

BOARD TECHNOLOGY AND TRANSFORMATION COMMITTEE CHARTER

As part of Bendigo and Adelaide Bank Limited's (the **Bank**) corporate governance framework, the Bank's board of directors (the **Board**) has established a Board Technology and Transformation Committee (the **Committee**) to assist with the discharge of its responsibilities in relation to the Bank's oversight of, and strategy in relation to technology and transformation.

1. Operating Rules

- 1.1. The Board Committee Operating Rules apply to the Committee and are incorporated into this Charter.

2. Purpose

- 2.1. This Charter sets out the responsibilities of the Committee.
- 2.2. The Committee's responsibilities apply in relation to the Bank and its wholly owned subsidiaries (Group).
- 2.3. The Committee assists the Board to discharge its responsibilities in relation to the Bank's strategies, policies, and practices relating to the delivery, benefits and risk oversight of key technology and transformation programs and technology-related innovation and strategies, including digital, data, cyber security, automation, and artificial intelligence.
- 2.4. In the discharge of its responsibilities, the Committee seeks to ensure that the strategies, policies and practices it oversees comply with legal and regulatory requirements, align with the Bank's purpose, values and strategic objectives and are consistent with the Bank's risk appetite and culture.

3. Responsibilities

The Committee is responsible for:

3.1. Strategy

- a) Reviewing and approving technology-related innovation and strategies, including digital, data, cyber security, automation, and artificial intelligence, and their alignment with the Bank's corporate strategy.
- b) Receiving updates on technology-related regulatory developments that may affect the Bank.
- c) Monitoring emerging technology-related trends and receiving external briefings and facilitating education sessions where appropriate.

3.2. Policies

Reviewing and approving policies and frameworks relating to technology and transformation programs, technology and information systems risks, and technology-related innovation and strategies

3.3. **BEN+**

Providing governance and oversight of BEN+ deliverables in relation to technology, including the design and implementation of a refreshed approach to Business IT systems and applications governance and responsibilities.

3.4. **Transformation**

- a) Reviewing and approving key transformation programs including technology, digital, and data strategies, and their alignment with BEN's overall strategy.
- b) Reviewing and recommending to the Board material transformation investments and reviewing these to assess the value delivered for BEN.
- c) Monitoring the delivery of transformation programs, including progress against strategic outcomes and key performance indicators.
- d) Receiving reports on the achievement of transformation program benefits, value delivered, and post implementation reviews.
- e) Reviewing and recommending to the Board any investments in transformation outside the delegated authority provided by the Board to the CEO & Managing Director.

3.5. **Technology**

- a) Monitoring the delivery and relevance of technology operations for the Bank, including for quality, stability, and reliability.
- b) Receiving updates on regulatory developments in relation to technology and digital business that may affect BEN.

3.6. **Risk**

- a) Overseeing the appropriate management of technology and information security (including cyber) risks and issues.
- b) Monitoring technology and information security risk within the Risk Appetite Statement.
- c) Receiving reports on risk appetite tolerance and metrics relating to information security and cyber security.
- d) Referring any material technology, cyber or data risks, issues, or events to the Board Risk Committee.

3.7. **Other Responsibilities**

- a) The Committee will perform any other responsibilities delegated by the Board from time to time.

4. Administration

4.1. Standing Invitation

- a) The Chief Risk Officer, the Chief Technology Officer and the Chief Digital Officer will have a standing invitation to attend all Committee meetings.

Approved by the BEN Board	28 February 2025
Next review date	28 February 2027
Accountable Person	Each member of the Board Technology and Transformation Committee