



25 August 2022

Australian Securities and Investments Commission
Mr Nathan Bourne
Senior Executive Leader, Market Infrastructure
Level 5, 100 Market Street
SYDNEY NSW 2000

ASX Market Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

ASX LIMITED – NOTICE OF ANNUAL GENERAL MEETING

ASX will hold its 2022 Annual General Meeting (**AGM**) at 10:00am (Sydney time) on Wednesday, 28 September 2022.

The AGM will be conducted as a hybrid meeting with shareholders able to attend and participate in person in the ASX Auditorium or online via the online platform at: <https://meetings.linkgroup.com/agm/ASX22/register>

The following documents are attached:

1. Notice of Annual General Meeting
2. Sample Voting Form
3. Online Meeting Guide

The Notice of Meeting and Online Meeting Guide include detailed information about how shareholders can attend and participate in the AGM, including how to register, view proceedings, vote and ask questions.

An archive of the AGM webcast will be available on our [website](#) shortly after the AGM concludes.

Release of market announcement authorised by:

Daniel Moran

Group General Counsel and Company Secretary

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ASX LIMITED

NOTICE OF ANNUAL GENERAL MEETING 2022
10:00AM ON WEDNESDAY, 28 SEPTEMBER 2022



ASX

Notice of Annual General Meeting 2022

Dear fellow shareholder,

I am pleased to invite you to the 2022 Annual General Meeting (AGM) of ASX Limited. The meeting will be held on Wednesday, 28 September 2022 starting at 10:00am (Sydney time).

At the meeting, Helen Lofthouse (Managing Director and CEO) and I will provide an overview of ASX's performance during the 2022 financial year. Additional information regarding ASX's performance is contained in the 2022 Annual Report, which can be viewed on ASX's website.

The items of business to be considered at the AGM are set out on the following pages, together with explanatory notes and the Board's voting recommendations.

Melinda Conrad and Peter Nash are seeking re-election at this meeting and David Curran and Dr Heather Smith PSM who were appointed to the Board during the financial year, are seeking election. The Board unanimously supports each of the re-elections and elections (with each candidate abstaining from making a recommendation on their own re-election or election).

As previously announced, Dr Ken Henry AC will retire as a director of ASX at the conclusion of the 2022 AGM. We thank Ken for his invaluable contribution since joining the ASX Board in 2013.

The AGM will be conducted as a hybrid meeting, with shareholders able to attend and participate through the following methods:

- a. Live online: by joining the online platform at: <https://meetings.linkgroup.com/ASX22>; or
- b. In person: in the ASX Auditorium, Lower Ground Floor, Exchange Square, 18 Bridge Street Sydney, NSW.

Further information on how you can participate in the AGM (including how to register, vote and ask questions) is set out on the following pages and in the Online Meeting Guide available at: www.asx.com.au/agm

Shareholders who propose to attend in person are encouraged to check ASX's market announcements and website shortly before the AGM for any changes ASX may make to the holding or conduct of the AGM, if necessary or appropriate, due to government regulations and guidance on physical gatherings.

I look forward to welcoming you to ASX's 2022 AGM.

Yours sincerely,



Damian Roche
Chair

25 August 2022

Notice of Annual General Meeting 2022 continued

How to participate in the 2022 AGM

ASX Limited (ASX or the Company) will hold its AGM on Wednesday, 28 September 2022, beginning at 10:00am (Sydney time). The AGM will be held as a hybrid meeting, which means shareholders can attend online or in person. Details regarding how to attend the AGM are set out below.

ATTEND IN PERSON

REGISTRATION

Shareholders and proxyholders attending the AGM in person or online can register from 9:30am on the day of the AGM.

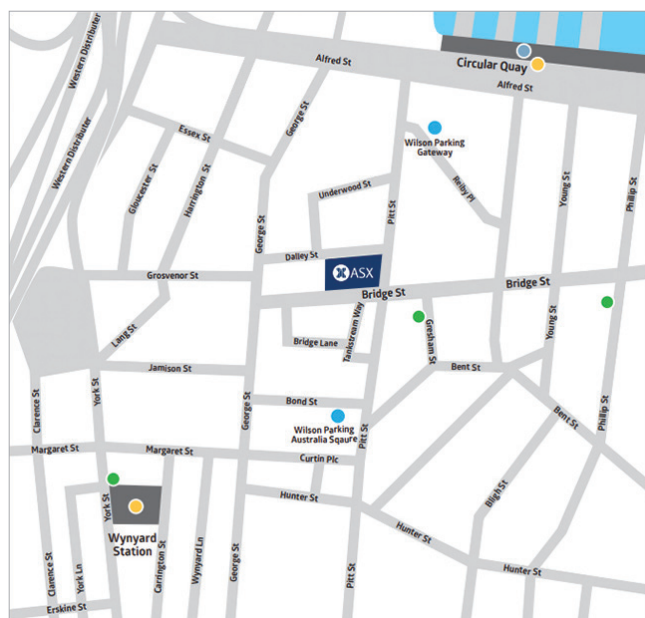
VENUE

The meeting will be held in the ASX Auditorium, Lower Ground Floor, Exchange Square at 18 Bridge Street Sydney, NSW.

How to get there

- T Train:** Exchange Square is a short walk from Wynyard Station or Circular Quay Station.
- B Bus:** The closest bus stops are located at Bridge Street, Phillip Street, Gresham Street and York Street.
- F Ferry:** Exchange Square is a short walk from the wharves at Circular Quay.
- P Parking:** There are several carparks located within walking distance of Exchange Square.

For more information about public transport and timetables please call 131 500 or visit www.transportnsw.info



ATTEND ONLINE

Shareholders and proxyholders can watch, vote, make comments and ask questions during the AGM via the online platform at <https://meetings.linkgroup.com/ASX22>

To do this you will need a computer or mobile/tablet device with internet access. You will also need to ensure your browser is compatible. Supported browsers are Chrome Version 44 and after, Firefox 40.0.2 and after, Safari – OS X v 10.9 and after, and Internet Explorer 9 and up.

Shareholders: when you log onto the online platform, you will need to provide your details (including SRN/HIN and postcode) to be verified as a shareholder. Shareholders with a registered address outside Australia should click 'Outside Australia' and select the country of their registered address.

