Technology Committee Charter

Latitude Group Holdings Limited (the "Company")

ACN: 604 747 391

Approved by the Board on 21st May 2025

Technology Committee Charter

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1. Purpose and authority

The purpose of the Technology Committee ("Committee") is a committee of the board of directors of the Company ("Board") established in accordance with the Company's constitution. It has the authority delegated to it by the Board, and power to undertake the roles and exercise the responsibilities, as set out in this Charter and under any separate resolutions of the Board from time to time.

The Committee's role is to report to the Board and provide appropriate advice and recommendations on matters relevant to the Charter of the Committee in order to facilitate decision making by the Board.

The Committee is accountable to the Board for its performance. The Committee and the functions it performs do not diminish the ultimate responsibility of the Board.

2. Duties

The purpose of the Committee is to assist the Board to fulfil its corporate governance and oversight responsibilities relating to Latitude's roadmap for using technology to achieve strategic objectives.

Specifically, the Committee will assist the Board by:

(a)   Reviewing Technology Strategy and its alignment with Latitude's Corporate Strategy.

(b)   Reviewing management's plans for new architectures, operating models, innovations, data strategies, and technologies that enhance staff and customer experiences, products, and services.

(c)   Monitoring delivery progress against divisional technology roadmaps and strategic technology projects.

(d)   Reviewing the technology implications of investments for Board approval.

(e)   Reviewing management's strategies regarding sourcing/governance of third-party suppliers.

(f)   Reviewing the effectiveness of security measures, and strategies, to manage internal and external threats to technology, information, people and operations.

(g)   Reviewing implications of key technology risks and associated treatment plans.

(h)   Reviewing and approving Technology policies and standards.

(i)   Increasing awareness of key technology innovations and providing advice to the board on implications associated with Latitude's business strategy.

The Committee will also seek to co-ordinate its activities with the Audit Committee, Risk Committee, and the Remuneration and People Committee, as appropriate.

3.   Membership
3.1.   Composition and size

The Committee will consist of:

    (a)   Only non-executive directors;
    (b)   A majority of independent directors; and
    (c)   At least 3 members.

The Company will disclose the relevant qualifications and experience of the members of the Committee.

Membership is reviewed periodically and re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board. Members may withdraw from membership by written notification to the Board.

Each Committee member may appoint a person to act as an Alternate. Each Alternate has all the powers and duties of the Committee member when acting as an Alternate, including the right to attend Committee meetings but excluding the power to appoint an Alternate.

The Chair of the Committee must be an independent non-executive director who is not the Chair of the Board.

The Chair of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chair is not present within 30 minutes of the nominated starting time of the meeting, the Committee may elect a Chair for the meeting.

The Chair of the Committee must liaise with the chairman of the Board's other committees on an ongoing basis to ensure that material matters are properly considered by the appropriate committee or committees.

3.3.   expertise

The Committee is intended to be structured so that between them, the members of the Committee should have a sufficient understanding of the industry and the digital and technology environment in which the Company operates, to be able to discharge the Committee's duties effectively.

3.4.   Skills

If the Committee Chair approves, a Committee member may attend seminars or training related to the functions and responsibilities of the Committee at the Company's expense.

3.5.   Commitment of Committee members

Committee members should devote the necessary time and attention for the Committee to carry out its responsibilities.

3.6.   Secretary

The Company Secretary is the Secretary of the Committee.

4.   Committee meetings and processes
4.1.   Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

The Board will disclose the number of times the Committee met throughout each financial year and the individual attendance of each Committee member at those meetings.

4.2. Frequency and calling of meetings

The Committee will meet (in-person or virtually) as frequently as required to undertake its role effectively. The Chair must call a meeting of the Committee if requested by any member of the Committee, the internal or external auditor or the Chairman of the Board provided that each member (and each of their Alternates) is given at least 7 days prior notice of any Committee meeting (unless a member who receives less than 7 days prior notice consents to waive the notice).

4.3. Quorum

Two directors constitute a quorum for meetings of the Committee.

4.4. Attendance by management and advisors

Unless otherwise directed by the board, the Chief Executive Officer, Chief Operating Officer and Company Secretary will have a standing invitation to the Committee.

The Committee Chair may also invite directors who are not members of the Committee, other senior managers and external advisors to attend all or part of a meeting of the Committee.

4.5. Notice, agenda and material

The Chair of the Committee determines the meeting agenda after appropriate consultation.

The Secretary will distribute the notice of meeting, the agenda of items to be discussed and related and relevant material to all Committee members and other attendees before each proposed meeting of the Committee, as it becomes available.

4.6. Access to information and advisors

The Committee has the authority to:

(a) Require management or others to attend meetings and to provide any information or advice that the Committee requires;
(b) Access the Company's documents and records;
(c) Obtain advice and input from (to the extent the Committee deems necessary and appropriate) independent technology experts, legal, accounting or other advisors without seeking approval of the Board or management; and
(d) Access and interview management and internal and external auditors (with or without management present).

The Chair of the Committee is entitled to receive all reports between the internal auditor and management and the external auditor and management.

4.7. Minutes, reporting and assurances

The Secretary will keep minute books to record the proceedings and resolutions of Committee meetings.

The Chair of the Committee, or their delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting.

The Committee will refer to the Board Risk Committee any matters that have come to the attention of the Committee that are relevant for the Board Risk Committee.

If required, the Committee will provide relevant periodical assurances to the Board Risk Committee addressing risk appetite and framework, technology controls self-assessments and evaluations of performance and effectiveness.

5. Committee Responsibilities

To facilitate the Board's oversight and approval of Latitude's Corporate Strategy that embeds digitisation and technology strategy, the Committee shall perform the following responsibilities, by reviewing the following topics with management (or external organisations as required):

5.1. Technology enablement of customer experiences, products and services

a) Strategies for Latitude to transition from its current technology platforms to the required technology platforms to support execution of the corporate strategy including management's plans for developing new architectures, data strategies and key technologies that enable customer experiences, products and services;

b) Increasing awareness of key digital and technology innovations and providing advice to the board on implications associated with Latitude's business strategy.

c) Latitude's plans for developing and implementing technology related innovations into new products and services including adoption and use of AI technology.

d) Reviewing the technology implications of investments that are presented to the board for approval.

5.2. Technology capability, culture and operating model

(a) Supporting Latitude's Technology Centre of Excellence (COE) comprising the Technology Leadership Team, Communities of Practice, and technology working groups.

(b) Technology Capability and Culture strategies and roadmaps for identifying, acquiring, developing and retaining the required capability, skills and talent needed. This includes reviewing how this aligns and compliments the Enterprise Capability and Culture strategy.

(c) Technology Operational Model which describes the operating structure, ways-of-working, key accountabilities and processes and evaluations of their effectiveness.

5.3. Information Security, Technology Policy and Standards

(a) Review architectural governance: application of principles, reusable standards, and guidelines to support alignment with business goals, and key decisions on technology investment/implementations.

(b) Monitor the implementation of platform security controls in line with Latitude's Security strategy, policies, standards, and capabilities.

(c) Measures of technology operational performance against agreed customer, employee and operational effectiveness measures.

(d) Review of digital and technology policies and standards that are presented to the board for approval.

6. Committee's performance evaluation

The Committee will review its performance from time to time.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

7. Review and publication of charter

The Board will review this charter annually to assess whether it remains relevant to the current needs of the Company. The charter may be amended by resolution of the Board.

The charter is available on the Company's website and the key features are published in the annual report.