

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

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

ARSN

623 308 850

Financial year ended:

30 June 2024

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- ☐ These pages of our annual report:
- ☒ This URL on our website: **GCI Corporate Governance Statement**

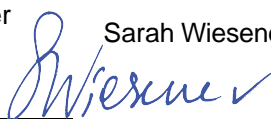
The Corporate Governance Statement is accurate and up to date as at 28 August 2024 and has been approved by the board.

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

Date: 28 August 2024

Name of authorised officer  
authorising lodgement:

Sarah Wiesener



<sup>1</sup> "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.

<sup>2</sup> 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.

<sup>3</sup> 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, <sup>4</sup> 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: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
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.	<input type="checkbox"/> and we have disclosed a copy of our board charter at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable

<sup>4</sup> 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”).

<sup>5</sup> 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, <sup>4</sup> 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: <sup>5</sup>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>If the entity was in the S&amp;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.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>.....</p> <p>[insert location]</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p>[insert location]</p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p>[insert location]</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	<p><input type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p>[insert location]</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>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:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p><input type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, 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</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance and, that, the information referred to in paragraph (b) is not applicable in our Corporate Governance Statement</p> <p>and the length of service of each director in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in our Corporate Governance Statement	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://gcapinvest.com/cmsb/media/values-statement-and-code-of-conduct.pdf">https://gcapinvest.com/cmsb/media/values-statement-and-code-of-conduct.pdf</a>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://gcapinvest.com/cmsb/media/whistle-blower-policy.pdf">https://gcapinvest.com/cmsb/media/whistle-blower-policy.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery, corruption, and fraud policy at: <a href="https://gcapinvest.com/cmsb/media/anti-bribery-corruption-and-fraud-policy.pdf">https://gcapinvest.com/cmsb/media/anti-bribery-corruption-and-fraud-policy.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement



## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://gcapinvest.com/cmsb/media/continuous-disclosure-policy-listed.pdf">https://gcapinvest.com/cmsb/media/continuous-disclosure-policy-listed.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://gcapinvest.com/cmsb/uploads/gci_corporate-governance-statement.pdf">https://gcapinvest.com/cmsb/uploads/gci_corporate-governance-statement.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: ..... [insert location]	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.	<input checked="" type="checkbox"/> 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 in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
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.	<input type="checkbox"/> and we have disclosed information about the processes in place at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input checked="" type="checkbox"/> 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input checked="" type="checkbox"/> 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input checked="" type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<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.	<input checked="" type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	<input checked="" type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

## CORPORATE GOVERNANCE STATEMENT

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

The corporate governance policies relevant to the Trust are available in the corporate governance section of the Trust's website at [gci.corporate-governance-statement.pdf](https://gci.corporate-governance-statement.pdf) ([gcapinvest.com](https://gcapinvest.com)). These policies and OIG's corporate governance practices mostly meet the requirements of the 4rd edition of the Australian Securities Exchange Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Recommendations**) as they apply to externally managed listed trusts.

This Corporate Governance Statement was approved by the Board of OIG and is current as at 28 August 2024 in accordance with ASX Listing Rule 4.10.3.

## Compliance with ASX Corporate Governance Principles and Recommendations

### Principle 1 - Lay solid foundations for management and oversight

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

OMIFL, the Trust's responsible entity is a member of One Investment Group which is an independent funds management business specialising in providing responsible entity, trustee, custody and administration services. The One Investment Group is responsible for in excess of 350 funds and \$60 billion in a wide range of underlying asset classes including infrastructure, real estate, equities, fixed income, private equity and fund of funds. The One Investment Group is not a fund manager, and its clients include global and Australian listed companies, sovereign wealth funds, banks, insurance companies, pension funds, private equity firms and boutique managers.

The Board of the responsible entity comprises three Executive Directors, Mr Frank Tearle, Ms Sarah Wiesener and Mr Michael Sutherland. As an independent responsible entity, in respect of the Trust, some of the functions traditionally performed by an entity's management are instead performed by the Investment Manager appointed by OIG to manage the day-to-day affairs of the portfolio of assets held by the Trust. OIG monitors the performance of the Investment Manager in much the same way as an independent board monitors performance of management of the entity they are appointed to.