Proxyholders: when you log onto the online platform, you will need your 'Proxy Number' which will be provided to you by Link Market Services by email before the AGM.

More information about how to use the AGM online platform is available in the Online Guide, which is available at www.asx.com.au/agm

VIEWING THE AGM WEBCAST

The AGM will be webcast live on <https://meetings.linkgroup.com/ASX22>

An archive of the webcast will be available on the ASX website shortly after the meeting concludes. You do not need to be a shareholder or proxyholder to view the webcast. Also, copies of the presentations will be released on the ASX market announcements platform on the morning of the AGM.

VOTING PRIOR TO THE AGM

Shareholders who are unable to join us at the AGM are encouraged to cast a direct vote prior to the meeting, or alternatively, to appoint a proxy to participate and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can cast their direct vote or appoint a proxy online at www.linkmarketservices.com.au or by following the instructions on the Voting Form. These must be submitted by no later than 10:00am (Sydney time) on Monday, 26 September 2022 to be valid.

Even if you plan to attend the meeting or participate online, you are still encouraged to cast a direct vote or submit a directed proxy in advance of the meeting so that your votes can be counted if for any reason you cannot attend in person or online.

HOW TO ASK QUESTIONS

Before the AGM

As in prior years, we invite shareholders to submit questions or comments to ASX or the external auditor in advance of the meeting. If you wish to submit questions or comments before the AGM, they must be received by ASX no later than 5:00pm (Sydney time) on Wednesday, 21 September 2022.

Questions may be submitted before the AGM as follows:

Online at www.linkmarketservices.com.au

Post: complete the Question Form and post to:

ASX Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South, NSW 1235 Australia

Notice of Annual General Meeting 2022 continued

DURING THE AGM

During the AGM, shareholders and proxyholders will have a reasonable opportunity to ask questions or make comments.

Online participants can ask questions via the online platform at <https://meetings.linkgroup.com/ASX22>

Shareholders and proxyholders who would prefer to ask questions by telephone during the AGM can do so by dialling 1800 718 570 (within Australia) or +61 2 9189 2030 (outside Australia).

For verification purposes, shareholders and proxyholders will require a personalised PIN code before calling. To obtain a personalised PIN code, please contact Link Market Services on 1800 990 363 (within Australia) or +61 1800 990 363 (overseas) no later than 10:00am (Sydney time) on Monday, 26 September 2022. Dial-in details for the AGM and contact details for Link Market Services are included in the Online Guide.

Please note that if you plan to ask questions by telephone, you will still need to login to the online platform if you wish to vote during the meeting.

We will endeavour to address as many of the most frequently raised relevant topics as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised.

Please note that individual responses will not be sent to shareholders.

COVID

Shareholders and proxyholders are encouraged to check ASX's market announcements and website shortly before the AGM for up-to-date information about COVID-19 restrictions, in case ASX needs to change its arrangements for holding or conducting the meeting.

We please request that you do not attend the AGM if you feel unwell or have been in contact with someone who may have COVID-19.

For the health and safety of all attendees, ASX will observe any government requirements that apply.

Notice of Annual General Meeting 2022 continued

ASX Limited (ASX or the Company) will hold its Annual General Meeting (AGM) at 10:00am (Sydney time) on Wednesday 28 September 2022 for the purposes of transacting the business set out in this Notice. Shareholders and proxyholders may attend the meeting in the ASX Auditorium, Lower Ground Floor, Exchange Square, 18 Bridge Street Sydney, NSW or online at <https://meetings.linkgroup.com/ASX22>. In-person and online registrations for the AGM will commence at 9:30am (Sydney time). The voting and participation information and the explanatory notes form part of this Notice.

Items of 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 2022.

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

SECURITIES EXCHANGES GUARANTEE CORPORATION LIMITED – FINANCIAL REPORT FOR NATIONAL GUARANTEE FUND

2. To receive the Financial Statements and Auditor's Report for the National Guarantee Fund for the year ended 30 June 2022.

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

ELECTION AND RE-ELECTION OF DIRECTORS

3. To elect and re-elect directors as follows:
 - a. Ms Melinda Conrad, who retires by rotation and offers herself for re-election as a director of ASX.
 - b. Mr Peter Nash, who retires by rotation and offers himself for re-election as a director of ASX.
 - c. Mr David Curran, who having been appointed a director of ASX on 21 March 2022 in accordance with the ASX constitution, offers himself for election as a director of ASX.
 - d. Dr Heather Smith PSM, who having been appointed a director of ASX on 29 June 2022 in accordance with the ASX constitution, offers herself for election as a director of ASX.

Note: Each resolution will be voted on separately. The directors unanimously support the re-election of Ms Conrad and Mr Nash and the election of Mr Curran and Dr Smith (with each candidate abstaining from recommending their own election or re-election).

REMUNERATION REPORT

4. To adopt the Remuneration Report for the year ended 30 June 2022.

Note: 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.

GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR AND CEO

5. To approve the grant of performance rights to the Managing Director and CEO, Ms Helen Lofthouse, as described in the explanatory notes.

INCREASE CAP ON NON-EXECUTIVE DIRECTORS' REMUNERATION

6. That the total amount of fees that may be paid to ASX's non-executive directors as a whole be increased by \$500,000 from \$3 million to a maximum of \$3.5 million.

By order of the Board
Daniel Moran
Company Secretary
25 August 2022

Key information

ELIGIBILITY TO ATTEND AND VOTE

You are eligible to attend and vote at the meeting if you are registered as an ASX shareholder as at 7:00pm (Sydney time) on Monday, 26 September 2022.

LAST DATE TO SUBMIT VOTING FORM

Your completed Voting Form must be received by no later than 10:00am (Sydney time) on Monday, 26 September 2022.

CHAIR'S VOTING INTENTIONS

The Chair intends to vote undirected proxies on, and in favour of, all resolutions set out in this Notice.

The Chair will call a poll for all resolutions set out in this Notice. Please refer to the explanatory notes for further information on the proposed resolutions and applicable voting exclusions.

QUESTIONS FROM SHAREHOLDERS

Shareholders may direct questions during the meeting to the Chair about the operations and management of ASX, or to ASX's auditor about the content of the auditor's report and the conduct of the audit.

