CORPORATE GOVERNANCE STATEMENT

BlackWall Group

The Board of Directors of BlackWall Limited is responsible for the corporate governance of the Group. The Group operates a number of listed and unlisted registered schemes. The board of directors of the Responsible Entity for these registered schemes is comprised of the same directors as BlackWall Limited. A reference in this document to the Board is a reference to the board of directors of BlackWall Limited and its wholly-owned responsible entities from time to time. This corporate governance statement applies to both BlackWall Limited and the ASX-listed stapled security, WOTSO Property (comprising BlackWall Property Trust, WOTSO Limited and Planloc Limited). To the extent they are applicable and appropriate for BlackWall's size and nature, the Group has adopted the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations Fourth Edition".

This Corporate Governance Statement has been approved by the Board on 8 February 2021 for the purposes of admission of WOTSO Property to the Official List.

CORPORATE GOVERNANCE COUNCIL RECOMMENDATION		COMPLIANCE	REASON FOR NON-COMPLIANCE
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.	The Board has adopted a formal Board Charter which sets out the respective roles and responsibilities of the Board and management and those matters expressly reserved to the Board and those delegated to management. The Board Charter is available on BlackWall's website at: *https://blackwall.com.au/uploads/corporate-governance/Board-Charter.pdf*	N/A
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.	Prior to appointment, police checks and track record checks (including ASIC personal name searches, bankruptcy searches and searches of the High Court and Federal Court) are undertaken for each director. Directors are also required to provide BlackWall with a copy of their resume. BlackWall provides members with a biography of each director to assist members in their decision on whether to elect or re-elect the director. This information is also included in the Group's Annual and Half-Year Reports.	N/A

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1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Senior executives have employment agreements setting out the terms of their appointment.	The directors do not have written agreements setting out the terms of their appointment because the constitution and the ASX Listing Rules govern the term of each director's appointment. Directors are required to retire by rotation. Common law and the Corporations Act govern the duties of directors. Members are required to approve the maximum fees paid to directors.
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	The appointment of the Company Secretary is approved by resolution of the Board. The Company Secretary is charged with the responsibility of: • timely preparation and distribution of Board papers; • attendance at Board meetings and meaningful minute-taking; and • maintaining policies and procedures.	N/A
1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either; (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the	The Group has adopted a Diversity Policy. The Diversity Policy can be found at: *https://blackwall.com.au/uploads/corporate-governance/Diversity-Policy.pdf* BlackWall's progress towards achieving its diversity objectives is set out below: 1. Recruitment: A significant proportion of BlackWall employees come from different ethnic backgrounds. The gender mix is set out below:	N/A

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CORPORATE GOVERNANCE COUNCIL RECOMMENDATION	COMPLIANCE	REASON FOR NON-COMPLIANCE

entity has defined "senior executive" for these purposes); or

(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.

	Female (No.)	Female (%)	Male (No.)	Male (%)
Board	1	20%	4	80%
Executive Management	1	33%	2	66%
Other	14	47%	16	53%

2. Career Development and Promotion: BlackWall facilitates equal employment opportunities based on relative ability, performance or potential. This is exemplified by the appointment of our first female board member. All employees are treated fairly and evaluated objectively.
3. Safe Work Environment: BlackWall is responsible for taking action against inappropriate workplace and business behaviour including discrimination, harassment, bullying, victimisation and vilification. BlackWall was not required to take action against any inappropriate workplace behaviour during the reporting period.
4. Flexibility in the Workplace: BlackWall has a culture that recognises the domestic responsibilities of its employees. During the reporting period BlackWall provided assistance to its employees allowing them to balance their domestic and professional responsibilities.
5. Succession plans - BlackWall's culture and management structure facilitates on-the-job training. In addition, BlackWall has a cadet program and encourages internships.

