

WHISTLEBLOWER PROTECTION POLICY

May 2024

Applicable ASX Entities: All ASX Group entities

Introduction

ASX is committed to maintaining a high standard of integrity, investor and wider stakeholder confidence and good corporate governance, including, having a leadership role in setting and articulating corporate governance standards in Australia. ASX is also committed to maintaining its reputation for delivering its services in a reliable and credible manner. This is reflected in ASX's strategic pillars and means that ASX must put its reputation at the centre of everything it does.

ASX seeks to identify and address wrongdoing as early as possible. To that end, ASX's values support a culture that encourages our people to stand up for what's right. ASX provides both formal and informal channels for our people to raise concerns. ASX also encourages others to speak up about matters of concern about ASX.

ASX's approach is intended to build confidence and trust in our Whistleblower Protection Policy (**Policy**), processes and procedures. This Policy provides relevant information to assist you in making whistleblower disclosures and sets out how ASX aims to protect you from any form of retaliation and victimisation (including termination of employment, harassment and discrimination) when you make a legitimate whistleblowing disclosure in accordance with the requirements of this Policy and relevant legislation.

This Policy should be read in conjunction with ASX's Code of Conduct as well as ASX's Values.

This Policy discusses the following key items:

- Purpose, application and scope
- Who can provide advice on, or receive, a disclosure
- How to make a disclosure and maintain confidentiality
- Handling and investigating a disclosure
- Keeping stakeholders informed
- Reporting
- Whistleblower protections and fair treatment
- Accessibility of this Policy

Please refer to the definitions section for **defined key terms**.

Purpose, application and scope

Purpose

ASX's Board is ultimately responsible for ensuring that ASX has an appropriate risk management framework to identify and manage risk on an ongoing basis. This Policy forms part of ASX's risk management system and corporate governance framework. It is one of the mechanisms in ASX's risk management toolkit for identifying wrongdoing.

The purpose of this Policy is to:

- Encourage disclosures of wrongdoing;
- Help deter wrongdoing in line with ASX's risk management framework;
- Set out how people to whom this Policy applies, can report matters and how those matters will be investigated;
- Describe how ASX will protect the identity of persons making disclosures under this Policy and safeguard them against detriment and retaliation;
- Ensure persons who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- Provide transparency around ASX's framework for receiving, handling and investigating disclosures;
- Support ASX's values and code of conduct; and
- Meet ASX's regulatory and legal obligations.

Who this policy applies to

This Policy applies to all *eligible whistleblowers* (also referred to as “you or yours”). An *eligible whistleblower* is:

- Anyone who is or has been an officer or employee of ASX (whether permanent, fixed term, casual or temporary), as well as contractors, consultants, secondees and directors wherever located
- A current or former supplier of services or goods to ASX, and their employees
- A current or former associate (as that term is defined in the Corporations Act 2001 (Cth)) of ASX; and
- A relative, dependent, spouse or partner of any individual referred to above.

Scope

Under this Policy:

- You are encouraged to speak up about *disclosable matters*, whether openly or anonymously (fully or partially) to an *eligible recipient*,
- If you make a report about a *disclosable matter* to an eligible recipient under this Policy, you will qualify for protection as a whistleblower under the Corporations Act 2001 (Cth) and will be afforded the protections described in this Policy,
- Reports made by you in relation to *disclosable matters*, where ASX is able to, will be handled and investigated as described in this Policy.

A *Disclosable Matter* is information that:

- an eligible whistleblower has reasonable grounds to suspect involves misconduct or an improper state of affairs in relation to ASX or its related bodies corporate. Misconduct or an improper state of affairs may include concerns about conduct, or the deliberate concealment of such conduct, that relate to:
 - financial irregularity, including fraud against ASX or a customer or supplier, money laundering or misappropriation of funds;
 - corrupt conduct, including offering or accepting of bribes;
 - illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence and criminal damage against property;
 - failure to comply with or breach of any legal or regulatory obligation, including with respect to tax affairs;
 - failure to comply with any other obligation as a market licensee or clearing and settlement facility licensee, as a benchmark administrator or AFSL holder;
 - unfair or unethical dealing with a customer (including participants and listed entities);
 - engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure;
- an eligible whistleblower has reasonable grounds to suspect ASX, or its related bodies corporate, have engaged in conduct that:
 - constitutes an offence or contravention of the relevant legislation set out at section 1317AA(5)(c) of the *Corporations Act 2001* (Cth);
 - constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for 12 months or more;
 - represents a danger to the public or the financial system.

