



Corporate governance statement

ASX Limited (**ASX**) is committed to maintaining and promoting high standards of corporate governance. The Board of Directors of ASX (**ASX Board**) believes this underpins strong business performance and is essential to retaining the trust and goodwill of stakeholders – including shareholders, customers, employees and regulators.

This report outlines ASX's principal corporate governance arrangements and practices. It is current as at 17 August 2022 and has been approved by the ASX Board.

The ASX Board and its committees periodically review ASX's corporate governance arrangements and practices to keep them aligned with regulatory requirements, developments in recommended corporate governance practices and stakeholder expectations, and ASX's strategic objectives.

Our corporate governance arrangements followed the 4th edition of the ASX Corporate Governance Council's Principles and Recommendations throughout the financial year ended 30 June 2022.



More information on ASX's corporate governance practices including this Corporate Governance Statement are available on ASX's website at www2.asx.com.au/about/corporate-governance

FY22 CORPORATE GOVERNANCE ACTIVITIES

Board matters

- CEO succession planning and the announcement in June 2022 of the appointment of Helen Lofthouse as ASX's new Managing Director and CEO.
- Continuation of Board renewal and succession planning including the appointments of David Curran and Heather Smith as non-executive directors of ASX.
- Establishment of a Technology Committee to oversee technology, data and cyber security strategies, projects, and risks. The Technology Committee is chaired by David Curran.
- Appointment of Peter Nash as chair of the Audit and Risk Committee.
- Appointment of Stephen Knight as Independent Chair of ASX Clear (Futures) and Austraclear. Mr Knight now chairs ASX's four clearing and settlement licensees and attends meetings of ASX's Audit and Risk Committee.

Other governance activities

- Publication of independent expert reports on ASX's assurance program for the CHES replacement project. This work is continuing and reports are available on the ASX website.
- Development and approval of accountability statements for ASX executives and non-executive directors.
- Enhancements to conflict management arrangements for ASX's clearing and settlement licensees.
- Continuing to address the recommendations of the independent expert report into the November 2020 equity market outage and the related licence conditions, including strengthening ASX's project governance and execution practices, and technology project readiness decision-making.

Corporate governance statement continued

ASX LIMITED BOARD



DAMIAN ROCHE
Independent,
Non-Executive Director, Chair
BCom

Damian Roche was elected ASX's Chair in April 2021 and has served as a director since August 2014. He is Chair of the Nomination Committee and a member of the Audit and Risk Committee and the Remuneration Committee.

Mr Roche is a director of ASX Clear (Futures) Pty Limited, the ASX clearing and settlement licensee for Australia's derivatives markets. He is also Chair of the intermediate holding companies for ASX's clearing and settlement licensees.

Mr Roche has over 30 years' experience in global financial markets, with extensive cross-asset class expertise spanning the equities, fixed income and commodities markets, with a specific focus on the Asia-Pacific region, including Australia.

Mr Roche was a member of the global Corporate and Investment Bank Operating Committee for J.P. Morgan. His final role at the bank was Head of Markets and Investor Services, Sales and Distribution for Asia-Pacific, based in Hong Kong.

Mr Roche is a director of Kaldor Public Arts Projects and HRL Morrison & Co Limited.



DOMINIC STEVENS
Managing Director and CEO,
Executive Director
Retired 31 July 2022
BCom (Hons)

Dominic Stevens was appointed Managing Director and CEO of ASX in August 2016 and retired from the role on 31 July 2022. He was an independent non-executive director of ASX from December 2013 until his appointment as CEO.

Mr Stevens was also a director of the ASX clearing and settlement licensees and their intermediate holding companies.

Mr Stevens has over 30 years' experience in financial markets. He was CEO of Challenger Limited from 2008 to 2012, before which he was the company's Deputy CEO and Head of Capital, Risk and Strategy.

Prior to Challenger, he held senior positions during a long career at Bankers Trust Australia, where he had responsibility for the Australian derivatives, global metals and agricultural commodity derivatives businesses.



YASMIN ALLEN
Independent,
Non-Executive Director
BCom, FAICD

Yasmin Allen was appointed a director of ASX in February 2015. She is a member of the Audit and Risk Committee and the Technology Committee. Ms Allen is a director of ASX Clear (Futures) Pty Limited and Austraclear Limited, the ASX clearing and settlement licensees for Australia's derivatives, OTC and debt markets, and their intermediate holding companies.

Ms Allen has more than 20 years' experience in the finance industry, including in investment banking, and has expertise in financial services, strategy development and corporate governance.

Ms Allen was formerly a vice president at Deutsche Bank, a director at ANZ Investment Bank and an associate director at HSBC Group.

Ms Allen was appointed Chair of Digital Skills Organisation (Department of Employment) in January 2020 and Chair of TicToc Online in November 2021.

Ms Allen has been a director of Cochlear Limited since August 2010 and Santos Limited since October 2014. She was appointed a director of QBE Insurance Group Limited in July 2022. Ms Allen's previous appointments include director of Insurance Australia Group Limited between November 2004 and September 2015.

Ms Allen is also Chair of the Harrison Riedel Foundation for youth mental health, a director of the George Institute for Global Health, and Acting President of the Australian Government Takeovers Panel.



MELINDA CONRAD
Independent,
Non-Executive Director
BA, MBA, FAICD

Melinda Conrad was appointed a director of ASX in August 2016. She is a member of the Nomination Committee, the Remuneration Committee and the Technology Committee.

Ms Conrad has over 20 years' experience in business strategy and marketing, and brings skills and insights as an executive and director from a range of industries, including retail, financial services and healthcare.

Ms Conrad has been a strategy and marketing adviser, an executive with Colgate-Palmolive, and founded and managed a retail business.

Ms Conrad was appointed a director of Stockland Corporation Limited and Stockland Trust in May 2018, Ampol Limited in March 2017, and Penten Pty Ltd in August 2021. Ms Conrad's previous appointments include director of OFX Group Limited between September 2013 and September 2018, and The Reject Shop Limited between August 2011 and June 2017.

Ms Conrad is also a director of the Centre for Independent Studies, a member of the AICD Corporate Governance Committee and an Advisory Board Member of Five V Capital.

Corporate governance statement continued

ASX LIMITED BOARD CONTINUED



DAVID CURRAN
Independent,
Non-Executive Director
BCom

David Curran was appointed a director of ASX in March 2022. He is Chair of the Technology Committee.

Mr Curran has over 30 years' corporate technology experience leading digital transformations and implementing large, complex projects across the Australian banking and financial services landscape.

Mr Curran was formerly Westpac's Group Chief Information Officer and has previously held executive technology roles at the Commonwealth Bank of Australia (CBA), where he led the Group's technology transformation including the industry-leading modernisation of CBA's deposit and lending capabilities.

Mr Curran is Chair of the Westpac Scholars Trust, which provides 100 scholarships every year to challenge, explore and set new benchmarks in innovation, research and social change. He is also a board member of Tour de Cure, the cancer research, support and education charity.



