



ASX Limited Board Charter

Introduction

1. ASX Limited (**ASX**) and its related bodies corporate (**ASX Group**) operate an integrated financial exchange offering services to local and overseas customers.
2. ASX's purpose is to power a stronger economic future by enabling a fair and dynamic marketplace for all.
3. This Charter sets out the role, responsibilities, composition and operation of the Board of ASX (**Board**).

Role and responsibilities of the Board

4. The role of the Board is to provide leadership, strategic guidance and oversight for the ASX Group.
5. The Board is accountable to shareholders for the performance of ASX.
6. In addition to the matters that are specified in the ASX Constitution or by law to be fulfilled by the Board, the Board has reserved the following matters and is responsible for:

Strategy and financial performance	<ul style="list-style-type: none"> • defining the Group's purpose and its strategic objectives • monitoring ASX's financial performance and overseeing ASX Group's achievement of its strategic objectives • Approving strategies developed by management in support of the ASX Group's purpose and to achieve its strategic objectives • monitoring the execution of the Board-approved strategy by management • approving the annual budget and financial plans • approving major corporate initiatives, including capital expenditure, capital management and capital raising initiatives, acquisitions and divestments • approving expenditure that exceeds the limits delegated to the Managing Director and CEO (CEO).
Risk Management	<ul style="list-style-type: none"> • setting ASX's risk strategy and risk appetite • overseeing ASX's overall risk management framework and its operation by management and the processes 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.
Dividends	<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 and reports • overseeing the integrity of the ASX Group's accounting and corporate reporting systems including liaising with the ASX Group's external auditor.
CEO and management	<ul style="list-style-type: none"> • appointing, replacing and assessing the performance of the CEO • (in addition to the CEO) considering the appointment and replacement of senior executives in consultation with the People & Culture Committee • overseeing succession plans for the CEO, senior executives and key staff.

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"> leading the behaviour and values expected at ASX to achieve its strategic objectives approving the ASX Group's statement of values and Code of Conduct receiving reports from management regarding the culture of the ASX Group overseeing management's actions to promote and maintain ASX's desired culture.
Remuneration and Performance	<ul style="list-style-type: none"> approving the ASX Group's policies and framework for remuneration and performance (including for non-executive directors, executive directors and senior executives) and satisfying itself that those policies and framework are 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 corporate governance framework including satisfying itself that an appropriate framework exists for information to be reported by management to the Board approving policies and frameworks required to be approved by the Board approving ASX's corporate governance statement and corporate reporting in relation to environmental and social risks.

7. In performing its responsibilities, the Board shall have regard to:
- the ASX Group's licence obligations and public policy objectives directed at financial market and payments system integrity
 - the interests of ASX's shareholders, customers, employees and regulators, and
 - specific matters reserved for consideration by the CS Boards (as defined in Article 19), primarily relating to the risk management and oversight of the operation of the clearing and settlement licences held by Clearing and Settlement subsidiaries, as set out in the Clearing and Settlement Boards Charter.
8. The Board may delegate and has delegated certain matters. Matters delegated to the Board committees are set out in the committee charters. Matters delegated to the CEO and Chief Compliance Officer are set out in Articles 9 and 13 below and in ASX's delegations framework.

Role and responsibilities of Management

Managing Director and CEO

9. The Board has delegated the day-to-day management of ASX to the CEO. Except for those matters reserved by the Board or delegated by the Board to the Board committees, the CEO may make all decisions and take all actions required to manage ASX, subject to any specified delegations of authority approved by the Board.
10. 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 accurate and clear information to the Board to enable it to fulfil its responsibilities

- e. day-to-day management and operation of ASX in accordance with the risk appetite set by the Board, the policies and procedures adopted by the Board and 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 People & Culture Committee and, in the case of the:
 - Chief Risk Officer, the Audit and Risk Committee and the CS Boards
 - CS Lead Executives, the CS Boards, and
 - Chief Compliance Officer, the Audit and Risk Committee.
11. The CEO is accountable to the Board for the exercise of authority delegated in Article 9.
12. The CEO may not sit on the board of, 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.

Chief Compliance Officer

13. The Board has delegated responsibility for the performance of compliance and enforcement functions for the ASX Group's markets to the Chief Compliance Officer. 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

14. The Board may establish committees to assist the Board in carrying out its responsibilities.
15. The standing committees of the Board are the:
- a. Audit and Risk Committee
 - b. Nomination Committee
 - c. People & Culture Committee
 - d. Technology Committee
16. The Board will determine the membership and composition of each Board committee in consultation with the Nomination Committee and, in the case of the Technology Committee, in consultation with the CS Boards.
17. The role and responsibilities of each Board committee will be set out in a charter. Amendments to the charters are to be approved by the Board and, in the case of the Technology Committee, the CS Boards.
18. The Board shall receive reports from the Board 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

19. The ASX Group has four subsidiary companies which hold licences issued under the Corporations Act 2001 to operate clearing and settlement facilities (**CS facility licensees**). Together with two intermediary holding companies, these are referred to as the CS subsidiaries and are governed by their respective boards (collectively, the **CS Boards**).
20. 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 Clearing and Settlement Boards Charter.

