CS Risk Committee Charter

Updated: 23/07/2026

Introduction

1. The CS Risk Committee (the **Committee**) is a committee of the Boards of the following entities:

    a) ASX Clear Pty Limited
    b) ASX Clear (Futures) Pty Limited
    c) ASX Clearing Corporation Limited
    d) ASX Settlement Pty Limited
    e) Austraclear Limited
    f) ASX Settlement Corporation Limited.

    The entities listed above are collectively referred to as 'the **CS Subsidiaries**', and their Boards are collectively referred to as 'the **CS Boards**'. The CS Subsidiaries include four subsidiary companies which hold licences to provide clearing and settlement facilities (**CS Facilities**): ASX Clear Pty Limited, ASX Clear (Futures) Pty Limited, ASX Settlement Pty Limited and Austraclear Limited. The CS Facilities have statutory obligations, including the obligation to comply with the Financial Stability Standards and to the extent reasonably practicable, to do all other things necessary to reduce systemic risk, as outlined in Addendum A.

    The ASX Limited Board and the CS Boards are collectively referred to as the **ASX Group Boards**.

2. This Charter sets out the role, responsibilities, composition and operation of the Committee.

Role and responsibilities

3. The role of the Committee is to assist the CS Boards to discharge their responsibilities related to:

    a) overseeing the process for identifying significant risks facing the CS Subsidiaries and arrangements for implementing appropriate controls, monitoring and reporting mechanisms
    b) reviewing and overseeing systems of risk management and compliance within the CS Subsidiaries.

4. The Committee's responsibilities include the following matters (and any other matters referred to it by an ASX Group Board or other ASX Group Board Committee):

Focus area	Responsibilities
a) Risk management	(i) review and provide recommendations to the CS Boards in relation to the CS Subsidiaries' risk appetite, including the CS Boards Risk Appetite Statement and Risk Appetite Metrics set out therein (ii) review and provide recommendations to the CS Boards in relation to the operating effectiveness of the ASX Group Enterprise Risk Management Framework (including key controls) in identifying, monitoring and managing significant business risks across the CS Subsidiaries, including considering whether it effectively identifies areas of potential, material risk (iii) assist the CS Boards with monitoring management's implementation of, and the CS Subsidiaries' compliance with, the CS Boards risk appetite, and the ASX Group Enterprise Risk Management Framework (iv) receive and monitor management plans to return any risks to be within the Board-approved CS Boards Risk Appetite Statement (v) monitor the CS Licence Risk Profiles (vi) monitor ASX Group's risk capability and capacity and the ongoing effectiveness of the ASX Group's risk function as it relates to the CS Facilities and provide input to the ASX Risk Committee in respect of those matters (vii) review and oversee the CS Subsidiaries' response to significant operational incidents related to the CS Facilities, including those relating to technology performance (viii) monitor issue and incident management relating to the operation of the CS Facilities, including effectiveness of management disciplines around issue and incident identification, recording, root-cause analysis, and rectification

