



Technology Committee Charter

Introduction

1. The Technology Committee (the **Committee**) has been established as a committee by the boards of directors of the following entities (together, the **ASX Group Boards**):
 - a) ASX Limited
 - b) ASX Clear Pty Limited
 - c) ASX Clear (Futures) Pty Limited
 - d) ASX Clearing Corporation Limited
 - e) ASX Settlement Pty Limited
 - f) Austraclear Limited
 - g) ASX Settlement Corporation Limited.
2. This Charter sets out the role, responsibilities, composition and operation of the Committee.

Role and responsibilities

3. The role of the Committee is to assist the ASX Group Boards to discharge their responsibilities, including oversight and governance of:
 - a) the ASX Group's technology and data strategies, operations, investments, projects and programs
 - b) the ASX Group's management of technology and data risks, including cyber security risks
 by providing a forum for focused discussion and supervision of matters, issues and risks related to the above.
4. In performing its role, the Committee's responsibilities include the following matters (and any other matters that may be referred to it by an ASX Group Board or other Board Committees from time to time):

Focus area		Responsibilities	
a)	Technology and cyber security strategy	(i)	make recommendations to the ASX Group Boards regarding the technology, data and cyber security strategies of the ASX Group
		(ii)	oversee the implementation of the ASX Group's technology, data and cyber security strategies, including:
		(iii)	receiving reports from management on performance against those strategies to ensure they remain fit for purpose
		(iv)	receiving reports from management on current and emerging technology trends, opportunities and risks relevant to the ASX Group
		(v)	overseeing the ASX Group's arrangements for data governance.
Note: The ASX Group Boards remain responsible for defining the ASX Group's strategic technology and data objectives and for approving the strategies developed by management in support of those objectives.			
b)	Technology performance and assets	(i)	receive reports from management on the performance of the ASX Group's technology systems, with a focus on those systems supporting licensed activities
		(ii)	oversee the ASX Group's arrangements for managing system risk associated with technology assets.
c)	Technology projects and programs	oversee the ASX Group's technology project and programs, implementation and governance, including:	
		(i)	reviewing and making recommendations to the ASX Group Boards on major technology investments and key technology projects and programs proposed by management
		(ii)	conducting periodic review of the ASX Delivery Framework and standards including the methodologies and processes used to implement technology, data and cyber projects

		(iii)	overseeing the key deliverables, scheduling and implementation of key projects and programs that form part of the ASX Group's technology, data and cyber security strategies and other key technology projects and programs, including receiving reports from management on the progress and the effectiveness of project and program delivery, and the quality and performance of the technology delivered
		(iv)	receiving reports from management on post-implementation reviews of key technology projects and programs and overseeing the framework to support continuous improvement in ASX's technology delivery processes generally.
d)	Cyber resilience and technology risks	(i)	oversee and review annually the adequacy of the strategy for identifying, mitigating and managing the ASX Group's cyber risks
		(ii)	oversee the effectiveness of the ASX Group's cyber resilience risk control systems
		(iii)	oversee the ASX Group's strategies for mitigating and managing technology, delivery and data risks
		(iv)	receive reports from management on the ASX Group's technology, delivery, data and cyber security risks and trends, and the cyber security threat landscape
		(v)	receive reports from management on the performance of technology-related critical third party arrangements (including outsourcing or service provision arrangements) which may impact the ASX Group's operations or services, including markets, ASX CS facilities or its benchmark administrator licenses
		(vi)	make recommendations to the ASX Group Boards in relation to any technology-related critical third party arrangements.
e)	Data risk	(i)	oversee the implementation of the ASX Group's data strategies, including overseeing the ASX Group's arrangements for data governance
		(ii)	oversee the ASX Group's data-related project and programs, implementation and governance, including: <ul style="list-style-type: none"> (A) conducting periodic review of the methodologies and processes used to implement data projects (B) overseeing the key deliverables, scheduling and implementation of key projects and programs that form part of the ASX Group's data strategies
		(iii)	oversee the ASX Group's strategies for mitigating and managing data risks
		(iv)	receive reports from management on the ASX Group's data risks and trends.
f)	Core systems for clearing and settlement	(v)	review and oversee management actions, and make relevant recommendations to the Board and the CS Boards, in relation to material changes to core systems and associated external assurance reports for them, including as required under any ASIC CS Services Rules that have come into effect.
g)	Performance, and remuneration arrangements	(i)	provide input to the People and Culture Committee in respect of relevant matters that may be considered in assessing the performance, accountabilities and remuneration outcomes for the relevant persons as set out in the Charter of that Committee, including: <ul style="list-style-type: none"> (A) the Chief Information Officer (B) the Chief Operating Officer.

5. The Committee will **approve** any policies, procedures and other documents or matters that the Board or the CS Boards may delegate to it from time to time.

