



Notice of Annual General Meeting – 30 September 2009

Notice is hereby given that **ASX Limited** ('ASX' or 'the Company') will hold its Annual General Meeting at 10.30 am (AEST) on Wednesday, 30 September 2009 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 proxy form attached to this Notice. The completed Proxy Form must be received by Link Market Services no later than 10.30am (AEST) on Monday 28 September 2009, being 48 hours before the commencement of the meeting.

BUSINESS

ASX Financial Report

- 1 To receive the Financial Report, Directors' Report and Auditor's Report for ASX and its controlled entities for the year ended 30 June 2009.

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

Securities Exchanges Guarantee Corporation (SEGC) Financial Report

- 2 To receive the Financial Report and Auditor's Report for the National Guarantee Fund for the year ended 30 June 2009.

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

Remuneration Report

- 3 To consider and, if thought fit, to pass the following ordinary resolution: That the Remuneration Report be adopted for the year ended 30 June 2009.

Note: This resolution is advisory only and does not bind the directors or the Company.

Re-Election and Election of Directors

- 4 To elect directors:

- (a) Roderic Holliday-Smith, who retires by rotation, offers himself for re-election as a director of ASX.
- (b) Jillian Segal, who retires by rotation, offers herself for re-election as a director of ASX.
- (c) Peter Warne, who retires by rotation, offers himself for re-election as a director of ASX.
- (d) Peter Marriott, who having been appointed as a director of ASX on 1 July 2009 in accordance with the Constitution, and being eligible, offers himself for election as a director of ASX.

Note: The Chairman of the meeting intends to vote undirected proxies in favour of Messrs Holliday-Smith, Marriott and Warne and Ms Segal. The Chairman will call a poll for Items 3 and 4.

Refer to pages 3 to 4 of the Explanatory Notes for information regarding voting on the election of directors.

By order of the Board.

Amanda J. Harkness
Company Secretary
31 August 2009

PROXIES AND VOTING

Eligibility to Vote

You will be eligible to vote at the meeting if you are registered as a holder of ASX shares at 7.00pm (AEST) on Monday 28 September 2009.

Appointing a Proxy

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder of ASX and may be an individual or a body corporate. A personalised proxy form is included with this Notice of Meeting. 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 proxy form, please contact Link Market Services on +61 (2) 8280 7470 or 1300 724 911.

Lodging your Proxy Form

You can lodge your completed proxy form by:

- mailing it to Link Market Services using the reply paid envelope;
- posting it to Locked Bag A14, Sydney South, Sydney NSW 1235;
- lodging it online at the Link Market Services website www.linkmarketservices.com.au (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website);
- faxing it to + 61 (2) 9287 0309; or
- hand delivering it to Link Market Services, Level 12, 680 George Street, Sydney NSW.

Your completed proxy form (and any necessary supporting documentation) must be received by Link Market Services no later than 10.30am (AEST) on Monday 28 September 2009, being 48 hours before the commencement of the meeting. If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by Link Market Services by 10.30am AEST on Monday 28 September 2009 unless it has been previously provided to Link Market Services. 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 Chair of the Meeting will vote undirected Proxies

The Chair of the meeting will vote undirected proxies in favour of all of the motions. ASX encourages all shareholders who submit proxies to direct their proxy how to vote on each item of business.

Questions from Shareholders

In addition to asking questions at the meeting, written questions to the Chairman 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 Wednesday 23 September 2009 to:

*ASX Chairman
C/- Company Secretary
ASX Limited
20 Bridge Street
Sydney NSW 2000
Australia*

Facsimile: +61 (2) 9227 0480

Email: company.secretariat@asx.com.au

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

Attending the Meeting

If you attend the meeting, please bring your personalised proxy form with you. The bar code at the top of the form will help you to register. If you do not bring your 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 9.30am (AEST) 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 company'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 the Link website: www.linkmarketservices.com.au/public/forms/general.html

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.asx.com.au/shareholder

Voting Exclusions

There are no voting exclusions.

EXPLANATORY NOTES

Item 1: ASX Financial Report

The Financial Report, Directors' Report and Auditor's Report for ASX for the year ended 30 June 2009 will be laid before the meeting. There is no requirement for shareholders to approve these reports. However, the Chair 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 Annual General Meeting of ASX. There is no requirement for shareholders to approve these reports.

Item 3: Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2009 ('Remuneration Report') is set out on pages 56 to 71 of ASX's 2009 Annual Report ('Annual Report') and is also available on ASX's website at www.asx.com.au

The Remuneration Report sets out ASX's remuneration arrangements for directors, including the Managing Director and CEO, and ASX staff. The Chair 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. However, this vote is of an advisory nature only and does not bind the Company or its directors.

Voting on the remuneration report (Item 3 of the Notice of Meeting) will be determined by a poll at the meeting rather than a show of hands.

Item 4: Re-Election And Election Of Directors

The ASX Board ('Board') considers that individually and collectively the directors need to bring a level of skill, knowledge and experience that enables the Board to discharge its responsibilities effectively. All current serving directors (including those seeking re-election) have an understanding of financial markets. The extensive financial markets experience among the Board members spans involvement in a diverse range of trading, asset management, financing, corporate advisory, public policy and regulatory activities.

The Board's policy on board composition is to ensure that at all times, and through succession planning, there will be an appropriate mix of skills and experience so as to provide, on an ongoing basis, the necessary breadth and depth of knowledge which is required to meet the Company's responsibilities and objectives.

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 Roderic Holliday-Smith, Mr Peter Warne and Ms Jillian Segal are due to retire at the end of the meeting and offer themselves for re-election to the Board. Mr Peter Marriott was appointed to the Board by the directors on 1 July 2009 and offers himself for election to the Board.