DR KEN HENRY AC
Independent,
Non-Executive Director
*BCom (Hons), PhD, DB h.c.,
FASSA, FAIIA*

Dr Ken Henry was appointed a director of ASX in February 2013. He is a member of the Audit and Risk Committee and the Nomination Committee. He is also a director of ASX Clear Pty Limited and ASX Settlement Pty Limited, the ASX clearing and settlement licensees for Australia's equity markets, and their intermediate holding companies.

Dr Henry has extensive experience as an economist in Australia and overseas, and has worked as a senior policy adviser to successive Australian governments.

Dr Henry served as the Secretary of the Federal Department of the Treasury from 2001 to 2011. He was Chair of National Australia Bank Limited from December 2015 to November 2019, having joined the board in November 2011.



PETER MARRIOTT
Independent,
Non-Executive Director
BEC (Hons) FCA, MAICD

Peter Marriott was appointed a director of ASX in July 2009. He is a member of the Audit and Risk Committee and was the Audit and Risk Committee Chair between July 2009 and 18 August 2021.

Mr Marriott is a director of each ASX clearing and settlement facility licensee and their intermediate holding companies.

Mr Marriott has spent over 40 years in senior management roles in the finance industry, spanning international banking, finance and auditing.

Mr Marriott was Chief Financial Officer of Australia and New Zealand Banking Group Limited (ANZ) from 1997 to May 2012. He also spent two years as Group Head of Risk Management. Prior to his career at ANZ, he was a partner of KPMG Peat Marwick specialising in the banking and finance, and information technology sectors.

Mr Marriott was appointed a director of Westpac Banking Corporation in June 2013. He is a member of the Council of Monash University and is Chair of the Resources and Finance Committee of the Monash University Council.



PETER NASH
Independent,
Non-Executive Director
BCom, FCA, F Fin

Peter Nash was appointed a director of ASX in June 2019. He has been Chair of the Audit and Risk Committee since August 2021, having served on the Committee since June 2020. He is also a member of the Technology Committee.

Mr Nash was formerly a Senior Partner with KPMG until September 2017. He was admitted to the partnership in 1993. Mr Nash served as National Chair of KPMG Australia from 2011 until August 2017. In this role, he also served as a member of the Global Board of KPMG and was the Chair of KPMG's Global Investment Committee.

Mr Nash is Chair of Johns Lyng Group Limited and a non-executive director of Westpac Banking Corporation and Mirvac Group Limited. He is a board member of the General Sir John Monash Foundation, Koorie Heritage Trust and Mitigation Council Australia.

Mr Nash's previous appointments include member of the Business Council of Australia and member of the Economic and Regulatory Committee.



HEATHER RIDOUT AO
Independent,
Non-Executive Director
BEC (Hons)

Heather Ridout was appointed a director of ASX in August 2012.

She is also Chair of the Remuneration Committee and a member of the Nomination Committee.

Mrs Ridout is a company director with a long history as a leading figure in the public policy debate in Australia. She was formerly Chief Executive of the Australian Industry Group, a major national employer organisation representing a cross-section of industries including manufacturing, construction, defence, ICT and labour hire, until April 2012.

Mrs Ridout has been a director of Sims Metal Management Limited since September 2011 and a director of the Australian Chamber Orchestra since December 2012.

Mrs Ridout is an Investment Committee member and Alternate Director of the AustralianSuper Trustee Board since 2017.

Mrs Ridout's previous appointments include Chair of the AustralianSuper Trustee Board (from 2013 to 2019, having joined that board as a director in 2007) and member of the Board of the Reserve Bank of Australia (RBA) (from 2012 until 2017), Infrastructure Australia, AustCyber - The Australian Cyber Security Growth Network (from 2017 to 2022), the Australian Workforce and Productivity Agency, the Henry Tax Review panel and the Climate Change Authority.



DR HEATHER SMITH PSM
Independent,
Non-Executive Director
BEC (Hons), PhD

Dr Heather Smith was appointed a director of ASX in June 2022.

She has extensive experience in public policy, innovation, national security and economic reform and a deep knowledge of government and the public sector.

Dr Smith's two decades working at senior levels in the Australian Public Service culminated in being Secretary of the Department of Industry, Innovation and Science (2017-2020), and before that, Secretary of the Department of Communications and the Arts (2016-2017).

Dr Smith has also held senior positions in the departments of Prime Minister and Cabinet (including heading the Prime Minister's taskforce on Innovation), Foreign Affairs and Trade, and the Treasury, as well as the Office of National Intelligence.

Dr Smith has a PhD in Economics from the Australian National University (ANU) and began her career at the Reserve Bank of Australia. She is a non-executive director of Challenger Limited (since 2021) and Professor at the ANU National Security College.



ROB WOODS
Independent,
Non-Executive Director
BCom

Rob Woods was appointed director of ASX in January 2020. He was appointed as a member of the Audit and Risk Committee in June 2020.

Mr Woods is a director of ASX Clear (Futures) Pty Limited and Austraclear Limited, the ASX clearing and settlement licensees for Australia's derivatives, OTC and debt markets. He is also a director of their intermediate holding companies, ASX Clearing Corporation Limited and ASX Settlement Corporation. He was previously the Chair of ASX Clear Pty Limited and ASX Settlement Pty Limited.

Mr Woods has over 30 years' experience in financial markets.

He was Chief Executive, Strategy at Challenger Limited, and has previously served as Chief Executive of Challenger's Funds Management and Asset Management businesses. Mr Woods started his career at Bankers Trust Australia and became Executive Vice-President and Head of Equity Derivatives.



HELEN LOFTHOUSE
Managing Director and CEO,
Executive Director
Appointed 1 August 2022
BSc (Hons)

Helen Lofthouse commenced as ASX's Managing Director and Chief Executive Officer in August 2022. She is also a director of the ASX clearing and settlement licensees and their intermediate holding companies.

Ms Lofthouse is an accomplished financial markets executive with more than 20 years' experience in cash equity and debt markets, listed and OTC derivatives, and clearing and settlement services. She joined ASX in September 2015 and has held senior executive roles with the company, including Group Executive, Markets – ASX's largest individual business by revenue.

Prior to ASX, Helen was a Managing Director at UBS (2011-2015) with global responsibility for the OTC clearing business, and worked at J.P. Morgan in London (1998-2011) in various businesses including futures and OTC clearing, derivatives prime brokerage, credit markets and cash equities. Her earlier career involved project management and technology consulting.

Helen was announced as one of the World Federation of Exchanges' Women Leaders for 2021.

Corporate governance statement **continued**

REGULATORY FRAMEWORK

ASX operates an integrated exchange offering listings, trading, clearing, settlement, technical and other information services and other post-trade services to local and overseas customers.

As a market licensee, operator of the ASX market and an ASX listed entity itself, ASX is regulated by ASIC.

