

**Registry Direct Limited**  
**ACN 160 181 840**  
**(the Company)**

**CORPORATE GOVERNANCE STATEMENT**

**FOR THE FINANCIAL YEAR ENDING 30 JUNE 2021**

This Corporate Governance Statement is current as at 30 June 2021 and has been approved by the Board of the Company.

This Corporate Governance Statement discloses the extent to which it will follow the recommendations set by the ASX Corporate Governance Council in its publication "Corporate Governance Principles and Recommendations (the Fourth Edition)", *ASX Corporate Governance Council*, as revised in February 2019 (**Principles and Recommendations**) for the financial year ending 30 June 2021. References to "the Prospectus" in this document refer to the prospectus issued by the Company dated 24 August 2017.

The Principles and Recommendations are not mandatory. Except as set out below, the Company intends to comply with all of the Principles and Recommendations and the Company will also disclose the extent of its compliance with the Principles and Recommendations in its annual reports.

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/>. The Company is committed to high standards of corporate governance and behaviour.

Principles and Recommendations		Comply Yes/No	Explanation
<b>1</b>	<b>Lay solid foundations for management and oversight</b>		
<b>1.1</b>	Companies 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.	Yes	The respective roles and responsibilities of the Board and management are defined under the Board Charter, a copy of which is available on the Company's website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a> .  There is a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon the Chief Executive Officer and certain other officers of the Company.
<b>1.2</b>	Companies should: a) undertake appropriate checks before appointing a director or senior executive, or putting forward to security holders a candidate for election, as a director; and	Yes	The process for selection and appointment of new directors is detailed in the Remuneration and Nomination Committee Charter, a copy of which is available on the Company's website at <a href="https://www.registrydirect.com.au/corporate-">https://www.registrydirect.com.au/corporate-</a>

Principles and Recommendations	Comply Yes/No	Explanation
<p>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.</p>		<p><a href="#">info/</a>. The Company will undertake appropriate checks before appointing a director or senior executive, or putting forward to shareholders a candidate for election as a director.</p> <p>Shareholders will be provided with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a director, including biographical details, qualifications, and a statement as to whether the Board supports the nomination of the director.</p>
<p><b>1.3</b> Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>The Company requires each director and senior executive to execute a written agreement setting out the terms of their appointment.</p>
<p><b>1.4</b> 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.</p>	Yes	<p>The Company secretary is Mr Ian Roe, who is accountable directly to the Board, through the Chair Mr Matthew Cain, on all matters to do with the proper functioning of the Board, including governance matters.</p> <p>The role of the Company Secretary is outlined in the Board Charter, a copy of which is available on the Company's website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>.</p>
<p><b>1.5</b> Companies should:</p> <p>a) have and disclose a diversity policy;</p> <p>b) through the 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>(i) the measurable objectives for achieving gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p><i>either</i></p> <p>(iii) 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>(iv) 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 in part	<p>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.</p> <p>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.</p> <p>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> <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>

	Men	Women
On the Board	3	0
In senior executive positions	2	0
Across the whole organisation*	7	3

\* Across the whole organisation includes Directors, senior executives and employees, including casual employees.

For this purpose, the Company has defined 'senior executive' as the Company's Chief Executive Officer, and Chief Technology Officer.

A copy of the Diversity Policy is available on the Company's website at <https://www.registrydirect.com.au/corporate-info/>.

<p><b>1.6</b> 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, <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>).</p>
<p><b>1.7</b> Companies should:</p> <p>a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; 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>

Principles and Recommendations	Comply Yes/No	Explanation
		<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, <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>, for further detail.</p>
<b>2 Structure the board to add value?</b>		
<p><b>2.1</b> The board should:</p> <p>a) have a nomination committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an Independent director, and disclose:</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) 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 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 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><b>2.2</b> 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.</p>	Yes	<p>Please refer to the Board Skills Matrix set out in Annexure A to this Corporate Governance Statement.</p>
<p><b>2.3</b> Companies should disclose:</p> <ul style="list-style-type: none"> <li>a) the names of the directors considered by the board to be independent directors;</li> <li>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</li> <li>c) the length of service of each director.</li> </ul>	Yes	<p>The Company assesses the independence of its directors against the requirements for independence set out in the Board Charter which reflect the independence criteria set out in the Principles and Recommendations.</p> <p>Director independence is initially assessed upon each director's appointment and reviewed each year, or as required when a new personal interest or conflict of interest is disclosed. Directors are required to disclose all actual or potential conflicts of interest on an ongoing basis.</p>