This Policy does not apply to disclosures that relate solely to **personal work-related grievances**, and that do not relate to detriment or threat of detriment to the discloser. Examples of personal work-related grievances include:

- An interpersonal conflict between a discloser and another employee;
- A decision relating to the engagement, transfer or promotion of the discloser;
- A decision relating to the terms and conditions of engagement/employment of the discloser;
- A decision to suspend or terminate the engagement/employment of the discloser, or otherwise to discipline the discloser.

A **personal work-related grievance** may qualify for protection if:

- It includes information about a disclosable matter, or information about the disclosable matter includes or is accompanied by a personal work-related grievance (mixed report).
- It includes information about allegations ASX has breached employment or other laws punishable by imprisonment



for a period of 12 months or more, ASX has engaged in conduct that represents a danger to the public or the financial system or the disclosure relates to information that suggests misconduct beyond your personal circumstances.

- You suffer from, or are threatened with, detriment for making a disclosure on a disclosable matter.
- You seek legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act 2001 (Cth).

If you do have a **personal work-related grievance** you can raise this by contacting ASX People & Culture.

Who can provide advice on, or receive, a disclosure

To qualify for protection under this Policy and the *Corporations Act 2001* (Cth) you must make a report on a *disclosable matter* to any of the following *eligible recipients*:

- | | |
|----------------------------|---|
| Eligible ASX Recipient | <ul style="list-style-type: none">• Director of ASX Group Boards• Group Executive• ASX Internal Audit (any of the members)• KPMG <i>FairCall</i> |
| Eligible non-ASX Recipient | <ul style="list-style-type: none">• ASX's external auditors• Legal practitioner, for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the <i>Corporations Act 2001</i> (Cth)• Regulatory bodies such as the Australian Securities and Investments Commission (ASIC) and the Australian Prudential Regulation Authority (APRA), the Reserve Bank of Australia (RBA) or other commonwealth body prescribed under the regulations (regulatory body) |

The role of an eligible recipient is to receive disclosures that qualify for protection.

Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation, in relation to the operation of the whistleblower provisions of the *Corporations Act 2001* (Cth), may also be protected. This may include even where the legal practitioner has concluded that a disclosure does not relate to a *disclosable matter*.

For **emergency and public interest disclosures**, you may also report a *disclosable matter* to journalists and members of the Commonwealth, state or territory parliaments (parliamentarians). Please note, to make such disclosures, You must meet specific criteria, details of which are set out in the definitions section of this Policy and in the *Corporations Act 2001* (Cth).

You should contact ASX's Whistleblower Protection Officer (Group Executive, People & Culture), the Chief Risk Officer (CRO) or General Counsel (GC), or an independent legal advisor, to ensure you understand the criteria for making an **emergency or public interest disclosure**.

How to make a disclosure

An *eligible whistleblower* can report a *disclosable matter* directly to an *eligible recipient*. All such disclosures, whether provided anonymously or with your identity, have certain protections under the *Corporations Act 2001* (Cth).

Should you wish to make an anonymous or partially anonymous disclosure, ASX and *eligible ASX recipients* have procedures in place to protect your identity. Where you choose to provide partial information about your identity the *eligible recipient*:

- is the only party who is aware of your identity; and
- will implement these procedures to protect your identity and maintain confidentiality from disclosure to other parties, unless such disclosure is authorised by you.

For guidance, you may:

- Request for your identity to be redacted. Please note this is a standard operating procedure by KPMG FairCall for partially anonymous disclosure
- Request for your identity to be disclosed only to the **Whistleblower Protection Officer**.

Whistleblower Contact List

ASX Whistleblowing reporting service provided by KPMG <i>FairCall</i>	Hotline:	1800 500 965 (24/7)
	Online Reporting:	https://www.kpmgfaircall.kpmg.com.au/asx
	Postal address:	The FairCall Manager KPMG Forensic PO Box H67 Australia Square Sydney, NSW, 1213
Whistleblower Protection Officer	Phone number:	02 9227 0158

False, Vexatious or Without Reasonable Cause Reporting

A knowingly or deliberately false, vexatious or without reasonable cause report (**False Report**) could have significant effects on ASX's reputation and the reputation of other staff members, and could also cause considerable waste of time and effort. Such reports may be deemed not to be *disclosable matters* and therefore will not qualify for whistleblower protections under this Policy. False Reports may include where a discloser reports information they know to be untrue or false. It does not include situations where you have reasonable grounds to suspect wrongdoing with respect to disclosable matters, but your suspicions are later determined to be unfounded (for example, after an investigation).