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CORPORATE GOVERNANCE COUNCIL RECOMMENDATION	COMPLIANCE	REASON FOR NON-COMPLIANCE
1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.		The Board does not have a formal evaluation process. The Board prefers to evaluate and monitor its effectiveness by reference to the growth and successes of the business. If an issue is identified with the performance of any particular member, it is raised when the issue is identified rather than at the end of a specified period.
1.7 A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.	One of the Board's fundamental responsibilities is overseeing and monitoring the performance of the Joint Managing Directors. The Board undertakes an ongoing review process of the Joint Managing Directors' performance. This is based on criteria, including the business performance of the Group as set out in the papers presented to the Board at bi-monthly board meetings. The Joint Managing Directors undertake performance reviews of Senior Executives during the reporting period.	N/A

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Principle 2 - Structure the board to be effective and add value		
2.1 The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	The Group currently does not have a separate Nomination Committee. The roles and responsibilities of a Nomination Committee are currently undertaken by the full Board. Board members both executive and non-executive are material investors in the Group's securities. The Board's view is that all Board members should have a material holding of securities of the Group to align interests of directors with the interests of members. The Board comprises a varied balance of skills ranging from finance, funds management, property and legal. BlackWall believes the Board has the right balance of skills, knowledge and experience to effectively discharge its duties.	N/A
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	BlackWall's Board Skills Matrix can be found at: *https://blackwall.com.au/wp-content/uploads/2020/08/BlackWall-Board-Skills-Matrix-2020.pdf*	N/A

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2.3 A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	The Board consists of: • one Independent Director, Richard Hill; an d • four Non-Independent Directors, Jessica Glew and Timothy Brown, who each act in an executive capacity, and Seph Glew (Chairman) and Robin Tedder who each act in a non-executive capacity. The length of service of each director is as follows: Seph Glew – 10 years Richard Hill – 10 years Robin Tedder – 10 years Timothy Brown – 2.5 years Jessica Glew – 1 year	N/A
2.4 A majority of the board of a listed entity should be independent directors.		Of the five Board positions: • two are held by members who are significant investors; • one is held by an independent director who has a material investment in the Group; • one is held by the Chief Operating Officer (who also holds a material investment in the Group); and • one is held by the Chief Financial Officer (who also holds a material investment in the Group). Accordingly, BlackWall has not adopted recommendation 2.4. The Board believes that board members should have a material financial interest in the business to align their interests with members.

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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.		BlackWall has not adopted recommendation 2.5. The Board believes that Chairman should have a material financial interest in the business to align their interests with members.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	The Company Secretary is charged with the responsibility of inducting new directors which includes training on the Group's policies and procedures. The Company Secretary also recommends training and development programs to be undertaken by directors.	N/A
Principle 3 – Instill a culture of acting lawfully, ethically and responsibly			
3.1	A listed entity should articulate and disclose its values.	The Group's values are disclosed in and implicit from the Code of Conduct.	N/A
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.	The Group has adopted a Code of Conduct, which can be accessed at: *https://blackwall.com.au/uploads/corporate-governance/Code-of-Conduct.pdf* The board is informed of any material breaches.	N/A
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.	The Group has adopted a whistleblower policy, which can be accessed at: *https://blackwall.com.au/wp-content/uploads/2020/05/BlackWall-Whistleblower-Policy-15-May-2020.pdf* The board is informed of any material breaches.	N/A
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	The group has adopted an anti-bribery and corruption policy, which can be accessed at: https://blackwall.com.au/wp-content/uploads/2020/07/BlackWall-Anti-Bribery-Fruad-and-Corruption-Risk-Management-Policy-July-2020.pdf The board is informed of any material breaches.	N/A

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Principle 4 – Safeguard integrity in corporate reporting		
4.1 The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	The Group currently has a separate Audit Committee. The roles and responsibilities of the Audit Committee are set out in the Audit Committee Charter. This charter can be accessed at: *https://blackwall.com.au/uploads/corporate-governance/Audit-Committee-Charter.pdf* The qualifications and experience of Robin Tedder and Seph Glew can be found in the 2020 Annual Report and at: *https://blackwall.com.au/directors-and-senior-executives/* The Audit Committee met twice during the reporting period and both Robin Tedder and Seph Glew attended each meeting.	The Audit Committee currently consists of two members – Non-Executive Directors Robin Tedder and Richard Hill. The Audit Committee is chaired by Robin Tedder. Given the composition of the Board and the size of the Group, Recommendation 4.1 is not complied with because there are only two members and although they are non-executive directors, only one is considered independent. The Board takes the view that the Committee as constituted can discharge its role effectively without the undue expense of appointing three members and an independent chairman who is not the Chairman of the Board.
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.	The Group's Joint Managing Directors provide this declaration to the Board for the reporting period.	N/A