Questions may also be submitted in advance of the meeting online at www.linkmarketservices.com.au. If you wish to ask a written question in advance of the meeting, it should be submitted no later than 5:00pm (Sydney time) on Wednesday, 21 September 2022.

We will endeavour to address as many of the most frequently raised relevant topics as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions. Please note that individual responses will not be sent to shareholders.

YOUR PRIVACY

Attendees at the meeting may be video recorded. A live AGM webcast will be available on the ASX website.

Notice of Annual General Meeting 2022 continued

ELIGIBILITY TO PARTICIPATE AND VOTE

You are eligible to participate and vote at the meeting if you are registered as an ASX shareholder at 7:00pm (Sydney time) on Monday, 26 September 2022.

If more than one joint holder of shares participates in the AGM (whether personally, by proxy, by attorney or by representative) and votes, only the vote of the joint holder whose name appears first on the register will be counted.

REGISTRATION

Shareholders wishing to attend the AGM online can register to participate in the AGM via the online platform at <https://meetings.linkgroup.com/ASX22>

In-person and online registration for the AGM will commence from 9:30am (Sydney time) on Wednesday, 28 September 2022.

HOW TO VOTE

Direct voting – prior to the meeting

You may cast a direct vote prior to the meeting either online at www.linkmarketservices.com.au or by completing and submitting a Voting Form.

If you use the Voting Form to cast your direct vote, you must mark Box A in Step 1 on the Voting Form and mark “For” or “Against” on Items 3 to 6.

If you cast a direct vote prior to the meeting, you may still participate in the meeting. If you participate in the meeting, the Chair has determined that your direct vote will not be cancelled unless you cast a live vote during the meeting or complete and submit a poll voting card on the day.

The Direct Voting Regulations are available at www.asx.com.au/agsm. By submitting a direct vote, you agree to be bound by these regulations.

Voting in-person – during the meeting

Eligible shareholders may attend the meeting and vote in person.

You may still attend the meeting and vote in person even if you have lodged a direct vote or appointed a proxy prior to the meeting. You will be provided with a poll voting card on the day. If you have previously submitted a Voting Form and you vote during the meeting, your vote at the meeting will cancel your direct vote (unless you instruct ASX or Link Market Services otherwise) or suspend your proxy appointment while you are present at the meeting.

While you are not required to submit your Voting Form if you attend the meeting in person, please bring your personalised Voting Form with you as it will help you register your attendance at the meeting. If you do not bring your Voting Form with you, you can still attend the meeting but representatives from Link Market Services will need to verify your identity.

Voting online – during the meeting

Online attendees will be able to vote in real-time during the meeting when invited by the Chair. You will be able to vote for, against or abstain on each item through the online platform.

Appointing a proxy

You can appoint a proxy to participate and vote on your behalf as an alternative to participating in the meeting in person or casting a direct vote in advance of the meeting.

You may appoint a proxy either online at www.linkmarketservices.com.au or by completing and submitting a Voting Form prior to the meeting.

If you use the Voting Form to appoint a proxy, you must mark Box B in Step 1 on the Voting Form. You can direct your proxy how to vote on Items 3 to 6 by marking “For” or “Against” for each item.

A proxy does not need to be a shareholder of ASX. A proxy may be an individual or company. If you are a shareholder entitled to cast two or more votes you may appoint up to two proxies. If you appoint two proxies, you should complete two separate Voting Forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a percentage or number on both forms, each proxy may exercise half of the votes. You must return both Voting Forms together. If you require an additional Voting Form, please contact Link Market Services on +61 1300 724 911.

If you complete and submit a Voting Form and no direction is given or you do not mark Box A or Box B, the Chair will be appointed as your proxy.

The Chair intends to vote undirected proxies on, and in favour of, all the proposed resolutions. If you mark both Box A and Box B, you will be taken not to have appointed a proxy and your direct votes will be counted.

If you appoint a proxy, you may still participate in the meeting. However, your proxy’s right to speak and vote will be suspended while you are participating in person or online. If you participate in the meeting online and prefer that your proxy’s right to speak and vote not be suspended, consider watching the webcast as a visitor rather than signing in with your shareholder details.

On a poll, if:

- you have appointed a proxy (other than the Chair) and your appointment specifies the way the proxy is to vote on the resolution; and
- your proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chair will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting on that resolution and must vote in accordance with your written direction.

IMPACT OF YOUR PROXY APPOINTMENT ON YOUR VOTING INSTRUCTIONS

If you appoint the Chair as your proxy and do not direct the Chair how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If you appoint any other member of ASX’s key management personnel (KMP) or their closely related party as your proxy, they will not be able to vote your proxy on Item 4 (Remuneration Report), Item 5 (Grant of performance rights to Managing Director and CEO) or Item 6 (Increase cap on non-executive directors’ remuneration) unless you have directed them how to vote.

“Closely related party” is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a KMP.

If you intend to appoint a KMP or their closely related party or the Chair as your proxy, you are encouraged to direct them how to vote on Items 3 to 6 by marking “For”, “Against” or “Abstain” for each of those items of business.

Notice of Annual General Meeting 2022 continued

The Chair's voting intentions

The Chair intends to vote undirected proxies on, and in favour of, all the proposed resolutions. If there is a change to how the Chair intends to vote undirected proxies, ASX will make an announcement to the market.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast by a shareholder (including by attorney or corporate representative) is conclusive.

SUBMITTING YOUR VOTING FORM

Your completed Voting Form must be received by no later than 10:00am (Sydney time) on Monday, 26 September 2022. 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. You can lodge your vote:

- online at www.linkmarketservices.com.au by following the instructions. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is set out on the Voting Form
- by completing the Voting Form and:
 - > posting it to Link Market Services using the reply-paid envelope or to Locked Bag A14, Sydney South, NSW 1235
 - > faxing it to +61 (2) 9287 0309
- using a mobile device by scanning the QR code on the back of the Voting Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your SRN or HIN and postcode for your shareholding.

Explanatory notes

ITEM 1: ASX FINANCIAL REPORT

The Financial Statements, Directors' Report and Auditor's Report for ASX for the year ended 30 June 2022 will be laid before the meeting. There is no requirement for shareholders to approve these reports. However, the Chair will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the operations and management of ASX. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by ASX in relation to the preparation of the Financial Statements and the independence of the auditor in relation to the conduct of the audit.

