

Code of Conduct

3 December 2018 | Version 5.6

Introduction

ASX is committed to conducting business in an open and accountable way. Our corporate governance practices are rigorous and of a high standard and assist in ensuring the delivery of shareholder value. We accept that we have a leadership role in setting and articulating corporate governance standards in Australia.

ASX's vision is to be the world's most respected marketplace. In seeking to achieve this vision, ASX has five strategic pillars for business activity:

- Enduring trust, integrity and resilience
- Diverse ecosystem
- Innovative solutions and technology
- Customer centric
- Collaborative culture

A critical component of ASX's strategy is maintaining its reputation for delivering its services in a reliable and credible manner. This is reflected in the strategic pillar of "Enduring trust, integrity and resilience" and means that ASX must put its reputation at the centre of everything it does.

Our Code of Conduct (the "Code") forms part of ASX's risk management framework, which includes ASX's Enterprise Risk Management Policy, ASX's Risk Appetite Statement and other associated risk and compliance policies.

The Code is also underpinned by the ASX values, to:

- Be Open
- Be Trustworthy
- Be Original
- Be The Example

By maintaining compliance with the Code ASX will maintain a high standard of integrity and investor confidence.

What does the Code do?

The purpose of the Code is to:

- set standards for the way that we work at ASX; and
- provide a statement of our values to anyone dealing with ASX.

Who must comply with the Code?

All ASX staff, including employees, contractors, consultants, secondees and directors.

If you are in doubt about the standards that are set by the Code or your obligations under the Code, you should speak to your manager. Your HR Business Partner can also provide assistance where appropriate.

ASX's standards for the way we work

Your Obligations

You must:

- act in a way guided by the ASX values, including acting in the best interests of ASX and with honesty, integrity and fairness
- comply with the laws and regulations which apply to ASX and its operations

- comply with this Code and the other policies and procedures of ASX
- disclose material personal relationships you may have with ASX staff, our customers and suppliers which may be or perceived to be a conflict of interest
- immediately report any concern about a possible breach of the Code, or any other [Reportable Matter](#)
- not knowingly participate in any illegal or unethical activity
- not enter into any arrangement or participate in any activity that would conflict with the interests of ASX, or would cause ASX to breach its licence obligations
- not act in a way which would be likely to negatively affect ASX's reputation
- not take advantage of ASX's property or information or your position (or opportunities arising from these) for personal gain or to compete with ASX
- not take advantage of or misuse a third party's property or information

Failure to comply with the principles, standards or spirit of the Code will result in disciplinary action, up to and including the termination of your employment or engagement with ASX.

Care and Diligence

You must exercise your powers and discharge your duties and the obligations set out in this Code with high standards of professionalism, care and diligence. This includes ensuring the accuracy of all information provided for assistance in making business decisions, attending to detail in all aspects of your work, preserving and enhancing ASX's reputation, ensuring that matters are brought to the attention of senior management where appropriate, and at all times acting in accordance with the ASX values.

The products and services provided by ASX must be of high quality and integrity. ASX and its employees must deliver these products and services to its customers in a timely and equitable manner, and give customer satisfaction high priority.

Conflicts of Interest

At ASX you may face a number of conflicts which include your personal interests that may be or may appear to be in conflict with your role at ASX. As well as the conflicts ASX may have in its role as an operator of markets and clearing and settlement facilities, as a holder of Australian Financial Services Licences and as a benchmark operator. ASX's Conflicts Handling Policy sets out these conflicts in detail. You must comply with the policy, and at all times act in accordance with the ASX values to manage real or perceived conflicts of interest.

Please refer to [Appendix 1](#) for the staff interest disclosure relating to conflicts of interest notifications.

Confidentiality

In the course of your employment or engagement with ASX, you may come across private and confidential information. ASX is committed to maintaining the confidentiality and security of this information, and you therefore must not breach your confidentiality obligations to ASX. In addition, you must treat confidential information belonging to a third party that you may obtain in the course of your duties consistently with your confidentiality obligations to ASX, as if that information was confidential information of ASX.

