

VOCUS GROUP LIMITED

TECHNOLOGY COMMITTEE CHARTER

adopted by the board on 1 February 2018

1. ROLE AND RESPONSIBILITIES

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 Committee ("**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 its technology function.

The core functions of the T Committee are to:

- assist the Board by ensuring that the technology strategy enables the broader strategic objectives of the Company, to the extent that technology forms, or influences, a significant part of those strategic objectives;
- assist the Board by guiding the discussion and creation of an architecture roadmap for the Company;
- review, consider and recommend whether the Company should proceed with significant technology investments, or divest or decommission obsolete technology, with a view to ensuring that the Company reduces technical debt and remains at the forefront of technology;
- assist the Board to oversee significant technological simplification and integration within the Company, in particular oversight of significant strategic technology projects;
- 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
- undertaking any other functions that are connected or incidental to the above and the subject matter of this Charter.

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

- 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

General Powers

The Board authorises the T Committee to:

- liaise with the Group Chief Executive Officer and Senior Management to request the preparation of reports, plans and similar documents related to the core functions of the 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
- do any other thing or take any other action reasonably necessary to enable the T&T Committee to perform its core functions.

Review of Powers

The powers of the 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 Committee acts in an advisory and oversight capacity only. Each director who is a member of the 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 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

The T Committee will consist of at least 6 members, including:

- the Chief Executive Officer (or equivalent);
- the Chief Technology Officer (or equivalent);
- the Chief Financial Officer (or equivalent);
- three independent, non-executive Directors.

Invitations will be extended to the Head of Transformation, GM Architecture and GM Programme Management (Technology) as appropriate.

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

4. MEETINGS

The T Committee convenes as and when required to fulfil its core functions, but in any event no less frequently than once each quarter in order to maintain a watching brief on current and potential future technological trends and developments.

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

The 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

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 any one 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.

6. CONFLICTS OF INTEREST

Members of the 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 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 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 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

The Company Secretary or his or her delegate will act as secretary to the T Committee and will be responsible for recording the minutes of the meeting of the Committee, including recording decisions made by the T Committee and the exercise of any veto rights.

Additionally, the Committee Secretary will assist the Directors appointed to the T Committee to develop and distribute agendas, papers, minutes and the calendar of meetings.

8. MINUTES

Minutes must be prepared, approved by the chairperson of the meeting and circulated to the members of the 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

The chairperson of the last 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 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

The 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 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 Committee considers that changes to this Charter are appropriate, the T Committee must make those recommendations to the Board.