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Shareholder Communications and Meetings

NSX Limited

(ABN 33 089 447 058)

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1. Introduction

Background

The NSX Limited (“**NSXL**”) is committed to conducting its business in a way that is open and accountable to shareholders, its stakeholders, customers and the wider marketplace. NSXL believes that corporate governance practices as a public company should be of a high and rigorous standard.

NSXL is the parent company of the National Stock Exchange of Australia Ltd (“**NSXA**”). NSXA holds an Australian Market Licence enabling NSXA to operate a Stock Exchange within Australia.

As a market licensee, NSXA has the statutory obligation to operate a market that is fair, orderly and transparent (“**FOT obligations**”)¹. Responsibility for NSXA meeting its statutory obligations as a market licensee rests with the board of NSXA and supported by the Board of NSXL.

This requirement is enshrined in the constitution of NSX Limited and National Stock Exchange of Australia Limited.

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.

Governance Standards and Requirements

The charter is reflective of the following governance standards:

- (a) The Constitution of NSX Limited;
- (b) The Corporations Act;
- (c) Regulatory Guides as published by ASIC from time to time;
- (d) While NSXL is the holding NSXL, reflect the requirements and conditions of the National Stock Exchange of Australia Australian Market Licence and published variations; and
- (e) While NSXL is listed on ASX, the ASX Corporate Governance Council Principles and Recommendations (the fourth edition) with respect to audit committees.

2. Commitment to communication

NSX’s Code of Conduct requires NSXL and its employees to act with high standards of honesty, integrity, fairness and equity in all aspects of their employment with NSXL. The NSXL commits to dealing fairly, transparently and openly with both current and prospective shareholders using available channels and technologies to reach widely and communicate promptly. NSXL commits to facilitating participation in shareholder meetings and dealing promptly with shareholder enquiries.

The NSXL framework for communicating with shareholders is to concisely and accurately communicate:

- (a) our strategy;

¹ Subsection 792A of the Corporations Act (2001) Cth

- (b) how we implement that strategy
- (c) events positive or negative that may impact strategy and the financial performance of the Company; and
- (d) the financial results consequent upon our strategy and its implementation.

3. Methods of Communication

NSXL recognises the value of providing current and relevant information to its shareholders.

The Managing Director and NSXL Secretary have the primary responsibility for communicating with shareholders.

Information is communicated to shareholders through:

- (a) continuous disclosure to relevant stock markets of all material information;
- (b) periodic disclosure through the annual report (or concise annual report), half year financial report and quarterly reporting of corporate activities and cash flow;
- (c) notices of meetings and explanatory material;
- (d) the annual general meeting;
- (e) periodic newsletters or letters from the Chair or Managing Director; and
- (f) the NSXL's website at <https://www.nsx.com.au>.

The NSXL is committed to the promotion of investor confidence by ensuring that trading in the NSXL's securities takes place in an efficient, competitive and informed market.

Electronic communication

The NSXL believes that communicating with shareholders by electronic means, particularly through its website, is an efficient way of distributing information in a timely and convenient manner. The NSXL's website includes the following pages, which contain relevant information for shareholders

- (a) section on the NSXL's corporate governance policies and practices;
- (b) reports section, which contains copies of annual, half yearly and quarterly reports;
- (c) news section, containing sections on newsletters, ASX announcements, media briefings and clippings and power point presentations;
- (d) press releases; and
- (e) research section, which contains broker research reports published on the NSXL.

All website information will be regularly reviewed and updated to ensure that information is current, or appropriately dated and archived. The NSXL places the full text of notices of meeting and explanatory material on the website.

Written communication and the Annual Report

Shareholders have been given the opportunity to elect to receive a printed copy of the Annual Report from the NSXL. In addition, the NSXL publishes its Annual Report on the NSXL's website and notifies all shareholders of the web address where they can access the annual report.

NSXL will also from time to time send Shareholders other written communications such as notices of meeting and Shareholder letters.

Annual General Meeting

The NSXL recognises the rights of shareholders and encourages the effective exercise of those rights through the following means:

- (a) notices of meetings are distributed to shareholders in accordance with the provisions of the Corporations Act;
- (b) notices of meeting and other meeting material are drafted in concise and clear language;
- (c) shareholders are encouraged to use their attendance at meetings to ask questions on any relevant matter, with time being specifically set aside for shareholder questions;
- (d) if shareholders are unable to attend a meeting, notices of meetings encourage participation in voting on proposed resolutions by lodgement of proxies;
- (e) it is general practice for a presentation on the NSXL's activities to be made to shareholders at each annual general meeting; and
- (f) it is both the NSXL's policy and the policy of the NSXL's auditor for an auditor representative to be present at the annual general meeting and to answer any questions regarding the conduct of the audit and the preparation and content of the auditors' report.
- (g) When and where appropriate NSXL will conduct meetings using social distancing requirements and in some cases this may mean that physical meetings will need to be held as virtual meetings in line with current or temporary legislative requirements prevailing at the time.

4. Insider Trading

The insider trading rules as stated by the Corporations Act 2001 (Cth) are important to NSXL both in its own securities which are listed on ASX (ASX: NSX) and that of the securities of the entities it lists on its NSXA market.

NSXL seeks to limit the opportunity for insider trading and has constructed Procedures for the Dealing in Securities by its Directors and Employees ("Dealing Rules").

As per the ASX Listing Rules, NSXL is required to release information to the ASX market before anyone else so as to maintain a level playing field for those requiring access to NSXL information in a timely fashion.

5. Shareholder privacy

NSXL recognises that privacy is important and will not disclose registered shareholder details unless required by law. Shareholder details will only be used in accordance with applicable privacy laws.