

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Dealt Limited

ABN/ARBN

66 605 935 153

Financial year ended:

30 June 2021

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

- These pages of our annual report:
- This URL on our website: <https://velocitypropertygroup.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at *[insert effective date of statement]* and has been approved by the board.

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

Date: 24th August 2021

Name of authorised officer authorising lodgement: Phillip Young

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 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 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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://velocitypropertygroup.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input 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 checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input 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 checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input 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 checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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 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
<p>1.5 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&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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://velocitypropertygroup.com.au/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraph (c) at: https://velocitypropertygroup.com.au/corporate-governance/</p> <p>and if we were included in the S&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 OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 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 checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://velocitypropertygroup.com.au/corporate-governance/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://velocitypropertygroup.com.au/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input 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, 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
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 checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: https://velocitypropertygroup.com.au/corporate-governance/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://velocitypropertygroup.com.au/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><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 checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:</p> <p>https://velocitypropertygroup.com.au/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input 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 at:</p> <p>https://velocitypropertygroup.com.au/corporate-governance/</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>https://velocitypropertygroup.com.au/corporate-governance/</p> <p>and the length of service of each director at:</p> <p>https://velocitypropertygroup.com.au/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input 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 checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input 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 checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://velocitypropertygroup.com.au/corporate-governance/	<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: https://velocitypropertygroup.com.au/corporate-governance/	<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: https://velocitypropertygroup.com.au/corporate-governance/	<input type="checkbox"/> 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.	<input type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: [insert location]	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
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 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 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 at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://velocitypropertygroup.com.au/corporate-governance/	<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
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.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://velocitypropertygroup.com.au/corporate-governance/	<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 checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://velocitypropertygroup.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
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

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><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: https://velocitypropertygroup.com.au/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: the Director's Report in the company's Annual Report.</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 risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and 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 at: https://velocitypropertygroup.com.au/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>X <i>[If the entity complies with paragraph (b):]</i></p> <p>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:</p> <p>https://velocitypropertygroup.com.au/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>https://velocitypropertygroup.com.au/corporate-governance/</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
<p>8.1</p>	<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>X <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>https://velocitypropertygroup.com.au/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>8.2</p>	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" 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>the Remuneration Report section of the Director’s Report in the Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>8.3</p>	<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 OR</p> <p><input checked="" type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input 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, 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
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.	<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 OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input 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 OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input 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 OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> 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.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

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
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

DEALT LIMITED CORPORATE GOVERNANCE STATEMENT

FOR THE YEAR ENDING 30 JUNE 2021

Overview

Dealt Limited ("Dealt" or "the Group") and the Board of Directors ("the Board") are committed to achieving and demonstrating high standards of corporate governance to ensure the interests of shareholders and other stakeholders within the business are protected and promoted.

Throughout the year, the Board has continued to manage and focus on existing and emerging corporate issues. Dealt's corporate governance practices were first established on 1 November 2016, have remained in place throughout the year ended 30 June 2021 and were compliant with the ASX Corporate Governance Council's principles and recommendations which Dealt has chosen to adopt except where noted below.

This statement reports against the 4th edition of the ASX Corporate Governance Council Principles and Recommendations (ASX Principles). Furthermore, this corporate governance statement is current as of 24 August 2021 and was approved by the Board on 24 August 2021.

The following governance related documents referenced in this Corporate Governance Statement can be found on Dealt's website at <https://velocitypropertygroup.com.au/corporate-governance/>

1. Corporate Governance Charter
2. Securities Trading Policies
3. Continuous Disclosure Policy
4. Diversity Policy
5. Whistle Blowing Policy & Procedure

Principle 1: Lay solid foundations for management and oversight

Roles and Responsibilities of the Board and Management

The corporate governance charter of the company deals with the functions, responsibilities and composition of the Board. The Board is pivotal in the relationship between shareholders and management and the roles and responsibilities of the Board underpin corporate governance. Dealt's Board provides entrepreneurial leadership of the Group within a framework of prudent and effective controls which enable risk to be identified, assessed and managed. The Board's responsibilities include:

