

Rule 4.14(a) Annual Audit Certificate

The prescribed form of annual audit certificate as required under Rule 4.14(a) is:

- (a) for non-ADI Clearing Participants that are also participants of ASX Clear Pty Ltd, Form 1, as set out in the Appendix hereto; and
- (b) for all other non-ADI Clearing Participants, Form 1 and Form 2, as set out in the Appendix hereto.

These are to be submitted via email to CRAteam@asx.com.au within 3 months of the Clearing Participant's financial year end.

Items in Form 1 or 2 marked in bold and square bracketed may need to be deleted. Items marked with an asterisk indicate a selection that needs to be made. No other changes should be made to Form 1 or 2.

Foreign Clearing Participants can choose to have their internal controls and return audited according to Australian auditing standards and code of ethics or auditing standards and code of ethics of their home jurisdiction. The appropriate selection should be made in the Form 1 and Form 2. Notwithstanding this selection, ASX Clear (Futures) reserves the right to require an auditor to provide a report based on the Australian auditing standards and code of ethics.

Amended 01/07/13, 11/02/14, 15/06/15, 13/07/18

Form 1 – Independent Auditor’s Report on Net Tangible Assets Rules

Independent Auditor’s Report to the Directors of [Participant Name]

We have audited the internal control policies and procedures (“internal controls”) of [Participant Name] (the “Participant”) designed to ensure compliance with the requirements of:

ASX Clear (Futures) Pty Limited’s (“ASX Clear (Futures)”) **Operating Rule 8.1/OTC Rule 3.3(a)(ii)*** in relation to the maintenance of net tangible assets (the “Net Tangible Assets Rules”)

in order to express an opinion about their effectiveness for the [period/year] ended [date].

The Responsibility of the Directors for Internal Controls

The directors of the Participant are responsible for maintaining an effective internal control structure, including establishing and maintaining accounting records and effective internal controls designed to ensure compliance with the requirements of the Net Tangible Assets Rules. We have conducted an independent audit of the internal controls designed to ensure compliance with the requirements of the Net Tangible Assets Rules in order to express an opinion on them to the directors of the Participant for the [period/year] ended [date].

Auditor’s Responsibility

Our audit has been conducted in accordance with **Australian Auditing Standards / [insert auditing standards applicable to Participant’s home jurisdiction]*** and accordingly included such tests and procedures as we considered necessary in the circumstances. These procedures have been undertaken to form an opinion whether in all material aspects, the Participant maintained suitably designed and effective internal controls to ensure compliance with the requirements of the Net Tangible Assets Rules for the [period/year] ended [date].

INHERENT LIMITATIONS

Because of the inherent limitations of any internal control structure it is possible that fraud, errors or non-compliance with laws and regulations may occur and not be detected. Further, the overall internal control structure, within which the internal controls designed to ensure compliance with the requirements of the Net Tangible Assets Rules operate, has not been audited, and no opinion is expressed as to its effectiveness.

An audit is not designed to detect all weaknesses in internal controls or all instances of non-compliance with the requirements of the Net Tangible Assets Rules as it is not performed continuously throughout the period/year and the tests performed over the internal controls are on a sample basis having regard to the nature and size of the Participant.

Any projection of the evaluation of internal controls to future periods is subject to the risk that the internal controls may become inadequate because of changes in conditions, or that the degree of compliance with them may deteriorate.

The audit opinion expressed in this report has been formed on the above basis.

BASIS FOR QUALIFIED OPINION (IF APPLICABLE)

[QUALIFIED] AUDITOR'S OPINION

In our opinion, [except for the matters referred to in the qualification below,] [Participant Name]:

maintained, in all material respects, during the [period] ended [date] suitably designed and effective internal controls to comply with the requirements of ASX Clear (Futures) Pty Limited's **Operating Rule 8.1/OTC Rule 3.3(a)(ii)*** in relation to the maintenance of net tangible assets.