Any False Report, whether under this Policy or otherwise, will be treated as a serious disciplinary matter. You will not have the protections available under this Policy, or the *Corporations Act 2001* (Cth), if you make a False Report.

Support material and evidence

Where you are able to, you are encouraged to assist with evidence. This can be in the form of, but not limited to, contemporary notes of a meeting or observation, documentation, data, screenshots or recordings.

Handling and investigating a disclosure

If you report a *disclosable matter* to an *eligible ASX recipient*:

- A case will be recorded.
- The disclosure will be reported to ASX's **Whistleblower Investigation Panel (Panel)**.
- The Panel will consider the investigation viability and process based on the following:
 - whether the disclosure qualifies for protection;
 - ability to protect you, and conduct a meaningful investigation;
 - nature and scope of the investigation;
 - person(s) within and/or outside the entity that should lead the investigation;
 - nature of any technical, financial or legal advice that may be required to support the investigation, and
 - timeframe for the investigation
- If viable, the disclosure will be investigated under the guidance of the Panel.
- The Panel may engage an independent party to conduct an investigation. This could be an internal or external party
- A copy of the final report will be provided to the Panel and/or the Chair of the Audit and Risk Committee (ARC Chair).
- If any of the Panel (the CRO, GC, Group Executive People & Culture or ARC Chair) are the subject of the disclosure, they will stand aside.

The investigation of a report of a *disclosable matter* will be conducted in accordance with the rules of natural justice and procedural fairness, with a view to gathering relevant evidence to determine whether the nature and substance of the allegations contained in the *disclosable matter* are substantiated or unsubstantiated. The investigation will be independent of you, anyone who is the subject of the *disclosable matter*, and, any business unit concerned.



While protecting the discloser's confidentiality is ASX's priority, there may be situations where ASX is not able to undertake an investigation, or, the scope of an investigation may be limited – for example, if ASX is not able to contact the *eligible whistleblower* or protect the *eligible whistleblower's* likely identity. Without the *eligible whistleblower's* consent, ASX cannot disclose information that is contained in a disclosure as part of its investigation process, unless:

- The information does not include the discloser's identity;
- The entity removes information relating to the discloser's identity or other information that is likely to lead to the identification of the discloser; or
- It is reasonably necessary for investigating the issues raised in the disclosure

Keeping stakeholders informed

Discloser

Where ASX is supplied with your identity or a means of contacting you, which requires your consent, ASX will:

- Keep you informed of the outcome of the investigation arising from your report, subject to considerations of the privacy of anyone who is the subject of the *disclosable matter* and normal confidentiality requirements.
- Provide you with initial feedback after receipt of a report, and progress updates as necessary and appropriate thereafter, depending on the nature and scope of the investigation.

If deemed appropriate by the Panel, you will be provided with the outcome of the investigation (but not a copy of the investigation report).

Employee who is the subject of a disclosure

An employee who is the subject of a disclosure will be advised about:

- The subject matter of the disclosure, as and when required by principles of natural justice and procedural fairness, and prior to any action being taken—for example, if the disclosure is to be the subject of an investigation or if the disclosure is serious and needs to be referred to ASIC or the Federal Police.
- The outcome of the investigation (but they will not be provided with a copy of the investigation report).

Reporting

Reporting in relation to *disclosable matters* reported by *eligible whistleblowers* may involve one or more of the following, with appropriate measures to protect the identity of *eligible whistleblowers*:

Whistleblower report: For matters reported through KPMG *FairCall*, KPMG will provide a report to the Panel detailing the disclosure.

Investigation report: Investigation reports are confidential, and are maintained, monitored and accessible by the Panel.

Periodic reporting: Reporting will be provided to the relevant ASX Executive and Board Committees.

Communication to discloser: Where there is a means for ASX to communicate with you, initial feedback and a summary of outcomes, and/or periodic updates (as described above), may be provided to the *eligible recipient*.

Whistleblower protections and fair treatment

ASX recognises that “whistleblowing” can be a very stressful and difficult thing to do. Provided that you have **reasonable grounds** for your concern, and have not yourself engaged in wrongdoing, serious misconduct or illegal conduct, you will not be subject to disciplinary or other sanctions by ASX in relation to any disclosable matters that you report.

ASX will safeguard your interests, having regard to this Policy and any other applicable policies and laws.