- ❖ providing leadership and setting strategic objectives of the Group;
- ❖ oversight of the Group (including its control and accountability systems);
- ❖ reviewing, ratifying and monitoring the risk management framework and setting the risk appetite within which the Board expects management to operate;
- ❖ approving and formulating Dealt's strategy and policy monitoring Senior Executive's implementation of strategy;
- ❖ approving and monitoring operating budgets and major capital expenditure;
- ❖ overseeing the integrity of the Group's accounting and corporate reporting systems, including the external audit;
- ❖ developing suitable key indicators of financial performance for the Group and its business;
- ❖ overseeing the Group's corporate strategy and performance objectives developed by management;
- ❖ overseeing the Group's compliance with its continuous disclosure obligations;
- ❖ approving the Group's remuneration framework;
- ❖ monitoring the overall corporate governance of the Group (including its strategic direction and goals for management, and the achievement of these goals);
- ❖ undertake appropriate background checks before appointing a director or senior executive, or putting forward a candidate for election as a Director;

- ❖ review the performance of all Directors and Senior Executives; and
- ❖ ensure the terms of the appointment of all Directors should be set out in a letter of appointment for non-executive Directors and service contracts for executive Directors.

Each Director has access to the Company Secretary who is accountable to the Board, through the Chairman. The Company Secretary is responsible for all matters to do with the proper functioning of the Board and is responsible for:

- ❖ advising the Board and any Committee on governance matters;
- ❖ monitoring the corporate governance charter and any Committee charter;
- ❖ coordinating the timely completion and despatch of Board and Committee papers;
- ❖ coordinating the timely completion and despatch of minutes of Board and Committee meetings that accurately capture the business of the meeting; and
- ❖ assisting with the organisation and conduct of the induction and professional development of Directors.

Delegation of Board Authority

The day to day activities of the Group are formally delegated by the Board to the Managing Director and Executive Management Team. The Board's role is to monitor and measure the activities carried out by the management team. The management team are responsible for supporting the Managing Director in implementing the running of the general operations and financial business of Dealt.

The Board may establish (and delegate powers to) Committees to assist the Board to carry out its functions effectively and efficiently. The Board will adopt a charter for each Committee setting out the scope of its responsibility and relevant administrative and procedural arrangements.

Performance Reviews

A performance review is undertaken annually in relation to the Board, Board Committees and Senior Executives.

The performance of all other Directors and Senior Executives are reviewed and assessed each year by the Chairman. The Chairman's performance is reviewed and assessed each year in consultation with the other Directors.

The evaluation criteria and process to be followed is the same for each Director and is undertaken at intervals deemed appropriate by the Chairman and was undertaken in accordance with this process.

Diversity

Dealt is committed to workplace diversity and recognises the benefits arising from Board and employee diversity in a competitive labour market, and being able to attract, retain and motivate employees from the widest possible pool of available talent.

Diversity includes but is not limited to gender, age, disability, ethnicity, marital or family status, religious or cultural background. The Diversity Policy is designed to support Dealt's commitment to diversity and sets out the responsibilities of the Board, management and other employees in relation to diversity. A copy of the Diversity Policy can be viewed via Dealt's website at <https://velocitypropertygroup.com.au/corporate-governance/>.

A summary of the objectives of the Diversity Policy are for Dealt to achieve the following:

- ❖ when recruiting for positions for the Board, key management personnel and all other employment positions, the Board or Dealt will recruit from a diverse pool of candidates;
- ❖ a workplace environment that values the contributions of employees with diverse backgrounds, skills, qualifications and experiences;
- ❖ establishing a flexible workplace environment that will assist employees (both male and female) who may have domestic responsibilities to meet those responsibilities;
- ❖ equality of remuneration commensurate with duties and responsibilities of like roles;
- ❖ establish and maintain a workplace environment that promotes awareness in all staff, of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity; and

- ❖ establish and maintain a workplace environment in which all employees are treated with fairness and respect, and have equal access to opportunities within the Group.

As part of the Diversity Policy and the Group's Code of Conduct, Dealt, its directors and all employees are obligated to not engage in any conduct or activity which is illegal or contrary to any anti-discrimination or equal employment opportunity legislation or laws in any State or Territory of Australia. Discrimination, harassment, vilification and victimisation will not be tolerated in the workplace.

In addition to the above, the Diversity Policy sets out the measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally.

As part of the process towards achieving gender diversity, the current proportion of female employees at Dealt as at 24 August 2021 is outlined below:

	Board		Management		Other Employees		Total	
	Number	%	Number	%	Number	%	Number	%
Female	0	0%	0	0%	0	0%	0	0%
Male	3	100%	1	100%	0	0%	4	100%

Principle 2: Structure the board to be effective add value

Dealt's constitution provides for a minimum of three directors. The Board has been established so that it has appropriate composition and size to enable it to adequately discharge its responsibilities and duties. The Board has a range of experience, expertise, skills and qualifications relevant to the operations and business of Dealt.