Principles and Recommendations	Comply Yes/No	Explanation
		<p>Mr Matthew Cain and Mr Scott Beeton are considered by the Board to be independent for ASX purposes. In determining the independence of its directors, the Company has had regard to the guidelines provided by Principle 2 of the Principles and Recommendations.</p> <p>The remaining member of the Board, Mr Ian Roe is not considered to be independent due to ownership interests in the Company's shares and positions as key management personnel of the Company.</p> <p>The length of service of each director on the Board is as follows:</p> <ul style="list-style-type: none"> <li>• Mr Matthew Cain: 5 Jul 2017 - Present</li> <li>• Mr Ian Roe: 3 September 2012 – Present</li> <li>• Mr Scott Beeton: 3 June 2021 – Present</li> <li>• Mr Daniel Peade: 13 October 2020 – 3 June 2021</li> <li>• Mr Donald McLay: 30 May 2016 – 12 October 2020</li> </ul>
<p><b>2.4</b> A majority of the board should be independent directors</p>	<p>Yes</p>	<p>Two out of the three Directors of the Company are considered to be independent. The Board comprises two Independent non-executive Directors (Matthew Cain and Scott Beeton), and one executive Director (Ian Steuart Roe)</p>
<p><b>2.5</b> The chair of the board should be an independent director and, in particular, should not be the same person as the CEO.</p>	<p>Yes</p>	<p>The Chair of the Board is Mr Matthew Cain, who is considered by the Board to be an independent director. The role of CEO is held by Mr Ian Roe.</p>
<p><b>2.6</b> Companies 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.</p>	<p>Yes</p>	<p>The Company's Remuneration and Nomination Committee is responsible for establishing and facilitating an induction program for new directors and providing new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board.</p> <p>The Company's Remuneration and Nomination Committee is also responsible for developing and reviewing continuous professional development programs for directors in order to enhance director competencies and develop and enhance directors' skills and knowledge on key developments affecting the Company and the industry in which it operates.</p> <p>A copy of the Remuneration and Nomination Committee Charter is available on the Company's website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>.</p>

Principles and Recommendations		Comply Yes/No	Explanation
<b>3 Act ethically and responsibly</b>			
<b>3.1</b>	A company should articulate and disclose its values.	Yes	The Company's stated values are available on its website at <a href="http://www.registrydirect.com.au/about-us/">www.registrydirect.com.au/about-us/</a> .
<b>3.2</b>	Companies 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.	Yes	The Company has adopted a Code of Conduct which applies to all directors, officers, employees, consultants, advisers and contractors of the Company, a copy of which is available on the Company's website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a> .  In accordance with the terms of the Code of Conduct, any material breaches of the Code of Conduct must be reported to the Board or the Audit and Risk Committee.
<b>3.3</b>	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.	Yes	The Company has adopted a Whistleblower Policy, a copy of which is available on the Company's website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a> .  All reports made under the Whistleblower Policy will be reviewed and, where appropriate, will be investigated at the earliest opportunity. In most cases, the findings of any investigation will be provided to the Chair of the Board or Audit & Risk Committee, having regard to the nature of the disclosure.
<b>3.4</b>	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	Yes	The Company has adopted an Anti-Bribery and Corruption Policy, a copy of which is available on the Company's website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a> .  The Company encourages employees, directors, officers and agent to report any known or suspected breach of the Anti-Bribery and Corruption Policy to the Company Secretary. Any material breaches of the Anti-Bribery and Corruption Policy must be reported to the Board.
<b>4 Safeguard integrity in corporate reporting</b>			
<b>4.1</b>	The board should: a) have an audit committee which: (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: (iii) the charter of the committee;	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.

