

# PEXA GROUP LIMITED

## TECHNOLOGY AND OPERATIONS COMMITTEE CHARTER

### 1. OBJECTIVES

- 1.1 The Technology and Operations Committee (**Committee**) has been established as a Committee by the board of directors (**Board**) of PEXA Group Limited (the **Company**). This charter (**Charter**) sets out the roles, responsibilities and operation of the Committee in relation to PEXA Group Limited and its subsidiaries (**PEXA Group**), pursuant to the Company's Constitution.

### 2. PURPOSE

The purpose of the Committee is to assist the Board in the effective discharge of its responsibilities in relation to PEXA Group's technology and related matters.

### 3. MEMBERSHIP

- 3.1 The Committee will consist of three or more non executive directors of the Board, the Group Chief Executive Officer / Managing Director and Chief Technology Officer.
- 3.2 The majority of members of the Committee must be non-executive directors of the Company.

### 4. COMMITTEE SECRETARY

The Company Secretary of PEXA Group Limited or their nominee will act as the Committee Secretary and report directly to the Committee, through the Chair on all matters to do with the proper functioning of the Committee. All Committee members have direct access to the Committee Secretary and vice versa.

### 5. COMMITTEE MEETINGS

- 5.1 The Board will nominate a non-executive director to be the Committee Chair.
- 5.2 The Committee Chair's primary responsibilities are leading the Committee and overseeing the processes for the Committee fulfilling its responsibilities under this Charter. The Chair is also responsible for:
- a) chairing Committee meetings and facilitating open and effective discussions at Committee meetings;
  - b) maintaining communications with management and the Company Secretary in relation to the Committee's information requirements;
  - c) serving as the primary link between the Committee and the Board.
- 5.3 Following each meeting, the Committee Chair will report to the Board at the next Board meeting on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.
- 5.4 The Committee will meet as often as the Committee members consider it necessary to discharge its role effectively.

- 5.5 The Committee Chair (or Company Secretary on instruction by the Chair) will convene a meeting of the Committee at the request of any Committee member or the Board.
- 5.6 A quorum of the Committee will comprise two non-executive directors.
- 5.7 All members of the Board have a standing invitation to attend meetings of the Committee.
- 5.8 If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting.
- 5.9 Reasonable notice of meetings and an agenda of the business to be conducted will be given to each member of the Committee and any other person invited by the Committee to attend. Supporting papers must be sent to Committee members and to other attendees as appropriate, at the same time.
- 5.10 Meetings of the Committee may be held or participated in by using any form of technology, and decisions may be made by circular or written resolution.
- 5.11 The Committee Chair may invite management and/or external advisors to attend all or part of a meeting of the Committee.
- 5.12 Each member of the Committee will have one vote. The Committee Chair will not have a casting vote. Decisions of the Committee will be by simple majority. If there is a tied vote, the matter will be referred to the Board for resolution.
- 5.13 Outside scheduled meetings, the Committee Chair may meet as needed with key stakeholders in order to review matters relating to Committee functions as appropriate.

## **6. RESPONSIBILITIES**

The responsibilities of the Committee are:

### **6.1 Technology strategy**

- (a) Oversee PEXA Group's technology strategy, including:
- (i) Platform strategy (including unification, resilience, modernisation and API);
  - (ii) Data strategy (data governance, architecture, security and access);
  - (iii) Technical aspects of PEXA Group's cyber security strategy;
  - (iv) Receive reports from management on current and emerging technology trends and opportunities relevant to PEXA Group.
- (b) Review and make recommendations to the Board regarding PEXA Group's technology strategy.

### **6.2 Operating model**

- (a) Oversee the PEXA Group Technology operating model, including:
- (i) Workforce planning and talent attraction;
  - (ii) Management of technology partners (including outsourcing); and
  - (iii) Ways of working and engineering practices.

### 6.3 **Operations and continuous improvement**

- (a) Review technology delivery and performance (including workplace technology, Cloud and infrastructure and product delivery);
- (b) Review and make recommendations to the Board in relation to investments or expenditure in technology that exceed the Group CEO/MD's delegated authority; and
- (c) Oversee OPEX and CAPEX management in relation to technology.

### 6.4 **Technology risk**

- (a) Oversee and make recommendations to the Board regarding PEXA Group's strategies for mitigating and managing technology risks.

6.5 Any other matters that may be referred to it by the PEXA Group Board or another committee of the Board from time to time.

## 7. **ACCESS AND ADVISERS**

7.1 The Committee has unrestricted access to all staff and relevant records of the PEXA Group that it considers necessary to fulfil its obligations and has the right to seek explanations and additional information from management and auditors.

7.2 The Committee may (at PEXA Group's expense):

- (a) appoint external experts to assist the Committee in carrying out its responsibilities; and
- (b) invite those external experts to attend and provide inputs at Committee meetings.

Where the Committee appoints such external experts, management will provide the external experts with the information necessary to enable the expert to perform its role.

## 8. **REVIEW OF COMMITTEE AND COMMITTEE CHARTER**

8.1 The Committee shall review this Charter once every two years to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.

8.2 The Committee will regularly review the terms of the Charter. The Committee may recommend to the Board any changes to this Charter. Any amendments to this Charter must be approved by the Board.

### **Charter history**

Approved by the Board on 23 November 2023.