ASX's licensed central counterparty and securities settlement facilities (**CS facilities**) are subject to a number of regulatory obligations, including obligations to comply with financial stability standards determined by the RBA. As CS facility licensees, the CS facilities are regulated by ASIC and the RBA. The boards of directors of the ASX subsidiaries that hold the relevant licences and operate the CS facilities (**CS Boards**)¹ are responsible for ensuring that the CS facilities meet their regulatory obligations.

LAY SOLID FOUNDATIONS FOR MANAGEMENT AND PROVIDE OVERSIGHT

The role of the ASX Board

The ASX Board has a charter documenting its composition, operating procedures and the allocation of responsibilities between the ASX Board, CS Boards, Board Committees and the management team.

The key responsibilities of the ASX Board are to:

- define the ASX Group's purpose and strategic objectives
- approve the ASX Group's statement of values and code of conduct
- lead the behaviour and values expected at ASX to achieve its strategic objectives
- set ASX's risk strategy and risk appetite
- oversee the ASX Group's risk management framework
- monitor ASX's financial performance and oversee the ASX Group's achievement of its strategic objectives
- oversee ASX's corporate reporting and disclosure processes
- appoint, assess the performance of, and oversee succession plans for the Managing Director and (CEO).

The ASX Board oversees the ASX Group's performance and progress against strategic objectives, including for consistency with ASX's risk management strategy and risk appetite.

The ASX Board has a vision for ASX to become the world's most respected financial marketplace. ASX's progress in FY22 towards achieving this long-term goal is set out in the Chair's Letter on page 4 and CEO's Year in Review on page 8.

The CS Boards have their own charter which provides further detail on the role and responsibilities of the CS Boards. A key focus of the CS Boards is risk management and oversight of the operation of the clearing and settlement facilities.



The ASX Constitution, the ASX Board Charter and the CS Boards Charter are available on ASX's website at www2.asx.com.au/about/corporate-governance

Role and responsibilities of management

The ASX Board has delegated the day-to-day management of ASX and the implementation of approved strategies and business plans to the CEO who in turn delegates to the executive management team subject to the financial and other limits set by the Board. The CEO is accountable to the Board for the authority delegated to all levels of management.

The CEO's key responsibilities are to:

- develop ASX's strategic objectives
- execute the Board-approved strategy
- implement ASX's code of conduct
- ensure day-to-day management and operation of ASX consistently with policies and procedures adopted by the ASX Board, and implement necessary or appropriate processes, policies, systems and controls
- provide timely presentation of information to the Board to enable the Board to fulfil its responsibilities.

The CEO has established an Executive Committee comprising the CEO and all Group Executives. Details of ASX's executive team are provided on our website. The Executive Committee meets regularly, and meetings are normally chaired by the CEO.

ASX has written agreements in place with executives setting out the terms of their appointment. Accountability statements have also been put in place for all ASX executives setting out the allocation of responsibilities to executives across ASX's operations.

During the reporting period, the Group Executive, Securities and Payments, and the Group Executive, Markets, were identified as the 'CS Lead Executives' accountable to the CS Boards for the operation of the CS facilities. The responsibilities of the CS Lead Executives include ensuring that any conflicts of interest between the CS subsidiaries and other ASX Group companies are identified and managed appropriately. The CEO is accountable for ensuring that sufficient resources are made available for the operation of the CS facilities.

Resources are typically made available to ASX Group companies through ASX Operations Pty Limited, a wholly owned subsidiary of ASX. This includes financial, human and technological resources, and any other resources required by the ASX Group. This arrangement is governed by an intragroup support agreement.

In June 2022, ASX announced that Helen Lofthouse would be appointed as ASX's CEO with effect from 1 August 2022. This followed the announcement in February 2022 of Dominic Stevens' intention to retire. Ms Lofthouse joined ASX in 2015 and was previously ASX's Group Executive, Markets.



The biographies of ASX's executives are available on ASX's website at www2.asx.com.au/about/corporate-governance and www2.asx.com.au/about/our-board-and-management/our-executive-team respectively.

1. The licensees of the CS facilities are ASX Clear Pty Limited, ASX Clear (Futures) Pty Limited, ASX Settlement Pty Limited and Austraclear Limited. The holding companies of the licensees are ASX Clearing Corporation Limited and ASX Settlement Corporation Limited.

Executive performance evaluation

The Board sets financial and non-financial goals for the CEO at the start of the financial year having regard to the strategic objectives set by the Board. The CEO is responsible for setting goals for each executive having regard to those objectives, the Group Scorecard and the accountabilities of the executive's role.

ASX's executive performance evaluation process includes an assessment of the risk management performance of each executive. This assessment is conducted by the Chief Risk Officer and delivered to the Remuneration Committee. The CEO makes recommendations to the Remuneration Committee on the individual performance rating of each executive, having regard to, among other things, the feedback from the Chief Risk Officer and, where appropriate in view of the executive's accountabilities, from the Audit and Risk Committee and the CS Boards.

The ASX Chair makes recommendations to the Remuneration Committee on the performance of the CEO, having regard to, among other things, the feedback from the Chief Risk Officer and the CS Boards.

The Remuneration Committee considers the CEO's and the ASX Chair's recommendations and makes final recommendations to the Board for approval.

Further information on the process for evaluating executive performance is set out in the Remuneration Report on pages 46 to 70. A review of the performance of all ASX executives was undertaken during the reporting period and was in accordance with the process disclosed in the Remuneration Report.

Overview of Board Committees

The ASX Board has established four standing **Board Committees** to assist it in discharging its responsibilities:

- Audit and Risk Committee
- Nomination Committee
- Remuneration Committee
- Technology Committee.

The role and responsibilities of each Board Committee are set out in a charter. In the main, the Board Committees have been established to assist, advise and make recommendations to the ASX Board on matters falling within their specific areas of responsibility.

The four Board Committees also perform their responsibilities for the CS Boards.

Audit and Risk Committee

The Audit and Risk Committee assists the Board in fulfilling its oversight responsibilities in relation to the ASX Group's financial reporting, systems of risk management, internal control and regulatory compliance, corporate reporting processes, the internal and external audit functions and ASX's culture.

Nomination Committee

The Nomination Committee reviews and makes recommendations to the Board on nomination and selection processes, necessary and desirable competencies and experience, performance, director independence, induction and development programs, and related matters.

The membership and composition requirements for the Board Committees under their respective charters are set out below.

	Audit and Risk Committee	Nomination Committee	Remuneration Committee	Technology Committee
Members	Peter Nash (C) Yasmin Allen Ken Henry Peter Marriott Damian Roche Rob Woods	Damian Roche (C) Melinda Conrad Ken Henry Heather Ridout	Heather Ridout (C) Melinda Conrad Damian Roche	David Curran (C) Yasmin Allen Carolyn Colley Melinda Conrad Peter Nash
Composition	At least three members, all of whom are non-executive directors. Majority of members, including the Chair, must be independent directors. Chair must be an independent director who is not Chair of ASX.	At least three members, a majority of which, including the Chair, are independent ASX non-executive directors. The Chair will be the Chair of ASX, except when the Committee is addressing the appointment of a successor to the Chair of ASX.	At least three members, a majority of which, including the Chair, are independent ASX non-executive directors. Chair must not be Chair of ASX.	At least five members, all of whom are independent non-executive directors, and at least one of whom must be a non-ASX director of the CS Boards. Chair must be an independent non-executive director of ASX.

