

# PEXA GROUP LIMITED

## TECHNOLOGY and OPERATIONS COMMITTEE CHARTER

### 1. OBJECTIVES

- 1.1 The Technology and Operations Committee (**Committee**) has been established as a Committee of 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, pursuant to the Company's Constitution.

### 2. PURPOSE

The role of the Committee is to assist the Board in the effective discharge of its responsibilities by providing oversight of the Group's digital transformation, data, technology, technology-related innovation and information strategies.

### 3. MEMBERSHIP

- 3.1 The Committee will consist of four members of the Board.
- 3.2 The majority of members must be independent, non-executive directors of PEXA Group Limited.
- 3.3 All Committee members must have experience with information technology or the implementation of information technology systems within organisations.

### 4. COMMITTEE SECRETARY

The Company Secretary of PEXA Group Limited, or such other person as they may nominate, 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 an independent, 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 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 The Committee Secretary will co-ordinate the timely completion and dispatch of the Committee agenda, minutes, and materials for each meeting. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved by the Committee Chair, the minutes shall be circulated to all directors or otherwise made available via the board portal.
- 5.14 Outside of scheduled meetings, the Committee Chair may meet as needed with key stakeholders in order to review matters relating to Committee functions as appropriate.
- 5.15 Other PEXA ELT may attend Committee meetings at the invitation of the Committee, as extended by the Committee Secretary.

## 6. **ROLE AND RESPONSIBILITIES**

The role of the Committee is to assist the PEXA Group Board to discharge their responsibilities related to:

- (a) PEXA Group’s technology and data strategies, operations, investments and projects.
- (b) PEXA Group’s management of technology and data risks.
- (c) In performing its role, the Committee’s responsibilities include the following matters (and any other matters that may be referred to it by the PEXA Group Board from time to time).

Focus Area	Responsibilities
Technology strategy	<ul style="list-style-type: none"><li>• Oversee the implementation of PEXA Group’s technology, data and cyber security strategies, including:<ul style="list-style-type: none"><li>– Receiving reports from management on performance</li><li>– against those strategies to ensure they remain fit for</li></ul></li></ul>

	<p>receiving reports from management on current and emerging technology trends, opportunities and risks relevant to the PEXA Group</p> <ul style="list-style-type: none"> <li>– Overseeing PEXA Group’s arrangements for data governance</li> <li>• Make recommendations to the PEXA Group Board on major technology investments or key technology programs</li> <li>• Make recommendations to the PEXA Group Board regarding the technology, data and cyber security strategies of PEXA Group.</li> </ul> <p><i>Note: The PEXA Group Board remain responsible for defining PEXA Group’s strategic technology and data objectives and for approving the strategies developed by management in support of those objectives.</i></p>
<p><b>Technology performance and assets</b></p>	<ul style="list-style-type: none"> <li>• Receive reports from management on the performance of PEXA Group’s technology systems, with a focus on those systems supporting licensed activities</li> <li>• Oversee PEXA Group’s arrangements for managing system risk associated with technology assets</li> <li>• If requested by the Audit and Risk Committee, consider and advise on technology, data and cyber-related matters related to significant operational incidents.</li> </ul> <p><i>Note: The review and oversight of PEXA Group’s response to significant operational incidents including those related to technology performance will be undertaken by the Audit and Risk Committee. In undertaking this responsibility, the Audit and Risk Committee may request the Technology Committee to consider and advise on technology, data and cyber-related matters.</i></p>
<p><b>Technology projects</b></p>	<p>Oversee PEXA Group’s technology project implementation, including:</p> <ul style="list-style-type: none"> <li>• Periodic review of the PEXA Delivery Framework and standards including the methodologies and processes used to implement technology, data and cyber projects</li> <li>• Receiving reports from management on the progress of, and oversee the implementation of: <ul style="list-style-type: none"> <li>– key programs that form part of PEXA Group’s technology, data and cyber security strategies including receiving reports from relevant executives on the effectiveness of program delivery, and the quality and performance of the technology delivered; and</li> <li>– specific aspects of other programs relating to technology that are referred to the Committee by a PEXA Group Board or Committee.</li> </ul> </li> <li>• Receiving reports from management on post-implementation reviews of key technology programs and overseeing the framework to support continuous improvement in PEXA’s technology delivery processes generally.</li> </ul>

<b>Cyber resilience and technology risks</b>	<ul style="list-style-type: none"> <li>• Oversee PEXA Group’s strategies for mitigating and managing technology, delivery and data risks</li> <li>• Receive reports from management on PEXA Group’s technology, delivery, data and cyber security risks</li> <li>• Make recommendations to the PEXA Group Board in relation to technology, delivery, data and cyber risk profiles and risk appetite of the PEXA Group</li> <li>• Make recommendations to the PEXA Group Board in relation to the approval of any outsourcing or service provision arrangement for a key business activity (critical service providers)</li> <li>• Receive reports from management on the performance of critical service providers and any other key technology providers.</li> </ul>
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**7. ACCESS AND ADVISERS**

7.1 The Committee has unrestricted access to all staff and relevant records of the PEXA Group 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) have those external experts 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 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 24 March 2025