RESTRICTION ON DISTRIBUTION AND USE

This report has been prepared for the Participant in order to meet its obligations to lodge this report with ASX Clear (Futures) Pty Limited. We disclaim any assumption of responsibility for reliance on this report to any person other than the Participant and ASX Clear (Futures) Pty Limited or for any purpose other than that for which it was prepared.

Audit Firm Signature

Name of Audit Firm

Partner's Signature

Name of Partner

Address of Audit Firm

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Date

Amended 24/12/10, 01/12/11, 09/11/12, 01/07/13, 09/05/17

Form 2 – Auditor's Report on Audited NTA Return

Independent Auditor's Report to the Directors of [Participant_name]

We have audited the financial information set out in the ~~Annual attached~~ Audited NTA Return, excluding the:

- ~~– _____ Director's Statement Relating to the Annual Audited NTA Return; Net Tangible Assets and~~
 - ~~– Information set out in the "Unaudited", "Variance \$", "Variance %" and "Variance Explanation" columns in the:~~
 - ~~○ Income Statement;~~
 - ~~○ Deposits;~~
 - ~~○ Other Assets;~~
 - ~~○ Contingent Liabilities;~~
 - ~~○ Balance Sheet;~~
 - ~~○ Net Tangible Assets;~~
 - ~~○ Net Liquid Assets;~~
 - ~~– Return Profile;~~
 - ~~– Credit Facilities and Borrowings;~~
 - ~~– Encumbrance Details; and~~
 - ~~– Additional Comments~~
- ~~_____ (the "Return") of [Participant_name] (the "Participant") for the [period] ended [date]. Financial information set out in the "Prior Period", "Movement \$" and "Movement %" columns, (the "Return") of [Participant_name] (the "Participant") for the [period] ended [date].~~

The Responsibility of the Directors for the Return

The **directors** of the Participant are responsible for the preparation and fair presentation of the financial information set out in the Return in accordance with the requirements of the **ASX Clear (Futures) Pty Limited ("ASX Clear (Futures)") Operating Rules**. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial information set out in the Return to ensure that the Return is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial information set out in the Return based on our audit. We conducted our audit in accordance with **Australian Auditing Standards/[insert auditing standards applicable to Participant's home jurisdiction]**. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance, whether the financial information set out in the attached Return, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures of the financial information set out in the Return. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial information set out in the Return whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the Participant's preparation and fair presentation of the financial information set out in the Return in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Participant's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Participant, as well as evaluating the overall presentation of the financial information set out in the Return.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENCE

In conducting our audit, we have complied with the independence requirements of **APES 110: Code of Ethics for Professional Accountants/[code of conduct legislation applicable to Participant's home jurisdiction]**.

BASIS FOR QUALIFIED OPINION (IF APPLICABLE)

[QUALIFIED] AUDITOR'S OPINION

In our opinion, [except for the matters referred to in the qualification below], the Return of [Participant_name] for the [period] ended [date] presents fairly, in all material respects, the financial information of the Participant for the [period] ended [date] as required by **ASX Clear (Futures) in accordance with the ASX Clear (Futures) Operating Rules** that are relevant to the preparation and presentation of the Return.

BASIS OF PREPARATION AND RESTRICTION ON DISTRIBUTION AND USE

Without modifying our opinion, we draw attention to the basis of preparation of the Return. The Return has been **prepared in accordance with ASX Clear (Futures) Pty Limited Operating Rule 8.5(b)/OTC Rule 3.3(b)(ii)***.

This report has been prepared for the Participant in order to meet its obligations to lodge this report with ASX Clear (Futures) Pty Limited. We disclaim any assumption of responsibility for reliance on this report to any person other than the Participant and ASX Clear (Futures) Pty Limited or for any purpose other than that for which it was prepared.

Dated this day of

Audit Firm "Signature"

Name of Audit Firm

Address of Audit Firm

Partner's Signature

Name of Partner

If an auditor is not satisfied as to any matter a qualified audit opinion should be expressed.

Introduced 24/12/10 Amended 01/12/11, 01/07/13, 11/02/14