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

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

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

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

Where appropriate, OIG may delegate the functions such as investment or asset management, fund administration, registry and custody to external service providers. OIG has engaged Gryphon Capital

Investments Pty Ltd (ACN 167 850 535) as the Investment Manager (Investment Manager) of the Trust. The Investment Manager will make investment and divestment decisions in respect of the assets of the Trust and implement the investment strategy for the Trust on the terms and conditions set out in the Investment Management Agreement. Generally, the Investment Manager will:

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

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

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

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

All of OIG's three directors are executive directors and no director is independent. All three directors are independent of the Investment Manager which has day-to-day control of the Portfolio.

OIG was appointed as the responsible entity to the Trust with effect from 20 December 2017. The table below shows each directors length of services as at 30 June 2024 as director of OIG and their length of service as a director of OIG while it has been acting as responsible entity to the Trust.

Executive Director	Date appointed as a director of OIG	Length of Service in years	
		Company	Trust
Frank Tearle	12 November 2009	14+	7+
Sarah Wiesener	26 October 2018	5+	6+
Michael Sutherland	1 October 2019	4+	4+

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

## Principle 3 – Act ethically and responsibly

### Recommendation 3.1 – Articulate and disclose values.

OIG has clear and articulated values that are demonstrated in the delivery of our services to clients and which are embodied in the behaviours of the senior leaders. Those values include acting with integrity, working in true partnership with clients, providing exceptional service and outcomes whilst safeguarding our client's interests wholeheartedly and a commitment to being always passionate and enthusiastic about our client's affairs. OIG also embraces diversity across backgrounds, experiences and perspectives in delivering client outcomes and encourages its staff to speak up about the things that matter. These values feed directly into OIG's mission.

OIG's values and mission are available on the Trust's website

### Recommendation 3.2 – Establish a Code of Conduct and Board notification of material breaches.

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

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

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

The Code of Conduct is available on the Trust's website.

### Recommendation 3.3 – Establish and disclose a Whistleblower Policy.

OIG has adopted a Whistleblower Policy that demonstrates that OIG considers any reportable wrongdoing very seriously and is committed to identifying and remedying it. It reinforces the high standards of integrity and fair dealing OIG expects its staff to adhere to, including the duty of confidentiality to OIG and its clients. It clearly outlines the protections available to whistleblowers and the process of investigations.

On joining OIG, all new employees receive training on the Whistleblower Policy and refresher training is provided annually to all staff. Training for Managers and those who are identified under the policy as being able to receive whistleblower reports is also provided.

Failure to comply with a material provision of the Whistleblower Policy is regarded as a serious breach of the relevant policy which will be investigated and may result in disciplinary action ranging from warnings to termination. The Whistleblowing Policy is available on the Trust's website:

### Recommendation 3.4 – Establish and disclose an Anti-Bribery and Corruption Policy.

OIG has adopted an Anti-Bribery, Corruption and Fraud Policy that demonstrates that OIG strictly prohibits any bribery and corruption.

OIG's Anti-bribery, Corruption and Fraud Policy is available on the Trust's website.



## Principle 4 - Safeguard integrity in financial reporting

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

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

The processes employed in respect of the Trust that independently verify and safeguard the integrity of its corporate reporting include that OIG has appointed a Fund Administrator to maintain the financial records for the Trust pursuant to an agreement that contains agreed service levels. The Fund Administrator must report any failure to adhere to these service levels to OIG and breaches and incidents relating to the Fund Administrator's performance are reported to both the Board and the Compliance Committee. At least annually OIG's staff review the performance of the Fund Administrator reporting their findings to the Board.

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

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

The Trust has no CEO or CFO and the Executive Directors supported by management and the Investment Manager are in the best position to determine for themselves, when approving the Trust's financial statements for a financial period that, in their opinion:

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

Assurances similar to those usually obtained from the CEO and CFO, are provided to the OIG Board by the relevant Director, Trustee Services, Investment Manager and Fund Administrator, to support the OIG Board in reaching those opinions.

Recommendation 4.3 – 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.

Where the Trust releases a periodic report that is not verified or reviewed by an external auditor, it will generally be prepared by the Investment Manager and prior to release, approved by the Director, Trustee Services in accordance with the Board approved Fund Promotion, Periodic Reporting and Communication Policy, which requires the review and approval of the proposed material in accordance with approved checklist. The policy is reviewed at least annually and periodically on the occurrence of certain specific events.