The following directors are standing for re-election at the meeting.

4(A): Roderic (Rick) Holliday-Smith, BA (Hons), FAICD

Mr Holliday-Smith was appointed a director of ASX in July 2006. Prior to the merger of ASX and SFE in July 2006 he was Chairman of SFE Corporation Limited from 1998. He is currently Chairman of ASX Clearing Corporation Limited, Austraclear Limited and SFE Clearing Corporation Pty Limited, and a director of Australian Clearing House Pty Limited and ASX Settlement and Transfer Corporation Pty Limited. He is also a member of the Audit and Risk Committee and the Nomination and Remuneration Committee.

Mr Holliday-Smith is a specialist in capital markets, derivatives and venture capital activities. He is Chairman of Snowy Hydro Limited and a director of Servcorp Limited and Cochlear Limited. Prior to 1998 Mr Holliday-Smith spent 11 years in Chicago, first as CEO of Chicago Research and Trading (CRT), and then as President of NationsBanc-CRT. During the 1980s he was an executive director with Wardley Australia Limited and Managing Director of Hong Kong Bank Limited, London.

4(B): Jillian Segal AM, BA LLB (UNSW), LL.M (Harv), FAICD

Ms Segal was appointed a director of ASX in 2003. She is a director of ASX Markets Supervision Pty Limited and a member of the Audit and Risk Committee and the Nomination and Remuneration Committee.

Ms Segal is a director of National Australia Bank Limited. She is President of the Administrative Review Council, a member of the Council of the University of New South Wales and a director of the Sir John Monash Foundation and the Garvan Institute of Medical Research. Previously, she was a Commissioner and Deputy Chair of the Australian Securities and Investments Commission (ASIC) and Chair of the Banking and Financial Services Ombudsman. Prior to joining ASIC, Ms Segal was a corporate lawyer specialising in corporate and environmental law, having been a partner at Allen Allen and Hemsley (now Allens Arthur Robinson).

4(C): Peter Warne, BA, MAICD

Mr Warne was appointed a director of ASX in July 2006. Prior to the merger of ASX and SFE in July 2006, he was a director of SFE Corporation Limited from 2000. He is a director of Australian Clearing House Pty Limited, SFE Clearing Corporation Pty Limited, ASX Clearing Corporation Limited, Austraclear Limited and ASX Settlement and Transfer Corporation Pty Limited. He is a member of the Audit and Risk Committee and the Nomination and Remuneration Committee.

Mr Warne is Chairman of Australian Leisure and Entertainment Property Management Limited, Deputy Chairman of Capital Markets CRC Limited and Director of Next Financial Limited, Securities Exchanges Guarantee Corporation Limited, WHK Group Limited, Securities Industry Research Centre of Asia Pacific (SIRCA), Macquarie Group Limited and Macquarie Bank Limited. He is also a member of the advisory board of the Australian Office of Financial Management.

Previously, Mr Warne was a director of Macquarie Capital Alliance group and a former Executive Vice-President of Bankers Trust Australia Limited.

The following director is standing for election at the meeting.

4(D): Peter Marriott, BEc (Hons), MAICD

Mr Marriott was appointed a director of ASX on 1 July 2009. He is Chairman of the Audit and Risk Committee.

Mr Marriott is the Chief Financial Officer of Australia and New Zealand Banking Group Limited (ANZ) a position he has held since 1997. Peter has been involved in the finance industry for almost 30 years. He joined ANZ in 1993 as General Manager, Group Accounting and was then appointed Group General Manager, Credit/Risk Management in 1995. Prior to his career at ANZ, Peter was a Partner in the Melbourne office of the then KPMG Peat Marwick. He is a fellow of the Institute of Chartered Accountants and a member of the Australian Institute of Company Directors.

Board Recommendation

The non-candidate directors unanimously support the re-election of Mr Roderic Holliday-Smith, Mr Peter Warne and Ms Jillian Segal. The non-candidate directors also unanimously support the election of Mr Peter Marriott.

Voting on the election of directors (items 4(a), (b), (c) and (d) of the Notice of Meeting) 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 Proxy Form.

GLOSSARY

- **Corporations Act 2001** means the Corporations Act, 2001 (Commonwealth).
- **Explanatory Notes** means the Explanatory Notes included in the Notice which convened this meeting.
- **Notice** means the 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 2009 and which is set out on pages 56 to 71 of the 2009 Annual Report.

REGISTERED OFFICE

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

LODGE YOUR PROXY FORM



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



By fax: +61 (2) 9287 0309



ONLINE

www.linkmarketservices.com.au

All enquiries to:



Telephone: 1300 724 911
Overseas: +61 (2) 8280 7470



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SECURITYHOLDER VOTING FORM

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

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

☐

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:30am on Wednesday, 30 September 2009, at the ASX Auditorium, Lower Ground Floor, Exchange Square, 18 Bridge Street, Sydney NSW 2000 and at any adjournment or postponement of the meeting.

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 **X**

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Item 3 Remuneration Report	☐	☐	☐	Item 4(c) Re-election of Director, Peter Warne	☐	☐	☐
Item 4(a) Re-election of Director, Roderic Holliday-Smith	☐	☐	☐	Item 4(d) Election of Director, Peter Marriott	☐	☐	☐
Item 4(b) Re-election of Director, Jillian Segal	☐	☐	☐				

The Chairman of the meeting intends to vote undirected proxies in favour of each motion.



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

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

ASX PRX901



HOW TO COMPLETE THIS 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.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

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

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

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, either securityholder 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. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:30am on Monday, 28 September 2009, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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



by mail:

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



by fax:

+61 (2) 9287 0309



online:

ONLINE

www.linkmarketservices.com.au

lodging it online at Link's website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website);



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.