

# Corporate governance statement

This document discloses the extent to which iSignthis Ltd ACN 075 419 715 (**Company**) has followed the recommendations set by the ASX Corporate Governance Council in the third edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**) during the relevant part of the reporting period.

This document is current as at 4 March 2020 and has been approved by the board of the Company.

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
<b>1.</b>	<b>Principle 1 – Lay solid foundations for management and oversight</b>		
	A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.		
	<b>ASX Recommendation 1.1</b> Companies should disclose: <ul style="list-style-type: none"> <li>a. the respective roles and responsibilities of its board and management and</li> <li>b. those matters expressly reserved to the board and those delegated to management</li> </ul>	Yes to all	Refer to the Company's Board Charter (available at the Board Charter link at Corporate Governance – Charters at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ) for further detail.
1.2	<b>ASX Recommendation 1.2</b> A listed entity should: <ul style="list-style-type: none"> <li>a. undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</li> <li>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.</li> </ul>	Yes to all	The Company has a Fit and Proper Policy which has been approved by APRA and covers Directors. Upon nomination the Company will 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	<b>ASX Recommendation 1.3</b> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company confirms that it has entered into written agreements with each director and senior executive.
1.4	<b>ASX Recommendation 1.4</b> The company secretary of a listed entity should be accountable directly to the board,	Yes	Refer to Section 1.5 of the Company's Board Charter (available at the Board Charter link at Corporate Governance – Charters at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ) for further detail.

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	through the chair, on all matters to do with the proper functioning of the board.														
1.5	<p>A listed entity should:</p> <p>a) have and disclose a diversity policy;</p> <p>b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>c) disclose in relation to each reporting period:</p> <p>1) the measurable objectives set forth at period to achieve gender diversity;</p> <p>2) the entity's progress towards achieving those objectives; and</p> <p>3) either:</p> <p>a) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>b) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p>a. Yes</p> <p>b. No</p> <p>c. N/A</p>	<p>The Company has established a diversity policy which covers factors such as gender, race, ethnicity, disability, age, sexual orientation, gender identity, marital or family status, religious or cultural background. The diversity policy objectives include encouraging diversity in employment, and in the composition of its Board, as a means of ensuring the Company has an appropriate mix of skills and talent to conduct its business and strives to achieve the Company's goals.</p> <p>As the Company entered the ASX 300 in 2019, in 2020 the Board will set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally. These targets will be reported on, in the annual report.</p> <p>Refer to the Company's Diversity Policy (available at the following link at Corporate Governance – Policies &amp; Procedures at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ) for further detail.</p> <p>The proportion of women on the board, women in senior executive positions and women employees in the whole organisation as at reporting date was as follows:</p> <table border="1" data-bbox="1330 730 1975 850"> <thead> <tr> <th>Gender</th> <th>Board</th> <th>Senior executive positions</th> <th>Whole organisation</th> </tr> </thead> <tbody> <tr> <td>No of women</td> <td>0</td> <td>2</td> <td>35</td> </tr> <tr> <td>% women</td> <td>0%</td> <td>29%</td> <td>36%</td> </tr> </tbody> </table>	Gender	Board	Senior executive positions	Whole organisation	No of women	0	2	35	% women	0%	29%	36%
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1.6	<p><b>ASX Recommendation 1.6</b></p> <p>A listed entity should:</p> <p>a. have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>b. disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the</p>	<p>a. Yes</p> <p>b. Yes</p>	<p>a. The Company has a Performance Evaluations Policy, which details the performance evaluation process for the Board, its committees and individual directors. The Policies are detailed below.</p> <p><b>Board Evaluation Policy</b></p> <p>An informal process has been established to review and evaluate the performance of the Board. Given the size of the Company, the Board is continuously reviewing the role of the Board, assessing its performance over the previous period, including comparison with other similar sized entities, and examining ways in which the Board can better perform its duties. The review will incorporate the performance of the Board.</p>												