## Principle 5 - Make timely and balanced disclosure

Recommendation 5.1 – Have and disclose a Continuous Disclosure Policy.

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

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

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

Recommendation 5.2 – Provide the Board with copies of all market announcements (after release to market).

The Board is provided copies of all market announcements after their release to the market. Generally, members of the Board are involved in the release of price sensitive information to the market, however a Continuous Disclosure Committee may determine to release a price sensitive announcement using the procedure described in the Continuous Disclosure Policy. The Board has delegated to management the release of periodic announcements where those

announcements are prepared and verified in accordance with a documented procedure. Additionally, where relevant, a record of discussions and decisions made by the Board about disclosure and a record of announcements made to the ASX is maintained.

**Recommendation 5.3 – Release a copy of any new presentation prior to the actual presentation.**

The Responsible Entity will, and will cause the relevant Investment Manager to, release to the ASX any new and substantive investor or analyst presentation materials ahead of the presentation. The Responsible Entity acknowledges this applies regardless of whether the presentation contains material new information required to be disclosed under listing rule 3.1. These presentations will be reviewed prior to release against the Responsible Entity's ASX Announcement Sign-off checklist.

## Principle 6 - Respect the rights of security holders

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

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

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

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

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

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

**Recommendation 6.3 – Disclose how the Trust to facilitates and encourages participation at meetings of security holders**

The Trust is an externally managed entity that does not hold periodic security holder meetings. Where a meeting is held OIG will take reasonable cost-effective steps to ensure security holders may participate fully in the meeting.

**Recommendation 6.4 – Ensure all substantive resolution at meetings are decided by a poll**

To promote security holder representation at meetings, where the Chairman of the meeting is appointed by the Responsible Entity, the Chairman will generally call for all resolutions to be voted on by poll rather than show of hands and must call for special or extraordinary resolutions to be voted on by poll in accordance with the Corporations Act.

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

**Recommendation 6.5 – Give security holders the option to received communications electronically**

Security Holders may elect to receive information electronically by lodging this request with the Trust's registry provider. The Responsible Entity will communicate by post with unitholders who have not elected to receive information electronically.

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

## Principle 7 - Recognise and manage risk

**Recommendation 7.1 – Establish a risk committee**

The size, nature and complexity of the operations and assets of the Trust do not warrant the establishment of a separate risk committee of the Board that meets the requirements of the recommendation. OIG has, however, established a management risk management committee (**RMC**). The RMC is responsible for:

- ensuring the Risk Registers are reviewed regularly and capture all material risks;
- assisting to embed the risk management system into OIG's operations;
- responding to identified risks, including escalating to the relevant Board; and
- providing advice and guidance on risk management.

The RMC Chair reports the findings of the Risk Management Committee to the Responsible Entity at least quarterly but may report significant concerns more frequently.

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

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

Under the Compliance Plan the OIG Board are required to review the adequacy of this Risk Management Framework and this is done at least quarterly.

**Recommendation 7.3 – Establish an internal audit function**

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

The processes OIG employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes are set out in this Compliance Management Systems Frameworks and Risk Management Framework. Many of the aspects of an internal audit function are performed by the Compliance Committee's review of the methods and steps taken by OIG to ensure it complies with its obligations under the Corporations Act. In addition aspects of the One Investment Group's operations (for example the custody function) are reviewed in accordance with GS007.

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

The OIG Board does not consider the Trust has any material exposure to environmental and social sustainability risks. The Trust is exposed to economic risks usual for a Trust with exposure to a portfolio of international property related equities. Significant risks relevant to the Trust are disclosed in the Annual Report for the Trust.

## Principle 8 – Remunerate fairly and responsibly

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

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

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

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

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

The fees and kinds of expenses payable to the Investment Manager from the assets of the Trust are set out in the Investment Management Agreement between OIG and the Investment Manager. Details of the fees and expenses paid to the Investment Manager are set out in the Annual Report for the Trust but include a management fee of 0.70% per annum (plus GST) based on the Net Asset Value of the Trust.

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

## Principle 9 – Recommendations that only apply in certain cases

<i>Recommendation 9.1 Director who does not speak the language in which board or security holder meetings are held or key corporate documents are written</i>	These recommendations are
<i>Recommendation 9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</i>	not relevant to the Trust
<i>Recommendation 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.</i>	

