



# People and Culture Committee Charter



## People & Culture Committee Charter

### Introduction

1. The People and Culture Committee (the **Committee**) has been established as a committee by the board of directors of ASX Limited (the **Board**).
2. The Committee has been appointed as the people and culture committee for the boards of the following entities (together, the **CS Boards**):
  - 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.
3. This Charter sets out the role, responsibilities, composition and operation of the Committee.

### Role and Responsibilities

4. The role of the Committee is to assist the Board and the CS Boards (together, the **ASX Group Boards**) in ensuring that the ASX Group's people and remuneration policies, frameworks and practices:
  - a. support the realisation of ASX Group's vision and its strategy to create long-term, sustainable shareholder value
  - b. are fair and attract and retain a diverse and appropriately skilled workforce to deliver ASX Group's strategy
  - c. encourage behaviours that align with the ASX Group's values, policies, risk management framework and support our licence to operate.
5. In performing its role, the Committee will review, and report and make recommendations to the ASX Group Boards on, the following matters (and any other matters that may be referred to it by an ASX Group Board or Board Committee from time to time):

Focus Area	Responsibilities
Remuneration	<ul style="list-style-type: none"> <li>• reward framework and policies</li> <li>• the remuneration arrangements for the Managing Director and Chief Executive Officer (<b>CEO</b>) and Group Executives</li> <li>• whether the ASX Group’s remuneration arrangements comply with the Financial Stability Standards, the ASX Group’s license obligations to monitor and enforce compliance with Operating Rules, and any other applicable regulatory requirements</li> <li>• remuneration by gender and progress towards pay equity</li> <li>• behaviours arising from the ASX Group’s remuneration structure</li> <li>• remuneration payable to ASX Group non-executive directors</li> <li>• the adequacy of the shareholder approved non-executive director fee pool</li> </ul>
Variable reward plans	<ul style="list-style-type: none"> <li>• the long term and short variable reward plans including their eligibility</li> <li>• the terms of variable reward plan offers made to the Managing Director and CEO and Group Executives, including applicable performance targets and reward opportunities</li> <li>• variable reward vesting outcomes based on performance against applicable targets and other factors the Committee determines to be relevant (including risk behaviours) and whether the relevant Board should consider exercising any discretion</li> </ul>
Performance	<ul style="list-style-type: none"> <li>• ASX Group performance framework</li> <li>• processes for setting targets, monitoring and evaluating the performance of the Managing Director and CEO and Group Executives</li> <li>• processes for setting accountabilities and evaluating the discharge of those accountabilities for Accountable Persons</li> </ul> <p>As part of its review of the above processes, the Committee will seek feedback from:</p> <ul style="list-style-type: none"> <li>○ the CS Boards, in respect of relevant matters that may be considered in assessing performance and remuneration of executives as determined by the CS Boards (including the Chief Risk Officer and CS Lead Executives)</li> <li>○ the Audit and Risk Committee, in respect of relevant matters that may be considered in assessing performance and remuneration of executives (including the Chief Financial Officer, the Chief Risk Officer, the Chief Compliance Officer and the General Manager, Internal Audit)</li> </ul>
Culture	<ul style="list-style-type: none"> <li>• information and reporting related to organisational culture such as surveys and assessments</li> <li>• people strategies, policies and practices for promoting a culture consistent with the ASX Group’s values and staff wellbeing</li> <li>• policies relating to people and workplace behaviour (including the Code of Conduct and policies relating to diversity, inclusion and equality, workplace harassment, sexual harassment and bullying)</li> </ul>

Focus Area	Responsibilities
People	<ul style="list-style-type: none"> <li>recruitment and retention strategies and policies</li> <li>training and development frameworks</li> <li>measurable objectives for achieving diversity (including gender diversity) in the composition of senior management and the broader workforce</li> <li>termination policies and procedures</li> </ul>
Succession planning	<ul style="list-style-type: none"> <li>senior executive succession and key staff succession plans (with the exception of the CEO)</li> </ul>
Corporate reporting	<ul style="list-style-type: none"> <li>the ASX Limited annual remuneration report</li> <li>any other remuneration or people related reports the ASX Group is required to prepare including reports under workplace gender equality legislation</li> </ul>
Minimum shareholding guidelines	<ul style="list-style-type: none"> <li>minimum shareholding guidelines applicable to Key Management Personnel</li> </ul>

## Committee Composition

6. The members of the Committee are appointed by the Board, in consultation with the Nomination Committee.
7. The Committee will consist of at least three members, all of whom are independent non-executive directors of the Board.
8. The members of the Committee are to have sufficient skill, experience and technical expertise and a sufficient understanding of the ASX Group's business and remuneration framework to fulfil the Committee's responsibilities effectively.

## Committee Chair

9. The Committee Chair is appointed by the Board, in consultation with the Nomination Committee.
10. The Committee Chair must be an independent non-executive director of ASX Limited and must not be the Chair of the Board.
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 in relation to the Committee's information requirements;
  - c. serving as the primary link between the Committee and the Board; and
  - d. attending the annual general meeting of ASX Limited and being prepared to respond to any shareholder questions on matters within the remit of the Committee.

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## Committee Secretary

12. The Company Secretary of ASX Limited, or such other person as they may nominate, will act as the Committee Secretary and report directly to the Committee, through the 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 each year or more frequently if necessary to fulfil its responsibilities.
14. Each ASX Group Board director shall have access to Committee papers. However, directors who are not Committee members are not required or expected to review Committee papers.

### Quorum

15. A quorum shall be two members or any greater number determined by the Board.

### Attendance

16. Directors of the Board who are not Committee members may attend Committee meetings but are not required or expected to do so.
17. The following persons shall have a standing invitation to attend Committee meetings subject to the Committee's discretion to ask a person to withdraw from all or part of a meeting:
  - a. Managing Director and CEO
  - b. Group Executive, People & Culture
18. Other ASX Group executives may be invited to attend Committee meetings at the invitation of the Committee, as extended by the Committee Secretary.
19. There shall be a standing invitation for a representative of the non-ASX directors of the CS Boards to attend Committee meetings. The Committee may request that this person withdraw for any part of a meeting.

## Access and Advisers

20. The Committee has unrestricted access to all staff and relevant records of the ASX Group it considers necessary to fulfil its obligations and has the right to seek explanations and additional information from management and auditors.
21. The Committee may (at ASX's expense):
  - a. appoint external experts to assist the Committee in carrying out its responsibilities, and
  - b. invite those external experts to attend and provide input at Committee meetings.
22. Where the Committee appoints such external experts, management will provide the external experts with the information necessary to enable the expert to perform its role.

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## Reporting

23. The Committee Chair will update the ASX Group Boards about Committee activities at the next meeting of the Boards through a written paper and/or verbal report.
24. The Committee will refer to the ASX Group Boards, or recommend to the ASX Group Boards the referral to another Board Committee (as appropriate), any matters that have come to the Committee's attention that are relevant for the ASX Group Boards or another Board Committee.
25. Committee meeting minutes will be provided to the ASX Group Boards for noting.

## Committee Charter Review

26. The Committee will review the Charter once every two years to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.
27. Amendments to the Charter, other than updates for ASX branding or position titles, are to be approved by the Board.

Approval Date

Charter approved: 15 February 2023