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
	reporting period in accordance with that process.		<p>The method and scope of the performance evaluation will be set by the Board and may include a Board self-assessment checklist to be completed by each Director. The Board may also use an independent adviser to assist in the review.</p> <p><b>Committees</b></p> <p>Similar procedures to those for the Board review are applied to evaluate the performance of the Board committees, if any.</p> <p>An assessment will be made of the performance of any committee against each charter and areas identified where improvements can be made.</p> <p><b>Non-executive directors</b></p> <p>The Chairman will have primary responsibility for conducting performance appraisals of Non-Executive Directors in conjunction with each Non-Executive Director, having particular regard to;</p> <ul style="list-style-type: none"> <li>• contribution to Board discussion and function;</li> <li>• degree of independence including relevance of any conflicts of interest;</li> <li>• availability for, and attendance at, Board meetings and other relevant events;</li> <li>• contribution to Company strategy;</li> <li>• membership of, and contribution to, any Board committees; and</li> <li>• suitability to Board structure and composition.</li> </ul> <p>Where the Chairman, following a performance appraisal, considers that action must be taken in relation to a director's performance, the Chairman must consult with the remainder of the Board regarding whether a director should be counselled to resign, not seek re-election, or in exceptional circumstances, whether a resolution for the removal of a Director be put to shareholders.</p> <p><b>Managing Director</b></p> <p>The Board will annually review the performance of the Managing Director. At the commencement of each financial year, the Board and the Managing Director will agree a set of general Company specific performance measures to be used in the review of the forthcoming year.</p> <p>b. A review of the Board was planned for 2019, the circumstances since October 2019 necessitated that that it be postponed to 2020.</p>
1.7	<p><b>ASX Recommendation 1.7</b></p> <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>	<p>a. Yes</p> <p>b. Yes</p>	<p>a. The Company has a Performance Evaluations Policy, which details the performance evaluation process for senior executives. The Policy is detailed below.</p> <p><b>Senior Executive Evaluation Policy</b></p> <p>The Managing Director is responsible for assessing the performance of the key executives within the Company. This is to be performed through a formal process involving an annual formal meeting with each senior executive and ongoing informal monitoring throughout each financial year. The basis of evaluation of senior executives will be a set of agreed performance measures.</p> <p>b. The Managing Director undertook a review of the senior executives during the period ending 31 December 2019. The review;</p>

ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
		<ul style="list-style-type: none"> <li>compared the performance of each senior executive against set duties and indicators per their employment agreements as well as the overall performance of the company and its results.</li> </ul>
<b>2. Principle 2 – Structure the board to add value</b>		
<p>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</p>		
<p><b>ASX Recommendation 2.1</b></p> <p>The board of a listed entity 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>	<p>a. No</p> <ol style="list-style-type: none"> <li>1. N/A</li> <li>2. N/A</li> <li>3. N/A</li> <li>4. N/A</li> <li>5. N/A</li> </ol> <p>b. Yes</p>	<p>A Nomination Committee has not been established. Due to the size of the Company and its Board, the Board does not consider it necessary to establish a Nomination Committee. The Board will fulfil the roles and responsibilities in relation to nomination.</p> <p>Refer to the Company’s Board Charter (available at the Nomination Charter link at Corporate Governance – Charters at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ) for further detail.</p> <p>During the period that the Company does not have an Nomination Committee, the Company will disclose that fact and address the matters contained by Recommendation 2.1(b) in its annual reports.</p>