Please note, in order to qualify for the protections noted above, you do not need to specifically request such protections – if the disclosure followed the requirements set out in this Policy, then the protections are applied automatically.

Legal Protection for disclosers

Provided a disclosure qualifies for protection under this Policy, you will be protected from:

- any civil, criminal or administrative liability for making the disclosure. This does not prevent you from being subject to civil, criminal or administrative liability for your conduct revealed in a disclosure;
- ASX exercising any contractual right, or seeking any contractual remedy against you, on the basis of making the disclosure; or
- being subjected to any form of detriment or reprisal for making the disclosure.

Protection of identity

ASX has legal obligations with respect to the protection of the confidentiality of *eligible whistleblowers*. Subject to limited exceptions, it is illegal for a person to identify an *eligible whistleblower* or disclose information that is likely to lead to the identification of an *eligible whistleblower*. A contravention of this requirement may lead to disciplinary action, including termination of employment, as well as imprisonment and fines.

Your identity, or information likely to reveal your identity, may be disclosed if:

- you consent to it,
- it is reported to a relevant regulator or otherwise authorised by law – see section 1317AAE of the *Corporations Act 2001* (Cth); or
- it is raised with a lawyer for the purpose of obtaining legal advice or representation about the whistleblower protection laws.

ASX can also disclose the information contained in a disclosure without your consent, if:

- the information does not include your identity;
- ASX has taken all reasonable steps to reduce the risk that you will be identified as a result of the disclosure; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

It is possible that someone might deduce your identity without there having been a breach of confidentiality, or otherwise as a consequence of the nature of the investigatory process. For example:

- if the nature of your report points to one particular individual having made it;
- if you have previously mentioned to others that you had considered making a disclosure;
- you are one of a small group of people with access to the information, or
- the information disclosed was disclosed to you privately and in confidence.

Protection of records

Information regarding the reported matter will be securely stored and only disclosed to the relevant people as required or allowed by this Policy and the law. The information will be managed in accordance with ASX's information security and confidentiality policies, which impose controls such as access control and methods for storage and distribution. Any inappropriate disclosure of information may lead to disciplinary action, including termination of employment, as well as imprisonment and fines. Each person involved in handling and investigating a disclosure will be reminded of their obligations as well as consequences for breach.

Protection from detrimental conduct

Eligible Whistleblowers are protected from detrimental conduct or the threat of detrimental conduct against them as a result of making or proposing to make a disclosure of a *disclosable matter* under this Policy. A threat may be express or implied or conditional or unconditional.



Examples of detrimental conduct which are prohibited, include, but are not limited to, dismissal of an employee, changes to employment or terms of employment, harassment or intimidation, or damage to property or reputation. Reasonable management action conducted in a reasonable manner will not constitute detrimental conduct against a discloser or another person.

Provided a disclosure of a *disclosable matter* is not anonymous, an assessment for the risk of detriment against the *eligible whistleblower* will be conducted as soon as possible after receiving the disclosure, and the practical protections made available will depend on the circumstances. These protections may include monitoring and managing the behaviour of other employees or relocating employees to a different team or location.

If you feel you have suffered from detrimental conduct, you should inform the Whistleblower Protection Officer or any member of the Panel. If detriment has already occurred, ASX may consider providing relief, such as allowing you to take extended leave or developing an alternate career development plan, including new training and career opportunities.

If you are an *eligible whistleblower* and you consider that you have suffered detrimental conduct which is prohibited by the law, then you should seek independent legal advice.

Access to Employee Assistance Program

ASX offers support through the Employee Assistance Program (EAP) by independent provider, Benestar. The EAP is a confidential wellbeing, coaching and counselling service available to assist ASX employees and their families who are experiencing challenges, that may adversely affect them at work or at home. The program is available at no cost to any employee and their immediate family members. You can contact Benestar directly without consulting ASX. Refer contact list for details.

All employees (including casual employees) and their immediate family can access the EAP.

Benestar contact details

Phone number:	1300 360 364 (24/7)
Email:	eapessentials@benestar.com
Website:	www.benestar.com

Consultations are available face to face, over the telephone, via video, or online, and counselling discussions are informal, friendly, and focused on your needs.

Fair Treatment

ASX will ensure the fair treatment of our people who are mentioned in a disclosure that qualifies for protection, including those who are subject to a disclosure. In particular, to the extent it is practical and appropriate in the circumstances, ASX will handle disclosures that qualify for protection confidentially and ASX will assess each disclosure on its merits and investigate as appropriate.