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 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. The Corporations Act 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: ELECTION AND RE-ELECTION OF DIRECTORS

Melinda Conrad and Peter Nash retire by rotation at this meeting and offer themselves for re-election to the Board.

On 21 March 2022, the ASX Board appointed David Curran as a director. He offers himself for election to the Board.

On 29 June 2022, the ASX Board appointed Heather Smith as a director. She offers herself for election to the Board.

The ASX Board:

- has developed a Board skills matrix to capture the mix of skills it is looking to achieve in its membership and to capture the current mix of skills, knowledge and experience on the Board;
- has identified the skills, knowledge and experience on the Board using a self-assessment questionnaire in which directors were asked to rate their level of proficiency in each skill area;
- considers that its current mix of skills experience and expertise is appropriate for it to understand ASX and its operating environment, to navigate current and emerging issues, to oversee the performance of management in executing the Board-approved strategy and to generally discharge its obligations effectively;
- undertakes comprehensive reference checks before appointing a new director (including education, employment, character, criminal history and bankruptcy checks);
- undertakes a review of its performance each year. This includes a review of each director's individual performance. The Board has taken the results of this review into consideration when making its recommendations to support the election and re-election of directors at the 2022 AGM;
- considers that Melinda Conrad is an independent, non-executive director;
- considers that Peter Nash is an independent, non-executive director;
- considers that David Curran is an independent, non-executive director; and
- considers that Heather Smith is an independent, non-executive director.

The skills and experience of Ms Conrad, Mr Nash, Mr Curran and Dr Smith are set out over the page.

Notice of Annual General Meeting 2022 continued



MELINDA CONRAD
Independent,
Non-Executive Director
BA, MBA, FAICD

Melinda Conrad was appointed a director of ASX in August 2016. She is a member of the Nomination Committee, the Remuneration Committee and the Technology Committee. She has over 20 years' experience in business strategy and marketing, and brings skills and insights as an executive and director from a range of industries, including retail, financial services and healthcare.

Ms Conrad has been a strategy and marketing adviser, an executive with Colgate-Palmolive, and founded and managed a retail business.

She was appointed a director of Stockland Corporation Limited and Stockland Trust in May 2018, Ampol Limited in March 2017, and Penten Pty Ltd in August 2021. Ms Conrad's previous appointments include director of OFX Group Limited between September 2013 and September 2018, and The Reject Shop Limited between August 2011 and June 2017.

Ms Conrad is also a director of the Centre for Independent Studies, a member of the AICD Corporate Governance Committee and an Advisory Board Member of Five V Capital.

Board recommendation

The Board considers that Ms Conrad's experience in business strategy and marketing complements the Board's existing skills and experience.

For the reasons set out above, the directors (with Ms Conrad abstaining) unanimously support the re-election of Ms Conrad.



PETER NASH
Independent,
Non-Executive Director
BCom, FCA, F Fin

Peter Nash was appointed a director of ASX in June 2019. He has been Chair of the Audit and Risk Committee since August 2021, having served on the Committee since June 2020. He is also a member of the Technology Committee.

Mr Nash was formerly a Senior Partner with KPMG until September 2017. He was admitted to the partnership in 1993. Mr Nash served as National Chair of KPMG Australia from 2011 until August 2017. In this role, he also served as a member of the Global Board of KPMG and was the Chair of KPMG's Global Investment Committee.

Mr Nash is Chair of Johns Lyng Group Limited and a non-executive director of Westpac Banking Corporation and Mirvac Group Limited. He is a board member of the General Sir John Monash Foundation, Koorie Heritage Trust and Migration Council Australia.

Mr Nash's previous appointments include member of the Business Council of Australia and member of the Economic and Regulatory Committee.

Board recommendation

The Board considers that Mr Nash's experience in business, audit and leadership complements the Board's existing skills and experience.

For the reasons set out above, the directors (with Mr Nash abstaining) unanimously support the re-election of Mr Nash.



DAVID CURRAN
Independent,
Non-Executive Director
BCom

David Curran was appointed a director of ASX in March 2022 and is Chair of the Technology Committee.

Mr Curran has over 30 years' corporate technology experience leading digital transformations and implementing large, complex projects across the Australian banking and financial services landscape.

Mr Curran was formerly Westpac's Group Chief Information Officer and has previously held executive technology roles at the Commonwealth Bank of Australia (CBA), where he led the Group's technology transformation including the industry-leading modernisation of CBA's deposit and lending capabilities.

Mr Curran is Chair of the Westpac Scholars Trust, which provides 100 scholarships every year to challenge, explore and set new benchmarks in innovation, research and social change. He is also a Board member of Tour de Cure, the cancer research, support and education charity.

Board recommendation

The Board considers that Mr Curran's experience in cyber and technology complements the Board's existing skills and experience.

For the reasons set out above, the directors (with Mr Curran abstaining) unanimously support the election of Mr Curran.



DR HEATHER SMITH PSM
Independent,
Non-Executive Director
BEc (Hons), PhD

Dr Heather Smith was appointed a director of ASX in June 2022.

She has extensive experience in public policy, innovation, national security and economic reform and a deep knowledge of government and the public sector.

Dr Smith's two decades working at senior levels in the Australian Public Service culminated in being Secretary of the Department of Industry, Innovation and Science (2017-2020), and before that Secretary of the Department of Communications and the Arts (2016-2017).

She has also held senior positions in the departments of Prime Minister and Cabinet (including heading the Prime Minister's taskforce on Innovation), Foreign Affairs and Trade, and the Treasury, as well as the Office of National Intelligence.

Dr Smith has a PhD in Economics from the Australian National University (ANU) and began her career at the Reserve Bank of Australia. She is a non-executive director of Challenger Limited (since 2021) and Professor at the ANU National Security College.

Board recommendation

The Board considers that Dr Smith's experience in public policy, innovation, national security and economic reform complements the Board's existing skills and experience.

For the reasons set out above, the directors (with Dr Smith abstaining) unanimously support the election of Dr Smith.

Notice of Annual General Meeting 2022 continued

ITEM 4: REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30 June 2022 (FY22) is set out in ASX's 2022 Annual Report. The report outlines ASX's executive remuneration framework and the FY22 remuneration outcomes for the ASX Board, the CEO and KMP. The Chair will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. The resolution is advisory only. The Board will consider and take into account the outcome of the vote and feedback from shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

Board recommendation

The non-executive directors recommend that you vote in favour of this item.