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<p><b>ASX Recommendation 2.2</b></p> <p>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.</p>	Yes	<p>See the current Board Skills Matrix below:</p> <table border="1" data-bbox="1220 279 2049 1021"> <thead> <tr> <th data-bbox="1220 279 1489 327">Requirement</th> <th data-bbox="1489 279 1713 327">Directors Expertise</th> <th data-bbox="1713 279 2049 327">Snr Executive Expertise</th> </tr> </thead> <tbody> <tr> <td data-bbox="1220 327 1489 359">ASX Rules (&gt; 2 years)</td> <td data-bbox="1489 327 1713 359">TH, SM, BEW, JK</td> <td data-bbox="1713 327 2049 359">JK</td> </tr> <tr> <td data-bbox="1220 359 1489 406">Corporate Governance</td> <td data-bbox="1489 359 1713 406">TH, SM, BEW, TT, JK</td> <td data-bbox="1713 359 2049 406">EW</td> </tr> <tr> <td data-bbox="1220 406 1489 438">CEO Experience</td> <td data-bbox="1489 406 1713 438">TH, TT, JK, BEW</td> <td data-bbox="1713 406 2049 438">JK</td> </tr> <tr> <td data-bbox="1220 438 1489 470">Industry/Sector Experience</td> <td data-bbox="1489 438 1713 470">TT, BEW, JK</td> <td data-bbox="1713 438 2049 470">JC, MA, MA, SW, EW</td> </tr> <tr> <td data-bbox="1220 470 1489 502">Independence</td> <td data-bbox="1489 470 1713 502">TH, SM, BEW, TT</td> <td data-bbox="1713 470 2049 502">JC, MA, SW, EW</td> </tr> <tr> <td data-bbox="1220 502 1489 534">Residency (in AU)</td> <td data-bbox="1489 502 1713 534">TH, SM, BEW</td> <td data-bbox="1713 502 2049 534">JC, MA, SW, EW</td> </tr> <tr> <td data-bbox="1220 534 1489 582">Accounting / Economics/ Financial Literacy</td> <td data-bbox="1489 534 1713 582">JK, SM, BEW, TT, TH</td> <td data-bbox="1713 534 2049 582">JC, EW</td> </tr> <tr> <td data-bbox="1220 582 1489 614">AntiMoney Laundering</td> <td data-bbox="1489 582 1713 614">BEW, TT, JK</td> <td data-bbox="1713 582 2049 614">JC</td> </tr> <tr> <td data-bbox="1220 614 1489 646">Information Technology</td> <td data-bbox="1489 614 1713 646">JK, SM, TH</td> <td data-bbox="1713 614 2049 646">MA, AK, SW</td> </tr> <tr> <td data-bbox="1220 646 1489 678">CyberSecurity</td> <td data-bbox="1489 646 1713 678">JK</td> <td data-bbox="1713 646 2049 678">MA, AK, SW</td> </tr> <tr> <td data-bbox="1220 678 1489 710">Compliance / Regulatory</td> <td data-bbox="1489 678 1713 710">JK, BEW</td> <td data-bbox="1713 678 2049 710">JC, EW</td> </tr> <tr> <td data-bbox="1220 710 1489 758">Legal / Privacy</td> <td data-bbox="1489 710 1713 758">JK, SM</td> <td data-bbox="1713 710 2049 758">Inhouse counsel plus external counsel</td> </tr> <tr> <td data-bbox="1220 758 1489 790">HR Management</td> <td data-bbox="1489 758 1713 790">TT, TH, JK</td> <td data-bbox="1713 758 2049 790"></td> </tr> <tr> <td data-bbox="1220 790 1489 837">Banking Executive Experience</td> <td data-bbox="1489 790 1713 837">TT, BEW, JK</td> <td data-bbox="1713 790 2049 837">JC, EW</td> </tr> <tr> <td data-bbox="1220 837 1489 885">Strategy Development &amp; Execution</td> <td data-bbox="1489 837 1713 885">TH, JK, TT</td> <td data-bbox="1713 837 2049 885">JC</td> </tr> <tr> <td data-bbox="1220 885 1489 933">Risk Evaluation and Mitigation</td> <td data-bbox="1489 885 1713 933">TT, BEW, JK</td> <td data-bbox="1713 885 2049 933">JC</td> </tr> <tr> <td data-bbox="1220 933 1489 965">Marketing / Sales</td> <td data-bbox="1489 933 1713 965">TH, JK</td> <td data-bbox="1713 933 2049 965">AK</td> </tr> <tr> <td data-bbox="1220 965 1489 997">Capital Raising &amp; Markets</td> <td data-bbox="1489 965 1713 997">JK, BEW, TH</td> <td data-bbox="1713 965 2049 997">EW</td> </tr> </tbody> </table> <p><b>Key :</b>  <b>Directors</b>  TH = Timothy J Hart,  TT = Christakis Taoushanis  SM=Scott W Minehane  BEW = Barnaby Egerton Warburton  JK= Nickolas John Karantzis  <b>Senior Executives</b>  EW = Elizabeth Warrell  MA = Michael Andrews  SW = Stephen Watson  JC = James L Cameron</p>	Requirement	Directors Expertise	Snr Executive Expertise	ASX Rules (> 2 years)	TH, SM, BEW, JK	JK	Corporate Governance	TH, SM, BEW, TT, JK	EW	CEO Experience	TH, TT, JK, BEW	JK	Industry/Sector Experience	TT, BEW, JK	JC, MA, MA, SW, EW	Independence	TH, SM, BEW, TT	JC, MA, SW, EW	Residency (in AU)	TH, SM, BEW	JC, MA, SW, EW	Accounting / Economics/ Financial Literacy	JK, SM, BEW, TT, TH	JC, EW	AntiMoney Laundering	BEW, TT, JK	JC	Information Technology	JK, SM, TH	MA, AK, SW	CyberSecurity	JK	MA, AK, SW	Compliance / Regulatory	JK, BEW	JC, EW	Legal / Privacy	JK, SM	Inhouse counsel plus external counsel	HR Management	TT, TH, JK		Banking Executive Experience	TT, BEW, JK	JC, EW	Strategy Development & Execution	TH, JK, TT	JC	Risk Evaluation and Mitigation	TT, BEW, JK	JC	Marketing / Sales	TH, JK	AK	Capital Raising & Markets	JK, BEW, TH	EW
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<p><b>ASX Recommendation 2.3</b></p> <p>A listed entity should disclose:</p>	<p>a. Yes</p> <p>b. Yes</p> <p>c. Yes</p>	<p>The Board consists of five Directors, four of which (being Timothy Hart, Scott Minehane, Barnaby Egerton-Warburton and Christakis Taoushanis) are non-executive directors.</p> <p>The Board considers each non-executive director to be independent having regard to the indicia in Box 2.3 in the ASX Recommendations. The Board considers that Timothy Hart,</p>																																																									

