

Corporate governance statement

This document discloses the extent to which iSignthis Limited 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 25 August 2015 and has been approved by the board of the Company.

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
1.	Principle 1 – Lay solid foundations for management and oversight		
	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.		
1.1	<p>ASX Recommendation 1.1</p> <p>Companies should disclose:</p> <ul style="list-style-type: none"> 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 to all	Refer to the Company's Board Charter (available at the Board Charter link at http://www.isignthis.com/assets/pdfs/Board%20Charter.pdf) for further detail.
1.2	<p>ASX Recommendation 1.2</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> 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 to all	Refer to the Company's Board Charter (available at the Board Charter link at http://www.isignthis.com/assets/pdfs/Board%20Charter.pdf) for further detail.
1.3	<p>ASX Recommendation 1.3</p> <p>A listed entity should have a written</p>	Yes	Refer to the Company's Board Charter (available at the Board Charter link at http://www.isignthis.com/assets/pdfs/Board%20Charter.pdf) for further detail.

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	agreement with each director and senior executive setting out the terms of their appointment.		The Company confirms that it has entered into written agreements with each director and senior executive.												
1.4	<p>ASX Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes	Refer to Section 1.5 of the Company’s Board Charter (available at the Board Charter link at http://www.isignthis.com/assets/pdfs/Board%20Charter.pdf) for further detail.												
1.5	<p>ASX Recommendation 1.5</p> <p>A listed entity 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</p>	<p>a. Yes</p> <p>b. Yes</p> <p>c. Will comply following reporting date</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 includes a requirement for the Company to establish measurable objectives for achieving gender diversity within the organisation. The Board will receive an annual report from management on the progress against the objectives.</p> <p>The Board intends to disclose the matters contemplated in ASX Recommendation 1.5, including its most recent 'Gender Equality Indicators', in future annual reports.</p> <p>Refer to the Company’s Diversity Policy (available at the following link http://www.isignthis.com/assets/pdfs/Diversity%20Policy.pdf) 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="1312 863 1962 979"> <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>0</td> <td>0</td> </tr> <tr> <td>% women</td> <td>0%</td> <td>0%</td> <td>0%</td> </tr> </tbody> </table>	Gender	Board	Senior executive positions	Whole organisation	No of women	0	0	0	% women	0%	0%	0%
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% women	0%	0%	0%												

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	<p>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>		
1.6	<p>ASX Recommendation 1.6</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 reporting period in accordance with that process.</p>	<p>a. Yes</p> <p>b. Yes</p>	<p>a. Refer to the Company's Board Charter (available at the Board Charter link at http://www.isignthis.com/assets/pdfs/Board%20Charter.pdf) for further detail.</p> <p>b. No performance evaluation was undertaken during the relevant part of the reporting period – the Company was requoted on the ASX in March 2015 and is a newly formed business with no relevant performance able to be assessed during this reporting period.</p>
1.7	<p>ASX Recommendation 1.7</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. Refer to the Company's Board Charter (available at the Board Charter link at http://www.isignthis.com/assets/pdfs/Board%20Charter.pdf) for further detail.</p> <p>b. No performance evaluation was undertaken during the relevant part of the reporting period – the Company was requoted on the ASX in March 2015 and is a newly formed business with no relevant performance able to be assessed during this reporting period.</p>

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
2.	Principle 2 – Structure the board to add value		
	A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.		
2.1	<p>ASX Recommendation 2.1</p> <p>The board of a listed entity should:</p> <p>a. have a nomination committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b. if it does not have a 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</p>	<p>a. No</p> <ol style="list-style-type: none"> 1. N/A 2. N/A 3. N/A 4. N/A 5. N/A <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 http://www.isignthis.com/assets/pdfs/Nomination%20Committee%20Charter.pdf) for further detail.</p> <p>The Company intends to disclose the matters contemplated by Recommendation 2.1(b) in future annual reports.</p>

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
	responsibilities effectively.		
2.2	<p>ASX Recommendation 2.2</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	Refer to the Company's Board Charter (available at the Board Charter link at http://www.isignthis.com/assets/pdfs/Board%20Charter.pdf) for further detail.
2.3	<p>ASX Recommendation 2.3</p> <p>A listed entity should disclose:</p> <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>a. Yes</p> <p>b. Yes</p> <p>c. Yes</p>	<p>The Board consists of four Directors, three of which (being Timothy Hart, Scott Minehane and Barnaby Egerton-Warburton) 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, Scott Minehane and Barnaby Egerton-Warburton 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>As the Company was recently re-quoted on the ASX in March 2015, the Directors' lengths of service are relatively short. The lengths of service are as follows:</p> <ul style="list-style-type: none"> • Nickolas John Karantzis – 8 months • Timothy Hart – 8 months • Scott Minehane – 8 months • Barnaby Egerton-Warburton – 8 years and 2 months
2.4	<p>ASX Recommendation 2.4</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.
2.5	<p>ASX Recommendation 2.5</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 the most appropriate person for the position of Chairman because of his expertise and his in-depth knowledge of the Company and the industry and markets in which it operates.</p> <p>The roles of Chairman and Chief Executive Officer are exercised by different individuals, being Timothy Hart and Nickolas John Karantzis respectively.</p>

