



TECHNOLOGY AND INNOVATION COMMITTEE CHARTER

Link Administration Holdings Limited ("Company")

ABN 27 120 964 098

1. Objectives

The Technology and Innovation Committee ("**Committee**") has been established by the board of directors ("**Board**") of the Company in accordance with clause 17.12 of the Company's Constitution.

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

- reviewing emerging technology innovations and trends for the potential application within the Company;
- fulfilling its governance and oversight accountabilities, having regard to the Company's IT operations and technology strategy ("**Technology Strategy**") as well as by considering information system and related data management risks and controls; and
- monitoring and, where appropriate, approving the Technology Strategy of the Company and its related bodies corporate.

2. Authority

The Committee has authority to:

- conduct or authorise investigations into any matters within its purpose;
- 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 Company's senior management, advisers, internal auditor (if appointed) and 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

Members of the Committee shall comprise non-executive directors appointed by the Board.

The number of members of the Committee shall be a minimum of three non-executive directors, at least one of whom is an independent director.

The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be an independent non-executive director 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.

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

A quorum of the Committee will comprise two members.

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

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 shall 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 circular or 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 motion 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 shall co-ordinate 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 Directors.

5. Responsibilities

The Committee is responsible for reviewing and, where appropriate, approving the Company's Technology Strategy and overseeing its implementation.

The Committee will assist the Board by:

- reviewing key technology changes, innovations and trends in the marketplace and their potential for application within the Company, including advising the Company through industry meetings with experts and education visits to key technology partners, industries and regions;
- reviewing and recommending to the Board management strategies relating to the Company's Technology Strategy and their alignment with the Company's overall strategy and objectives;
- reviewing and monitoring management's strategies and innovation framework for developing or implementing new technologies and systems;
- advising the Board in relation to the Company's IT operations for the purpose of enhancing the Board's understanding of the use of technology as an enabler and a risk for the Company;
- reviewing and recommending to the Board major new technology projects and investments;
- monitoring and reviewing the post implementation results of all key technology projects, including the achievement of expected benefits and return on investment;

- reviewing and recommending to the Board management's strategies for sourcing of major technology suppliers and monitoring the technology governance framework for third party suppliers;
- reviewing, monitoring and advising on the effectiveness of the ISMS Information Security Risk Management Policy and Procedure;
- advising the Risk and Audit Committee on matters of technology, systems, data and intellectual property risk and security;
- improving the efficiency of the Board by taking responsibility for "technology" tasks delegated to the Committee where such tasks should be discussed in depth;
- reviewing and reporting to the Board on the effectiveness of incident response plans as they relate to technology risks and cyber security risks, including disaster recovery plans and ensuring the regular testing and reporting to the Board on the results of 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 offshore peers;
- the integration of IT operations and technology within the broader organisation, including strategies to minimise residual integration risk and maximise transparency across the organisation; and
- such other matters relating to the Company's Technology Strategy as the Committee may require from time to time.

6. Review of the Committee and Committee Charter

The Committee will review annually its activities and the manner in which it has carried out its responsibilities, and report to the Board on the outcome of the review.

The Committee will review annually the terms of 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.

September 2015