



Technology Committee Charter

Tabcorp Holdings Limited

ACN 063 780 709

Adopted by the Board on 16 February 2021

Committee Charter

The Technology Committee ("**Committee**") is established under rule 90 of the Constitution of Tabcorp Holdings Limited (the "**Company**").

1 Purpose

The purpose of the Committee is to assist the Board to fulfil its duties and responsibilities relating to the Company's enterprise wide 3 to 5 year technology strategy and roadmap ("**Technology Strategy and Roadmap**").

2 Membership of the Committee

The Committee must consist of:

- only non-executive Directors;
- a majority of independent Directors;
- an independent Chairman, who is not Chairman of the Board; and
- a minimum of three members of the Board.

The Board will appoint the Chairman and members of the Committee.

The Board may appoint additional non-executive Directors as members of the Committee or remove and replace members of the Committee. Members may withdraw from membership of the Committee by written notification to the Board. If a member ceases to be a Director of the Company, that member ceases to be a member of the Committee.

The Board or Committee will periodically assess the Committee's membership and performance.

The Company Secretary will be the Secretary of the Committee and must attend all Committee meetings as recording secretary unless otherwise determined by the Committee.

3 Role and Responsibilities

The Committee's primary role is to evaluate, oversee, and make recommendations to the Board in respect of, the Technology Strategy and Roadmap, including material technology investments, and technology-related initiatives to address technology and cyber risk having regard to Tabcorp's risk profile.

The Committee will consider any other matters relating to the affairs of the Company delegated to it by the Board.

The Committee will undertake the following specific responsibilities:

- (a) Review and recommend to the Board for approval, the Technology Strategy and Roadmap, including key objectives and their alignment with Company strategies and objectives.
- (b) Review, evaluate and make recommendations to the Board in respect of, proposals for major technology investments (over \$15 million in capital value or otherwise deemed material in accordance with applicable risk and cyber criteria) under the Technology Strategy and Roadmap, including understanding the balance of risk and return across the overall investment portfolio.
- (c) Receive regular reporting on the status and implementation of major programs and projects (over \$15 million in capital value or otherwise deemed material in accordance with relevant risk and cyber criteria) under the Technology Strategy and Roadmap.
- (d) Monitor benefits realisation and evaluate post-implementation reviews of major technology and digital investments and programs under the Technology Strategy and Roadmap.
- (e) Monitor and evaluate existing and future Technology trends, opportunities and risks that may affect the achievement of Tabcorp's strategic plans.
- (f) Monitor the Company's technology operational performance against key performance metrics aligned with the Company's operating and strategic priorities.
- (g) Review, evaluate and make recommendations to the Board or Risk and Compliance Committee (as applicable) in respect of, initiatives to address technology and cyber risk having regard to Tabcorp's risk profile.

4 Rights of access and authority

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board. The Committee does not have any executive powers to commit the Board to the implementation of its recommendations except where expressly stated in this Charter or as authorised by resolution of the Board.

The Committee has authority to conduct or direct investigations into any matters within its Charter.

The Committee has rights of unrestricted access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

The Committee may seek the advice or services of the Company's solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

As appropriate, the Committee will inform the Chairman of the Board of its decision to authorise such an investigation or obtain such external services.

5 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

6 Interaction with other Committees

The Committee will, in discharging its duties, seek to co-ordinate its activities with the Risk and Compliance Committee, and other Board Committees where appropriate. The Committee Chairman will liaise with the Chairman of the Risk and Compliance Committee, Audit Committee and People and Remuneration Committee on an ongoing basis to ensure that no material matter is overlooked by the Committees.

7 Reporting

It is intended that a report of the actions of the Committee or a copy of the minutes of the Committee meeting or both will be included in the Board papers for the next Board meeting following a meeting of the Committee.

The Committee Chairman will, if requested, provide a brief oral report at the next Board meeting as to any material matters arising out of the Committee meeting. All Directors may, within the Board meeting, request information from members of the Committee.

The Committee will, where appropriate, provide reports to the Audit Committee and Risk and Compliance Committee on material risk issues or other matters relevant to those Committees' duties and responsibilities.

8 Review

The Committee will, at least annually, review the Committee Charter and recommend any proposed amendments to the Board for approval.

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil the Committee's role. However, it is intended that the Committee will meet no less than quarterly.

Quorum

A quorum of the Committee will comprise any two members.

Chairman

If the Chairman of the Committee is unable to attend a Committee meeting, the members present may appoint another member who is an independent Director to act as Chairman at that meeting.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.

Notice of Committee meetings will be given to every member of the Committee, as well as non-executive Directors who are not members of the Committee and such Directors may attend Committee meetings. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Non-committee members, including the MD & CEO, CFO, Chief Information Officer, Chief Legal and Risk Officer, relevant MD/COO for the business units, and other members of management may attend all or part of any meetings of the Committee at the invitation of the Committee Chairman.

Agenda and meeting materials

The Company Secretary will prepare an agenda for each Committee meeting for review by the Committee Chairman. Any member may require an item of business to be included on the agenda provided the Committee Chairman and the Company Secretary have been given prior notice.

The agenda and meeting materials for each Committee meeting will be issued to members and other attendees (as appropriate) within a reasonable timeframe prior to that meeting.

Circulating resolutions

The provisions of the Company's Constitution dealing with circulating resolutions apply to resolutions of the Committee.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chairman, be confirmed at the next Committee meeting and signed by the Chairman. All minutes of the Committee must be entered into a minute book maintained for that purpose and be open at all times for inspection by any Director.