Currently the Board comprises a non-independent non-executive chair, the managing director and another non-executive director. There are no independent directors currently on the Board.

The following individuals currently form the Board of Dealt Limited:

Director	Position	Independent	Appointed
Tony Pitt	Chair	No	December 2019
James Storey	Non-executive Director	No	December 2019
Philip Raff	Managing Director	No	August 2016

Details of the individual biographies, skills, capabilities and experiences of all Directors are disclosed in the Annual Report.

To date, the Board has not established a nomination committee to facilitate the process of the appointment and reappointment of directors to the Board. Due to the current size of Dealt, the Board believes a separate nomination committee would not bring any additional efficiencies, transparency, focus or independent judgement needed on decisions regarding the composition of the Board.

To enable the Board to discharge its duties and responsibilities effectively, at least once a year the Board will discuss matters regarding but not limited to:

- ❖ board succession planning generally;
- ❖ induction and continuing professional development programs for directors;
- ❖ the appointment and re-election of directors; and
- ❖ the process for recruiting a new director, including evaluating the appropriate balance of skills, knowledge, experience, independence and diversity.

Skills Matrix

Set out below is list of skills, experience and attributes that have been identified as the optimum skills Dealt seeks in its Board membership. The Board currently possesses an effective blend of these skills and experiences are drawn upon by the Board as a whole in discharging its obligations effectively, challenging management at

the project and corporate levels of Dealt's operations, managing risks and also implementing the Group's strategy:

- ❖ industry experience: extensive experience and expertise in the property development industry including development, construction and project management experience;
- ❖ legal: expertise with legal matters and legislative framework;
- ❖ financial: financial acumen with experience in financial reporting and risk management;
- ❖ finance: experience and expertise in obtaining corporate, property and project finance and funding;
- ❖ corporate: listed entity reporting experience and a commitment to promoting high standards of the corporate governance regime;
- ❖ strategy: developing, implementing and monitoring strategic business and planning strategies and objectives; and
- ❖ leadership and communication: experience with other executive management responsibilities, extensive communication and corporate relations expertise.

Directors' Independence

The Board composition currently comprises 100% non-independent Directors. The Board has adopted the following criteria to determine the independence of a non-executive Director and all non-executive Directors on the Board (including the Chair) must satisfy the conditions to be classed independent:

- ❖ does not own more than 5% of shares in the Company, either as an individual or as a director or trustee of an entity that owns shares in Dealt;
- ❖ is not a material supplier or customer of Dealt, or an officer of or otherwise associated directly or indirectly with a material supplier or customer of Dealt;
- ❖ has no contractual relationship with Dealt other than as a non-executive Director of Dealt; and
- ❖ is free from any interest and any business or other relationship which could, or could reasonably be expected to interfere with the Director's ability to act in the best interest of Dealt.

New directors who are elected as either non-executive or executive directors undergo an induction process in which they are given a detailed briefing on Dealt and its operations and systems. This includes meetings with key personnel and management on operations and tours of relevant business property assets. A formal letter of appointment is also provided. The Board also encourages Directors to undertake ongoing external training and professional development in their relevant area of expertise.

The Board has set guidelines for declaring and dealing with potential conflicts of interest which include declaring any relevant interest as required under the law and ASX listing rules. Where conflict exists, matters are generally assessed by the Board with the respective Director not being present and/or abstaining from voting at a meeting during these considerations.

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

Dealt recognises that its reputation is one of the most important aspects of its business. Dealt expects all directors, key management personnel and employees to observe high standards of conduct and ethical behaviour. Dealt's Directors, key management personnel and employees are expected to act lawfully, ethically and responsibly in accordance with the highest standards of honest, integrity and fairness, striving at all times to enhance the reputation and performance of Dealt.

Dealt has adopted a Code of Conduct for Directors which also applies to all key management personnel and employees to ensure the above values are adhered to. A copy of the Code of Conduct can be found in the Corporate Governance Charter and viewed via Dealt's website at <https://velocitypropertygroup.com.au/corporate-governance/>. Any material breaches of this code are immediately brought to the attention of the Board and/or Audit & Risk Management Committee.