Corporate governance statement continued

Remuneration Committee

The Remuneration Committee assists the Board in fulfilling its oversight responsibilities in relation to remuneration, executive performance and accountability, incentive frameworks, succession planning, recruitment and retention strategies, termination policies and procedures and the achievement of ASX's gender diversity objectives.

Technology Committee

During the reporting period, the ASX Board established a new board committee – the Technology Committee. The ASX Board established the Technology Committee to assist the Board in fulfilling its oversight responsibilities in relation to the ASX Group's technology and data strategies, operations, investments and projects and the ASX Group's management of technology and data risks, including cyber security risks.

The Audit and Risk Committee no longer has responsibility for technology and cyber security risks.



All Board Committee Charters are available on ASX's website at www2.asx.com.au/about/corporate-governance

Board and Board Committee meetings

The ASX and CS Boards and Committees meet as often as considered necessary to fulfil their respective roles. Directors are required to allocate sufficient time to perform their responsibilities effectively, including adequate time to prepare for Board meetings.

Details of the Board and Board Committee meetings held during the reporting period and director attendances at those meetings are set out in the table below.

Directors who are not members of a Board Committee are not required or expected to attend Committee meetings. However, agendas, papers and minutes of Board Committee meetings are made available to all directors, and the Chair of each Board Committee provides reporting to the ASX and CS Boards in relation to the business of each Committee meeting.

ASX's four business lines of Markets, Listings, Technology and Data, Securities and Payments provide 'deep dive' presentations to the Board on a rotating schedule through the year. These presentations are generally delivered by the responsible executive together with members of their team.

Director name	ASX Board		Audit and Risk Committee		Nomination Committee		Remuneration Committee		Technology Committee ¹		CS Boards	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Damian Roche	10	10	4	4	4	4	6	6	—	—	10	10
Dominic Stevens ²	10	10	—	—	—	—	—	—	—	—	10	10
Yasmin Allen	10	9	4	4	—	—	—	—	1	1	10	9
Melinda Conrad	10	10	—	—	4	4	6	6	1	1	10	10
Ken Henry ³	10	10	4	4	4	4	—	—	—	—	10	10
Peter Marriott ³	10	10	4	4	—	—	—	—	—	—	10	10
Peter Nash	10	10	4	4	—	—	—	—	1	1	10	10
Heather Ridout	10	10	—	—	4	4	6	6	—	—	10	10
Rob Woods	10	10	4	4	—	—	—	—	—	—	10	10
David Curran ⁴	3	3	—	—	—	—	—	—	1	1	3	3
Heather Smith ⁵	—	—	—	—	—	—	—	—	—	—	—	—

Directors on CS Boards (non-ASX)

Carolyn Colley	—	—	—	—	—	—	—	—	1	1	10	10
Stephen Knight	—	—	—	—	—	—	—	—	—	—	10	10
Adrian Todd	—	—	—	—	—	—	—	—	—	—	10	10

1. The Technology Committee was established by the ASX Board on 6 May 2022.

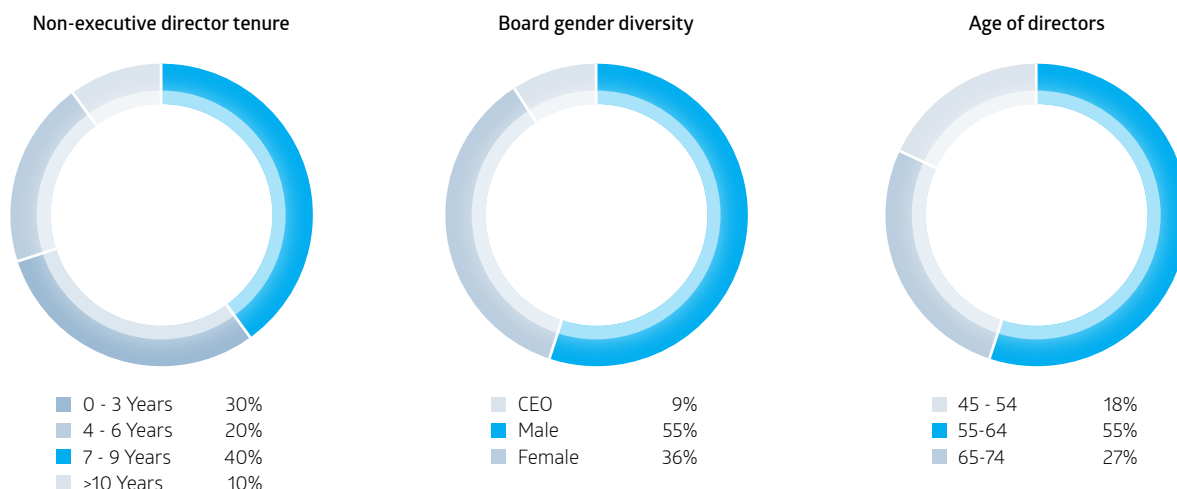
2. Retired as CEO on 31 July 2022.

3. Serving final three-year term as an ASX director.

4. Appointed an ASX director on 21 March 2022.

5. Appointed an ASX director on 29 June 2022.

STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE



Board composition

The Board currently comprises 11 directors. This includes 10 independent non-executive directors and one executive director, being the CEO.

The names, qualifications and tenure of each ASX director are provided on pages 33 to 35 and on the ASX website.

The CS Boards Charter provides that at least half of the boards of ASX Clear Pty Limited and ASX Settlement Pty Limited, being the entities which provide services for the ASX market and other approved Australian equity markets, must comprise non-executive directors who are not also directors of ASX. The non-ASX directors on the CS Boards are Stephen Knight (Chair), Carolyn Colley and Adrian Todd.

Director independence and tenure

It is the ASX Board's policy that the majority of its directors be independent.

ASX recognises that having a majority of independent directors helps ensure that the decisions of the Board reflect the best interests of ASX and its shareholders generally, and that those decisions are not biased towards the interest of management or any other group. ASX also considers that having a majority of independent directors supports the Board to challenge and hold management to account.

In determining whether a director is independent, the Board considers whether the director is free of interests that could (or could be perceived to) materially interfere with the independent exercise of the director's judgement and the capacity to act in the best interests of ASX as a whole, rather than of an individual security holder or other party.

The Board has adopted a policy and guideline regarding the assessment of director independence. This policy includes a materiality threshold to be applied when assessing whether customer, supplier, consultant or professional adviser relationships affect the independence of an ASX director.

