

# 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. However, the Company will be required to provide a statement in its future annual reports disclosing the extent to which the Company has followed the Principles and Recommendations.

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/investor-info/>.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (Yes/No)	EXPLANATION
<b>1. Lay solid foundations for management and oversight</b>		
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 the Board Charter (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).
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 (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.	Yes	Please refer to the Board Charter and the Remuneration and Nomination Committee Charter (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).

1.3	Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	<p>The Company has entered into a written agreement with each Director and senior executive.</p> <p>Please refer to the Remuneration and Nomination Committee Charter (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a>).</p>												
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	Please refer to the Board Charter (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).												
1.5	<p>Companies should:</p> <p>(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;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(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:</p> <p>(1) the respective proportions of men and women on the board, 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>	Yes	<p>The Diversity Policy requires the Board to adopt measurable objectives to assist the Company in achieving gender diversity and review such objectives annually. . The proportion of women on the board, women in senior executive positions, and women employees as at reporting date was as follows:</p> <table border="1" data-bbox="1294 726 2119 970"> <thead> <tr> <th data-bbox="1294 726 1485 829">Gender</th> <th data-bbox="1485 726 1637 829">Board</th> <th data-bbox="1637 726 1912 829">Senior Executive Positions</th> <th data-bbox="1912 726 2119 829">Whole organisation</th> </tr> </thead> <tbody> <tr> <td data-bbox="1294 829 1485 901">No. of women</td> <td data-bbox="1485 829 1637 901">0</td> <td data-bbox="1637 829 1912 901">0</td> <td data-bbox="1912 829 2119 901">6</td> </tr> <tr> <td data-bbox="1294 901 1485 970">% women</td> <td data-bbox="1485 901 1637 970">0%</td> <td data-bbox="1637 901 1912 970">0%</td> <td data-bbox="1912 901 2119 970">43%</td> </tr> </tbody> </table> <p>Please refer to the Company's Diversity Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a>).</p>	Gender	Board	Senior Executive Positions	Whole organisation	No. of women	0	0	6	% women	0%	0%	43%
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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>	Yes	<p>As the Company is still in the early stages of development it has not yet undertaken a formal review of the Boards performance. However, the Board will 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 the Board Charter (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a>).</p> <p>No performance evaluation was undertaken during the period to June 2018.</p>
<b>2.</b>	<b>Structure the board to add value</b>		
2.1	<p>The board should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <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>	No	<p>The Board is not currently of a relevant size to justify the formation of a separate 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> <p>Please refer to the Remuneration and Nomination Committee Charter (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a>).</p>

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 each of Matthew Cain and Donald McLay considered to be an independent, non-executive director. Ian Steuart Roe is an executive director.  Matthew Cain was appointed on 5 July 2017 and Donald McLay was appointed on 30 May 2016.  Ian Steuart Roe was appointed on 3 September 2012.
2.4	A majority of the board should be independent directors.	Yes	Two out of the three directors are considered to be independent.
2.5	The chair of the board should be an independent director and, in particular, should not be the same person as the CEO.	Yes	Mr Donald McLay, the Company's chairman, is an independent Director and the CEO is Mr Ian Steuart Roe.
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, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).
<b>3</b>	<b>Act ethically and responsibly</b>		
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 the Company's Code of Conduct Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).

4	<b>Safeguard integrity in corporate reporting</b>		
4.1	<p>The board should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board, and disclose: <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(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</li> </ol> </li> </ol> <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>	No	<p>The Board is not currently of a relevant size to justify the formation of an Audit 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 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.</p> <p>Please refer to section 5.6 of the Prospectus and the Audit and Risk Management Committee Charter (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a>).</p>
4.2	<p>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.</p>	Yes	<p>Please refer to the Risk Management Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a>).</p> <p>The CEO and CFO execute Section 295A declarations and submit to the board prior to approval of the Annual Report.</p>

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 the Shareholder Communications Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).  The Auditor attends the Company's Annual General Meeting.
<b>5</b>	<b>Make timely and balanced disclosure</b>		
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 the Continuous Disclosure Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).
<b>6</b>	<b>Respect the rights of security holders</b>		
6.1	Companies should provide information about itself and its governance to investors via its website.	Yes	Information regarding the Company, its business and its governance is available on the Company's website ( <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).
6.2	Companies should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	Please see the Shareholder Communications Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).
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 the Shareholder Communications Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).
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, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).
<b>7</b>	<b>Recognise and manage risk</b>		
7.1	Companies 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	No	The Board is not currently of a relevant size to justify the formation of a Risk Committee.  Furthermore, the Board does not consider that the Company is of a sufficient size to justify the appointment of additional directors for the

	<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>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 the Audit and Risk Management Committee Charter (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a>).</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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>Please refer to the Audit and Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a>).</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 the Audit and Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a>).</p>
7.4	<p>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.</p>	Yes	<p>Please refer to the Risk Management Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a>).</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>

<b>8</b>	<b>Remunerate fairly and responsibly</b>		
8.1	<p>Companies should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ul> <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 the Remuneration and Nomination Committee Charter (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a>).</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	Please see section the Company's Remuneration Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).
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	Please see the Company's Securities Trading Policy (available via the Company's website, <a href="https://www.registrydirect.com.au/investor-info/">https://www.registrydirect.com.au/investor-info/</a> ).



## ANNEXURE A:

### BOARD SKILLS MATRIX AS AT [5 September 2018]

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.

<b>Skill, Experience or Attribute</b>
<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.*