Focus area	Responsibilities
	(ix) review reports from management on significant current and emerging risks relating to the operation of the CS Facilities and management's actions to mitigate them (x) oversee matters relating to financial risk arising from the ASX Group's clearing and settlement operations. ***Note**: As part of discharging its responsibilities in (vii), the Committee may seek the input of the Technology Committee on the role or contribution of technology systems in relation to the incident, to assist the Committee to consider any options or recommendations for remediation actions that may be necessary or desirable.*
b) Operational resilience	(i) receive reports on ASX Group's vendor risk profile and consider as relevant for the CS Facilities (ii) review and provide recommendations to the CS Boards on the ASX Group Business Continuity Management Framework (iii) oversee and receive reports on ASX Group's business continuity plans as relevant for CS Facilities, including considering the tolerance levels for disruptions to critical operations, reviewing the results of testing and monitoring the execution of any findings.
c) Risk culture	(i) monitor the risk culture as relevant for the CS Facilities and assess the extent to which it supports: (A) the ability of the CS Facilities to operate within risk appetite under the CS Boards Risk Appetite Statement (B) financial market integrity, financial stability and to the extent reasonably practicable doing all other things necessary to reduce systemic risk (C) the reputation and brand of the CS Subsidiaries (ii) consider whether there are any desirable changes to be made to the risk culture as relevant for the CS Facilities and oversee and guide management in implementing changes that are specific to the CS Facilities.
d) Compliance, conduct, and regulatory engagement	(i) review and oversee the ASX Group Enterprise Risk Management Framework for identifying, monitoring and managing compliance with laws and regulations, as it relates to the CS Facilities and CHESS Depositary Nominees Pty Limited (Australian financial services licensee) as licence holders (ii) review regular reports from management in relation to ASX Group's compliance with laws and regulations, as it relates to the CS Facilities and CHESS Depositary Nominees Pty Limited (Australian financial services licensee) as licence holders (iii) review and approve ASX Group's annual Line 2 Compliance Oversight Plan as it relates to the CS Facilities (iv) monitor the effectiveness of ASX Group's regulatory engagement strategy and activities, including oversight of material regulatory issues and emerging supervisory matters.
e) Insurance program	(i) receive a report on the insurance policies procured by ASX which cover the CS Subsidiaries, at least annually (ii) consider the adequacy and appropriateness of insurance coverage for the CS Subsidiaries, having regard to the insurable risks associated with the CS Subsidiaries' business.
f) Performance, recruitment, and remuneration arrangements	(i) provide input to the People and Culture Committee in respect of relevant matters that may be considered in assessing the performance, accountabilities and remuneration outcomes for the relevant persons as set out in the Charter of that Committee, including: (A) the Chief Financial Officer (B) the Chief Risk Officer

Focus area	Responsibilities
	(C) the Group General Counsel and Company Secretary of ASX Limited (D) CS Head of Audit (E) any other Group Executives and, where relevant, other senior compliance personnel, involved in managing compliance and intra-group conflicts (ii) provide input on the appointment and replacement of the Chief Risk Officer.

5. The Committee will approve any policies, procedures and other documents or matters that an ASX Group Board delegates to it.

Committee composition

6. The members of the Committee are appointed by the CS Boards, in consultation with the Nomination Committee.

7. The Committee will consist of at least three members. All members must be independent non-executive directors of the CS Boards.

8. To assist with the flow of relevant information between ASX Group Board Committees:

   a) the Chair of the CS Audit and Supervision Committee and a member of the Technology Committee who is also a non-executive director of the CS Boards will be members of the Committee
   b) the Committee Chair will be a member of the CS Audit and Supervision Committee and the Technology Committee.

Committee Chair

9. The Committee Chair is appointed by the CS Boards, in consultation with the Nomination Committee.

10. The Committee Chair must be an independent non-executive director of the CS Boards, and must not be the Chair of the CS Boards.

11. The Committee Chair's primary responsibilities are leading the Committee and overseeing the processes for the Committee fulfilling its responsibilities under this Charter. The Committee Chair is also responsible for:

    a) chairing Committee meetings and facilitating open and effective discussions at Committee meetings
    b) maintaining communications with management and the Company Secretary of ASX Limited in relation to the Committee's information requirements
    c) serving as the primary link between the Committee and the ASX Group Boards and other ASX Group Board Committees.

Committee Secretary

12. The Company Secretary of the CS Boards, or any other person they may nominate, will act as the Committee Secretary and report directly to the Committee, through the Committee Chair, on all matters to do with the proper functioning of the Committee. All Committee members have direct access to the Committee Secretary and vice versa.

Committee Meetings

Frequency and conduct

13. The Committee will meet at least four times per year, or more frequently if necessary.

14. Any member of the Committee may convene a meeting at any time.

15. Notice of every Committee meeting will be given to every member, and best endeavours will be used to ensure that reasonable notice is given. However, circumstances may arise that require a meeting to be called at short notice. Acknowledgment of receipt of notice by all members is not required before the meeting may be validly held.

16. Each ASX Group Board director will have access to Committee papers. However, directors who are not Committee members are not required or expected to review Committee papers.

17. Where matters relating to the CS Subsidiaries are reasonably likely to create financial or non-financial risks to the ASX Group (including reputational), the Committee may meet concurrently with the ASX Risk Committee. The Committees will establish a process to determine which matters they will consider at concurrent meetings.

