



## Notice of Annual General Meeting – 22 September 2011

ASX Limited ('ASX' or the 'Company') gives notice that it will hold its Annual General Meeting ('AGM') at 10.00am (Sydney time) on Thursday, 22 September 2011 at the ASX Auditorium, lower ground floor, Exchange Square, 18 Bridge Street, Sydney, New South Wales for the purpose of transacting the business set out in this Notice.

If you are unable to attend the meeting you are encouraged to complete and return the enclosed Voting Form which allows you to lodge your vote directly or appoint a proxy to vote on your behalf. You may also lodge your direct vote or appoint a proxy online.

The completed Voting Form must be received by Link Market Services no later than 10.00am (Sydney time) on Tuesday, 20 September 2011, being 48 hours before the commencement of the meeting.

### **BUSINESS**

#### **ASX Financial Report**

1. To receive the Financial Statements, Directors' Report and Auditor's Report for ASX and its controlled entities for the year ended 30 June 2011.

*Note: There is no requirement for shareholders to approve these reports.*

#### **Securities Exchanges Guarantee Corporation - Financial Report for the National Guarantee Fund**

2. To receive the Financial Statements and Auditor's Report for the National Guarantee Fund for the year ended 30 June 2011.

*Note: There is no requirement for shareholders to approve these reports.*

#### **Re-election of Director**

3. To elect Mr Russell Aboud, who retires by rotation and offers himself for re-election as a director of ASX.

*Notes:*

- *The non-candidate directors unanimously support the re-election of Mr Russell Aboud.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of Mr Russell Aboud's re-election.*

#### **Remuneration Report**

4. To adopt the Remuneration Report for the year ended 30 June 2011.

*Notes:*

- *This resolution is advisory only and does not bind the Company or the directors.*
- *The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- *If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must go up for re-election.*

The Chairman of the meeting will call a poll for all proposed resolutions.

Refer to the Explanatory Notes for further information on the proposed resolutions.

By order of the Board.

Amanda J. Harkness

Company Secretary

23 August 2011

## HOW TO VOTE

### ELIGIBILITY TO ATTEND AND VOTE

You will be eligible to attend and vote at the meeting if you are registered as a holder of ASX shares at 7.00pm (Sydney time) on Tuesday, 20 September 2011.

### VOTING OPTIONS

#### Direct voting

The Board has determined to allow voting by direct vote at the meeting.

Direct voting enables shareholders to vote directly on resolutions considered at the meeting without attending the meeting or appointing a proxy.

The Board has adopted regulations that govern direct voting (**Direct Voting Regulations**). A copy of the Direct Voting Regulations is available online at: [www.asxgroup.com.au/asx-annual-general-meetings.htm](http://www.asxgroup.com.au/asx-annual-general-meetings.htm). By submitting a direct vote, you agree to be bound by the Direct Voting Regulations.

#### Lodging your direct vote

You can lodge your direct vote:

- **online** at [www.investorcentre.linkmarketservices.com.au](http://www.investorcentre.linkmarketservices.com.au), by following the instructions. To lodge your direct vote online, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the enclosed Voting Form;

or:

- **by completing Box A and the voting directions in the enclosed Voting Form** and:
  - mailing it to Link Market Services using the reply paid envelope;
  - posting it to Locked Bag A14 Sydney South, NSW 1235;
  - faxing it to +61 (2) 9287 0309;
  - hand delivering it to Link Market Services, Level 12, 680 George Street, Sydney NSW 2000.

When lodging your direct vote, you may specify the number of your shares to be voted on any resolution by inserting the proportion or number

of shares. If you do not specify a proportion or number of shares, the instructions provided will apply to all of your shares.

If you choose to vote by direct vote, you must complete the voting directions for Item 3 (Re-election of Director) and Item 4 (Remuneration Report) in the Voting Form, by marking either “**For**”, “**Against**” or “**Abstain**” for each of those items of business for a valid direct vote to be recorded on those items.

Your completed Voting Form setting out your direct vote must be received by Link Market Services **no later than 10.00am (Sydney time) on Tuesday, 20 September 2011**, being 48 hours before the commencement of the meeting. An original or a certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to Link Market Services.