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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.	Any periodic corporate reports that are not audited or reviewed by an external auditor are reviewed by the executive management team and the Board and must be authorised for lodgement by the Company Secretary.	N/A
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.	The Group has adopted a Continuous Disclosure Policy, which can be accessed at: *https://blackwall.com.au/uploads/corporate-governance/Continuous-Disclosure-Policy.pdf*	N/A
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	The Board receives copies of all material market announcements.	N/A
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.	Any such presentation materials are released to the market ahead of the presentation.	N/A
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.	The Group maintains a website which contains information about itself and its governance policies at: *blackwall.com.au*	N/A
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	The group's approach to investor relations is to provide investors with direct access to the Joint Managing Directors and senior executives to facilitate open and candid communication between the Group and its investors. BlackWall aims to use plain English in its communications. Investors are invited to contact BlackWall if they have any queries regarding their investment or the business. Contact details are provided on the Group's website and, where appropriate, on ASX announcements.	N/A

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6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	BlackWall encourages participation at general meetings through the following means: • well set out and easy to read Notices of Meeting and Explanatory Memoranda; • placing copies of Notices of Meetings and Explanatory Memoranda on the Group's website; • enabling electronic voting facilitated by the Group's security registry; and • proxy solicitation programs (when appropriate).	N/A
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.	The Group conducts all substantial resolutions at securityholder meetings by poll.	N/A
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.	BlackWall encourages investors to choose email as their preferred method of communication. The Group's security registry facilitates electronic communication so members can access details about their holding. Most investors have elected to receive their Annual Report by email. Investors may contact BlackWall by email using the email address listed in communications and on the Contact Us section of the website.	N/A

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Principle 7 – Recognise and manage risk		
7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Given the nature and scale of the Group's operations the Board monitors the risks to the Group's operations. As such the Group does not have a separate Risk Committee but has adopted a risk-reporting regime which forms part of the board papers presented at each Board meeting.	N/A
7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	The Board evaluates the Group's risk management framework. A review was undertaken during the reporting period.	N/A

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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 risk management and internal control processes.	BlackWall has an internal audit function which consists of senior executives with skills across audit, accounting, finance and law. The internal audit function serves to: • Evaluate the reliability and integrity of information. • Evaluate the systems established to ensure compliance with policies, plans, procedures, laws, and regulations which could have a significant impact on the organisation. The internal audit function operates informally under a flat management structure.	N/A
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.	The Group has material exposure to economic risk similar to those faced by other funds management businesses. A downturn in the economy, interest rate fluctuations, inflation, access to debt and capital markets and changes in government fiscal policies may adversely affect the operating and financial performance of the Group. BlackWall manages these risks by continually monitoring the macro-economic environment and entering into interest rate hedging where required.	N/A

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Principle 8 – Remunerate fairly and responsibly		
8.1 The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	Given the nature and scale of the Group's operations, the role of the Remuneration Committee is carried out by the full Board. The Board considers that no efficiencies or other benefits would be gained by establishing a separate Remuneration Committee. The Board actively encourages and promotes efficiency, innovation and entrepreneurialism. Senior management meetings are held weekly to discuss issues and opportunities. The Joint Managing Directors and Senior Executives are remunerated on the basis of the Board's consideration of the employees' responsibilities and performance, the Group's financial position and market conditions.	N/A
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.	BlackWall's practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives are set out in the Annual Report of BlackWall Limited accessible at: https://blackwall.com.au/invest/	N/A
8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	The Group's Securities Trading Policy regulates how directors, senior executives and other employees involved in the Group can deal in WOT or BWF securities. A copy of the policy can be accessed here: https://blackwall.com.au/wp-content/uploads/2020/06/BlackWall-Securities-Trading-Policy-June-2020.pdf	N/A

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