

# VOCUS GROUP LIMITED TECHNOLOGY AND TRANSFORMATION COMMITTEE CHARTER

## adopted by the board on 2 May 2017

### 1. ROLE AND RESPONSIBILITIES

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The Company is predominantly a telecommunications company. Telecommunications and technology are inseparable. The Vocus Board recognises the integral role of that technology and its transformation plays in the Company executing its strategic objectives.

The role of the Technology and Transformation Committee ("**T&T Committee**") is to assist the Board to satisfy its oversight and governance responsibilities in relation to achieving the Company's strategic objectives in transforming the business post the acquisition of Amcom, M2 and Nextgen.

The core functions of the T&T Committee are to:

- review, consider and recommend whether the Company should proceed with significant transformation investments, oversee the development of the Company technology architecture and recommend investment or divestment or decommissioning of obsolete technology, with a view to ensuring that the Company remains at the forefront of technology;
- assist the Board to establish the strategic objectives of the Company, to the extent that transformation and technology forms, or influences, a significant part of those strategic objectives;
- assist the Board to oversee significant business and technological simplification and integration within the Company, particularly following significant merger, acquisition and divestment activities;
- maintain a watching brief on current and potential future technological trends and developments and advise the Board on the trends and developments that are likely to affect the ability of the Company to execute its strategic objectives; and
- undertake any other functions that are connected or incidental to the above and the subject matter of this Charter.

The T&T Committee will perform its core functions by (among other things):

- overseeing the development of the Transformation Office in Vocus and reviewing the prioritised strategic programme of work on a regular basis to ensure alignment with Company strategy;
- reviewing the Company's technology plans and any material investment or expenditure in technology;
- reviewing reports from Management that relate to the Company's technological operations and framework;
- provide Management with strategic direction and advice related to the past, present and future use of technology in the Company.

## 2. POWER AND AUTHORITY

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### General Powers

The Board authorises the T&T Committee to:

- liaise with the Chief Executive Officer and Senior Management to request the preparation of reports, plans and similar documents related to the core functions of the T&T Committee;
- access any document, report, material or information in the possession of the Company, an employee or external adviser of the Company which is required to perform its core functions;
- at the cost of the Company, obtain independent professional advice to assist in the proper performance of its core functions;
- as necessary, request the assistance of any employee, director or external adviser of the Company; and
- any other thing or action reasonably necessary to enable the T&T Committee to perform its core functions.

### Review of Powers

The powers of the T&T Committee shall be reviewed regularly to ensure its powers and activities meet the needs of the Company and the Board, comply with corporate governance requirements and reflect changes in the Company.

### General limitation on Powers

The T&T Committee acts in an advisory and oversight capacity only. Each director who is a member of the T&T Committee may only act in a non-executive capacity, in a manner that will not affect the independence of the Director from management.

The T&T Committee does not have the power to enter into transactions of behalf of the Company, or bind the Company in any other way or form.

## 3. COMPOSITION AND INVITEES

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The T&T Committee will be chaired by one independent non-executive Director and will consist of at least 4 members, including at least:

- the Chief Executive Officer (or equivalent);
- the Chief Technology Officer (or equivalent);
- the Chief Transformation Officer (or equivalent);
- the Chief Financial Officer (or equivalent);
- one independent, non-executive Director.

A quorum of the T&T Committee is formed only if at least two members are present, including at least the Chief Executive Officer and one independent, non-executive Director.

At the commencement of the meeting, the T&T Committee must appoint any one member, who is also a Director, to act as chairperson of the meeting.

Other persons may only attend meetings of the T&T Committee by invitation.

Senior Managers may be invited to attend meetings where the T&T Committee will be considering matters that are likely to affect the performance by the Senior Manager of their role (for example, the Chief Operating Officer – Consumer may be invited to attend where the T&T Committee will be considering the implementation of a new sales order processing platform).

## **4. MEETINGS**

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The T&T Committee convenes bi-monthly to fulfil its core functions.

A meeting of the T&T Committee may only be convened by agreement between the Chief Executive Officer and at least one independent, non-executive Director.

The T&T Committee may meet in person or by means of technology (such as telephone or video conference) (or any combination). There is no minimum period of notice that is required to be given to members to convene a meeting.

## **5. VOTING**

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Any matters requiring decision will be decided by a majority decision of the members present and voting, except that the Chief Executive Officer, acting jointly with each Director appointed to the Committee, has a right to veto any decision other than a decision to escalate a matter to the full Board for determination or a decision to review or recommend changes to this Charter.

Each member has one vote.

If the T&T Committee is unable to reach a unanimous decision in respect of a matter before it, the matter must be escalated to the full Board for determination.

## **6. CONFLICTS OF INTEREST**

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Members of the T&T Committee will be required to disclose conflicts of interest at the commencement of each meeting.

Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged and accepted by the chairperson of that meeting as a standing notification for that meeting, and each future meeting, until that standing notification is withdrawn or varied.

Where members or invitees are deemed to have an actual or perceived material conflict of interest in respect of a matter before the T&T Committee, that person must not be present while the matter is being considered at the meeting or vote on the matter unless each other member of the T&T Committee (who are free from any material conflict of interest) resolve that the member or invitee may be present and vote (or either one).

If there are not enough members to form a quorum for a meeting of the T&T Committee, the matters that were to be considered by the T&T Committee will be referred to the full Board for consideration.

## **7. SECRETARIAT DUTIES**

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The Chief Transformation Officer (or his or her delegate) will act as secretary to the T&T Committee.

The Chief Transformation Officer (or his or her delegate) will be responsible for recording the minutes of the meeting of the T&T Committee, including recording decisions made by the T&T Committee and the exercise of any veto rights.

Additionally, the Chief Transformation Officer (or his or her delegate) will assist the Directors appointed to the T&T Committee to develop and distribute agendas, papers, minutes and the calendar of meetings.

## **8. MINUTES**

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Minutes must be prepared, approved by the chairperson of the meeting and circulated to the members of the T&T Committee within two weeks following a meeting. The minutes must be ratified by the members present at the meeting and signed by the chairperson of the meeting.

## **9. REPORTING TO THE BOARD**

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The chairperson of the last T&T Committee meeting held before a meeting of the Board of the Company must report to the Board on all matters considered and resolved by the T&T Committee since the date of the last Board meeting.

The manner of reporting may be by distribution of a copy of the minutes supplemented by other necessary information, including recommendations requiring Board action and approval.

## **10. REVIEWS**

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The T&T Committee must review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Chairperson of the Board. The assessment may seek input from any person. Training needs will be monitored by the Chairperson of the Board.

The T&T Committee must review the adequacy of this Charter no less frequently than annually to ensure that it remains consistent with the Board's objectives and responsibilities. Where the T&T Committee considers that changes to this Charter are appropriate, the T&T Committee must make those recommendations to the Board.