Voting exclusions

ASX will disregard any votes cast on this resolution:

- by or on behalf of a member of the KMP named in the Remuneration Report for the year ended 30 June 2022, or that KMP's closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related parties,

unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:

- in accordance with their directions on how to vote as set out in the proxy appointment; or
- by the Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit even though the resolution is connected with the remuneration of KMP.

ITEM 5: GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR AND CEO

Appointment of CEO

Helen Lofthouse commenced as Managing Director and CEO of ASX on 1 August 2022.

A summary of Ms Lofthouse's FY23 remuneration was released to the market when her appointment was announced.

Ms Lofthouse's FY23 remuneration, from 1 August 2022, comprises a mix of 40% fixed, 40% short-term variable reward (STVR) and 20% long-term variable reward (LTVR). Her remuneration is consistent with ASX's executive remuneration policy which is summarised in the Remuneration Report.

Sixty percent of Ms Lofthouse's overall remuneration is at-risk. Over 70% of this at-risk remuneration will be deferred into either equity (STVR) or performance rights (LTVR).

The non-executive directors consider that Ms Lofthouse's remuneration package (including the proposed grant under the LTVR plan) is reasonable and appropriate having regard to the circumstances of the Company and Ms Lofthouse's responsibilities as CEO.

Shareholder approval is sought for the CEO Long-Term Variable Reward (LTVR) grant

ASX asks shareholders to consider and vote upon a grant of performance rights to Ms Lofthouse under the LTVR plan. ASX uses performance rights under the LTVR plan because they create share price alignment between executives and ordinary shareholders, but do not provide executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the performance rights vest.

ASX considers it appropriate for shareholders to vote on Ms Lofthouse's participation in the LTVR plan, even though shareholder approval for the grant of performance rights under the LTVR plan is not required under the Listing Rules because any shares to be provided to Ms Lofthouse following the vesting of performance rights will be purchased on-market.

How will the proposed 2022 grant be calculated?

The number of performance rights to be granted to Ms Lofthouse is calculated by dividing \$1 million (being Ms Lofthouse's LTVR opportunity) by the Volume Weighted Average Price (VWAP) of ASX shares over the 10 business days preceding 28 September 2022 (the date of the proposed grant).

As an illustrative example only, based on the VWAP of ASX's shares over the 10 business days preceding 31 July 2022 of \$86.41, the number of performance rights granted to Ms Lofthouse would be 11,572. The fair value of 11,572 performance rights as at 31 July 2022 as calculated by an independent valuer is \$709,710.76.

Each performance right entitles Ms Lofthouse to receive, upon vesting, one fully paid ASX ordinary share (or at the Board's discretion, Ms Lofthouse may instead receive a cash-equivalent payment). Performance rights have no entitlement to dividends or voting. The number of shares that may vest at the end of the performance period (if any) will be determined having regard to the performance criteria described in these explanatory notes.

What is the performance period for the 2022 grant?

Four years, commencing 29 September 2022 and ending on 28 September 2026.

What performance conditions apply to the 2022 grant?

The performance hurdles include internal and external measures, with 50% of performance rights tested against an earnings per share (EPS) condition and 50% of performance rights tested against a relative total shareholder return (TSR).

(i) EPS performance condition (50% weighting)

EPS is calculated by dividing the underlying net profit attributable to ASX (statutory NPAT adjusted for the after tax effect of any significant items) by the weighted average number of ordinary shares.

EPS performance is measured over a four-year period, using FY22 as the base year and FY26 as the end year.

EPS performance rights will start to vest at 5.1% annual compound EPS growth. The Board believes this payout schedule for compound annual EPS growth over a four-year vesting period provides appropriately challenging stretch targets for management:

EPS growth	EPS performance rights that vest
Less than 5.1% per annum	0%
5.1% per annum	50%
From 5.1% to 10% per annum	50% - 100% straight line pro-rata vesting
At or above 10% per annum	100%

(ii) TSR performance condition (50% weighting)

TSR is determined by comparing ASX's performance to the performance of a group of peer companies selected by the Board.

The number of performance rights subject to the TSR performance condition which vest at the 51st percentile of the peer group is 25%. This focuses management rewards on significant outperformance of the peer group.

Notice of Annual General Meeting 2022 continued

The peer group is ASX 100 companies, excluding property trusts. This provides a broad and representative comparative peer group for Australian investors. The peer group will be adjusted if members are delisted (for reasons other than financial failure) or a company mergers with or is acquired by another company in the peer group – in which case the resulting company remains in the peer group and the acquired company is removed. The Board has the discretion to adjust the peer group in other circumstances.

TSR will be calculated by an external provider as follows:

- performance period 29 September 2022 to 28 September 2026;
- TSR calculation will use three-month VWAP up to (and including) the start date and end date of the performance period;
- dividends assumed to be re-invested on the ex-dividend date; and
- ignoring tax and any franking credits (or equivalent).

The Board, based on the calculation performed by an external provider, will determine at the end of the performance period whether ASX has met the performance condition.

The number of performance rights that vest will be determined as follows:

EPS growth	EPS performance rights that vest
Less than 5.1% per annum	0%
5.1% per annum	50%
From 5.1% to 10% per annum	50% - 100% straight line pro-rata vesting
At or above 10% per annum	100%

When will shares be provided?

If performance conditions are met, Ms Lofthouse will be entitled to receive ASX shares following the end of the four-year performance period in September 2026.

What if shareholder approval is not obtained?

If shareholder approval is not obtained, then, subject to the achievement of the performance conditions described in these explanatory notes, Ms Lofthouse will receive a cash payment following the end of the four-year performance period in September 2026 equivalent in value to the LTVR she would have received had shareholder approval been obtained.

Impact of cessation of employment

Performance rights granted to Ms Lofthouse will lapse immediately in the event of her resignation (unless approved by ASX) or her dismissal due to misconduct or poor performance. If Ms Lofthouse ceases employment for a qualifying reason, her LTVR will remain on foot, subject to its original terms, except that any service condition will be waived. A qualifying reason includes cessation by genuine retirement, mutual agreement, termination from the Group on notice, pursuit of other Company-approved initiatives, death, serious illness or accident. Where Ms Lofthouse's LTVR does not lapse immediately, the Board may determine (acting reasonably) the proportion of performance rights that remain on foot, vest or lapse.