Dealt does not have a specific anti-bribery and corruption policy. The Board considers that these issues fall under the Code of Conduct which Dealt's Directors, key management personnel and employees must abide by and any instances of bribery or corruption would also be a breach of the general Code of Conduct.

The Code of Conduct is regularly reviewed and updated as necessary to ensure it reflects the highest standards of behaviour, professionalism and practices necessary to maintain confidence in Dealt's integrity.

Share Trading Policy

Dealt has established a Security Trading Policy that can be viewed on Dealt's website at <https://velocitypropertygroup.com.au/corporate-governance/>. The policy deals with security trading of the Directors and other employees in respect to formal trading windows and prohibition on trading so as not to take advantage of property, information or position for personal gain.

Whistleblower Policy

Dealt has established a Whistleblower Policy that can be viewed on Dealt's website at <https://velocitypropertygroup.com.au/corporate-governance/>. The policy deals with the procedures for reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Dealt's business affairs and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

Principle 4: Safeguard the integrity of corporate reports

Dealt recognises the critical importance of accurate and timely reporting of financial information, performance and management of risk. To assist the Board in fulfilling its duties and governance obligations in this area, Dealt has established an Audit and Risk Management Committee (ARMC). A copy of the ARMC charter is located in the schedule at the back of the Corporate Governance Charter and can be viewed via Dealt's website at <https://velocitypropertygroup.com.au/corporate-governance/>. The ARMC currently comprises the Board of Dealt. Once Dealt grows to a size where it requires additional board members, the mix of independent v non-independent directors and having a non-independent chairman of the ARMC can be reviewed and considered. Members of the ARMC at 24 August 2021 are:

- ❖ Tony Pitt;
- ❖ James Storey; and
- ❖ Philip Raff.

The ARMC is chaired by James Storey, a non-independent, non-executive Director who is not the chair of Dealt. The members of the ARMC are appropriately experienced and qualified and meetings are generally held with Dealt's Chief Financial Officer in attendance. Additionally, Dealt's external auditor is periodically invited to attend. Further details of the members of the ARMC and meetings held during the financial year are disclosed in the Annual Report each year.

Audit and Risk Committee Charter

A summary of the responsibilities of the ARMC is in line with the charter set out below:

- ❖ monitoring the establishment of an appropriate internal control framework, including information systems and its operation and considering enhancements;
- ❖ assessing corporate risk (including economic, environmental and social sustainability risks) and compliance with internal controls;
- ❖ reviewing reports on the adequacy of insurance coverage;
- ❖ monitoring compliance with relevant legislation and regulatory requirements (including continuous disclosure obligations) and declarations by the Secretary about those requirements;
- ❖ reviewing the nomination, performance and independence of the external auditors, including recommendations to the Board for the appointment or removal of any external auditor and the rotation of the audit engagement partner;
- ❖ any proposal for the external auditor to provide non-audit services and whether it might compromise the independence of the external auditor;
- ❖ reviewing financial statements and other financial information distributed externally and otherwise provide a true and fair view of the financial position and performance of the Group;
- ❖ reviewing management processes supporting external reporting, including the appropriateness of the accounting judgements of choices made by management in preparing the financial reports and statements; and
- ❖ preparing and recommending for approval by the Board, the corporate governance statement for inclusion in the annual report or any other public document.

Declaration by Managing Director and Chief Financial Officer

In respect of the current year, the Managing Director and Chief Financial Officer have provided a declaration in accordance with section 295A of the Corporations Act 2001 (CT) and the statement under recommendation 4.2 of the ASX Corporate Governance Principles. The declaration confirms that Dealt's financial reports present a true and fair view of its financial position, are in accordance with the relevant accounting standards and that the opinion had been formed based on a sound system of risk management and internal controls which were operating effectively.

Before any periodic corporate report is released to the ASX markets announcement platform, whether it is subject to an audit or review by an external auditor or not, a page turn of the report is undertaken by Dealt's executive management team and finally by the Board. This process ensures that the report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.

Principle 5: Make timely and balanced disclosures

Dealt promotes timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities. Dealt has in place a Continuous Disclosure Policy that complies with the continuous disclosure requirements under ASX Listing Rules 3.1 and the requirements of the Corporations Act 2001 (Cth).

The objective of the Continuous Disclosure Policy is to ensure that all Directors and employees are fully aware of their responsibilities to ensure Dealt complies with its obligations. A copy of Dealt's Continuous Disclosure Policy can be viewed via Dealt's website at <https://velocitypropertygroup.com.au/corporate-governance/>.