The Board regularly assesses the independence of its directors, including by way of an annual, formal assessment. The Board has assessed each non-executive director of ASX as independent. In assessing Peter Marriott's independence, the Board took into consideration Mr Marriott's tenure of more than 13 years and determined that his tenure had not compromised his independence from management or substantial holders or in any other respect.

ASX adopted guidelines on director tenure during the reporting period. The guidelines provide that ASX directors (other than the ASX Chair) will serve for a maximum of 3 terms of 3 years and the Chair will serve a maximum of 4 terms of 3 years. The guidelines include a Board discretion to extend these normal maximum terms where the Board considers that an extension is in ASX's best interests. The Board has exercised this discretion in relation to all current directors who have served more than the normal maximum term.

The tenure of each director is set out on pages 33 to 35.

The mix of directors' tenure is shown in a diagram above.



ASX's policy and guideline to relationships affecting independent status and guidelines on director tenure are available on ASX's website at www2.asx.com.au/about/corporate-governance

Chair

The Chair of ASX, Damian Roche, is an independent, non-executive director. Mr Roche was appointed a director in August 2014. He was elected Chair by the directors with effect from April 2021.

The Chair's role is to lead the Board. The Chair's responsibilities are set out in the Board Charter and include chairing Board meetings and facilitating open and effective discussions at those meetings (including with management). The Chair also serves as the primary link between the Board and management.

The roles of Chair and CEO are separate and are not performed by the same person.

The ASX Board Charter provides that the CEO may not become the Chair.

Company Secretary

The ASX Board appoints the Company Secretary and the Company Secretary is accountable directly to the ASX Board, through the Chair, on all matters to do with the proper functioning of the ASX Board. The role of the Company Secretary is set out in the ASX Board Charter. Details of ASX's Company Secretary are on page 71.

Corporate governance statement continued

Director election and Board renewal

The ASX Board, in consultation with the Nomination Committee, regularly reviews its succession plans.

Directors are generally elected for a three-year term. Retiring directors are not automatically re-appointed.

Melinda Conrad and Peter Nash will retire by rotation in 2022 and will each stand for re-election at the 2022 AGM. David Curran and Dr Heather Smith who were appointed as directors by the Board on 21 March 2022 and 29 June 2022 respectively, will also stand for election. Details of their respective skills and experience are set out on pages 33 to 35 and will also be outlined in the Notice of Annual General Meeting 2022.

As previously advised to the market, Dr Ken Henry AC will retire as a director of ASX at the conclusion of the 2022 AGM. The Board is grateful to Dr Henry for his invaluable contribution since joining the ASX Board in 2013.

Peter Marriott and Heather Ridout have advised ASX of their intention to resign at the end of their current term of office.

Selection and appointment of new directors

During the reporting period, the ASX and CS Board formalised their non-executive director appointment processes in line with the RBA Recommendations.

As part of the process for director nomination and selection, the Nomination Committee is responsible for preparing and presenting a description of the role and capabilities required for each director appointment. The description is developed by reference to a number of factors including the skills set out in the applicable Board Skills Matrix and ASX's diversity objectives and is then presented by the Nomination Committee to the relevant Board.

The ASX Group undertakes comprehensive reference checks before appointing a new director or senior executive including education, employment, character, criminal history and bankruptcy checks. These checks are carried out by or at the direction of Company Secretariat or Human Resources.

A statutory 'fit and proper' assessment applies to directors due to their involvement with market licensees and/or CS facilities. It is a condition of appointment that any new director and executive is not a disqualified person under this assessment. Directors and executives make an annual declaration to this effect.

Any director (except the CEO) who has been appointed during the year must stand for election at the next Annual General Meeting. ASX provides shareholders with all material information in its possession that is relevant to a decision on whether to elect a director.

New directors receive a formal letter of appointment that sets out the key terms and conditions of their appointment including ASX's expectations about time commitments, compliance with ASX policies and regulatory requirements. The letter of appointment is between ASX (or the applicable CS subsidiary) and the director personally.

All new directors participate in an induction program coordinated by the Company Secretariat designed to give the directors the information they need regarding the ASX Group's business, strategy and operations. As part of this induction program, new directors typically receive briefings from executives and board committee chairs (as relevant) on strategic initiatives and operational matters.

Diversity

ASX values diversity and inclusion and recognises the organisational capabilities and enhanced business performance these bring.

The ASX Board and workforce are comprised of individuals with a range of skills, backgrounds and experiences.

ASX has adopted a diversity and inclusion policy that describes how ASX promotes diversity and inclusion. The diversity objectives adopted by the Board and achievements in FY22 are set out on page 27 along with further details on ASX's initiatives to support diversity and inclusion.

The ASX Board is committed to maintaining the gender diversity of its membership. The ASX Board has adopted a target of a minimum of 40% female directors. Currently, 45% of ASX's directors are female and 40% of non-executive directors are female. Upon the retirement of Dr Henry at the 2022 AGM, 44% of non-executive directors will be female.

ASX discloses its performance against gender equality indicators in its annual report to the Workplace Gender Equality Agency.



ASX's Diversity and Inclusion Policy and ASX's latest report to the Workplace Gender Equality Agency are available on ASX's website at www2.asx.com.au/about/corporate-governance

Board skills, performance and development

ASX is a provider of critical infrastructure to Australia's financial markets and has a leading position in the Asia-Pacific region. The ASX Board is comprised of experienced business leaders with a variety of professional backgrounds. Many have extensive experience in financial services.

The ASX Board has developed a Board Skills Matrix to capture the current mix of skills, knowledge and experience on the Board. The Nomination Committee is responsible for considering, at least annually, whether any changes are required to the Board Skills Matrix.

The ASX Board has identified the skills, knowledge and experience on the Board using a self-assessment questionnaire in which directors are asked to rate their level of proficiency in each skill area.

The Board's current assessment of its skills coverage is set out in the Skills Matrix on the following page.

The ASX Board considers that its current mix of skills, experience and expertise is appropriate for it to discharge its obligations effectively.




The Nomination Committee is responsible for reviewing and recommending to the Board a non-executive director professional development program and for regularly reviewing the effectiveness of the program. When reviewing the Board Skills Matrix, the Nomination Committee is responsible for reporting to the Board on any areas identified for further professional development or consideration in identifying candidate directors.

The Board keeps up-to-date with market and industry developments through regular briefings at Board and Committee meetings, Board workshops, meetings with customers and regulators and through site visits. At Board meetings, the Board is also briefed on material developments in laws, regulations and accounting standards relevant to ASX.

In accordance with its Charter, the Board assesses its performance, the performance of its standing Committees and the performance of individual directors annually. The reviews are conducted to help ensure the Board continues to operate effectively and efficiently. The Board takes the results of the performance review into consideration when recommending directors for re-election.

In FY22, the performance review process was undertaken by way of confidential online surveys completed by all directors. The results of those surveys were discussed in a private session, led by the ASX Board Chair and attended by all other ASX non-executive directors.