The Chairman’s decision as to whether a direct vote is valid is conclusive.

If you cast a direct vote, you are still entitled to attend the meeting. However, your attendance will cancel your direct vote unless you instruct ASX or Link Market Services otherwise.

#### Appointing a proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting in person or casting a direct vote.

A proxy need not be a shareholder of ASX and may be an individual or a body corporate. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you require a second Voting Form, please contact Link Market Services on +61 (2) 8280 7470 or 1300 724 911.

### **Lodging your proxy**

You can lodge your proxy:

- **online** at [www.investorcentre.linkmarketservices.com.au](http://www.investorcentre.linkmarketservices.com.au), by following the instructions. To lodge your proxy online, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting Form;

or:

- **by completing Box B of the enclosed Voting Form** and:
  - mailing it to Link Market Services using the reply paid envelope;
  - posting it to Locked Bag A14 Sydney South, NSW 1235;
  - faxing it to +61 (2) 9287 0309;
  - hand delivering it to Link Market Services, Level 12, 680 George Street, Sydney NSW 2000.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Item 3 (Re-election of Director) and Item 4 (Remuneration Report) by marking either **“For”**, **“Against”** or **“Abstain”** for each of those items of business.

If you sign the enclosed Voting Form and do not mark Box A or Box B, you will have appointed the Chairman of the meeting as your proxy.

In that case, your shares will not be voted on Item 4 (Remuneration Report) unless you direct the Chairman of the meeting as your proxy how to vote by marking the appropriate box on the Voting Form.

Your completed Voting Form appointing a proxy must be received by Link Market Services **no later than 10.00am (Sydney time) on Tuesday, 20 September 2011**, being 48 hours before the commencement of the meeting. An original or a certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to Link Market Services.

The Chairman’s decision as to whether a vote cast by a proxy is valid is conclusive.

If you appoint a proxy, you may still attend the meeting. However, your proxy’s rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the meeting.

### **How the Chairman of the meeting will vote undirected proxies**

The Chairman of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions, except for Item 4 (Remuneration Report). Any undirected proxies held by the Chairman of the meeting will not be voted on Item 4 (Remuneration Report).

Accordingly, if you appoint the Chairman of the meeting as your proxy, you should direct him how to vote on Item 4 (Remuneration Report) if you want your shares to be voted on that item of business.

### **Proxies that are undirected on Item 4 (Remuneration Report)**

If you appoint the Chairman of the meeting as your proxy and do not direct him how to vote on Item 4 (Remuneration Report), he will not vote your proxy on that item of business. The same will apply if you appoint any other director of ASX, any other of its key management personnel or any of their closely related parties. Key management personnel of ASX are the directors of ASX and those other persons having authority and responsibility for planning, directing and controlling the activities of ASX, directly or indirectly. The Remuneration Report identifies ASX’s key management personnel for the financial year to 30 June 2011. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

### **VOTING EXCLUSIONS**

There are no voting exclusions, other than the voting exclusion applicable to directors and other key management personnel of ASX and their closely related parties.

### **ATTENDING THE MEETING**

Please bring your personalised Voting Form with you as it will help you to register your attendance at the meeting.

If you do not bring your Voting Form with you, you will still be able to attend the meeting but representatives from Link Market Services will need to verify your identity. You will be able to register from 9.00am (Sydney time) on the day of the meeting.

### **CORPORATE SHAREHOLDERS**

Corporate shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the corporate shareholder's representative. The authorisation may be effective either for this meeting only or for all meetings of ASX. Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services' website: [www.linkmarketservices.com.au/corporate/InvestorServices/Forms.html](http://www.linkmarketservices.com.au/corporate/InvestorServices/Forms.html)

### **QUESTIONS FROM SHAREHOLDERS**

In addition to asking questions at the meeting, written questions to the Chairman of the meeting about the management of ASX, or to ASX's auditor about the content of the Auditor's Report and the conduct of the audit, may be submitted no later than Thursday, 15 September 2011 to:

ASX Chairman  
C/- Company Secretary  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000  
Facsimile: +61 (2) 9227 0480  
Email: [company.secretariat@asx.com.au](mailto:company.secretariat@asx.com.au)

Copies of written questions and answers will be available at the meeting and posted on ASX's website.