All material market announcements are promptly sent to the Board once approved for release by the ASX. This ensures the Board has timely visibility of the nature and quality of the information being disclosed and the frequency of such disclosures to the market.

Where Dealt holds a new or substantive investor/shareholder presentation, in order to keep the market informed at all times Dealt will release a copy of any presentation material onto the ASX market announcements platform ahead of the meeting. This includes Dealt's annual general meeting, investor days or broker conferences.

Principle 6: Respect the rights of security holders

Dealt respects the rights of its shareholders by providing them with appropriate information and facilities to allow them to exercise those rights effectively. Dealt actively works with its share registry, Boardroom, and strives to communicate with shareholders regularly and clearly - both by print or electronic means on all major developments affecting the Group. Additionally, shareholders can contact Boardroom at any time for information regarding their shareholdings.

To facilitate effective two-way communication with shareholders, Dealt adheres to the following practices:

- ❖ promotes shareholders to attend and participate at the General Meetings and in the election of Directors through the use of hybrid video/audio technology or traditional physical means;
- ❖ the external auditor attends the Annual General Meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's report;
- ❖ all information disclosed to the ASX is posted on Dealt's website when it is disclosed to the ASX. Investor seminars and roadshow presentations used in public presentations are also released to the ASX and posted on Dealt's website; and
- ❖ giving shareholders the option to receive communications from and send communications to Dealt and its share registry electronically.

Dealt's website contains easily located links and menus for shareholders to locate information about the Group, including employees, financial information, investor information, ASX announcements and corporate governance information.

At a meeting of shareholders, the Board has recommended that all substantive resolutions, being any resolutions other than procedural or administrative, will be decided by a poll rather than a show of hands. Only by conducting a poll can the chair of the meeting ascertain the true will of shareholders attending and voting at the meeting.

Principle 7: Recognise and manage risk

The Audit and Risk Management Committee (ARMC) reports to and take requests from the Board and is primarily responsible for establishing a framework of internal controls, periodically reviewing the effectiveness of that framework and monitor their implementation.

A copy of the ARMC Charter is located in the schedule at the back of the Corporate Governance Charter and can be viewed at Dealt's website at <https://velocitypropertygroup.com.au/corporate-governance/>. A summary of its responsibilities was listed earlier under Principle 4.

An annual review of the internal controls framework occurs including a review of the accounting systems and processes. Together with the comprehensive nature of monthly financial and commercial reporting systems, assists in this risk minimisation process. This review occurred in the year ended 30 June 2021 and through the review and updating of Dealt's risk register, the Board is satisfied that Dealt continues to operate with due regard to the risk appetite that has been set.

Dealt does not retain an internal audit function, instead this role is fulfilled by the executive management team. The Board believes this is appropriate considering the current size of the Group, the systems and processes that are in place, the conduct of the external audit and the specific external advice sought by management on matters or transactions as required. The executive management team is responsible for the identification of new risks or enhanced controls required to minimise current risks further.

There are any number of material business risks that could adversely affect Dealt and the achievement of its financial performance objectives. The Group manages its exposure to environmental and social sustainability risk through the ARMC that considers these issues and whether they pose any material risks to the Group from time to time. Dealt strives to exceed the environment and social expectations of the wider community in all of its

projects. To deliver this, consultants are engaged on all projects as required to mitigate these risks and Dealt considers that it does not have a material exposure to any environment or social sustainability risks.

Principle 8: Remunerate fairly and responsibly

Dealt strives to attract, retain and appropriately reward Directors to achieve both short term and long-term success.

Dealt does not have a remuneration committee at present. Dealt's remuneration framework for Directors, including the process by which any pool of directors' fees approved by shareholders is allocated to Directors and the remuneration packages to be awarded to key management personnel are put forward to the Board by the Chairman and Managing Director. The Managing Director is not involved in deciding his own remuneration and is aware of the potential conflicts of interest in setting the remuneration of other key management personnel that may indirectly affect their own remuneration.

Executive and key management personnel remuneration and other terms of employment are reviewed annually, having regard to performance goals set at the start of the year, independent advice and industry market comparison reports. Dealt has undertaken to reward executive and key management personnel through a remuneration framework predominately comprising a fixed base salary and superannuation. There is currently no equity-based remuneration scheme in place by Dealt.

Full details of Director and key management personnel remuneration for the financial year are disclosed in the Remuneration Report contained in the Directors' Report of the Annual Report.