

Corporate Governance Statement

Registry Direct Limited

ACN 160 181 840

(the "Company")

Corporate Governance Statement

This Corporate Governance Statement sets out the Company's current compliance with the third edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Principles and Recommendations**). The Principles and Recommendations are not mandatory. This document discloses the extent to which the Company has followed the Principles and Recommendations during the reporting period ending 30 June 2019 (**Reporting Period**).

The Board of the Company currently has in place corporate governance policies and charters which have been posted in a dedicated corporate governance information section on the Company's website at <https://www.registrydirect.com.au/corporate-info/>. Additional information can also be found in the Company's Replacement Prospectus dated 24 August 2017 (**Prospectus**) which was lodged with the ASX on 31 October 2017.

PRINCIPLES AND RECOMMENDATIONS		COMPLY (Yes/No)	EXPLANATION
1.	Lay solid foundations for management and oversight		
1.1	Companies should disclose: (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.	Yes	Please refer to sections 5.1 and 5.6 of the Prospectus, and the Board Charter (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).
1.2	Companies should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and	Yes	Please refer to section 5.6 of the Prospectus, and the Board Charter and the Remuneration and Nomination Committee Charter (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).

	(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.		
1.3	Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has entered into a written agreement with each Director and senior executive. Please refer to section 5.4 of the Prospectus and the Remuneration and Nomination Committee Charter (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).
1.4	The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The Company Secretary works closely with the Chairman to manage the flow of information between the Board and senior executives. Please refer to section 5.6 of the Prospectus and the Board Charter (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).
1.5	Companies should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board,	Yes	The Board has implemented a Diversity Policy that seeks to align the Company's recruitment, remuneration and management systems with the commitment to develop a workplace culture that values and strives to achieve diversity in its workforce and on its Board. The Diversity Policy requires the Board to establish measurable objectives for achieving gender diversity within the Company's business and report annually on the achievement of those objectives. The Board believes that the Company is not presently of a size or complexity which justifies the need to set measurable objectives for achieving diversity, however, the Board believes that its current initiatives in accordance with the Company's Diversity Policy in a broader sense satisfy the Company's obligation to comply with this Recommendation 1.5.

	<p>in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes); or</p> <p>(2) 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>The Board assessed the gender diversity of the Company at the end of the Reporting Period and discloses the following proportions of men and women:</p> <ul style="list-style-type: none"> • whole organisation: 9 men and 3 women; • senior executive positions: 3 men and 1 woman; • Board: 3 men. <p>The Board considers ‘senior executives’ to be those roles which report to an executive Director or the Board.</p> <p>Please refer to the Company’s Diversity Policy available via the Company’s website, https://www.registrydirect.com.au/corporate-info/, for further detail.</p>
1.6	<p>Companies 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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	No	<p>As the Company is still in the early stages of development it has not yet undertaken a formal review of the Board’s performance. However, the Board intends to develop a process for evaluating the performance of the Board according to the Board Charter.</p> <p>As required under ASX Recommendation 1.6, the Board intends to disclose these matters in its future annual reports.</p> <p>Please refer to section 5.6 of the Prospectus and the Board Charter (available via the Company’s website, https://www.registrydirect.com.au/corporate-info/).</p>

1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	No	<p>The Board (led by the Chairman) endeavours to objectively evaluate the performance of senior executives on an annual basis.</p> <p>As the Company is still in the early stages of development it has not yet undertaken a formal review of the performance of its senior executives.</p> <p>The Nomination and Remuneration Committee Charter (as currently implemented by the Board) sets out the responsibility for evaluating the performance of senior executives.</p> <p>Please refer to the Company's Nomination and Remuneration Committee Charter available via the Company's website, https://www.registrydirect.com.au/corporate-info/, for further detail.</p>
2. Structure the board to add value			
2.1	<p>The board 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,</p> <p>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,</p>	No	<p>The Board is not currently of a relevant size to justify the formation of a Nomination Committee.</p> <p>Furthermore, the Board does not consider that the Company is of a sufficient size to justify the appointment of additional directors for the sole purpose of satisfying this recommendation as its resources would be better utilised in other areas.</p> <p>The Board has adopted a Remuneration and Nomination Committee Charter for the purpose of addressing 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. However, until such time as a separate committee is constituted, the Board will remain responsible for such matters and will continue to monitor the composition of the Board and the roles and responsibilities of its members.</p>

	knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.		Please refer to section 5.6 of the Prospectus and the Remuneration and Nomination Committee Charter (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).
2.2	Companies 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.	Yes	Please refer to the Board Skills Matrix set out in Annexure A to this Corporate Governance Statement.
2.3	Companies 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.	Yes	The Board consists of 3 Directors, with only Matthew Cain considered to be an independent director. Matthew Cain was appointed on 5 July 2017. Please refer to section 5.1 of the Prospectus for the length of tenure of each Director.
2.4	A majority of the board should be independent directors.	No	One out of the three Directors of the Company are considered to be independent. The Board comprises one Independent no-executive Director (Matthew Cain), one non-independent non-executive director (Donald McKay) and one executive Director (Ian Steuart Roe) The Board believes that the Company is not presently of a size or complexity which justifies the appointment of additional independent directors to meet the independence requirement of this Recommendation 2.4. However, the Board will consider the appointment of additional directors as and when required in the future.
2.5	The chair of the board should be an independent director and, in particular, should not be the same person as the CEO.	Partially	Mr Donald McLay, the Company's chairman, is not considered to be an independent Director due to his substantial shareholding in the Company. He is not the same person as the CEO.

2.6	Companies 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.	Yes	Please refer to the Remuneration and Nomination Charter and the Board Charter (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).
3	Act ethically and responsibly		
3.1	Companies should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	Yes	Please refer to section 5.6 of the Prospectus and the Company's Code of Conduct Policy (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).
4	Safeguard integrity in corporate reporting		
4.1	The board 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	No	The Board is not currently of a relevant size to justify the formation of an Audit Committee. Furthermore, the Board does not consider that the Company is of a sufficient size to justify the appointment of additional directors for the sole purpose of satisfying this recommendation as its resources would be better utilised in other areas. The Board has adopted an Audit and Risk Management Committee Charter for the purpose of implementing processes to independently verify and safeguard the integrity of the Company's corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. However, until such time as a separate committee is constituted, the Board will remain responsible for such matters and will continue to monitor the Company's audit processes. Please refer to section 5.6 of the Prospectus and the Audit and Risk Management Committee Charter (available via the Company's

	(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.		website, https://www.registrydirect.com.au/corporate-info/).
4.2	The board 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.	Yes	As set out in the Company's Risk Management Policy (as currently implemented by the Board), the Board ensures that the Company complies with its legal obligations, including to require the Chief Executive Officer and/or Chief Financial Officer (or such other persons as required under the Corporations Act 2001 (Cth)) to provide declarations in relation to the Company's financial reports required by both section 295A of the Corporations Act 2001 (Cth) and this Recommendation 4.2. Please refer to section 5.6 of the Prospectus and the Risk Management Policy (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).
4.3	Companies should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	Please refer to section 5.6 of the Prospectus and the Shareholder Communications Policy (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).
5	Make timely and balanced disclosure		
5.1	Companies should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Yes	Please refer to section 5.6 of the Prospectus and the Continuous Disclosure Policy (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).
6	Respect the rights of security holders		
6.1	Companies should provide information about itself and its governance	Yes	Information regarding the Company, its business and its governance

	to investors via its website.		is available on the Company's website (https://www.registrydirect.com.au/corporate-info/).
6.2	Companies should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	Please see section 5.6 of the Prospectus and the Shareholder Communications Policy (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).
6.3	Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	Please see section 5.6 of the Prospectus and the Shareholder Communications Policy (available via the Company's website, https://www.registrydirect.com.au/investor-info/).
6.4	Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	Please see section 5.6 of the Prospectus and the Shareholder Communications Policy (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).
7	Recognise and manage risk		
7.1	<p>Companies should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> (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 <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</p>	No	<p>The Board is not currently of a relevant size to justify the formation of a Risk Committee.</p> <p>Furthermore, the Board does not consider that the Company is of a sufficient size to justify the appointment of additional directors for the sole purpose of satisfying this recommendation as its resources would be better utilised in other areas.</p> <p>The Board has adopted an Audit and Risk Management Committee Charter for the purpose of overseeing the Company's risk management framework. However, until such time as a separate committee is constituted, the Board will remain responsible for such matters and will continue to monitor the Company's risk management framework.</p> <p>Please refer to section 5.6 of the Prospectus and the Audit and Risk Management Committee Charter (available via the Company's</p>

