



ASX Limited Board Charter

Introduction

1. This Charter sets out the role, responsibilities, composition and operation of the Board of ASX Limited (ASX).

Role and responsibilities of the Board

2. The role of the Board is to provide leadership, guidance and oversight for ASX and its related bodies corporate (ASX Group).
3. The Board is accountable to shareholders for the performance of ASX.
4. The key responsibilities of the Board are to:
 - a. define the ASX Group's purpose and its strategic objectives
 - b. lead the behaviour and values expected at ASX to achieve its strategic objectives
 - c. set ASX's risk strategy and risk appetite
 - d. monitor ASX's financial performance and oversee the ASX Group's achievement of its strategic objectives.
 - e. appoint the Managing Director and CEO (CEO).
5. In performing its responsibilities, the Board shall have regard to:
 - a. the ASX Group's licence obligations and public policy objectives directed at financial market and payments system integrity
 - b. the interests of ASX's shareholders, customers, employees and regulators.
6. In addition to the matters listed above and those that are specified in ASX's constitution or by law to be fulfilled by the ASX Board, the ASX Board has reserved the following matters and is responsible for:

Strategic objectives and financial performance	<ul style="list-style-type: none"> • approve strategies developed by Management in support of the ASX Group's purpose and to achieve its strategic objectives • monitoring the execution of strategies by Management • approving the annual budget and financial plans • approving major corporate initiatives • approving expenditure that exceeds the limits delegated to the CEO.
Risk Management	<ul style="list-style-type: none"> • oversee the process for identifying significant risks facing the ASX Group • overseeing systems of risk management and internal control and compliance (including compliance by ASX Group's market licensees with their statutory obligations as licence holders) • satisfying itself that appropriate controls, monitoring and reporting mechanisms are in place.
Dividend Policy	<ul style="list-style-type: none"> • determining ASX's dividend policy including the amount and timing of dividends to be paid and the operation of the dividend reinvestment plan (and its rules).
Financial reporting	<ul style="list-style-type: none"> • approving ASX's financial statements • overseeing the integrity of the ASX Group's accounting and corporate reporting systems including liaising with the ASX Group's external auditor.

Monitoring Management's performance and succession planning	<ul style="list-style-type: none"> • assessing the performance of the CEO • (in addition to the CEO) considering the appointment and replacement of senior executives in consultation with the Nomination Committee • overseeing succession plans for the CEO and their direct reports.
Continuous Disclosure	<ul style="list-style-type: none"> • overseeing the process for making timely and balanced disclosure of all material information concerning ASX that a reasonable person would expect to have a material effect on the price or value of ASX's securities.
Culture	<ul style="list-style-type: none"> • approve the ASX Group's statement of values and Code of Conduct • receiving reports from Management regarding the culture of the ASX Group • overseeing Management plans to maintain ASX's desired culture.
Remuneration	<ul style="list-style-type: none"> • approving ASX Group's remuneration policy and framework and satisfying itself that ASX's remuneration policy is aligned with ASX's purpose, values, strategic objectives, and risk appetite • approving material changes to employee equity plans.
Governance and Sustainability	<ul style="list-style-type: none"> • monitoring the effectiveness of ASX's governance practices including satisfying itself that an appropriate framework exists for information to be reported by Management to the Board • approving ASX's corporate governance statement and corporate reporting in relation to environmental and social risks.

7. The Board may and has delegated certain matters. Matters delegated to the Board committees are set out in the committee charters. Matters delegated to the CEO are set out in Article 8 below and in ASX's delegations framework.

Role and responsibilities of Management

A. Managing Director and CEO

8. The Board has delegated the management of ASX to the CEO. Except for those matters reserved by the Board or delegated by the Board to the committees, the CEO may make all decisions and take all actions required to manage ASX.
9. The responsibilities of the CEO include but are not limited to:
- developing the ASX Group's strategic objectives and strategies for Board approval
 - executing the Board-approved strategy and achieving ASX's strategic objectives
 - implementing the Code of Conduct
 - timely presentation of information to the Board to enable it to fulfil its responsibilities
 - day-to-day management and operation of ASX in accordance with policies and procedures adopted by the ASX Board/the implementation of processes, policies, systems and controls that are necessary or appropriate to manage the ASX Group

- f. the appointment of senior executives who report directly to the CEO, in consultation with the Board and Nomination Committee and, in the case of the:
 - Chief Risk Officer, the Audit and Risk Committee and the CS Boards
 - Chief Operating Officer, the CS Boards, and
 - Chief Compliance Officer, the Audit and Risk Committee.

10. The CEO is accountable to the ASX Board for the exercise of authority delegated in Article 8.
11. The CEO may not sit on the board or have a material commercial association with a company listed on ASX or participate in an ASX licensed market or clearing and settlement facility without the prior written consent of the Board.

B. Chief Compliance Officer

12. The Chief Compliance Officer has been delegated responsibility for the performance of compliance and enforcement functions for the ASX Group's markets. The Board shall receive reports from the Chief Compliance Officer in relation to these functions. The Audit and Risk Committee shall receive reports on the performance and resourcing of the compliance and enforcement functions at each meeting.