Board Composition

Board size and composition

21. Subject to the ASX Constitution, the Board (in consultation with the Nomination Committee) determines its size and composition.
22. The Board will comprise a majority of directors who are non-executive and have been assessed by the Board as independent.
23. Collectively, the Board shall comprise directors with the skills and expertise necessary to discharge the Board's responsibilities.
24. Appointment of directors will be made in consultation with the Nomination Committee.

Director independence

25. 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.
26. The Board shall review the independence of each director:
 - a. by undertaking an annual, formal assessment having regard to the ASX Group Board Policy and Guidelines affecting Independent Status as adopted by the Board and as amended from time to time, and
 - b. at such other times as they determine necessary, having regard to disclosures made by directors at Board meetings of any new interests, positions, affiliations or relationships.

Board renewal

27. The Board, in consultation with the Nomination Committee, will regularly review the skills and experience represented by directors on the Board and determine whether the composition and mix of those skills and experience enable it to define the ASX Group's strategic objectives, approve strategies developed by management and monitor the execution of those strategies.
28. 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 director performance assessments, Board tenure guidelines and director's independence in making its recommendation of the directors standing for re-election.

Director induction and education

29. New non-executive directors will undertake an induction program upon joining the Board.
30. Director education is supported by an ongoing program that is incorporated into the Board forward planner.

Board Chair

31. The Board is responsible for selecting one of its members to be Chair in accordance with the ASX Constitution.
32. The Chair is to be an independent, non-executive director.
33. In exceptional circumstances, the Chair may be required to act as the Executive Chair for a limited time. During this time, the Executive Chair is not deemed to be the CEO.
34. The CEO may not become the Chair.

35. The Chair's primary responsibility is leading the Board and overseeing the processes for the Board fulfilling its responsibilities under this Charter.
36. The specific responsibilities of the Chair include:
- a. chairing Board meetings, facilitating the effective contribution of all directors and fostering open, respectful and constructive discussions between directors, and between the Board and management, at Board meetings
 - b. developing a constructive working relationship with the CEO, providing support and advice where appropriate
 - c. liaising with the CEO in relation to the provision of timely and high quality information that supports the effective performance of the Board's role
 - d. representing the views of the Board to the CEO and to shareholders, regulators and other stakeholders
 - e. setting the agenda for Board meetings in consultation with the CEO and Company Secretary, ensuring adequate time is available for discussion and debate and prioritisation of material items
 - f. consulting with directors individually regarding Board performance, and ensuring that appropriate action, if required, is taken on the results of Board performance evaluations, and
 - g. chairing general meetings of ASX.
37. The Board will develop and periodically evaluate a plan for the succession of the Chair.

Company Secretary

38. The appointment and removal of a Company Secretary is subject to Board approval.
39. The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
40. All directors have direct access to the Company Secretary and vice versa.
41. The Company Secretary will advise the Chair and, through the Chair, the Board and individual directors, on corporate governance matters. The Company Secretary's role also includes:
- a. co-ordinating Board meetings
 - b. drafting agendas, governance-related agenda papers and minutes of meeting
 - c. monitoring that Board policies and procedures are followed.

Board meetings

Frequency and conduct

42. The Board shall meet as often as is necessary to fulfil its responsibilities.
43. Subject to Articles 44 and 45, the Board may meet concurrently with the CS Boards.
44. ASX directors do not attend or receive copies of papers or minutes of meetings of ASX Clear Pty Limited or ASX Settlement Pty Limited that are convened to consider matters set out in article 51 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).

45. ASX directors do not attend meetings of the non-ASX directors of the CS Boards referred to in article 52 of the CS Boards Charter (to consult on and discuss potential intra-group conflicts) but may receive copies of papers or minutes of those meetings with the consent of the non-ASX directors.

Quorum

46. The presence of five directors will constitute a quorum.¹

Access and advisers

47. Subject to Articles 44 and 45, directors have unrestricted access to all staff and all 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) and have the right to seek explanations and additional information from management and auditors.
48. As necessary or desirable, the Board may invite members of management, internal audit, representatives of the external auditor or other external advisers to be present at Board meetings.
49. Directors may, with the Chair's prior consent, seek independent professional advice (at ASX's expense) on any matter that they consider necessary to fulfil their responsibilities.

Board performance

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

Board charter review

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

Approval date

Charter approved: 15 February 2023

¹ Refer to Article 16.12 of the ASX Constitution.