

# Technology Committee Charter

NetLinkz Limited ACN 141 509 426

## 1. Introduction

- 1.1 If the Board considers that it will be of benefit to the Company, the Board may elect to establish a technology committee of the board of directors of NetLinkz Limited ACN 141 509 426 (**Company** and, together with its controlled entities, the **Group**) in accordance with this charter (**Technology Committee**).
- 1.2 This charter sets out the scope of the Technology Committee's responsibilities in relation to the Company and the Group (which are referred to interchangeably hereinafter).

## 2. Objective

The objective of the Technology Committee is to:

- (a) oversee the development and implementation of the Company's technology strategy;
- (b) oversee the commercialisation of the Company's technology products;
- (c) monitor and evaluate existing and future technology and digital business trends and risks which are relevant to the Company, including overall industry trends and risks.

## 3. Technology Committee composition

- 3.1 The Board will endeavour that the Technology Committee comprises:
  - (a) at least three directors; and
  - (b) includes the Chief Executive Officer.
- 3.2 The Technology Committee will appoint its chairperson. Where possible, the Committee should endeavour to appoint a chairperson that has relevant technology experience.
- 3.3 The Technology Committee will appoint the company secretary of the Company as its secretary.

## 4. Responsibilities

The responsibilities of the Technology Committee are:

- (a) periodically reviewing and making recommendations to the Board in respect of the Company's technology strategies, and ensuring their alignment with the overall Group strategy;
- (b) reviewing and recommending to the Board resource allocation and development priorities in respect of the Company's proprietary technology products;
- (c) reviewing and monitoring the Company's return on investment on technology development expenditure;
- (d) reviewing and recommending to the Board potential technology investments and other opportunities which may benefit the Company, including assessment of any risks associated with such opportunities;
- (e) monitoring technology, intellectual property, cyber security and digital business risks generally which apply to the Company, and referring any material risks to the Audit and Risk Committee;
- (f) overseeing technology operations generally, including undertaking critical performance reviews of key vendors and suppliers, monitoring dependency on key suppliers;

- (g) implementing systems to monitor the performance of the Company's technology in support of overall business strategy to ensure the growth of the business; and
- (h) any other responsibilities as determined by the Technology Committee or the Board from time to time,

and reporting to the Board in respect of these matters, as and when appropriate or requested by the Board.

## **5. Technology Committee meetings**

- 5.1 The Technology Committee will meet as often as it considers necessary and, unless agreed otherwise by the Board, as a minimum not less than twice a year so as to enable the Technology Committee to undertake its role effectively.
- 5.2 The quorum for a Technology Committee meeting is two Technology Committee members.
- 5.3 Technology Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 5.4 The Technology Committee may invite anyone it considers appropriate to attend Technology Committee meetings.

## **6. Minutes of Technology Committee meetings**

- 6.1 The Technology Committee must keep minutes of its meetings.
- 6.2 Minutes must be distributed to all Technology Committee members, after the Technology Committee chairperson has approved them, except if there is a conflict of interest.
- 6.3 The agenda and supporting papers are available to all directors upon request to the Technology Committee secretary, except if there is a conflict of interest.

## **7. Access to information and independent advice**

- 7.1 The Technology Committee may seek any information that it considers necessary to fulfil its responsibilities.
- 7.2 The Technology Committee has access to management to seek explanations and information from management, at the Company's cost.
- 7.3 The Technology Committee may seek professional or expert advice from appropriate external advisers if it considers necessary, at the Company's cost.

## **8. Charter review, changes and publication**

- 8.1 The Technology Committee will review this charter annually or as often as it considers necessary.
- 8.2 The Board may change this charter from time to time by resolution.
- 8.3 This charter is available on the Company's website.

## **9. Approved and adopted**

This charter was approved and adopted by the Board on 25 August 2020.