

Technology and Resilience Committee - Terms of Reference

1. Objectives

- 1.1 The Technology and Resilience Committee (the “**Committee**”) shall be constituted to help the Board as part of the Board’s continuing focus on looking forward in connection with:
- (i) Frameworks, policies, strategies and resourcing for the internal control environment in relation to technology, security and operational resilience;
 - (ii) Overseeing the related risk exposures, and procedures with respect to its information technology and operational technology systems, including privacy, network security and data retention and security;
 - (iii) Investments in support of the strategies including innovation, application and infrastructure architecture;
 - (iv) Adoption of best practices in innovation, technology control and resiliency frameworks;
 - (v) In conjunction with the Risk Committee, providing oversight on the Company’s crisis preparedness with respect to cybersecurity, technology and information systems, including security breach and incident response preparedness, communication plans, and disaster recovery capabilities; and
 - (vi) Any other responsibilities or matters as directed by the Board or as determined by the Committee.

2. Authority

- 2.1 The Committee is authorised to:
- (i) Assist the Board in fulfilling its roles and responsibilities in ensuring that enterprise-wide technology processes and the relevant governance frameworks are effective.
 - (ii) When required, the Committee may delegate matters to a panel, sub-committee or working group comprising a minimum of two members of the Committee plus such additional individuals with relevant expertise as deemed appropriate, and subject to terms of reference (including protocols for escalation to the Committee) as determined by the Committee.
 - (iii) Have access to sufficient resources in order to carry out its work.
 - (iv) Have the power to obtain, at the company’s expense, subject matter experts, legal or other professional advice or support to achieve its objectives.
 - (v) Seek any information it requires from any employee of the company if necessary.
 - (vi) Invite, at its discretion, any officer or employee to attend its meetings.

3. Membership / Constitution

- 3.1 In recognition of the fact that the Committee's mandate will relate to matters under the purview of the Audit Committee and the Risk Committee, and to facilitate coordination and communication between committees, at least one member of the Committee shall also be a member of the Audit Committee and Risk Committee of the Board.
- 3.2 Additional members of the Committee can be appointed by the Board on the recommendation of the Committee Chairman in consultation with the Corporate Governance and Nominations Committee ("CGNC").
- 3.3 Members can be co-opted into the Committee (as determined by the Chair of the Committee in consultation with CGNC) as and when the need arises to help fulfil the duties and obligations of the Committee.
- 3.4 Members may be removed from the Committee at any time by the Board. If a member resigns or for any other reason vacates the Committee, the Board may, on the recommendation of the Committee Chair in consultation with CGNC, appoint a new member as replacement.

4. Secretary

- 4.1 The office of the Group Chief Corporate Officer of the company shall be the Secretary of the Committee. The Secretary will minute the proceedings and resolutions of all Committee meetings, including the names of those present.

5. Number of Meetings

- 5.1 The Committee may initially meet more frequently but at least once a quarter.
- 5.2 In the absence of the Committee Chairman, the remaining members present shall elect one of their number to chair the meeting. The quorum for the meeting is at least half of the total number of Committee members.
- 5.3 The Committee, may at its discretion, invite any other Board members, senior management personnel or external consultants whom it believes can provide information it needs for the purpose of the meeting, to attend the meeting. For the avoidance of doubt, such invitees do not count towards the quorum.
- 5.4 Unless otherwise agreed, the notice of the meeting must be sent to the relevant persons at least one week before the meeting. The notice should include the venue, time, and date, together with an agenda of items to be discussed and any supporting papers.
- 5.5 A majority of votes will decide any issue that requires a resolution. If there is a deadlock, the Committee Chair has a second vote.

6. Reporting Requirements

- 6.1 The Committee Chairman shall report on the Committee's proceedings at the next Board meeting.
- 6.2 The Committee shall make recommendations it deems appropriate within the Committee's remit where action or improvement is needed.