Principles and Recommendations	Comply Yes/No	Explanation
<ul style="list-style-type: none"> <li>(iv) the relevant qualifications and experience of the members of the committee; and</li> <li>(v) 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> <li>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.</li> </ul>		<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>A copy of the Audit and Risk Management Committee Charter is available on the Company's website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>.</p>
<p><b>4.2</b> 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>Prior to the Board approving the Company's financial statements for a financial period, the Board will ensure that it receives from the CEO and CFO a declaration that, in their opinion, the financial records of the Company 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 Company, 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><b>4.3</b> 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>	Yes	<p>The Company will disclose either in its annual report or in the applicable periodic corporate report that has not been audited or reviewed by an external auditor, the process used to verify the integrity of the report.</p>
<p><b>5 Make timely and balance disclosure</b></p>		
<p><b>5.1</b> A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	Yes	<p>The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.</p> <p>The Company has adopted a written policy to ensure compliance with the ASX Listing Rule continuous disclosure obligations. A copy of the Company's Continuous Disclosure Policy is available on its website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>.</p>
<p><b>5.2</b> A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	<p>The Company requires the Company Secretary (Mr Ian Roe) to ensure that the Board receives copies of all material market announcements promptly after they have been made under its Continuous Disclosure Policy, which is available on its website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>.</p>

Principles and Recommendations		Comply Yes/No	Explanation
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.	Yes	The Company will ensure that the Company Secretary releases any presentation materials to the ASX Market Announcements Platform ahead of the relevant presentation.
<b>6 Respect the rights of security holders</b>			
6.1	Companies should provide information about itself and its governance to investors via its website.	Yes	<p>The Company intends to provide investors with comprehensive and timely access to information about itself and its governance on its website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>, including copies of the Company's constitution, Board and committee charters, key corporate governance policies, copies of all material information lodged with ASX, copies of all announcements, briefings and speeches made to the market, analysts or the media, press releases or announcements made by the Company, financial data for the Company, the Company's annual reports, and notices of shareholder meetings.</p> <p>Further details are set out in the Company's Shareholder Communication Policy, a copy of which is available on the Company's website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>.</p>
6.2	Companies should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>The Company has adopted a Shareholder Communications Policy for shareholders wishing to communicate with the Board, a copy of which is available on the Company's website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>.</p> <p>The Company seeks to utilise numerous modes of communication, including electronic communication to ensure that its communication with shareholders is frequent, clear and accessible.</p>
6.3	Companies should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	All shareholders are invited to attend the Company's annual meetings either in person or by proxy, attorney or representative. Shareholders have an opportunity to submit questions to the Board or to the Company's external auditor.
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.	Yes	The Company intends to ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.
6.5	Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically	Yes	The Company encourages shareholders to submit questions or requests for information directly to the Company via the "contact us" information on the Company's website at <a href="http://www.registrydirect.com.au">www.registrydirect.com.au</a> .



Principles and Recommendations	Comply Yes/No	Explanation
		<p>The Company also encourages shareholders to update their personal information, elect to receive communications electronically, or submit any questions related to their shareholding in the Company to the Company's share registry with the share registry's contact details available on the Company's website at <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>.</p>
<b>7 Recognise and manage risk</b>		
<p><b>7.1</b> Companies should:</p> <p>a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, and disclose:</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) 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 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>	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 website, <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>).</p>
<p><b>7.2</b> 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>	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, <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>).</p>

Principles and Recommendations	Comply Yes/No	Explanation
<p><b>7.3</b> 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>Due to the Company's current size and business circumstances, the Company does not have an internal audit function. The Company will reconsider this decision as appropriate and appoint an internal auditor if and when the Company considers this necessary.</p> <p>Under the Audit and Risk Committee Charter, the Audit and Risk Committee is responsible for monitoring, reviewing and advising or reporting to the Board on the implementation and effectiveness of the Company's risk management and internal control policies and procedures.</p>
<p><b>7.4</b> 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>The Company is exposed to certain economic risks. Refer to Section 4 of the Prospectus for more information in respect of those risks, and how those risks are managed by the Company.</p>
<p><b>8 Remunerate fairly and responsibly</b></p>		
<p><b>8.1</b> Companies should:</p> <p>a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) 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, <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a>).</p>
<p><b>8.2</b> 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.</p>	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>

Principles and Recommendations		Comply Yes/No	Explanation
			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, <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a> ) for further details.
<b>8.3</b>	A company 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.	Yes	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.  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, <a href="https://www.registrydirect.com.au/corporate-info/">https://www.registrydirect.com.au/corporate-info/</a> ).
<b>9 Additional recommendations</b>			
<b>9.1</b>	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.	N/A	Not relevant to the Company.
<b>9.2</b>	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	Not relevant to the Company.
<b>9.3</b>	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.	N/A	Not relevant to the Company.

**ANNEXURE A:  
BOARD SKILLS MATRIX**

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.*