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2.6	<p>ASX Recommendation 2.6</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	Refer to the Company's Board Charter (available at the Board Charter link at http://www.isignthis.com/assets/pdfs/Board%20Charter.pdf) for further detail.
3. Principle 3 – Act ethically and responsibly			
A listed entity should act ethically and responsibly.			
3.1	<p>ASX Recommendation 3.1</p> <p>A listed entity should:</p> <p>a. have a code of conduct for its directors, senior executives and employees; and</p> <p>b. disclose that code or a summary of it.</p>	Yes to all	Refer to the Company's Board Charter (available at the Board Charter link at http://www.isignthis.com/assets/pdfs/Code%20of%20Conduct.pdf) 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.			
4.1	<p>ASX Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>a. have an audit committee which:</p> <p>1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>2. is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p>	<p>a) Yes</p> <p>1) Yes</p> <p>2) Yes</p> <p>3) Yes</p> <p>4) Yes</p> <p>5) Yes</p> <p>b) N/A</p>	<p>An audit committee has been established. 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 2015 Annual Report for qualifications of Directors.</p> <p>The Audit Committee has met once during the financial year.</p> <p>Refer to the Company's Audit Committee Charter (available at the Audit Committee Charter link at http://www.isignthis.com/assets/pdfs/Audit%20and%20Risk%20Committee%20Charter.pdf) for further detail.</p>

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
	<p>3. the charter of the committee;</p> <p>4. the relevant qualifications and experience of the members of the committee; and</p> <p>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</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>		
4.2	<p>ASX Recommendation 4.2</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 http://www.isignthis.com/for-investors/) for further detail.</p>
4.3	<p>ASX Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its</p>	Yes	The Company's external auditor does attend AGMs.

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
	AGM and is available to answer questions from security holders relevant to the audit.		
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.		
5.1	<p>ASX Recommendation 5.1</p> <p>A listed entity should:</p> <p>a. have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>b. disclose that policy or a summary of it.</p>	Yes to all	<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 http://www.isignthis.com/assets/pdfs/Continuous%20Disclosure%20Policy.pdf).</p>
6.	Principle 6 – Respect the rights of security holders		
	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.		
6.1	<p>ASX Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	<p>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 http://www.isignthis.com/assets/pdfs/Shareholders%20Communication%20Policy.pdf.</p>
6.2	<p>ASX Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	Yes	<p>For further detail refer to the Company's Shareholder Communications Policy (available at the Shareholder Communications Policy link at http://www.isignthis.com/assets/pdfs/Shareholders%20Communication%20Policy.pdf).</p>
6.3	<p>ASX Recommendation 6.3</p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	Yes	<p>For further detail refer to the Company's Shareholder Communications Policy (available at the Shareholder Communications Policy link at http://www.isignthis.com/assets/pdfs/Shareholders%20Communication%20Policy.pdf).</p>

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
6.4	<p>Recommendation 6.4</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	Yes	For further detail refer to the Company's Shareholder Communications Policy (available at the Shareholder Communications Policy link at http://www.isignthis.com/assets/pdfs/Shareholders%20Communication%20Policy.pdf).
7. Principle 7 – Recognise and manage risk			
A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.			
7.1	<p>ASX Recommendation 7.1</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"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b. if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it</p>	<p>a) Yes</p> <ol style="list-style-type: none"> 1) Yes 2) Yes 3) Yes 4) Yes 5) Yes <p>b) N/A</p>	<p>A risk committee has been established. The members of the risk committee are Timothy Hart, Scott Minehane and Barnaby Egerton-Warburton. The risk 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 2015 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 Audit & Risk Committee Charter link at http://www.isignthis.com/assets/pdfs/Audit%20and%20Risk%20Committee%20Charter.pdf) for further detail.</p>

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
	employs for overseeing the entity's risk management framework.		
7.2	<p>ASX Recommendation 7.2</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> <p>(i) identifying, assessing, monitoring and managing risk; and</p> <p>(ii) disclosing any material change to the Group's risk profile.</p> <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"> - Refer to the Company's risk committee Charter (available at the Audit & Risk Committee Charter link at http://www.isignthis.com/assets/pdfs/Audit%20and%20Risk%20Committee%20Charter.pdf) for further detail.
7.3	<p>Recommendation 7.3</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. N/A</p> <p>b. Yes</p>	<p>The Company does not have an internal audit function. The Board directly oversees relevant risk areas as part of its risk management function.</p> <p>For further detail refer to:</p> <ul style="list-style-type: none"> - Refer to the Company's Board Charter (available at the Board Charter link at http://www.isignthis.com/for-investors/) for further detail
7.4	<p>ASX Recommendation 7.4</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>	Will comply	<p>If the Company has any material exposure to economic, environmental and social sustainability risk, it will disclose any such exposure and how it manages or intends to manage those risks, in the relevant annual report.</p>

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
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.		
8.1	<p>ASX Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>a. have a remuneration committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b. if it does not have a 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>a. Yes</p> <ol style="list-style-type: none"> 1. Yes 2. Yes 3. Yes 4. Yes 5. Yes <p>b. N/A</p>	<p>A remuneration committee has been established. The members of the Audit Committee are Timothy Hard, Scott Minehane and Barnaby Egerton-Warburton. The Audit Committee is chaired by Mr Tim Hart who is an independent Non-executive Director.</p> <p>The remuneration committee has met once during the financial year.</p> <p>The Company intends to disclose the matters contemplated by Recommendation 8.1(b) in future annual reports.</p> <p>Refer to the Company’s Remuneration Committee Charter (available at the Remuneration Committee Charter link at http://www.isignthis.com/assets/pdfs/Remuneration%20Committee%20Charter.pdf) for further detail</p>

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8.2	<p>ASX Recommendation 8.2</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 http://www.isignthis.com/for-investors/</p>
8.3	<p>ASX Recommendation 8.3</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 at http://www.isignthis.com/assets/pdfs/Securities%20Trading%20Policy.pdf).</p>