Quorum

18. A quorum is two members or any greater number determined by the CS Boards.

Attendance

19. Non-executive directors of the CS Boards who are not Committee members may attend Committee meetings but are not required or expected to do so.

20. Any person may be invited to attend Committee meetings at the invitation of the Committee, as extended by the Committee Secretary.

21. The following persons will have a standing invitation to attend Committee meetings:

    a) Managing Director and Chief Executive Officer
    b) Chief Financial Officer
    c) Chief Risk Officer
    d) Group General Counsel and Company Secretary of ASX Limited
    e) CS Head of Audit
    f) CS Lead Executives.

22. The Committee may extend a standing invitation to any other person to attend Committee meetings.

23. The Committee may request that any non-Committee member invited to attend leave the meeting at any time.

Written resolutions

24. The Committee may pass a resolution without a Committee meeting being held if at least three quarters of members (rounded upwards if not a whole number) sign (including electronically) a document stating that they are in favour of the resolution, provided those members constitute a quorum.

Access and Advisers

25. The Committee has unrestricted access to all staff and relevant records of the ASX Group it considers necessary to fulfil its obligations and may seek explanations and additional information from management and auditors.

26. The Committee may invite management, internal audit, external experts or advisors, Technology Committee members, or any other suitably qualified and experienced persons to attend part or all of any Committee meetings.

27. The Committee or any Committee member may seek independent professional advice (including external legal advice) or engage external experts (including in relation to technology matters) with the Committee Chair's prior consent. Consent is not required if the Committee Chair has a real or potential conflict of interest in the matter. Management will provide those advisers and experts with any information they need to perform their role.

28. The Committee considers and relies (where appropriate) on reviews, confirmations and attestations from management, the internal auditor and General Manager, Enterprise Risk and Compliance, to assist with its responsibilities.

29. The Committee will collaborate with the ASX Audit and Supervision Committee, the ASX Risk Committee, the CS Audit and Supervision Committee and the Technology Committee in relation to matters that are relevant to the scope of those Committees' roles and responsibilities as set out in those Committees' Charters.

Reporting and referral of matters

30. The Committee Chair will update the ASX Group Boards about Committee activities. The reports will be provided at the next meeting of the Boards and may be verbal.

31. The Committee Chair will provide an update at each ASX Risk Committee meeting on the activities of the Committee, including identifying any information regarding the CS Subsidiaries that could materially impact the ASX Group.

32. The Committee will refer to the ASX Group Boards or any other ASX Group Board Committees (as appropriate) any matters that have come to the Committee's attention that are relevant for those Boards or Board Committees.

33. Committee meeting minutes will be provided to the ASX Group Boards for noting.

Committee Charter Review

34. The Committee will review this Charter at least every two years.

35. Amendments to the Charter must be approved by the CS Boards, except for updates for ASX branding, formatting, position titles, capitalisation, paragraph numbering, dates, and correction of typographical, grammatical, cross-referencing or other minor errors, which may be approved by the Company Secretary of the CS Boards.

Approval date

Charter last reviewed: 23 July 2026

Charter last approved or amended: 23 July 2026

Addendum A – CS Facilities' statutory obligations

For the purposes of Article 1 of the Charter, the CS Facilities' statutory obligations include, but are not limited to:

a. complying with the Financial Stability Standards (FSS) and doing all other things necessary to reduce systemic risk

b. complying with the Financial Market Infrastructure provisions including obligations to notify the RBA of certain matters such as failure or likely failure to comply with the FSS

c. complying with the ASIC CS Services Rules, with some of these obligations applying to ASX Clearing Corporation and ASX Settlement Corporation

d. to the extent that it is reasonably practicable to do so, doing all things necessary to ensure that the CS Facilities' services are provided in a fair and effective way

e. having adequate arrangements for:

    i. handling conflicts between the commercial interests of the CS Facility and the need for the CS Facility to ensure that its services are provided in a fair and effective way

    ii. enforcing compliance with its operating rules.

f. having sufficient resources (including financial, technological and human resources) to operate the facility properly and provide the required supervisory arrangements complying with licence conditions.