Skills Matrix

Category	Description	Strength of skill
Strategy	Experience in defining strategic objectives, constructively challenging business plans and implementing strategy.	 <div>Low Strong Very strong</div>
Technology and data	Experience in overseeing the use and governance of critical information technology infrastructure, setting and overseeing the implementation of complex technology strategies, commercialisation of data products, the provision of technology services and cyber security.	 <div>Low Strong Very strong</div>
Risk management	Experience in identifying, and monitoring mitigation strategies for existing and emerging financial and non-financial risks, and in monitoring the effectiveness of risk management frameworks and practices.	 <div>Low Strong Very strong</div>
Customer	Understanding of existing and evolving customer needs and trends. Experience in developing and delivering products and services focused on enhanced customer outcomes.	 <div>Low Strong Very strong</div>
People and culture	Experience in overseeing and assessing senior management, remuneration and reward frameworks, strategic human resource management and promoting and overseeing a safe, respectful and inclusive workplace culture aligned with corporate values.	 <div>Low Strong Very strong</div>
Executive leadership	Successful career as a CEO or senior executive in a large, complex organisation.	 <div>Low Strong Very strong</div>
Financial acumen	Experience in accounting, financial reporting and corporate finance including the ability to assess the quality of internal accounting, financial controls and financial reporting.	 <div>Low Strong Very strong</div>
Stakeholder engagement	Experience in building and maintaining trusted and collaborative relationships with key stakeholders including regulators, industry and community groups and governments.	 <div>Low Strong Very strong</div>
Regulatory and public policy	Ability in influencing public policy decisions and outcomes, assessing the impact of legal, public and regulatory policy developments on financial markets and corporations, and managing such impacts.	 <div>Low Strong Very strong</div>
Financial markets and services	Experience in the financial services industry (for example, broking, funds management, superannuation, investment banking), financial products and licensed financial markets including market infrastructure, pre-trade and post-trade services and maintaining market integrity.	 <div>Low Strong Very strong</div>
Corporate governance	Knowledge, experience and commitment to the highest standards of governance and experience in overseeing effective governance frameworks.	 <div>Low Strong Very strong</div>
Environment and social	Experience in identifying and monitoring environmental and social risks and opportunities, setting and monitoring progress towards sustainability aspirations, knowledge of sustainability reporting standards and ability to assess the quality of sustainability reporting.	 <div>Low Strong Very strong</div>

Corporate governance statement **continued**

Conflicts of interest

Directors are required to disclose all interests that may conflict with their duties as a director of ASX. A register of directors' interests is provided to the ASX Board at each meeting. A register of Committee members' interests is also provided to Committee meetings.

If a director has a material personal interest in a matter being considered by a Board or Committee, they must not be present during the consideration of that matter or vote on the matter, unless approved by other directors who do not have a material personal interest in the matter.

Aligning interests of the Board with shareholders

To underscore the alignment of the Board with shareholders' interests, the Board has adopted a non-executive director shareholding guideline. This requires that all non-executive directors accumulate ASX shares to the value of the director's annual base (and in the case of the ASX Chair, the base level annual director fee plus the Chair fee) within three years of appointment.

All non-executive directors currently meet the minimum shareholding guidelines.

Details regarding director remuneration and ASX's remuneration policies and practices are detailed in the Remuneration Report on pages 46 to 70.

Access to information and advice

Directors have unrestricted access to all staff and all relevant records of the ASX Group they consider necessary to fulfil their obligations (including access to members of the internal audit function and the external auditor without management present). They also have the right to seek explanations and additional information from management and auditors.

Directors are also entitled, with the approval of the Chair, to obtain independent professional advice at ASX's expense relating to their role as an ASX director.

INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

ASX is committed to conducting business in an open and accountable way. We believe that lawful, ethical and responsible business practices are a driver of shareholder value.

ASX's values

ASX Values are behaviours that guide the actions and decision-making of staff, and reflect ASX's brand and culture. The values are to **Be Open**, **Be Trustworthy**, **Be Original** and **Be The Example**.

Management is responsible for instilling the ASX values across the ASX Group. An overview of the ASX values program which was developed collaboratively by management and endorsed by the ASX Board, is set out on page 25.



Our values are published on the ASX's website at www2.asx.com.au/about/sustainability/people

Code of Conduct, Whistleblower Protection Policy and Anti-Bribery and Corruption Policy

ASX has adopted a:

- **Code of Conduct** underpinned by the ASX values. The Code of Conduct applies to all directors, employees and contractors. It sets the standards for how we work at ASX and outlines the importance of the values to anyone dealing with ASX
- **Whistleblower Protection Policy**. ASX seeks to identify and assess wrongdoing early. ASX's values support a culture that encourages staff to speak up on matters or conduct that concerns them. The Whistleblower Policy provides information to assist staff to make disclosures and sets out how ASX will protect them from any form of retaliation or victimisation when they make a legitimate whistleblowing disclosure
- **Anti-Bribery and Corruption Policy**. This policy is critical to ASX's delivery of its strategic goal of enduring trust, integrity and resilience, and outlines ASX's requirements for the management of gifts and benefits.

Material breaches of the Code of Conduct or the Anti-Bribery and Corruption Policy, or material incidents reported under the Whistleblower Protection Policy are reported to the Audit and Risk Committee and/or Board.

Periodic employee training is conducted on the Code of Conduct and these policies.



ASX's Code of Conduct, Whistleblower Protection Policy, and Anti-Bribery and Corruption Policy are published on ASX's website at www2.asx.com.au/about/corporate-governance

Securities trading

ASX has adopted Dealing Rules that apply to ASX directors and employees, including contractors, consultants and secondees, and restrict dealing in ASX and non-ASX securities. The Dealing Rules document the procedures for dealing in securities. They are designed to help prevent directors and employees from contravening laws on insider trading.

Additional dealing restrictions apply to employees working in specified functions (including Listings Compliance, Market Announcements and Surveillance functions).

Derivatives and hedging arrangements for unvested ASX securities, or vested ASX securities subject to a holding lock, are prohibited.



ASX's dealing rules are published on ASX's website at www2.asx.com.au/about/corporate-governance

Payments to political parties

ASX has a responsibility to its shareholders and stakeholders to articulate the opportunities and challenges facing its business, communicate its position on relevant public policy issues and contribute to well-informed decision-making by government.

ASX actively engages with government and policy decision-makers about its role, the investments we are making to build world class infrastructure, and the dynamic and globally competitive market environment in which ASX operates.

ASX's continued membership of both the Federal Labor Business Forum and the Liberal Party Australian Business Network was considered by the Board in FY22 and accordingly ASX paid \$120,000 in membership fees to each. ASX's membership of these business networks provides an opportunity to engage with a wide range of policy and decision-makers.