Role and responsibilities of Committees

13. The Board has established the following committees to assist and advise the Board on specific matters set out in the respective committee charters:
 - a. Audit and Risk Committee
 - b. Nomination Committee
 - c. Remuneration Committee

The Board may establish other committees to assist and advise the Board on matters it considers necessary to support it in performing its duties.

14. Committee members are appointed by the Board, in consultation with the Nomination Committee.
15. Amendments to the committee charters are to be approved by the Board.
16. The Board shall receive reports from the committees on the matters considered by them. These reports may be verbal. Minutes of Committee meetings will be provided to the Board for noting.

Role and responsibilities of CS Boards

17. The ASX Group has four subsidiary companies which hold licences issued under the Corporations Act to operate clearing and settlement facilities ('CS licensees'). Together with two intermediary holding companies, these are referred to as the CS subsidiaries and are governed by their respective boards ('CS boards').
18. The CS boards provide oversight of the clearing and settlement operations of the CS subsidiaries, including the management of clearing and settlement risk. The CS boards are responsible for, and the Board and Audit and Risk Committee rely on the CS boards to perform, the functions set out in the CS Boards Charter.

Board Composition

A. Board size and composition

19. Subject to the ASX Constitution, the ASX Board (in consultation with the Nomination Committee) determines its size and composition.
20. Collectively, the Board shall comprise directors with the skills and expertise necessary to discharge the Board's responsibilities.
21. Appointment of directors will be made in consultation with the Nomination Committee.

B. Director independence

22. It is the Board's policy that the majority of its directors be independent.
23. ASX values the skills, experience and perspectives brought to the Board by directors who are involved with stakeholders of ASX including listed entities and participants on an ASX licensed market or CS facility.
24. The Board shall review the independence of each director by:
 - a. assessing the interests of individual directors (as notified by each director) and presented at each Board meeting
 - b. undertaking an annual, formal assessment having regard to the ASX Board Policy and Guidelines affecting Independent Status as adopted by the ASX Board and as amended from time to time.

C. Board renewal and tenure

25. The Board has not adopted a tenure policy.
26. The Board in consultation with the Nomination Committee, will review the skills represented by directors on the Board and determine whether the composition and mix of those skills enable it to define the Group's strategic objectives, approve strategies developed by Management and monitor the execution of those strategies.
27. The Board appoints directors to fill casual vacancies on the Board and makes recommendations to shareholders in respect of the election or re-election of directors. The Board takes into account the results of individual performance reviews of directors and director's independence in making its recommendation of the directors standing for re-election.

Chairman

28. The Chairman is appointed by the Board.
29. The Chairman is to be an independent, non-executive director.
30. In exceptional circumstances, the Chairman may be required to act as the Executive Chairman for a limited time. During this time, the Executive Chairman is not deemed to be the CEO.
31. The CEO may not become the Chairman.
32. The Chairman's primary responsibility is leading the Board and overseeing the process for the Board fulfilling its responsibilities under this Charter.
33. The Chairman is also responsible for:
 - a. chairing Board meetings and facilitating open and effective discussions (including with Management) at Board meetings

- b. maintaining communications with the CEO including in relation to the Board's information requirements from Management
- c. serving as the primary link between the Board and Management
- d. overseeing the processes and procedures in place to evaluate the performance of the Board, individual directors and Committees members.

Company Secretary

- 34. The Company Secretary is appointed by the Board and reports directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.
- 35. All directors have direct access to the Company Secretary and vice versa.
- 36. The Company Secretary's role includes:
 - a. providing advice on governance matters
 - b. co-ordinating Board meetings
 - c. drafting agendas, governance-related agenda papers and minutes of meeting
 - d. monitoring that Board policies and procedures are followed.

Board meetings

A. Frequency and conduct

- 37. The Board shall meet as often as is necessary to fulfil its responsibilities.
- 38. Subject to Article 39, the ASX Board may meet concurrently with the CS Boards.
- 39. ASX directors do not attend or receive copies of papers or minutes of meetings of ASX Clear or ASX Settlement which are convened to consider matters set out in article 44 of the CS Boards Charter (Competitively sensitive information; Management's handling of confidential and competitively sensitive information; provision of clearing and settlement services to another market operator or listing venue).

B. Quorum

- 40. The presence of five directors will constitute a quorum.

C. Access and advisers

- 41. Subject to Article 39, the Board has unrestricted access to all staff and all relevant records of the ASX Group it considers necessary to fulfil its obligations (including access to members of the internal audit function and the external auditor without management present) and has the right to seek explanations and additional information from Management and auditors.
- 42. As necessary or desirable, the ASX Board may invite members of Management, internal audit, representatives of the external auditor or other external advisors to be present at Board meetings.
- 43. The Board may, with the Chairman's prior consent, seek independent professional advice (at ASX's expense) which it considers necessary to fulfil its responsibilities.

D. Board performance reviews

44. The Board shall regularly assess its performance (including performance against the terms of this Charter) and the performance of individual directors.
45. The Board may, in consultation with the Nomination Committee, determine to engage an external consultant to conduct the performance assessment.

Board charter review

46. The Board shall review the Charter at least once every 2 years to ensure it is kept up to date and consistent with the ASX Board's objectives.

A. Approval date

Charter approved: August 2020 (effective 19 August 2020)