Does the Board have any discretion to clawback or change vesting outcomes?

Yes. The Board has the discretion to change the number of shares provided to Ms Lofthouse following achievement of performance hurdles where:

- necessary to protect the financial soundness of ASX;
- adverse outcomes have arisen that reduce the original assessment of the performance generating the provision of the benefit;

- the Board considers that performance outcomes have been materially impacted by changes to ASX's dividend policy, capital structure, gearing or corporate structure;
- the Board considers not doing so would provide the CEO with an 'inappropriate benefit' under ASX's Clawback Policy; and
- the Board determines that vesting should increase or decrease by up to 20%.

The Board will exercise such discretion in a manner that is consistent with supporting sound and effective risk management, protecting ASX's long-term stability and aligned with creation of long-term shareholder value.

Additional information

- Performance rights are granted to Ms Lofthouse as part of her remuneration. No amount is payable by Ms Lofthouse when performance rights are granted or when they vest.
- No loan will be made in relation to the acquisition of Performance Rights.
- No securities have previously been issued to Ms Lofthouse under the LTVR plan.
- Ms Lofthouse's current total remuneration package is:
 - > total fixed remuneration of \$2,000,000 (inclusive of superannuation)
 - > STVR of up to 150% of total fixed remuneration
 - > LTVR with a face value of \$1,000,000.

Shareholders are referred to the FY22 Remuneration Report for further details of Ms Lofthouse's remuneration.

Board recommendation

The non-executive directors recommend that you vote in favour of this item.

Voting exclusions

ASX will disregard any votes cast:

- in favour of this resolution by or on behalf of Ms Lofthouse or an associate of Ms Lofthouse, regardless of the capacity in which the vote is cast; and
- on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related parties,

unless the vote is cast:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with their directions on how to vote as set out in the proxy appointment;
- as proxy for a person entitled to vote on the resolution by the Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - > the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - > the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

ITEM 6: INCREASE CAP ON NON-EXECUTIVE DIRECTORS' REMUNERATION

Notice of Annual General Meeting 2022 continued

In accordance with Listing Rule 10.17, the total aggregate remuneration that may be paid to non-executive directors must not be increased without the approval of the shareholders of ASX.

The ASX Board is asking shareholders to increase the aggregate amount of fees that may be paid to non-executive directors by \$500,000 from \$3 million to \$3.5 million.

The current cap of \$3 million was approved by shareholders at ASX's 2017 AGM.

The increase to the non-executive director fee cap is requested to:

- allow ASX flexibility to increase the number of directors if considered necessary or appropriate by the Board to achieve the right mix of skills and experience on the Board;
- allow ASX to maintain a sufficient fee buffer to provide flexibility in succession planning in advance of specific needs arising. This includes appointing new directors to the Board before the director they are replacing retires to facilitate an orderly succession; and
- assist ASX in continuing to attract and retain suitably qualified independent non-executive directors.

The ASX Board does not intend to increase the annual remuneration of non-executive directors in FY23.

The fees paid to non-ASX directors appointed to the ASX Clearing and Settlement Boards are not included in the non-executive director fee cap.

Additional information regarding the remuneration paid to each non-executive director for the financial year ended 30 June 2022 is set out in the Remuneration Report.

No securities have been issued to ASX non-executive directors under Listing Rule 10.11 or 10.14 with the approval of shareholders within the last three years.

Board recommendation

Given each non-executive director's interest in this matter, the Board as a whole makes no recommendation on this item.

Voting exclusions

ASX will disregard any votes cast on this resolution:

- in favour of this resolution by or on behalf of the directors of ASX or their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related parties,

unless the vote is cast:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with their directions on how to vote as set out in the proxy appointment;
- by the Chair as proxy for a person entitled to vote on the resolution pursuant to an express authorisation to exercise the proxy as the Chair thinks fit; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - > the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - > the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

TECHNICAL DIFFICULTIES DURING THE AGM

If you experience any technical difficulties during the AGM, please

contact Link by phoning: 1800 990 363.

If technical difficulties arise, the Chair has discretion as to whether and how the AGM should proceed. If the Chair considers it appropriate, they can continue to hold the meeting and carry on business, including conducting a poll and voting in accordance with valid proxy instructions. ASX encourages shareholders to lodge a direct vote or directed proxy in advance of the meeting even if they plan on attending the meeting.

ELECTRONIC COPIES

ASX believes that the best way for shareholders to receive meeting documentation, annual reports and other information on ASX matters is electronically.

To review or update your current communication preference simply log on to our share registry's website at investorcentre.linkmarketservices.com.au and select the "Communications" tab. You will need your portfolio login details or your Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

Update your details

To update information about your shareholding go to the Link Investor Centre: <http://investorcentre.linkmarketservices.com.au>

Glossary

- Corporations Act means the Corporations Act 2001 (Cth).
- Chair means Chair of the meeting.
- Explanatory notes means the notes included in the Notice convening this meeting.
- Notice means this Notice of Annual General Meeting including the 'How to Participate in the 2022 AGM' section, voting and participation information, and explanatory notes.


Registered office:

ASX Limited ABN 98 008 624 691
20 Bridge Street, Sydney NSW 2000
Telephone: +61 2 9227 0000
www.asx.com.au




LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
ASX Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **ALL ENQUIRIES TO**
Telephone: 1300 724 911 Overseas: +61 1300 724 911



X99999999999


VOTING/PROXY FORM

I/We being a member(s) of ASX Limited and entitled to attend and vote hereby:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Wednesday, 28 September 2022**, and at any adjournment or postponement of the Meeting. You should mark "For", "Against" or "Abstain" for each item.

OR

B APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Wednesday, 28 September 2022** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can participate by attending in person at ASX Auditorium, Exchange Square, 18 Bridge Street, Sydney, New South Wales or logging in online at <https://meetings.linkgroup.com/ASX22> (refer to details in the Virtual Annual General Meeting Online Guide). The **Notice of Annual General Meeting** can be viewed and downloaded at the Company's website at <https://www2.asx.com.au/>.

