Operations and Technology Committee Charter

1. PURPOSE OF COMMITTEE

This Charter governs the procedure and operations of the Operations and Technology Committee (OTC) which has been established by the Board of United Super Pty Ltd (Board) in its capacity as Trustee for the Cbus Superannuation Fund (Fund).

The Committee's key purpose is to assist the Board in fulfilling its oversight responsibilities in relation to the delivery of the information technology, cyber security and data strategy, the transformational programs required to implement the end state operating model as it relates to the administration of member services, and the review and negotiation of the fund administration arrangements necessary to execute the Board's Strategy.

To facilitate its purpose, the Committee will engage in an open and transparent manner with Management, external advisors, the Board's Member and Engagement Committee (MEGC) and the Board's Risk Committee.

2. AUTHORITY

The Committee is appointed and authorised by each of:

- the Fund's Articles of Association;
- the Trustee Board Charter;
- any separate Board delegations, resolutions and approvals granted to it from time to time.

The Committee is appointed to assist the Board to fulfil the Board's statutory, fiduciary, governance and regulatory responsibilities.

3. COMPOSITION

The Board determines the Committee's composition which includes at least four (4) Directors and no more than five (5) Directors.

The Chair of the Committee is appointed by the Board. Should the Chair be absent for all or part of a meeting, or is unwilling to act, the Committee members present shall elect one of their number in attendance to chair the meeting.

The Board must ensure that collectively, the Committee has the skills and experience necessary to carry out the functions of the Committee.

4. ROLES AND RESPONSIBILITIES

Consistent with its purpose, the Committee's role is to oversee the management of:

- the Fund's information technology, cyber security and data posture, including significant technology projects and expenditure[1]; and
- transformation programs required to implement the end state operating model as it relates to the administration of member services; and
- the review and negotiation of the fund administration arrangements as appropriate.

The Committee is responsible for overseeing:

[1] "Information security, cyber security and data posture" refers to the organisation's overarching approach to safeguarding information assets—ensuring they are properly governed, protected from unauthorised access, and resilient against evolving cyber threats. It encompasses the systems, controls, and practices that maintain the integrity, availability and confidentiality of data while supporting compliant and responsible organisational decision-making.

Technology Strategy

- the development, implementation and ongoing refinement of the technology strategy;
- major technology investments, architecture decisions and enterprise platforms to ensure alignment with the Fund's strategic objectives;
- the progress of significant technology projects that align with the Fund's strategy;
- evaluating reports from Management regarding new and emerging technology opportunities and risks and making recommendations to the Risk Committee and/or the Board (as appropriate);

Cyber Security and Data Strategy

- the development, implementation and ongoing refinement of the of the cyber security strategy, data and data governance strategies and related frameworks and policies, making recommendations to the Risk Committee and/or the Board (as appropriate), including whether to endorse or approve these strategies, frameworks and policies;
- reports from external assurance providers appointed for material technology projects;
- reports from Management about the Fund's technology performance including regular reporting on IT operations and technology metrics;
- the progress of agreed actions required to ensure the Fund's compliance with the regulatory and prudential requirements relating to information and data security, including review of responses and remediation plans to address actions required by the regulators, including those related to the Enforceable Undertaking (EU).

Operating model – member experience transformation

- the member operating model program of work, to the extent it relates to transformation (and not business as usual operations);
- Management and any appointed advisors in developing the operating model program objectives, design principles and outcomes, delivery principles and roadmap, including interaction and dependencies with the integrated plan (enforceable undertaking); and
- the review and negotiation of the fund administration arrangements as appropriate, including changes to contractual services and service level agreements to ensure the delivery of the contracted administration services aligns with the Fund's strategy and performance goals.

Other responsibilities

- any other activities consistent with the purpose of the Committee.

5. SCOPE OF AUTHORITY

The Committee may, within the scope of its authority:

- make recommendations to the Board, including whether to approve, the information technology strategy, the security and resilience strategy and the data and data governance strategies and related frameworks;
- make recommendations to MEGC and the Board in relation to the Member Strategy, for alignment with the Fund's delivery of systems and processes including in relation to the Fund's information technology strategy, security and resilience strategy and data and data governance strategies;
- refer risks related to information security and data governance that are out of the Board's risk appetite to the Risk Committee for the Risk Committee's oversight;
- assist the Risk Committee in its role to:
    - oversight the material risks associated with information security, data and analytics, and strategic planning and execution, e.g. the risks arising from the execution of the technology strategy, the security

and resilience strategy and the data and data governance strategies;
- ensure that fund administrators for outsourced material business activities are appropriately appointed, renewed and monitored in accordance with relevant policies; and
- make recommendations to the Risk Committee and the Board in relation to the oversight and management of operational risk, including the maintenance of critical operations during disruptions.

6. MEETINGS

The Committee will meet a minimum of four (4) times each year. All Committee members are expected to attend each meeting in person or online.

Directors who are not Committee members may attend meetings with prior notice being given to the Chair of the Committee and to the Company Secretary.

A Report of the outcome of the meetings of this Committee will be provided to the Board at its next meeting following the Committee meeting.

7. VOTING/QUORUM

A quorum of the Committee is three members whether present in person or by proxy.

The Chair of the Committee will ensure that quorum is met prior to commencing the meeting.

A majority of members is required for all resolutions. Directors who are not Committee members may attend the meetings but do not have a right to vote.

A Committee member can appoint any Board Director as their proxy, with prior notice to the Chair and Company Secretary.

8. CONFLICTS OF INTEREST

All Directors must have the ability to recognise and disclose actual, perceived and potential material conflicts and ensure they are appropriately managed or avoided to ensure that priority is given to interests of the Fund's beneficiaries.

Where there is a conflict, the Committee must give priority to the duties to and interests of the beneficiaries of the Fund over the duties to and interests of other persons and ensure that the duties to the beneficiaries are met despite the conflict and that the interests of the beneficiaries are not adversely affected by the conflict.

Conflict procedures are included as a standard Committee agenda item for every meeting. The Committee Chair reminds Directors at the beginning of every meeting of their obligation to disclose any conflict or potential conflict about any agenda item for consideration at that meeting. Any identified conflicts are recorded as well as the action taken to avoid or manage the conflict in accordance with the Trustee's Conflict Management Policy.

9. COMMITTEE MEMBER ACCESS

The members of the Committee have free and unfettered access to the CEO, the Executive Management of the Fund, the internal auditor and the external auditor.

Members of the Committee must also be available to meet with APRA on request.

10. AUDITOR ACCESS

The external auditor and the internal auditor have unfettered access to the Committee, or its Chair at any time.

The Committee must ensure the external auditor and the internal auditor have access to all data, information, reports and staff in respect of the Fund's business operations that the auditor reasonably believes necessary to fulfil their role and responsibilities under the relevant requirements.

11. COMMITTEE ADMINISTRATION

The Company Secretary and the Governance Team services this Committee, and are responsible for:

- the preparation of draft agendas for approval by the Chair;
- the collation and distribution of Committee Reports to members of the Committee; and
- the preparation of Committee minutes.

Papers will be distributed to all Directors seven days prior to the meeting date. The Chair may consent to a late paper being circulated.

12. REPORTING TO THE BOARD

The Chair of the Committee will provide a report to the Board on matters discussed at the Committee.

13. REVIEW

This Charter will be reviewed annually for ongoing relevance and effectiveness. The membership of the Committee will be reviewed annually by the Board.

Approved by the Board on: 26 February 2026