The Board sets the policy regarding payments to political parties, including limits on the amounts paid. Payments within these limits are approved by the CEO and the General Counsel. Payments to political parties are disclosed by ASX in accordance with the Commonwealth Electoral Act 1918 (Cth).

SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

ASX believes that accurate and timely corporate reporting underpins effective risk management and is key to executing ASX's strategy.

The ASX Board is responsible for overseeing that appropriate monitoring and reporting mechanisms are in place. It is assisted in this regard by the Audit and Risk Committee.

The role of the Audit and Risk Committee in safeguarding the integrity of ASX's corporate reporting includes reviewing ASX's financial reports and the adequacies of the Group's corporate reporting processes.

Additional information on the role and responsibilities of the Audit and Risk Committee, its membership and the number of times the Committee met in FY22 are detailed on pages 37 and 38

Integrity of reporting

Before the ASX Board approves the financial statements for the half-year and full-year, the Board receives a statement from the CEO and Chief Financial Officer consistent with the requirements of the *Corporations Act 2001*. These statements are made after the CEO and Chief Financial Officer receive attestations from executives regarding their respective areas of responsibility. The ASX Board also receives a statement from the CEO and Chief Risk Officer that ASX's risk management and internal control systems are operating effectively for the management of material business risks.

External auditor

ASX has appointed PricewaterhouseCoopers (PwC) as its external auditor. The appointment was approved by shareholders at the 2008 AGM. The most recent change of lead audit partner took place in FY19.

Among its key responsibilities, PwC reviews ASX's financial reporting and provides an opinion on whether ASX's financial report gives a true and fair view of the ASX Group's financial position and financial performance, and whether it complies with Australian Accounting Standards and the Corporations Regulations 2001. PwC's opinion on the FY22 financial report is on pages 115 to 121.

PwC attends each Audit and Risk Committee meeting and meets with the Committee without management present at least once annually.

PwC has provided confirmation that there have been no contraventions of the auditor independence requirements under the *Corporations Act 2001* and no contraventions of any applicable code of professional conduct in relation to its audit (refer to page 73). The fees paid by ASX to PwC for non-audit services are disclosed on page 113.

PwC's lead partner will attend the 2022 AGM to answer any shareholder questions related to the external audit.

Verification of announcements and unaudited corporate reports

The ASX Board has established a Continuous Disclosure Policy which sets out ASX's commitment to providing the market with full and timely information as well as the processes adopted by the ASX Board to meet ASX's commitment.

ASX has also established a Continuous Disclosure Committee which makes disclosure decisions, oversees the drafting of announcements and approves announcements. The Committee members include the CEO, Group General Counsel (Committee Chair), Chief Financial Officer, Chief Compliance Officer and Chief Strategy Officer.

ASX's Continuous Disclosure Committee approves ASX announcements, other than administrative announcements of the type set out in the Continuous Disclosure Policy. Written processes are in place for the approval of administrative announcements.

Where ASX's Continuous Disclosure Committee has determined that information will be publicly disclosed, one or more Committee members oversee the preparation of that announcement. The Committee is responsible for satisfying itself that the content of any announcement is accurate and not misleading and is supported by appropriate verification.

ASX releases a monthly activity report that includes, among other things, information regarding listings and capital raisings, trading volumes and values on ASX's equity and derivatives markets in the preceding month. These reports are reviewed by a senior manager against source documents before being provided for review and approval by the Chief Financial Officer (or their delegate). The reports are then released on the market announcements platform by the Company Secretariat function.



ASX's Continuous Disclosure Policy is available on ASX's website at www2.asx.com.au/about/corporate-governance

MAKE TIMELY AND BALANCED DISCLOSURES

Continuous and periodic disclosure

ASX is committed to providing shareholders and the market with equal access to material information about its activities in a timely and balanced manner. ASX's Continuous Disclosure Policy sets out the processes adopted to manage this commitment.

ASX will not disclose market sensitive information (or provide new and substantive investor or analyst presentations) to any analyst or investor unless it has first provided that information to the market and received an acknowledgment that the information has been released.

ASX provides copies of all material market announcements to directors promptly after they have been released to the market.



ASX's Continuous Disclosure Policy is available on ASX's website at www2.asx.com.au/about/corporate-governance

RESPECT THE RIGHTS OF SECURITY HOLDERS

Shareholder engagement and provision of information

ASX provides information about the ASX Group and its governance practices on its website, including this Corporate Governance Statement, ASX's Constitution, Board and Committee Charters and key governance policies as well as the qualifications, skills and backgrounds of its directors and senior executives. ASX also makes available on its website copies of its annual reports, market announcements, notices of meeting and copies of presentations delivered to investors or analysts.

ASX has a section of the website dedicated to ASX's corporate governance, which can be found via the navigation menu 'About Us' at the bottom of the home page.

ASX is committed to communicating promptly, accurately and in plain language with shareholders. This commitment is detailed in ASX's Shareholder Communication Policy.

All market announcements are published on ASX's website after they have been released on the market announcements platform. ASX also publishes media releases and other relevant information on its website.

Corporate governance statement **continued**

ASX uses a number of channels and technologies, including webcasting and social media, to communicate promptly, transparently and widely. We encourage shareholders to participate in shareholder meetings and we deal with shareholder enquiries fairly and respectfully.

Security holders are given the opportunity to join live webcasts of ASX's half-year and full-year results.



Further information about ASX's governance practices, including its Shareholder Communication Policy, is available on ASX's website at www2.asx.com.au/about/corporate-governance

Investor relations program

ASX has an investor relations program to facilitate effective two-way communication with the domestic and international investment community. It involves engagement throughout the year via both scheduled and ad hoc interactions with shareholders and potential investors, analysts and proxy advisers. The program seeks to provide information that is timely, of a high quality and relevant to shareholders' investment in ASX. Feedback from investor engagement, reports prepared by analysts and brokers and additional relevant information is regularly reviewed and reported to the Board as appropriate.

ASX does not hold meetings with investors or analysts to discuss ASX's financial performance within a blackout period of four weeks in advance of the half-year and full-year results announcements.

Annual General Meeting

Details about ASX's 2022 Annual General Meeting (AGM) is provided on ASX's website.

The AGM is an opportunity for shareholders to hear from and to put questions to the Board and external auditors.

Detailed information about how shareholders can participate in the 2022 AGM is set out in the Notice of Annual General Meeting which is published on our website.

Shareholders are able to submit written questions to ASX in advance of the meeting. Details about how to do so are contained within the Notice of Meeting. These questions and comments are typically addressed at the meeting through the Chair or CEO speeches.

All resolutions put to the AGM are decided by way of a poll. This is to support the principle of 'one share, one vote'.



Information for shareholders about ASX's AGM is available on ASX's website at: www2.asx.com.au/about/asx-shareholders/annual-general-meetings

Shareholder communications

ASX encourages shareholders to receive communications electronically. Electronic communication allows ASX to communicate with shareholders quickly and reduces ASX's paper usage. ASX emails shareholders when important information becomes available such as financial results, dividend statements, notice of meetings, voting forms and annual reports.