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<p>a. the names of the directors considered by the board to be independent directors;</p> <p>b. if a director has an interest, position, 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</p> <p>c. the length of service of each director.</p>		<p>Scott Minehane, Barnaby Egerton-Warburton and Christakis Taoushanis are otherwise free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of their judgement, and that each of these Directors is able to fulfil the role of independent Director for the purposes of the ASX Recommendations.</p> <p>The other Director, Nickolas John Karantzis is currently considered by the Board to not be independent on the basis that he is also engaged in an executive management role.</p> <p>The lengths of service are as follows:</p> <ul style="list-style-type: none"> <li>• Nickolas John Karantzis – 5 years and 3 months</li> <li>• Timothy Hart – 5 years and 3 months</li> <li>• Scott Minehane – 5 years and 3 months</li> <li>• Barnaby Egerton-Warburton – 5 years and 3 months</li> <li>• Christakis Taoushanis – 1 year and 7 months</li> </ul>
<p><b>ASX Recommendation 2.4</b></p> <p>A majority of the board of a listed entity should be independent directors.</p>	Yes	As noted above in Recommendation 2.3, the Board is composed of a majority of independent directors.
<p><b>ASX Recommendation 2.5</b></p> <p>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.</p>	Yes	<p>The Chairman, Timothy Hart is an independent director. The Board believes that Mr Hart is a most appropriate person for the position of Chairman because of his expertise and his in-depth knowledge of the Company and his broad commercial experience.</p> <p>The roles of Chairman and Chief Executive Officer are exercised by different individuals, being Timothy Hart and Nickolas John Karantzis respectively.</p>
<p><b>ASX Recommendation 2.6</b></p> <p>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.</p>	Yes	The entity has a program for inducting new directors and supports current directors to provide appropriate professional development opportunities.
<p><b>3. Principle 3 – Act ethically and responsibly</b></p>		
<p>A listed entity should act ethically and responsibly.</p>		
<p><b>ASX Recommendation 3.1</b></p> <p>A listed entity should articulate and disclose its values.</p>	No	Due to the relatively small size of the Company, it has yet to formally articulate its values.
<p><b>ASX Recommendation 3.2</b></p> <p>A listed entity should:</p>	Yes to all	Refer to the Company's Board Charter (available at the Board Charter link at Corporate Governance – Charters at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ) for further detail.

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<ul style="list-style-type: none"> <li>a. have a code of conduct for its directors, senior executives and employees; and</li> <li>b. disclose that code or a summary of it.</li> </ul>		
<p><b>ASX Recommendation 3.3</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a. have and disclose a whistleblower policy; and</li> <li>b. ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	Yes to all	Refer to the Company's Whistleblower Policy (available at the Corporate Governance – Policies & Procedures link at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ) for further detail.
<p><b>ASX Recommendation 3.4</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a. have and disclose a anti-bribery and corruption policy; and</li> <li>b. ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	Yes to all	Refer to the Company's Anti bribery and Anti Corruption Policy (available at the Corporate Governance – Policies & Procedures link at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ) for further detail.