6. In discharging its responsibilities, the Committee may:
- a) consider and advise the ASX Group Boards or another Board Committee on technology, data and cyber-related matters related to significant operational incidents
- Note:** The review and overall oversight of the ASX Group's response to significant operational incidents including those related to technology performance will be undertaken by the Risk Committee. In undertaking this responsibility, the Risk Committee may request the Technology Committee to consider and advise on technology, data and cyber-related matters*
- b) make recommendations to the ASX Group Boards in relation to technology, delivery, data and cyber risk profiles and risk appetite of the ASX Group.
7. The Committee also assists the ASX Group Boards to review and oversee the arrangements in place to achieve compliance by the ASX Group's market licensees and CS facility licensees with their statutory obligations as licence holders, in relation to the technological resources and human resources (with respect to technology) for operating the ASX Group's licensed markets and ASX CS facilities.

Committee composition

8. The members of the Committee are appointed by the Board of ASX Limited, in consultation with the Nomination Committee and the boards of CS subsidiaries ("CS Boards")¹.
9. The Committee will consist of at least five members. All members are to be independent non-executive directors of an ASX Group Board, and at least one of whom must be a non-ASX director of the CS Boards.
10. The majority of members must be non-executive directors of ASX Limited.
11. To assist with the flow of relevant information between Board Committees:
- a) the Chair of the Risk Committee will be a member of the Committee
 - b) the Committee Chair will be a member of the Risk Committee.
12. Each member must have experience with information technology or the implementation of information technology systems within organisations.

Committee Chair

13. The Committee Chair is appointed by the Board of ASX Limited, in consultation with the Nomination Committee and the CS Boards.
14. The Committee Chair must be an independent non-executive director of ASX Limited with relevant knowledge of, and experience in, overseeing or managing technology systems and projects and cyber security.
15. 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 Boards and other Board Committees.

¹ The CS Subsidiaries are ASX Clearing Corporation Limited, ASX Settlement Corporation Limited, ASX Clear Pty Limited, ASX Clear (Futures) Pty Limited, ASX Settlement Pty Limited and Austraclear Limited.

Committee Secretary

16. The Company Secretary of ASX Limited, or such other person as they may nominate, will act as the Committee Secretary.
17. The Committee Secretary reports directly to the Committee, through the Committee Chair, on all matters to do with the proper functioning of the Committee.
18. All Committee members have direct access to the Committee Secretary and vice versa.

Committee meetings

Frequency and conduct

19. The Committee will meet at least four times each year or more frequently if necessary to fulfil its responsibilities.
20. Any member of the Committee may convene a meeting of the Committee at any time.
21. Notice will be given to every member of the Committee of every meeting of the Committee, and best endeavours will be used to ensure that a reasonable period of notice is given before each meeting. However, circumstances may arise that would require a meeting of the Committee to be called at short notice. Acknowledgment of receipt of notice by all members is not required before the meeting may be validly held.
22. Each ASX Group Board director shall have access to Committee papers. However, non-member directors are not required or expected to review Committee papers.

Quorum

23. A quorum shall be two members (with at least one ASX Limited director and one non-ASX Limited director of the CS Boards present) – or any greater number determined by the ASX Board.

Attendance

24. Non-executive directors of the ASX Group Boards who are not Committee members may attend Committee meetings but are not required or expected to do so.
25. Any person may be invited to attend Committee meetings at the invitation of the Committee, as extended by the Committee Secretary.
26. The following persons shall have a standing invitation to attend Committee meetings:
 - a) Managing Director and CEO
 - b) Chief Financial Officer
 - c) Chief Information Officer
 - d) Chief Operating Officer
 - e) Chief Risk Officer
 - f) Group General Counsel and Company Secretary
 - g) General Manager, Internal Audit.
27. The Committee may extend a standing invitation to any other person to attend Committee meetings.
28. The Committee may request that any person who has been invited to attend a Committee meeting who is not a member of the Committee to withdraw for any part of a meeting.

Written resolutions

29. The Committee may pass a resolution without a Committee meeting being held if a majority of at least three quarters of the Committee members sign (including electronically) a document containing a statement that they

are in favour of the resolution set out in the document, and the directors who assent to the document would have constituted a quorum at a meeting of directors held to consider that resolution.

Access and advisers

30. The Committee has unrestricted access to all staff and relevant records of the ASX Group it considers necessary to fulfil its obligations and has the right to seek explanations and additional information from management and auditors.
31. The Committee may (at ASX's expense):
 - a) appoint external experts to assist the Committee in carrying out its responsibilities
 - b) invite those external experts to attend and provide inputs at Committee meetings.
32. Where the Committee appoints such external experts, management will provide the external experts with any information necessary to enable the external experts to perform their role.

Reporting and referral of matters

33. The Committee Chair will update the ASX Group Boards about Committee activities. The reports will be provided at the next meeting of the Boards and may be verbal.
34. The Committee will refer to the ASX Group Boards or other Board Committees (as appropriate) any matters that have come to the Committee's attention that are relevant for those Boards or Board Committees.
35. Committee meeting minutes will be provided to the ASX Group Boards for noting.

Committee Charter review

36. 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.
37. Amendments to the Charter are to be approved by the ASX Group Boards, except for updates for ASX branding, formatting, position titles, capitalisation, paragraph numbering, dates, and correction of typographical, grammatical, cross-referencing or other minor errors, which may be approved by the Company Secretary.

Charter last reviewed: 21 May 2025

Charter last approved or amended: 3 June 2025