Shareholders who receive postal communication from ASX can log into www.linkmarketservices.com.au to provide their email address and elect to receive communications electronically.

RECOGNISE AND MANAGE RISK

The ASX Board recognises that effective risk management is critical to maintaining ASX's reputation.

Division of responsibilities

The ASX Board's responsibilities regarding risk management include:

- setting ASX's risk strategy and risk appetite
- overseeing systems of risk management and internal control and compliance
- overseeing the process for identifying significant risks facing the ASX
- satisfying itself that appropriate controls, monitoring and reporting mechanisms are in place.

Management executes the Board-approved risk strategy and manages ASX's operations within the Board-approved risk appetite. Management is responsible for identifying, monitoring, mitigating and reporting on risks.

Audit and Risk Committee

As outlined above, the Board has established an Audit and Risk Committee which also serves as a committee of the CS Boards. The Committee's membership is set out on page 37. Stephen Knight, Chair of each of the CS Boards, also attends Audit and Risk Committee meetings as a representative of the non-ASX directors of the CS entities.

Further information on the role and responsibilities of the Audit and Risk Committee are set out on page 37 and are detailed in the Committee's Charter.

The Audit and Risk Committee receives regular reports from the Chief Financial Officer on financial matters, the Chief Risk Officer on enterprise risks, the Chief Compliance Officer on matters relating to the monitoring and enforcement of compliance with ASX's operating rules, as well as reports from ASX's Internal Auditor and Enterprise Compliance function and from ASX's external auditor.

In addition to the responsibilities above, as set out on page 37, the Audit and Risk Committee has a role in safeguarding the integrity of ASX's corporate reporting.

The number of times the Audit and Risk Committee met during FY22 and the individual attendance of its members are detailed on page 38



The Audit and Risk Committee Charter is available on ASX's website at www2.asx.com.au/about/corporate-governance

Technology Committee

During the reporting period, the ASX Board established a new board committee – the Technology Committee – to assist the Board in fulfilling its responsibilities in respect of various technology and data related matters including cyber security risks.

The Technology Committee receives reports from the Group Executive, Technology and Data and Chief Information Officer on technology and cyber security risks, the Chief Customer and Operating Officer on project and operational risks and the Group Executive Securities and Payments on the CHESS replacement project, as well as reports from relevant executives on other key projects and associated risks.

The Technology Committee's membership is set out on page 37. The number of times the Technology Committee met during FY22 and the individual attendance of its members are detailed on page 38.



The Technology Committee Charter is available on ASX's website at www2.asx.com.au/about/corporate-governance

Risk management framework

ASX has a multilayered approach to the identification, management and mitigation of enterprise risk. Accountability and responsibility for risk governance and management are held at various levels across the ASX Group including the ASX Board, CS Boards, Board Committees, ASX executives and specialist functions including risk management and internal audit.

ASX has an established enterprise risk management framework. The framework encompasses, among other matters, the risk governance structure across ASX, the risk strategy and appetite, risk culture and behaviours, and supporting frameworks and processes governing risk assessment, monitoring and reporting.

ASX's risk management function has day-to-day responsibility for the implementation of the enterprise risk management framework.

The Audit and Risk Committee reviews the enterprise risk management framework annually. This review took place during the reporting period.

ASX's risk management framework involves three lines of defence:

- first line of defence – operational management and staff accountable for risk management within their business functions
- second line of defence – independent risk management and compliance functions that oversee, facilitate and assess risk management in Line 1
- third line of defence – independent assurance (including internal and external audit) to assess the effectiveness of ASX's control environment.

Management committees

ASX has established the following internal management committees comprised of senior executives to assist with the oversight and management of risks:

- **Risk Committee** chaired by the Chief Risk Officer. The Risk Committee has oversight of the implementation of ASX's enterprise risk management framework, approves risk policies and considers general risk matters consistent with the ASX Board's risk appetite
- **Regulatory Committee** chaired by the Group General Counsel. The Regulatory Committee has oversight of licence compliance matters, develops and approves policies, and considers updates on regulatory and government engagement and ASX rule changes
- **Technology and Cyber Committee** chaired by the Chief Information Officer. The Technology and Cyber Committee has oversight of IT security matters, systems updates and incident management and considers emerging technology, operational and security risks.

ASX also has a Portfolio Governance Group (PGG) comprised of senior executives (and chaired by the Chief Financial Officer). The PGG has oversight of the status of ASX's portfolio of projects, and considers risks and issues arising in relation to those projects.

Internal audit

ASX's internal audit function reviews and reports on internal control systems and procedures. Its role and responsibilities are set out in its Charter.

The General Manager, Internal Audit reports to the Chair of the Audit and Risk Committee for functional audit purposes, and to the Chief Financial Officer for administrative purposes. The Audit and Risk Committee determines the internal audit's scope, function and budget each year.

Internal audit has full access to the Audit and Risk Committee and the CS Boards. It also is authorised to have unrestricted access to all functions' records, property and personnel. The internal audit function is independent of ASX's External Auditor.



ASX's Internal Audit Charter is published on its website at www2.asx.com.au/about/corporate-governance

Enterprise compliance

ASX's enterprise compliance function maps the compliance frameworks for ASX's regulatory obligations, oversees ASX's conflict handling arrangements, and provides training to the business to ensure key Australian and international obligations are understood and complied with. It also undertakes compliance reviews and reporting to regulators. The General Manager of Enterprise Compliance has direct access to the Audit and Risk Committee Chair and is entitled to appear and be heard at all board meetings of the CS Boards.

Exposure to environmental and social risks

Information on ASX's material business risks and how these are managed are provided on pages 21 to 23 in the Operating and Financial Review.

ASX's environmental and social sustainability risks, and how these are managed (including ASX's assessment of its exposure to climate change risks) are provided on pages 24 to 31 in the Sustainability Report.

REMUNERATE FAIRLY AND RESPONSIBLY

ASX aims to attract and retain high quality directors and to attract, motivate and retain high quality senior executives.

The ASX Board oversees executive remuneration and non-executive director remuneration arrangements. It has established the Remuneration Committee to assist it in this regard. The Remuneration Committee helps to bring the focus and independent judgement needed for remuneration decisions.

The Remuneration Committee's responsibilities are set out in its Charter.

Under its Charter, the Remuneration Committee has unrestricted access to all staff and relevant records of the ASX Group it considers necessary to fulfil its obligations. It also has the right to seek explanations and additional information from management and auditors. The Committee Chair may directly seek independent professional advice at ASX's expense as required for the Committee to fulfil its responsibilities.

The number of times the Committee met during FY22 and the individual attendance of its members at those meetings are disclosed on page 38.

Details of executive and director remuneration and ASX's remuneration policies are disclosed in the Remuneration Report on pages 46 to 70.



The Remuneration Committee Charter is available on ASX's website at www2.asx.com.au/about/corporate-governance