#### 4. Principle 4 – Safeguard integrity in corporate reporting

A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.

<p><b>ASX Recommendation 4.1</b></p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> <li>a. have an audit committee which: <ul 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,</li> </ul> </li> </ul> <p>and disclose:</p> <ul 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</li> </ul>	<ul style="list-style-type: none"> <li>a) Yes</li> <li>1) Yes</li> <li>2) Yes</li> <li>3) Yes</li> <li>4) Yes</li> <li>5) Yes</li> <li>b) N/A</li> </ul>	<p>The members of the Audit Committee are Timothy Hart, Scott Minehane and Barnaby Egerton-Warburton. The Audit Committee is chaired by Mr Scott Minehane who is an independent Non-executive Director and who is not the chair of the Board.</p> <p>Refer to Directors Report included in the Company's 2019 Annual Report for qualifications of Directors.</p> <p>The Audit Committee has met twice during the financial year.</p> <p>Refer to the Company's Audit Committee Charter (available at the Audit Committee Charter link at Corporate Governance – Charters at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a>) for further detail.</p>
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ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
<p>met throughout the period and the individual attendances of the members at those meetings; or</p> <p>b. if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		
<p><b>ASX Recommendation 4.2</b></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	<p>A decision by the Board to approve the Company's financial statements for a financial period is subject to receipt, from its Chief Executive Officer and Chief Financial Officer and Company Secretary, of a declaration in accordance with section 295A of the Corporations Act and ASX Recommendation 4.2.</p> <p>Refer to the Company's Board Charter (available at the Board Charter link at Corporate Governance – Charters at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a>) for further detail.</p>
<p><b>ASX Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Not applicable.	The Company doesn't disclose any periodic corporate reports, other than the Half Year and Annual Report, both of which are audited or reviewed by external auditors.

## 5. Principle 5 – Make timely and balanced disclosure

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

<p><b>ASX Recommendation 5.1</b></p> <p>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 has adopted a continuous disclosure policy which establishes processes and procedures designed to ensure that Directors and management are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information. Under the disclosure policy, the Board will be responsible for managing the Company's compliance with its continuous disclosure obligations.</p> <p>For further detail refer to the Company's Continuous Disclosure Policy (available at the Continuous Disclosure Policy link at Corporate Governance – Policies &amp; Procedures at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a>).</p>
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ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
<p><b>ASX Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	The Board receive copies of all market announcements promptly after they have been disclosed.
<p><b>ASX Recommendation 5.3</b></p> <p>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.</p>	Yes	The Company releases any new and substantive investor or analyst presentations to the ASX Market Announcements Platform ahead of the presentation.
<p><b>6. Principle 6 – Respect the rights of security holders</b></p>		
<p>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</p>		
<p><b>ASX Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	The Company has established a shareholder communications policy which supports its commitment to effective communication with Shareholders. Information about itself and its governance is available on the 'Investor' section of the Company's website, accessible from the Investors link at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ).
<p><b>ASX Recommendation 6.2</b></p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	Yes	For further detail refer to the Company's Shareholder Communications Policy (available at the Shareholder Communications Policy link at Corporate Governance – Policies & Procedures at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ).
<p><b>ASX Recommendation 6.3</b></p> <p>A Listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	Yes	For further detail refer to the Company's Shareholder Communications Policy (available at the Shareholder Communications Policy link at Corporate Governance – Policies & Procedures at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ).
<p><b>Recommendation 6.4</b></p> <p>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.</p>	Yes	All substantive resolutions at a meeting of security holders of the Company are decided by a poll.
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from,</p>	Yes	For further detail refer to the Company's Shareholder Communications Policy (available at the Shareholder Communications Policy link at Corporate Governance – Policies & Procedures at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ).

ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
and send communications to, the entity and its security registry electronically.		
<b>7. Principle 7 – Recognise and manage risk</b>		
A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.		
<p><b>ASX Recommendation 7.1</b></p> <p>The board of a listed entity should:</p> <p>a. have a committee or committees to oversee risk, each of 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 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>a) Yes</p> <ol style="list-style-type: none"> <li>1) Yes</li> <li>2) Yes</li> <li>3) Yes</li> <li>4) Yes</li> <li>5) Yes</li> </ol> <p>b) N/A</p>	<p>The members of the risk committee are Christakis Taoushanis, Timothy Hart, Barnaby Egerton-Warburton and Nickolas Karantzis. The risk committee is chaired by Mr Christakis Taoushanis who is an independent Non-executive Director and who is not the chair of the Board.</p> <p>Refer to Directors Report included in the Company's 2019 Annual Report for qualifications of Directors.</p> <p>The risk Committee has met once during the financial year.</p> <p>Refer to the Company's risk committee Charter (available at the Risk Committee Charter link at Corporate Governance – Charters at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ) for further detail.</p>
<p><b>ASX Recommendation 7.2</b></p> <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>	<p>a. Yes</p> <p>b. Yes</p>	<p>The Company will regularly undertake reviews of its risk management framework to establish an effective and efficient system for:</p> <ol style="list-style-type: none"> <li>(i) identifying, assessing, monitoring and managing risk; and</li> <li>(ii) disclosing any material change to the Group's risk profile.</li> </ol> <p>The Company intends to disclose the matters contemplated by ASX Recommendation 7.2 in future annual reports.</p> <p>For further detail refer to:</p> <ul style="list-style-type: none"> <li>- The Company's risk committee Charter (available at the Corporate Governance – Charters at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a>) for further detail.</li> </ul>

ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <p>a. if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>b. if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>a. Yes</p> <p>b. N/A</p>	<p>The Company has appointed several independent auditors as the internal auditors of the Company including:</p> <ul style="list-style-type: none"> <li>The internal auditors who audit compliance with regulatory policy and procedures including prudential regulations and policies such as governance, risk, security, whistleblowing, anti-bribery and anti corruption; and</li> <li>Separate external auditors to audit internal compliance with PCIDSS, ISO27001 and APRAs CPS234.</li> </ul>
<p><b>ASX Recommendation 7.4</b></p> <p>A listed entity 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>	<p>Yes</p>	<p>The Company has disclosed its material risks in the Annual Report. Refer to Directors Report included in the Company's 2019 Annual Report for material risks to the Company.</p>

**8. Principle 8 – Remunerate fairly and responsibly**

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.

<p><b>ASX Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>a. have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>has at least three members, a majority of whom are independent directors; and</li> <li>is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>the charter of the committee;</li> <li>the members of the committee; and</li> <li>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>a. Yes</p> <ol style="list-style-type: none"> <li>Yes</li> <li>Yes</li> <li>Yes</li> <li>Yes</li> <li>Yes</li> </ol> <p>b. N/A</p>	<p>The members of the Remuneration Committee are Timothy Hart, Scott Minehane and Barnaby Egerton-Warburton. The Remuneration Committee is chaired by Mr Tim Hart who is an independent Non-executive Director.</p> <p>The remuneration committee met twice during the financial year. The Company discloses the matters contemplated by Recommendation 8.1(b) in its annual reports.</p> <p>Refer to the Company's Remuneration Committee Charter (available at the Remuneration Committee Charter link at Corporate Governance – Charters at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a>) and the Remuneration Report within the Company's 2019 Annual Report for further detail.</p>
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ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
<p>b. if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		
<p><b>ASX Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Yes	<p>Separate disclosure regarding the remuneration of the Company's directors (executive and non-executive) and CEO is disclosed in the Company's Annual report, as lodged with the ASX and issued to shareholders.</p> <p>A copy of the latest Annual Report containing this disclosure can be accessed on the Company's website through the following link at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> via Reports &amp; Research - Reports.</p>
<p><b>ASX Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>a. have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>b. disclose that policy or a summary of it.</p>	Yes to all	<p>Under the Company's securities trading policy, employees are prohibited from using derivatives in a way which would have the effect of providing a greater benefit than would otherwise have been realised in respect of any unvested incentive securities in the Company granted to that participant. Further, all employees are prohibited from entering into margin loan arrangements to fund the acquisition of any of the Company's securities or from entering into arrangements where by their securities in the Company are used as collateral.</p> <p>For further detail refer the Company's Securities Trading Policy (available at the Securities Trading Policy link at Corporate Governance – Policies &amp; Procedures at <a href="https://www.isignthis.com/investors">https://www.isignthis.com/investors</a> ).</p>