Important for Resolutions 4, 5 & 6: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, then by submitting the Voting Form you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 4, 5 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Items

3a Re-election of Ms Melinda Conrad

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Adoption of the 2022 Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3b Re-election of Mr Peter Nash

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Grant of Performance Rights to Managing Director & CEO

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3c Election of Mr David Curran

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Increase cap on Non-Executive Directors' Remuneration

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3d Election of Dr Heather Smith

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, any of the shareholders may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER VOTING/PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you marked the box under Box A you are indicating that you wish to vote directly. Please mark "For", "Against" or "Abstain" for each item. Note, if you mark the "Abstain" box for an item, your vote for that item will not be counted.

If no direction is given, or you do not mark Box A or Box B, your vote will be passed to the Chair of the Meeting as your proxy.

If you mark Box A and Box B, you will be taken not to have appointed a proxy and your direct votes will be counted.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "For" and "Against" and their votes will be counted.

If you submit a direct vote prior to the Meeting, and then you participate in the Meeting, the Chair has determined that your direct vote will not be cancelled unless you cast a live vote during the Meeting.

The Chair's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark Box B. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. If your named proxy does not log in to the Meeting, the Chair of the Meeting will be your proxy. If your named proxy logs in to the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chair of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIR OF THE MEETING

On a poll, the Chair of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chair of the Meeting sees fit. If the Chair of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Voting Form you are expressly authorising the Chair of the Meeting to exercise your proxy on all Resolutions, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

If you hold two or more shares, you may appoint up to two proxies. If you appoint two proxies, you should complete two separate Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Voting Forms together. If you require an additional Voting Form, contact Link Market Services on 1300 724 911 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, any of the shareholders may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. The form may be signed in counterparts. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be received by Link Market Services (at the postal address or business address or fax number given on the below of this page or at the email address: registrars@linkmarketservices.com.au) by no later than 48 hours before the commencement of the Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Monday, 26 September 2022**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Log in to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form.



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the SRN or HIN and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application that can be downloaded for free on your mobile device.



BY MAIL

ASX Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

The Meeting is viewable from desktops and laptops. Additionally, access is supported on iOS 13 (and after) software for those using iPhone or iPad devices. To vote or ask questions at the Meeting, shareholders must register, and provide their SRN/HIN and postcode.

Appointed Proxy: If you are an appointed proxy you will need your proxy number which will be provided by email by Link Market Services prior to the Meeting. Please make sure you have this information before proceeding.

Corporate Representatives: If a representative of the corporation is to attend the Meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be received by Link Market Services (at the postal address or business address or fax number given on page 5 of the Notice of Meeting) by no later than 48 hours before the commencement of the Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/ASX22>

Registration for the Annual General Meeting and voting opens one hour before the meeting commences.

Step 2

Log into the portal using your full name, mobile number, email address, and company name (if applicable).

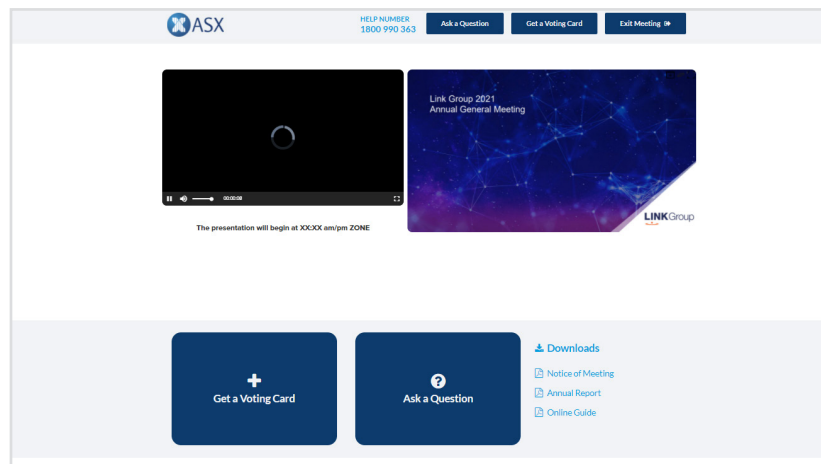
Please register your details to participate

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button. Once you have logged in you will see:



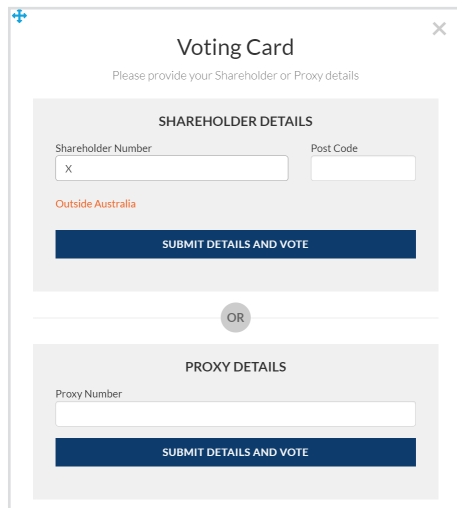
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the ‘Get a Voting Card’ button.

This will bring up a box which looks like this.



The screenshot shows a 'Voting Card' registration form. At the top, it says 'Please provide your Shareholder or Proxy details'. There are two sections: 'SHAREHOLDER DETAILS' and 'PROXY DETAILS'. The 'SHAREHOLDER DETAILS' section has fields for 'Shareholder Number' (containing 'X') and 'Post Code', and a red link for 'Outside Australia'. Below this is a blue 'SUBMIT DETAILS AND VOTE' button. An 'OR' separator is between the two sections. The 'PROXY DETAILS' section has a 'Proxy Number' field and another blue 'SUBMIT DETAILS AND VOTE' button.

If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode. If your registered address is outside of Australia, click on ‘**Outside Australia**’ and select the relevant country from the drop down menu.

If you are an appointed proxyholder, please enter the Proxy Number issued by Link in the Proxy Details section.

Then click the ‘**Submit Details and Vote**’ button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders or proxyholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxyholders can either submit a Full Vote or Partial Vote.

