
Technology and Innovation Committee Charter

**As adopted by the Board of Count Limited
(ACN 126 990 832)**

1. Purpose

- 1.1 The purpose of the Technology and Innovation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Count Limited (the "**Company**") is to assist the Board with the effective oversight and strategic review of digital transformation, data, technology, technology innovation and process improvement and to effectively manage the risk inherent in technology.

2. Role of the Committee

The role of the Committee is to:-

- 2.1 provide a forum for the Committee members to question and explore relevant matters pertaining to the purpose of the Committee as set out in item 1.1 of this Charter in more depth than potentially available at Board meetings and provide a forum for discussion about managing the business in new and innovative ways;
- 2.2 monitor and provide guidance to Management, on matters relating to the Company's digital transformation, technology and technology related innovation strategies including delivering technology at an appropriate pace, fit for purpose and aligned to the group's business strategy.
- 2.3 monitor and provide guidance to Management on matters relating to the customer experience when utilising the Company's customer interfacing technology and the utilisation of customer experience innovations to facilitate customer satisfaction with the services provided by the Company's subsidiaries and associates;
- 2.4 review significant emerging technology and digitisation issues and trends that may affect the Company and receive regular updates on emerging technology and digital and data trends that may affect the Company;
- 2.5 monitor the development of any key programmes that form part of the Company's digital transformation, technology and innovation strategies;
- 2.6 review and recommend to the Board major new technology adoption and investments, including support and interaction with the Acquisition Committee in respect to the assessment and acquisition of technology based investments and technology based businesses;
- 2.7 review the health and relevance of the Company's technology resources to ensure secure, stable, fit for purpose and reliable services. This will include service performance, simplification of technology architecture, technology investments, oversight of selection and changes to supplies for key technology services, performance of suppliers and partners, effectiveness of data governance, effectiveness of the Company's management and control mechanism in relation to information and cyber security risks, planning for lifecycle management of key technology assets and referring key technology and innovation risks to the Audit and Risk Committee (ARC) andr the Chief Risk Officer;

- 2.8 assist the ARC and the Board by identifying, analysing and advising the ARC on particular risks relating to technology, digital transformation and technology related innovation strategies and with particular reference to the Company's technology programme including risks relating to data storage and security, risks relating to the security of IT systems generally and risks of business disruption caused by IT systems failure;
- 2.9 monitor and review post-implementation reviews of all material technology and digital projects and assess whether value has been added; and
- 2.10 receive updates on regulatory developments in relation to material technology and digital projects.

3. Membership and Term

- 3.1 The Committee shall comprise at least 3 members of non-executive and or executive directors – a majority of whom must be non-executive directors.
- 3.2 Appointment to the Committee will be for a minimum 1 year or as determined by the Board.
- 3.3 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.

4. Chair of Committee

- 4.1 The Chair of the Committee will be a non-Executive Director. Should the Chair be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other non-Executive Director members of the Committee to Chair that particular meeting.

5. Interim Committee Member

- 5.1 Any member of the Committee may abstain from voting on any issue or matter in which he or she has, or may have, a conflict of interest.
- 5.2 In the event that a Committee member absents themselves from the meeting and/or abstains from voting due to a conflict of interest, the Board or the Committee members who are not so conflicted, may appoint an interim member of the Committee for purposes of considering and/or approving any investment, acquisition or divestiture transaction and such interim Committee member is to serve only for such purpose.

6. Removal of Committee Members

- 6.1 The entire Committee or any individual Committee member may be removed with or without cause by the affirmative vote of a majority of the Board.

7. Attendance at Meetings

- 7.1 Other Company executives and advisers, as the Chair thinks fit, may be invited to attend Committee meetings.

8. Committee Meetings

- 8.1 The Committee shall meet as required to review and approve certain matters proposed by the Company's Management with a minimum of two meetings per year.
- 8.2 A quorum shall be two members, or any greater number determined by the Committee from time to time.
- 8.3 The Committee may call such additional meetings as the Chair of the Committee decides are necessary for the Committee to fulfil its duties.
- 8.4 Minutes shall be kept of each meeting of the Committee.

9. Authority

- 9.1 The Committee will have and may exercise the power and authority to review investments, acquisitions and divestitures by the Company where those investments, acquisitions and divestitures relate to interests involving technology or technology capabilities.
- 9.2 In carrying out its authority, the Committee:
- (a) shall have all such other rights and powers as may lawfully be delegated by the Board; and
 - (b) may exercise such rights and powers, and perform such activities, consistent with this Charter, as the Committee or the Board deems necessary or appropriate.

10. Secretary

- 10.1 The Company Secretary shall act as Secretary of the Committee and shall attend meetings of the Committee, as required.

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