You must not seek to obtain confidential or sensitive information which is not relevant to the performance of your duties. You must also protect the confidentiality of information by complying with the *Clear Desk Policy and Information Handling Standard* located under ASX employment-related policies on the ASX intranet.

You must comply with any restrictions or prohibitions on the use or sharing of any confidential in any procedures or guidelines issued by ASX. The sharing or use of any confidential information within ASX or with another party may also be subject to restrictions or prohibitions under contractual arrangements or as a matter of general law. For example, it may be permissible to share certain information with a third party only if they enter into a confidentiality agreement.

Even if no specific restrictions or prohibitions apply to confidential information of ASX or a third party, you must only access, use or share that information for legitimate ASX business purposes. Further sharing of information should only be with a person who has a genuine need to know it. Subject to those limitations, it is permissible to share



confidential information in the course of your duties for ASX. For example, it may be necessary for you to share confidential information received by ASX in its capacity as a licensee for the purpose of enabling ASX to meet its license obligations.

Any questions regarding confidential information should, prior to accessing, using or sharing the information, be directed to your immediate manager, who may seek advice from ASX Legal.

Fair and Safe Work Environment

ASX is committed to providing our diverse workforce with a fair, inclusive and safe work environment. The ASX values define the way we interact with each other, our customers and our stakeholders. In addition to dealing with all people in a manner consistent with our values, you must comply with all relevant laws and regulations concerning your employment. These are set out in ASX's *Diversity and Inclusion Policy*, *Equal Employment Opportunity Policy* and *Workplace Health and Safety Policy*. All policies are available to employees under ASX employment-related policies on the ASX intranet.

Gifts and Payments

Integrity and trust are inconsistent with improper payments, benefits, gifts or gains of any kind. You must comply with the *Anti-Bribery and Corruption Policy* and obtain proper approval for, and properly record, any donations, sponsorships, gifts and entertainment you accept from, or give to, third parties on behalf of ASX.

Use of Company Property

You must acquire, maintain and use ASX property only for legitimate ASX business purposes.

Dealing Rules

You must comply with the *ASX Dealing Rules* as amended from time to time. A copy is available on the ASX intranet and on ASX's website.

Other Policies Regulating Employee Behaviour

You are required to comply with all ASX employment-related policies located on the ASX intranet as amended from time to time.

ASX's statement of values

Our values define our culture and the framework with which we engage with our employees, our customers, and our stakeholders. By being Open, Trustworthy, Original and The Example, and executing our Strategy, we will achieve our vision to be the World's Most Respected Financial Marketplace.

ASX's Responsibilities to Shareholders and the Broader Financial Community

- It is management's task to achieve, and the Board's role to oversee, the delivery of shareholder value through the sustainable and efficient operation of ASX and sound reporting and risk management practices. The mechanisms to achieve this include the risk and compliance management structures, internal audit function, the Audit and Risk Committee, and the Board's oversight of strategic and business objectives.
- ASX prepares an Annual Report which incorporates a financial report prepared in accordance with Australian Accounting Standards and the Corporations Act 2001 and which complies with International Financial Reporting Standards. Any change to ASX's accounting practice is disclosed in the Annual Report which is available on www.asx.com.au.
- A statement of ASX's policy regarding Shareholder Communication and Shareholder Meetings is available on www.asx.com.au.

Corporate Responsibility and Community at ASX

- At ASX we are committed to maintaining the confidence of our stakeholders in the integrity and efficiency of all our operations. We seek to understand the expectations of our stakeholders and to respond appropriately to our economic, social and governance responsibilities.



- We also provide many and varied opportunities for our staff to contribute to society through our community program. Details of current programs ASX supports are outlined on www.asx.com.au. Further information regarding ASX in the Community is available to employees on the ASX intranet.
- We believe that by incorporating these activities into the framework of our underlying obligations to shareholders we achieve our goal of delivering benefits to our stakeholders including our employees.

