



LINK GROUP TECHNOLOGY AND OPERATIONS COMMITTEE CHARTER

1. Objectives

The Technology and Operations Committee (**Committee**) has been established by the board of directors (**Board**) of Link Administration Holdings Limited (**Link Group or the 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 strategy, capability, architecture and execution;
- overseeing management's program to drive to operational excellence and to deliver operational efficiencies;
- reviewing emerging innovations in operational methods and technology 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;
- refer matters to other Committees of the Board or the Board for review;
- 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 Management, 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.

There is no prescribed term for membership of the Committee.

4. Committee Meetings

Frequency

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.

Quorum

A quorum of the Committee will be two members.

Attendance

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 using technology and decisions may be made by written resolution.

Members of Management and/or external advisors may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

Voting

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.

Role of Committee Chair

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.

Outside scheduled meetings, the Committee Chair will meet as needed with key stakeholders (including the Managing Director, the Chief Technology & Operations Officer, other members of the Executive Leadership Team and senior management) in order to review matters relating to Committee functions as appropriate.

Papers and Minutes

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.

The minutes of the meeting will be approved by the Committee no later than one month after the meeting is held.

5. Responsibilities

The responsibilities of the Committee are to:

- review and recommend to the Board the approval of:
 - the Company's Technology and Operations strategy; and
 - major new technology projects and investments; and
 - management's strategies for operational efficiency, including sourcing of relevant material suppliers;
- oversee management's development and implementation of the Company's Technology strategy and its alignment with the Company's overall strategy and objectives, including monitoring progress of major technology and operational change projects;
- 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 the development and implementation of operational efficiency programs;
- 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 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, operational 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 (including information security) governance framework for third party suppliers;
- advise the Risk and Audit Committee on matters of technology, systems, data and intellectual property risk and security, including monitoring effectiveness and associated controls; and
- any other Technology and Operations-related matters that the Board or Committee requests.

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 review by the Committee may form part of an overall Board/Committee assessment conducted by the Board Nominations Committee as may be appropriate from time to time.

The Committee will review annually 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.

History:

Adopted: September 2015

Amended: March 2018

Amended: 16 July 2019