	overseeing the entity's risk management framework.		website, https://www.registrydirect.com.au/corporate-info/).
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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Company's Audit and Risk Committee Charter (as currently implemented by the Board), sets out the responsibility for ensuring that the Company's risk management plan framework is reviewed at least annually.</p> <p>During the Reporting Period the Board continuously reviewed the Company's risk management framework, including by way of conducting regular assessments of current risks and appropriate management strategies, and reviewing the risk management framework regularly at Board meetings.</p> <p>Please refer to the Audit and Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).</p>
7.3	<p>Companies 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 risk management and internal control processes</p>	Yes	<p>The Company does not have an internal audit function.</p> <p>The Board considers the financial control function in conjunction with its Risk Management Policy is sufficient for a company of its size and complexity.</p> <p>Please refer to section 5.6 of the Prospectus, the Audit and Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).</p>
7.4	Companies should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	<p>Please refer to section 4 of the Prospectus for a summary of the key risks applicable to the Company's business.</p> <p>If the Company has any additional material exposure to economic, environmental and social sustainability risks, it will disclose such exposure and how it manages or intends to manage those risks, in the subsequent annual report.</p> <p>Please refer to the Risk Management Policy (available via the</p>

			Company's website, https://www.registrydirect.com.au/corporate-info/).
8	Remunerate fairly and responsibly		
8.1	<p>Companies 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>	No	<p>The Board is not currently of a relevant size to justify the formation of a Remuneration Committee.</p> <p>Furthermore, the Board does not consider that the Company is of a sufficient size to justify the appointment of additional directors for the sole purpose of satisfying this recommendation as its resources would be better utilised in other areas.</p> <p>The Board has adopted a Remuneration and Nomination Committee Charter for the purpose of implementing processes for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. However, until such time as a separate committee is constituted, the Board will remain responsible for such matters and will continue to monitor remuneration procedures.</p> <p>Please refer to section 5.6 of the Prospectus and the Remuneration and Nomination Committee Charter (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).</p>
8.2	Companies should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	<p>The Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives is set out in the Remuneration Report contained within the Annual Report each year.</p> <p>Please see pages 7 to 11 of the Annual Report for the Reporting Period, section 5.6 of the Prospectus and the Company's Remuneration Policy (available via the Company's website, https://www.registrydirect.com.au/corporate-info/) for further details.</p>

8.3	<p>A company 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>	Yes	<p>The Company's Employee Incentive Plan was lodged with ASX on 31 October 2017 and a summary of the Employee Incentive Plan is provided in section 10.10 of the Prospectus.</p> <p>The Company's Securities Trading Policy prohibits participants in the Employee Incentive Plan from entering into transactions (through the use of derivatives) which limit the economic risk of participating in the Employee Incentive Plan. Please see the Company's Securities Trading Policy (available via the Company's website, https://www.registrydirect.com.au/corporate-info/).</p>
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ANNEXURE A:

BOARD SKILLS MATRIX AS AT 30 JUNE 2019

This Board skills matrix details the collective skills, knowledge, experience, personal attributes and other criteria the Board of Directors of Registry Direct Limited currently believe are required for the good governance of Registry Direct. The Board will assess all future candidates for Board positions, and the performance of its current members, against these criteria in accordance with the ASX Corporate Governance Principles and Recommendations.

Skill, Experience or Attribute
<i>Operational, Technical and Industry Skills</i>
1. <i>Knowledge of Sector</i>
2. <i>Profile/Reputation</i>
3. <i>Information Technology</i>
4. <i>Markets Recognition and Influence</i>
5. <i>Public Relations and Marketing</i>
<i>Compliance and Governance Skills</i>
1. <i>Accounting and Finance</i>
2. <i>Legal and Risk</i>
3. <i>Leadership</i>
4. <i>Compliance and Corporate Governance</i>
5. <i>Director Experience</i>

<i>Personal Attributes</i>
1. <i>Innovative and Strategic</i>
2. <i>Common Sense and Sound Judgment</i>
3. <i>Professionalism, Ethics and Integrity</i>
4. <i>Team player/collaborative</i>
5. <i>Commitment to excellence</i>
6. <i>Honest and constructively critical</i>
<i>Diversity</i>
1. <i>Gender Diversity</i>
2. <i>Age Diversity</i>

NB: The Chairperson should also have the personal attributes to effectively undertake usual Chairperson functions such as: chairing Board meetings; developing a constructive relationship with the CEO; successfully managing Board succession planning and Board performance; and representing/being a spokesperson for the company.