Privacy

ASX's Privacy Policy is available on www.asx.com.au and regulates the handling of any personal information that ASX collects. It contains detailed information on ASX's functions and activities, privacy issues and privacy policy provisions.

How we monitor and address breaches

Monitoring Compliance with the Code

ASX promotes and monitors compliance with this Code by providing education on this and other ASX policies on a regular basis and by monitoring and conducting periodic reviews of activities and policies.

Reporting Violations of the Code

A Reportable Matter is any concern (actual or suspected) about the following conduct, or the deliberate concealment of such conduct:

- financial irregularity (including a fraud against ASX or a customer or supplier)
- corrupt conduct
- criminal conduct
- failure to comply with any legal or regulatory obligation
- failure to comply with any other obligation as a market licensee or clearing and settlement facility licensee
- unfair or unethical dealing with a customer (including participants and listed entities)
- unethical or other serious improper conduct, including breaches of ASX policies

Should you have any concern about a possible breach of the Code, you must immediately report it, or any other Reportable Matter, to your immediate manager. The procedures for reporting these concerns other than to your immediate manager are set out in ASX's *Whistleblower Protection Policy* available to employees on the ASX intranet.

The procedures provide for a staged escalation in a manner intended to ensure that employees are not disadvantaged in any way for reporting such concerns, that the matter is dealt with promptly and fairly, and that sensitive information is dealt with appropriately.

Document Control

Summary of Changes

Version	Date	Author	Summary of Change
5.3	02/11/2015	Regulatory Assurance	General review and minor updates
5.4	09/10/2016	Regulatory Assurance & HR	General review and minor updates
5.5	08/11/2017	Regulatory Assurance & HR	ASX Values added and general review
5.6	03/12/2018	Regulatory Assurance & HR	General review and minor updates

Approval and Review History

Version	Date	Approval and Review
5.3	02/11/2015	Management (GM Regulatory Assurance)
5.4	09/10/2016	Management (GM Regulatory Assurance & GM Human Resources)
5.5	08/11/2017	Management: (GM Regulatory Assurance & GE HR) Enterprise Risk Management Committee Audit and Risk Committee
5.6	03/12/2018	Management: (GM Regulatory Assurance & GE HR) Risk Committee Audit and Risk Committee



Appendix 1 – Staff Notification

The Code of Conduct requires ASX staff to disclose any matter that could cause the staff member to have a conflict or a perceived conflict as defined in the Code. This disclosure may include the provision of information to ASX of relevant interests (including shareholdings), marital or family relationships and any other relationships or any other facts or interests which could be regarded as relevant. Please also refer to ASX’s Conflicts Handling Policy for further information on what is a conflict.

PART A – EMPLOYEE DETAILS (upon completion forward to Manager and HR – HumanResources@asx.com.au)

Full Name of Employee:

Position Title:

Address:

Suburb:

Postcode:

PART B – DISCLOSURE OF INFORMATION (please write “nil” for a nil interest)

Do you have any marital or family relationships that could create a conflict or perceived conflict of interest in your role at ASX or for ASX? (please list details)

Do you have any material personal relationships at ASX, or to a customer or supplier of ASX? (please list details)

Shareholdings (please list details or provide as an attachment)

Trading Account Information (please list details or provide as an attachment including sponsoring brokers details for all accounts including self-managed superfunds)

Other relevant facts, interests, connected persons * or matters (please list details)

I confirm that I have read and have complied with the Code of Conduct.

I confirm that the above information is accurate as at **the date of signing** and that I am not aware of any other information known to me which may be relevant to my ability to perform my function(s) in the position described in Part A.

I understand that if I fail to complete the information requested accurately, disciplinary action may be taken against me up to and including dismissal.

Signed by Employee

Dated

If you need assistance in the completion of this form, please contact the Group Executive Human Resources