The Board, through the Audit and Risk Committee, is responsible for setting policies for oversight of risk and identification and management of material business risks. Thorney Opportunities has an approved *Audit and Risk Committee Charter* (see Principle 4 above) and in conjunction with the Investment Manager has adopted a *Risk Management Policy*.

The Investment Manager has implemented a risk management and compliance framework which enables the identification of risks, the execution of appropriate responses, the monitoring of risks and the controls applied to mitigate risks.

The main areas of risk that have been identified are investment risk and operational risk. As a listed investment company Thorney Opportunities will always bear investment risk as it invests its capital in assets that are not risk free. Investment risk includes market risk, currency risk, credit, counterparty and settlement risk, liquidity risk, climate risk and reputational risk. Operational risks can include legal, regulatory, disaster recovery, systems, process and human resource, environmental and social risks. Our risk management framework has been designed to monitor, review and continually improve risk management throughout the Company.

For the year ended 30 June 2023 the Audit and Risk Committee reviewed the Company's risk management framework and the Board was satisfied that it continues to be sound.

The Board believes that commensurate with the size and nature of the business that an internal audit function is not warranted at this time. The Company utilises highly effective internal control processes and systems, developed over 2 decades by the Investment Manager to manage the multifaceted investment activities of the private Thorney Group. The Investment Manager employs staff and consultants who are responsible for evaluating and continually improving the effectiveness of the risk management and internal control systems. These systems are subject to an annual external audit.

The Company does have a material exposure to the Australian stock market. A large fall or correction to the overall market is likely to adversely affect the Company's NTA. The Investment Manager seeks to reduce this risk through careful stock selection, diversification and management of the relative weightings of individual securities.

Principle 8: Remunerate fairly and responsibly:

Remuneration Committee

ASX Recommendation 8.1 states that a board should establish a remuneration committee. Given the size and nature of the Company and the fact the company does not employ executives, the Board has determined that a Remuneration Committee is not warranted, nor does it have a *Remuneration Policy* to disclose.

Non-executive Directors

Non-executive Directors are remunerated by a fixed director's fee including superannuation or as a fixed consulting fee plus GST, as permitted by the Company's Constitution.

The maximum remuneration of Non-executive Directors is determined by Shareholders at a General Meeting in accordance with the *Constitution*, the Corporations Act and the ASX Listing Rules, as applicable. At present the maximum aggregate remuneration of Non-executive Directors is \$400,000 per annum. The apportionment of non-executive Director Remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each Non-executive Director. The Board may award additional remuneration to Non-executive Directors called upon to perform extra duties or services on behalf of the Company.

Principle 8: Remunerate fairly and responsibly continued:

Non-executive Chairman

The Non-executive Chairman is employed by the private Thorney Investment Group and does not receive any salary, benefits or incentives for his role as a Director of the Company.

The amount of remuneration for all directors, including all monetary and non-monetary components, are detailed in the directors' report under *Remuneration Report (audited)*.

Investment Manager

The Investment Manager has specified authority and responsibility in regard to management of the Company's investment portfolio. The Investment Manager is entitled to a base fee and a performance fee in accordance with the IMA.

Persons involved in investment management are employees of the private Thorney Investment Group and are not remunerated by the Company.

Further details on the management fees paid to the Investment Manager are included in the financial statements.