



Technology Committee Charter

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Introduction

1. The Technology Committee (**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 of the Committee

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; and
 - 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 Committee from time to time):

Focus Area	Responsibilities
Technology strategy	<p>Oversee the implementation of the ASX Group’s technology, data and cyber security strategies, including:</p> <ul style="list-style-type: none"> • receiving reports from management on performance against those strategies to ensure they remain fit for purpose; • receiving reports from management on current and emerging technology trends, opportunities and risks relevant to the ASX Group; and • overseeing the ASX Group’s arrangements for data governance. <p><i>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. See paragraph 5 below.</i></p>
Technology performance and assets	<ul style="list-style-type: none"> • Receive reports from management on the performance of the ASX Group’s technology systems, with a focus on those systems supporting licensed activities. • Oversee the ASX Group’s arrangements for managing system risk associated with technology assets.
Technology projects and programs	<p>Oversee the ASX Group’s technology project and programs, implementation and governance, including:</p> <ul style="list-style-type: none"> • reviewing key technology projects and programs proposed by management; • conducting periodic review of the ASX Delivery Framework and standards including the methodologies and processes used to implement technology, data and cyber projects; • overseeing the 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; and • 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.

Focus Area	Responsibilities
Cyber resilience and technology risks	<ul style="list-style-type: none"> • Oversee and review annually the adequacy of the strategy for identifying, mitigating and managing the ASX Group’s cyber risks. • Oversee the effectiveness of the ASX Group’s cyber resilience risk control systems. • Oversee the ASX Group’s strategies for mitigating and managing technology, delivery and data risks. • Receive reports from management on the ASX Group’s technology, delivery, data and cyber security risks. • Receive reports from management on the performance of critical third party arrangements which impact on ASX’s markets, ASX CS facilities or its benchmark administrator licenses.

5. In discharging its responsibilities, the Committee may:
- a) make recommendations to the ASX Group Boards on major technology investments and key technology projects and programs;
 - b) make recommendations to the ASX Group Boards regarding the technology, data and cyber security strategies of the ASX Group;
 - c) if requested by the Audit and Risk Committee, the Board or another Board Committee, consider and advise on technology, data and cyber-related matters related to significant operational incidents;

***Note:** The review and oversight of the ASX Group’s response to significant operational incidents including those related to technology performance will be undertaken by the Audit and Risk Committee. In undertaking this responsibility, the Audit and Risk Committee may request the Technology Committee to consider and advise on technology, data and cyber-related matters.*
 - d) make recommendations to the ASX Group Boards in relation to technology, delivery, data and cyber risk profiles and risk appetite of the ASX Group;
 - e) make recommendations to one or more of the ASX Group Boards in relation to any critical third party arrangement which impacts ASX’s markets, ASX CS facilities or its benchmark licences, including the approval of any outsourcing or service provision arrangement for a critical service provider; and
 - f) receive and consider reports from management on the progress of, and oversee the implementation of, any technology related projects and programs (including specific aspects of a project or program) that are referred to the Committee by an ASX Group Board or another Committee.
6. 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

7. 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.
8. The Committee will consist of at least five members all of whom are 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.
9. The majority of members must be non-executive directors of ASX Limited.
10. Each member must have experience with information technology or the implementation of information technology systems within organisations.

Committee Chair

11. The Committee Chair is appointed by the Board of ASX Limited, in consultation with the Nomination Committee and the CS Boards.
12. The Committee Chair must be an independent non-executive director of ASX Limited.
13. 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 Board.

Committee Secretary

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

Committee meetings

Frequency and conduct

15. The Committee will meet at least four times each year or more frequently if necessary to fulfil its responsibilities.

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.

16. Each ASX Group Board director shall have access to Committee papers and may attend Committee meetings as an observer. However, non-member directors are not required or expected to review Committee papers or to attend Committee meetings.

Quorum

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

Attendance

18. The following persons shall have a standing invitation to attend Committee meetings subject to the Committee's discretion to ask a person to withdraw from all or part of a meeting:
 - a) Managing Director and CEO
 - b) Chief Information Officer
 - c) Chief Operating Officer
 - d) Chief Risk Officer
 - e) Group General Counsel and Company Secretary.

Other ASX executives may attend Committee meetings at the invitation of the Committee, as extended by the Committee Secretary.

Access and advisers

19. 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.
20. The Committee may (at ASX's expense):
 - a) appoint external experts to assist the Committee in carrying out its responsibilities; and
 - b) invite those external experts to attend and provide inputs at Committee meetings.

Where the Committee appoints such external experts, management will provide the external experts with the information necessary to enable the expert to perform its role.

Reporting

21. The Committee Chair will update the ASX Group Boards about Committee activities at the next meeting through a written paper and/or verbal report.
22. The Committee will refer or recommend to the ASX Group Boards or another Board Committee (as appropriate) any matters that have come to the Committee's attention that

are relevant for the ASX Group Boards or respective Board Committee.

23. Committee meeting minutes will be provided to the ASX Group Boards for noting.

Committee charter review

24. 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.
25. Amendments to the Charter, other than updates for ASX branding or position titles, are to be approved by the ASX Group Boards.

[Approval date](#)

Charter approved: 24 May 2024