



## LINK GROUP TECHNOLOGY AND INNOVATION COMMITTEE CHARTER

### **1. Objectives**

The Technology and Innovation Committee (**Committee**) has been established by the board of directors (**Board**) of Link Administration Holdings Limited (**Company**) pursuant to clause 17.12 of the Company's Constitution.

The purpose of the Committee is to assist the Board with:

- overseeing management's development and implementation of the Company's Technology and Innovation strategy, capability, architecture and execution;
- reviewing emerging technology innovations and trends for potential application within the Company; and
- monitoring the Company's information system and related data management risks, and the effectiveness of the associated controls.

### **2. Authority**

The Committee has authority to:

- conduct or authorise investigations into any matters within its responsibilities, as described in paragraph 5;
- seek external advice or assistance, at the expense of the Company, including the appointment of relevant consultants; and
- seek information and communicate directly with the Senior Executive Team, advisers, internal audit and the external auditor at any time.

The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

### **3. Membership**

The Committee will consist of at least three Non-Executive Directors (NED), appointed by the Board. At least one member will be an independent NED.

The Board will nominate the Chair of the Committee. The Committee Chair will be an independent NED who is not Chair of the Board.

### **4. Committee Meetings**

The Committee will meet as often as the Committee members deem necessary to discharge its role effectively, but not less than twice annually.

The Committee Chair will convene a meeting of the Committee if requested to do so by any Committee member or the Board.

A quorum of the Committee will be two members.

All members of the Board have a standing invitation to attend Committee meetings.

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.

Reasonable notice of meetings and the business to be conducted will be given to the members of Committee and any other person invited by the Committee to attend.

Meetings of the Committee may be held, or participated in, by conference call or similar means, and decisions may be made by written resolution.

Each member of the Committee will have one vote. The Committee Chair will not have a casting vote. If there is a tied vote, the matter will be referred to the Board for resolution.

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.

The Company Secretary will coordinate the timely completion and dispatch of the Committee agenda, minutes and materials for each meeting. The minutes and each Committee meeting will, following preliminary approval by the Committee Chair, be circulated to the Directors.

## **5. Responsibilities**

The responsibilities of the Committee are to:

- review and recommend to the Board the approval of:
  - the Company's Technology and Innovation strategy; and
  - major new technology projects and investments; and management's strategies for sourcing of material technology suppliers;
- oversee management's development and implementation of the Company's Technology and Innovation strategy and its alignment with the Company's overall strategy and objectives;
- review key external technology changes, innovations and trends and the potential to adopt them within the Company, including advising the Company through industry meetings with experts and education visits to key technology partners, industries and regions;
- monitor and review, in conjunction with the Risk and Audit Committee as appropriate, the:
  - effectiveness of the Company's Information Security Management System, including related policies;
  - post implementation results of all key technology projects, including the achievement of expected benefits and returns on investment;
  - the integration of IT operations and technology within the broader organisation, including strategies to minimise residual integration risk and maximise transparency across the organisation;
  - effectiveness of incident response plans as they relate to technology and cyber security risks, including disaster recovery plans and regular testing;
  - the delivery of technology services to the Company, including performance outcomes for quality, stability and reliability and (where reliable information and metrics are available) the Company's performance relative to its Australian and global peers; and
  - technology governance framework for third party suppliers;

- advise the Risk and Audit Committee on matters of technology, systems, data and intellectual property risk and security; and
- any other Technology and Innovation-related matters that the Board or Committee requests.

#### **6. Review of the Committee and Committee Charter**

The Committee will review annually:

- its activities and its performance (including as part of the annual Board evaluation process), and report to the Board on the outcome of the review; and
- this Charter. The Committee may recommend to the Board any changes to this Charter. Any amendments to this Charter must be approved by the Board.

#### **History:**

**Adopted: September 2015**

**Amended: March 2018**