Complaints

If you are concerned about a breach of confidentiality under this Policy, you may lodge a complaint with the ARC Chair. If you are not satisfied with the outcome of an investigation, you can contact an eligible recipient and ask for it to be reviewed.

Breaches

Any employee or contractor of ASX or any ASX associate or supplier who breaches this policy, including (but not limited to) breaching an obligation to keep a discloser's identity confidential, refusing to participate in or co-operate with an investigation into a disclosure that qualifies for protection, or engaging in detrimental conduct (or threatening to engage in detrimental conduct) may face disciplinary action, including termination of contract or termination of employment.

Monitoring

ASX will conduct biennial reviews to monitor the effectiveness of its whistleblowing framework.

Owner of this Policy

The Board of ASX Limited, through the Audit and Risk Committee, is responsible for oversight and monitoring of this Policy on behalf of the ASX Group. The Policy is to be noted by ASX's Clearing and Settlement Boards.

If you need help with this Policy at any stage, you can seek advice from Enterprise Compliance, or obtain independent legal advice, in relation to:

- How the Policy works
- What the Policy covers, and
- How a disclosure might be handled.

You may also seek guidance specifically in relation to a *disclosable matter*, or its application to a given set of facts.

Accessibility of this Policy

This Policy is publicly available on ASX's public website and for our people on ASX's intranet site. Our people are provided with training on the Policy on a periodic basis. *Eligible recipients* are provided specific training.

Definitions

Emergency Disclosure	<ul style="list-style-type: none"> • A disclosure of information to a journalist or parliamentarian, where: <ul style="list-style-type: none"> – You have previously made a disclosure of information that qualifies for protection under the <i>Corporations Act 2001</i> (Cth) to ASIC, APRA, RBA or another Commonwealth body prescribed by regulation. – You have reasonable grounds to believe the information concerns a substantial and imminent danger to the health or safety of one or more persons, or to the natural environment. – Before making the emergency disclosure, You have given written notice to the specific regulatory body (e.g. ASIC, APRA, RBA or another Commonwealth body prescribed by regulation) that includes sufficient information to identify the previous disclosure and states that You intend to make an emergency disclosure. – The extent of the information disclosed in the emergency disclosure must be no greater than is necessary to inform the journalist or the parliamentarian of the substantial and imminent danger.
Public Interest Disclosure	<ul style="list-style-type: none"> • A disclosure to a journalist or parliamentarian where: <ul style="list-style-type: none"> – You have previously made a disclosure of information that qualifies for protection under the <i>Corporations Act 2001</i> (Cth) to ASIC, APRA, RBA or another Commonwealth body prescribed by regulation. – At least 90 days have passed since You made the initial disclosure to ASIC, APRA, RBA or another Commonwealth body prescribed by regulation. – You do not have reasonable grounds to believe that action is being or has been taken to address the matters in which your initial disclosure relates. – You have reasonable grounds to believe that making a further disclosure of the information is in the public interest. – Before making the public disclosure, You have given written notice to the body to which you made the disclosure, that includes sufficient information to identify the previous disclosure and states that You intend to make a public interest disclosure
Independent Party	<ul style="list-style-type: none"> • An internal or external subject matter expert (SME) who can adequately protect their discloser's identity and confidentiality
Personal work- related grievances	<ul style="list-style-type: none"> • Disclosures that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not: <ul style="list-style-type: none"> – have any other significant implications for ASX (or its related bodies corporate); or – relate to any conduct, or alleged conduct, about a Disclosable Matter.

*Refer to the Definitions Section for Key Terms in Bold

Reasonable grounds	<ul style="list-style-type: none">• The term 'reasonable grounds to suspect' is based on the objective reasonableness of the reasons for the discloser's suspicion. It ensures that a discloser's motive for making a disclosure, or their personal opinion of the person(s) involved, does not prevent them from qualifying for protection. In practice, a mere allegation with no supporting information is unlikely to be considered as having 'reasonable grounds to suspect'. However, a discloser does not need to prove their allegations.• Where possible, evidence is encouraged.
Whistleblower Investigation Panel (Panel)	<ul style="list-style-type: none">• Panel established to protect whistleblowers and manage investigations. This Panel consists of:<ul style="list-style-type: none">– The Whistleblower Protection Officer (Group Executive, People & Culture – GE P&C)– Chief Risk Officer (CRO)– General Counsel (GC)• The Chairman of the Audit and Risk Committee (ARC Chair)
