



Technology Committee Charter

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Corporate



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Technology Committee Charter

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Technology Committee Charter

1 PURPOSE

The Technology Committee (**Committee**) is a committee of the Board of Energy Queensland Limited (**EQL**) and the entities it controls (**the Group**).

The Charter outlines the role and responsibilities of the Committee as well as the composition and meeting requirements of the Committee.

The purpose of the Committee is to oversee Technology strategy, capability and delivery including:

- Technology and cyber strategy and its alignment to corporate strategy.
- Major programme and investment delivery oversight.
- Information Technology (**IT**) / Operational Technology (**OT**). Internet of Things (IOT) cyber capability roadmap and maturity uplift.
- Resilience design; technology operating model, architecture and technical debt.
- Adoption of emerging technologies, including artificial intelligence.

2 ROLE AND RESPONSIBILITIES OF THE COMMITTEE

The Committee assists the Board by overseeing applications, infrastructure, cyber security and emerging technology matters across EQL's IT and OT environment.

In carrying out this role, the Committee reviews matters and makes recommendations to the Board or the relevant subsidiary board, as appropriate, including the following:

- Review and recommend EQL's IT, OT, IOT cyber and technology strategy to the Board, including the investment required to deliver that strategy and its alignment with EQL strategy and the regulatory submissions. This includes both foundational licence-to-operate requirements and emerging technology opportunities.
- Test whether digital investment is prioritised appropriately, having regard to business value and regulatory obligations.
- Consider key enterprise and strategic IT, OT and IOT risks and controls.
- Review and assess risks in the current and future IT and OT systems landscape, including system performance, cyber security and metrics.
- Oversee the effectiveness of EQL's cyber control environment across IT and OT, having regard to risk appetite, audits, regulatory compliance.
- Review the status and risk profile of EQL's legacy IT and OT systems, together with proposed multi-year remediation plans.
- Monitor and report to the Board on the impacts of unplanned IT or OT downtime, whether caused by operational incidents or cyber events, and the need for EQL to maintain and test appropriate business continuity plans and procedures.

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- Review and provide feedback on summary reporting of Digital and OT portfolio delivery performance, including exception reporting for projects above Board approval thresholds, and act as an early warning escalation point for delivery risk.
- Oversee Digital Assurance for independent assurance for digital projects, including establishing the digital assurance plan for approval, endorsing the appointment of assurance partners, and considering and actioning the reports provided by those assurance partners.
- Assessment of technology innovation opportunities, prioritisation, piloting trials and implementation (including artificial intelligence adoption).

The Audit and Risk Committee will refer internal or external (QAO) audit reports relating to digital, OT and cyber matters to the Committee and the relevant subsidiary board for awareness and oversight of actions arising from recommendations.

The Audit and Risk Committee also retains oversight over the EQL Risk Management Framework and enterprise risk reporting and will refer digital and cyber risk matters to the Committee for consideration.

The Regulatory and Investment Committee will oversee the investment decisions for all capital expenditure, including Digital and Technology Projects. However, the Technology Committee will oversee project delivery within the Digital Program of Work.

The Committee performs these responsibilities for the Group. It also acts as a forum for discussion on behalf of the Board, helping members contribute effectively to Board deliberations.

Subject to section 6 (Engagement of Consultants), the Board has not delegated any decision-making authority to the Committee in its own right.

The Committee may examine any matter in relation to its objectives, within the overall approach approved by the Board and consider any other matter or carry out tasks as directed by the Board.

3 MEMBERSHIP OF THE COMMITTEE

Members of the Committee are appointed by the Board. Membership of the Committee will consist of a minimum of two Directors to be appointed from time to time by the Board.

The members of the Committee are responsible for ensuring the efficient and effective operation of the Committee and taking the appropriate steps to ensure that they have the requisite knowledge and training to undertake their role.

4 CHAIR

The Committee Chair is appointed by the Board and shall not be the Chair of the Board.

If the Chair is absent from any meeting of the Committee, the members of the Committee present at that meeting will appoint a Chair for that meeting (who may be the Chair of the Board).

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5 COMMITTEE MEETINGS

5.1 Circulation of agendas and Committee papers

The Company Secretary, in conjunction with the Chair, will be responsible for drawing up and circulating the agenda (supported by explanatory documents) to the Committee in advance of each meeting.

Committee papers are expected to be provided seven days in advance of meetings.

5.2 Attendance

Committee members may not substitute a representative to attend on their behalf.

The Chief Executive Officer may attend Committee meetings at the standing invitation of the Committee to provide advice, information and recommendations to the Committee as required.

The Committee Chair may request Group officers, or external parties to attend a meeting of the Committee.

Any Director may attend as a visitor at Committee meetings from time to time.

5.3 Quorum

The quorum for a meeting of the Committee will be a minimum of two Committee members.

5.4 Conflicts of Interest

In accordance with the Board's Conflict of Interest Policy, Committee members must disclose any business or other relationship that, in the reasonable opinion of the Board or Committee, would materially interfere with the exercise of his or her independent judgement as a member of the Committee.

The Committee member must disclose any actual, potential or perceived conflict of interest arising at a Committee meeting or may provide a standing declaration of interests to the Committee. The Company Secretary must note all declarations of interest in the Committee meeting minutes.

Where a member is deemed to have a real or perceived conflict of interest, they will absent themselves from the meeting while that matter is discussed.

5.5 Minutes

The Company Secretary will be responsible for recording and keeping the minutes of meetings of the Committee and circulating them to the Committee members, the Board members and the CEO as appropriate.

5.6 Frequency of meetings

The Committee will hold at least four meetings each year and such additional meetings as determined by the Committee to fulfil its duties. In addition, the Company Secretary (in consultation with the Committee Chair) is required to call a meeting of the Committee if requested to do so by at least two Committee members.

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5.7 Access to management and information

The Committee will have access to senior management and all documents, reports and records in pursuit of its objectives. Committee members should direct all access related enquiries to the Company Secretary.

6 ENGAGEMENT OF CONSULTANTS

The Committee, in consultation with the EQL Board Chair, has the authority to engage with one or more suitably qualified independent third-party advisors or firms on specific topics, for example to provide gateway assurance on programmes above a defined materiality threshold or have significant cross EQL impacts.

7 REPORTING TO THE BOARD

The Committee reports to the Board. The Committee Chair will provide a report to the Board following each meeting to advise the Board about Committee activities, including its findings and recommendations.

8 OTHER COMMITTEES AND BOARDS

The Committee will interact cooperatively with the subsidiary boards of the EQL Group and other committees established by the Board where required to provide effective oversight and recommendations to the Board and subsidiary boards.

9 ASSESSING COMMITTEE PERFORMANCE

The Committee will complete a self-assessment process in accordance with the approach approved by the Board.

10 REVISION OF CHARTER

The Committee will review this Charter at least annually to ensure its relevance and effectiveness of the Committee and make recommendations for any amendments to the Board for approval.

This Charter will be made available on EQL's website.

This Charter was approved by the EQL Board on 24 September 2026.