### **YOUR PRIVACY**

Attendees at the meeting may be video recorded and the tapes may be used at the discretion of ASX for security purposes. A live audio webcast will be available on the ASX website: [www.asxgroup.com.au/agm2011webcast](http://www.asxgroup.com.au/agm2011webcast)

### **EXPLANATORY NOTES**

#### **ITEM 1: ASX'S FINANCIAL REPORT**

The Financial Statements, Directors' Report and Auditor's Report for ASX for the year ended 30 June 2011 will be laid before the meeting. There is no requirement for shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of ASX. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

#### **ITEM 2: SEGC FINANCIAL REPORT**

Securities Exchanges Guarantee Corporation Limited ('SEGC') is the body responsible for administration of the National Guarantee Fund (the 'Fund'). The operation of SEGC and the Fund is governed by the Corporations Act 2001 and SEGC's constitution. The assets of the Fund are the property of SEGC but are held on trust for purposes set out in the Corporations Act 2001. The Corporations Act 2001 requires SEGC to cause a copy of the audited financial statements of the Fund to be laid before the AGM of ASX. There is no requirement for shareholders to approve these reports.

#### **ITEM 3: RE-ELECTION OF DIRECTOR, MR RUSSELL ABOUD**

Under Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election. Accordingly, Mr Russell Aboud is due to retire at the end of the meeting and offers himself for re-election to the Board.

Mr Russell Aboud was appointed a director of ASX in July 2005. He is Chairman of Manikay Partners LLC. He has extensive knowledge and experience in the international financial services and securities industries gained over the past 20 years. Past roles have included Chairman of Ord Minnett Limited, and Global Head of European Equities and Head of Australasian Equities for the UBS Group.

### **Board Recommendation**

The non-candidate directors unanimously support the re-election of Mr Russell Aboud.

Voting on Item 3 (Re-election of Director) will be determined by a poll at the meeting rather than a show of hands. Shareholders and proxy holders attending the meeting will be provided with poll voting cards. Shareholders not attending the meeting may use the enclosed Voting Form to lodge their vote directly.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Item 3 (Re-election of Director) by marking either “**For**”, “**Against**” or “**Abstain**” on the Voting Form for that item of business.

### **ITEM 4: REMUNERATION REPORT**

The Remuneration Report of the Company for the financial year ended 30 June 2011 is set out in ASX’s 2011 Annual Report which is available on ASX’s website: [www.asxgroup.com.au/asx-shareholder-reports.htm](http://www.asxgroup.com.au/asx-shareholder-reports.htm)

The Remuneration Report sets out ASX’s remuneration arrangements for directors, including the Managing Director and CEO, and ASX staff. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company’s remuneration policies. Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director and CEO) must go up for re-election. ASX

encourages all shareholders to cast their votes on Item 4 (Remuneration Report).

Voting on Item 4 (Remuneration Report) will be determined by a poll at the meeting rather than a show of hands. Shareholders and proxy holders attending the meeting will be provided with poll voting cards. Shareholders not attending the meeting may use the enclosed Voting Form to lodge their vote directly.

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on Item 4 (Remuneration Report).

Key management personnel of ASX are the directors of ASX and those other persons having authority and responsibility for planning, directing and controlling the activities of ASX, directly or indirectly. The Remuneration Report identifies ASX’s key management personnel for the financial year to 30 June 2011. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Item 4 (Remuneration Report) by marking either “**For**”, “**Against**” or “**Abstain**” on the Voting Form for that item of business.

**GLOSSARY**

- **Corporations Act 2001** means the Corporations Act 2001 (Commonwealth).
- **Explanatory Notes** means the notes included in the Notice which convened this meeting.
- **Notice** means this Notice of Annual General Meeting.
- **Remuneration Report** means the remuneration report which forms part of the Directors' Report of ASX for the financial year ended 30 June 2011 and which is set out in the 2011 Annual Report.

**Registered Office:**

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