Full Votes

To submit a full vote on a resolution ensure you are in the ‘**Full Vote**’ tab. Place your vote by clicking on the ‘**For**’, ‘**Against**’, or ‘**Abstain**’ voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the ‘**Partial Vote**’ tab. You can enter the number of votes (for any or all) resolution(s). The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

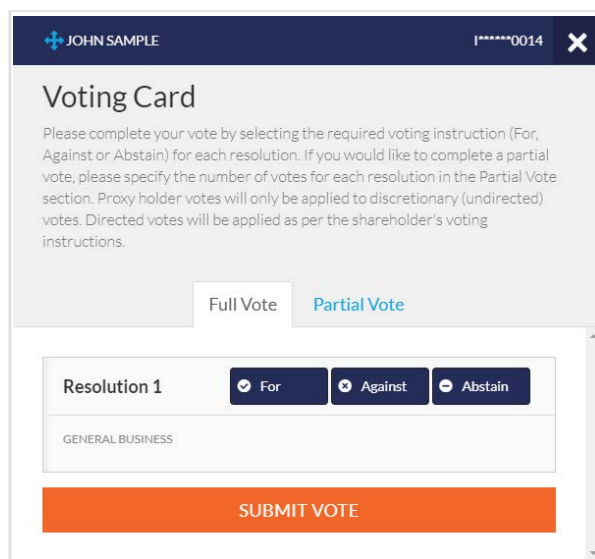
Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the ‘**Submit Vote**’ or ‘**Submit Partial Vote**’ button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear below the webcast and presentation windows on the left. The message ‘Not yet submitted’ will appear at the bottom of the voting card.

You can edit your voting card at any point while voting is open by clicking on ‘**Edit Card**’. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the webcast and presentation windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.



The screenshot shows the 'Voting Card' interface during a meeting. At the top, it says 'JOHN SAMPLE' and '*****0014'. Below this is the 'Voting Card' title and instructions: 'Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.' There are two tabs: 'Full Vote' and 'Partial Vote'. Below the tabs, there is a section for 'Resolution 1' with three buttons: 'For', 'Against', and 'Abstain'. Below this is a section for 'GENERAL BUSINESS' and a large orange 'SUBMIT VOTE' button.

Virtual Meeting Online Guide continued

2. How to ask a question

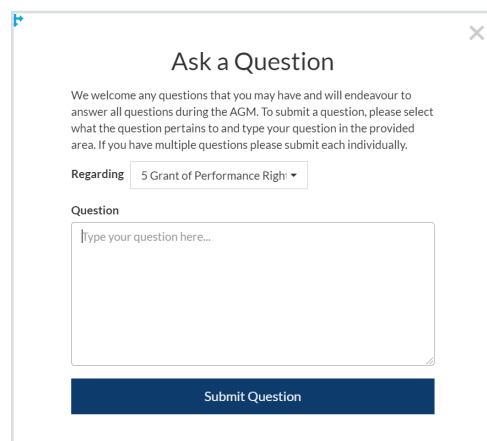
Please refer to the following page for instructions on how to ask a question by Phone.

Note: Only shareholders and proxyholders are able to ask questions (and only after they have registered).

How to ask a question on the platform

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



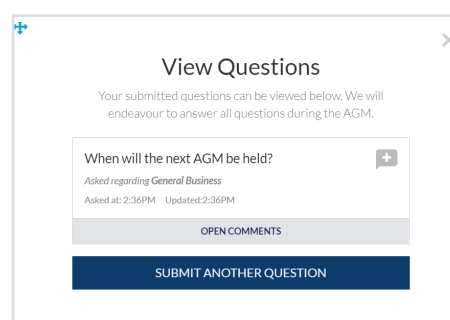
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

- General Business
- Re-election of Ms Melinda Conrad
- Re-election of Mr Peter Nash
- Election of Mr David Curran
- Election of Dr Heather Smith
- Remuneration Report
- Grant of Performance Rights to Managing Director & CEO
- Non-Executive Directors' Remuneration

After you have selected your question category, click in the 'Question' section and type your question. Your question must be more than 24 characters and not more than 512 characters.

Once you have typed your question, then click on 'Submit'.

Once you have asked a question, a 'View Questions' box will appear where you can view your questions at any point.



Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the Meeting begins, if you have registered to vote.

If your question has been answered and you would like to reply, you can do so by submitting another question.

We will endeavor to address as many of the more frequently raised relevant topics as possible during the course of the Meeting.

How to ask a question by phone

What you will need

- a) Landline or mobile phone
- b) The name of your holding/s or proxy code.
- c) To obtain a PIN code, please contact ASX's share registrar, Link Market Services, on 1800 990 363 (within Australia) or +61 1800 990 363 (overseas) no later than 10:00am (Sydney time) on Monday, 26 September 2022.

Joining the Annual General Meeting via Phone

Step 1

From your landline or mobile device, call: 1800 718 570 (within Australia) or +61 2 9189 2030 (if calling from Overseas).

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a shareholder or proxyholder and allow you to ask a question.

Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note: If your shareholding or proxy details cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

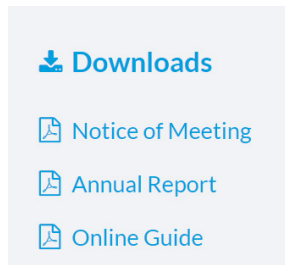
Step 3

Your line will be muted once your question has been answered.

Important note: If you plan to ask questions by phone you will still need to log into the online platform if you wish to vote during the meeting.

3. Downloads

If you would like to see the Notice of Meeting, the Annual Report or other documents relevant to the Meeting, you can do so here.

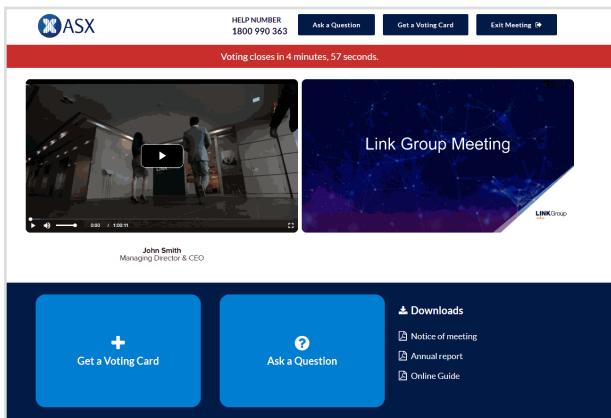


When you click on these links the file will open in another tab in your browser.

Voting closing

Voting will close 5 minutes after the close of the Annual General Meeting.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the webcast and presentation screens advising the remaining voting time. If you have not submitted your vote, you should do so now.



Contact us

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