



CSL Limited

Charter of Securities and Market Disclosure Committee

1. Formation

The Board has resolved to establish a Securities and Market Disclosure Committee (**SMDC**) and has delegated to it the responsibilities set out in this Charter.

2. Membership

The SMDC is made up of any two directors, one of whom must be an independent director.

3. Chair

The Chair of the SMDC will be the Chair of the Board or, if not present, another independent director.

4. Meetings

4.1 Calling of meetings

The SMDC will meet whenever necessary to fulfil its responsibilities. Meetings may be convened by any director or the secretary of the SMDC.

4.2 Secretary

The Company Secretary or his or her nominee will act as secretary to the SMDC.

4.3 Minutes

The secretary of the SMDC will prepare minutes of all SMDC meetings, including the names of those present. A copy of the minutes, as approved by the Chair of the relevant SMDC meeting will be distributed to all Board members before the next Board meeting.

4.4 Attendance by executives

Directors, senior executives and other CSL employees may be required to attend SMDC meetings to assist it in discharging its responsibilities.

4.5 Resolutions by Circular

In cases where circumstances make it impractical to convene and hold a meeting, the SMDC may pass resolutions by each member signing a Circular Resolution. The resolution may consist of several documents in the same form each signed by one or more of the members. A facsimile transmission or other document produced by mechanical or electronic means under the name of a member with the member's authority is considered a document in writing signed by the member and is deemed signed when received in legible form.

5. Board Responsibilities – Significant Announcements

The Board is responsible for approving all significant planned disclosures to be made to the ASX (such as announcements of financial results, market guidance or major transactions). From time to time, the SMDC may also be specifically authorised by the Board to approve requested amendments to significant ASX announcements following full Board review.

In the event that the Company needs to make a significant announcement of an urgent or unscheduled nature in order to meet its reporting obligations under the *Corporations Act* and the ASX Listing Rules, and it is impractical for the Board to be convened, the SMDC is authorised to:

- (a) consider and (if considered necessary or appropriate) request a trading halt in respect of CSL securities; and
- (b) approve the form and substance of such a disclosure.

6. SMDC Responsibilities

Subject to the principles set out in Section 5, the SMDC is responsible for:

- (a) approving the form and substance of disclosures to be made by the Company to the Australian Securities Exchange (**ASX**) with the objective of ensuring that the Company meets its reporting and disclosure obligations under the *Corporations Act* and the ASX Listing Rules;
- (b) approving any request to the ASX for a trading halt in the Company's securities for the purpose of managing those disclosure obligations. In unscheduled and urgent circumstances where it is impractical for the SMDC to be convened, any of the Chief Executive Officer, the Chief Financial Officer or the Company Secretary may authorise a request for a trading halt if they consider it necessary to ensure compliance by the Company with those disclosure obligations.
- (c) approving the allotment and issue, and registration of transfers of securities; and
- (d) other formalities which may be urgently required in relation to matters affecting the share capital.

7. Authority

The SMDC is authorised by the Board to:

- (a) Obtain any information it requires from any employee or director of the Company or its controlled entities; and
- (b) obtain or retain any independent professional advice it considers necessary.

8. Authority

This Charter is to be reviewed by the Committee at three year intervals or at such shorter intervals as the Committee or the Board determines.

This document represents the Charter of the Committee as adopted by the Board as at 12 December 2017.