



Technology and Security Committee Charter

DigiCo Infrastructure REIT

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1. Introduction

- 1.1 The Technology and Security Committee (**Committee**) is a committee of the board of directors (**Board**) of HMC Digital Infrastructure Ltd (**DigiCo StapleCo**).
 - 1.2 DigiCo Infrastructure REIT (**DigiCo REIT**) consists of DigiCo StapleCo and Equity Trustees Limited as responsible entity (**RE**) for the HMC Digital Infrastructure Trust (**DigiCo Trust**). The DigiCo REIT and any entities owned and controlled, either beneficially or legally, by the DigiCo REIT are referred to as the **Group**.
 - 1.3 This Charter sets out the role, authority, responsibilities, composition and procedural requirements of the Committee.
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2. Role and objectives

- 2.1 The role of the Committee is to assist the Board in fulfilling its responsibility for overseeing matters relating to technology and security for DigiCo REIT. The role of the Committee is to:
 - (a) oversee DigiCo REIT's digital, data, technology, critical infrastructure, and information and cyber security strategies, including engagement with relevant regulatory, government and statutory agencies on the *Security of Critical Infrastructure Act 2018* (Cth) (**SOCI**) and other applicable laws and regulations;
 - (b) oversee the review, mitigation and assurance of technology, security and critical infrastructure risks;
 - (c) oversee the review, mitigation and assurance of other related risks as directed by the Board; and
 - (d) advise and make recommendations to the Board on the matters outlined above.
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3. Responsibilities

- 3.1 In order to fulfil its responsibilities to the Board, the Committee will:

Technology

- (a) oversee the program of work for security and technology governance frameworks and processes (including policies and procedures) to ensure it reflects reasonable steps, standards and good governance imposed by relevant governmental and statutory agencies;
- (b) oversee the quality and effectiveness of controls regarding digital and technology systems, network security and data security to ensure that these mitigations are appropriate to effectively manage the risks as set out in the program of work and within the risk tolerances as set out by the Board;

Cyber security

- (c) oversee compliance with relevant cyber security requirements and industry standards;
- (d) oversee DigiCo REIT's critical incident management, disaster recovery, business continuity and resilience capability in relation to cyber security;

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SOCI-specific responsibilities

- (e) oversee DigiCo REIT's SOCI program delivery, and the development and maintenance of its Critical Infrastructure Risk Management Program (**CIRMP**);
- (f) oversee any management committees established by management to be responsible for managing the delivery of DigiCo REIT's CIRMP;
- (g) ensure material risks to critical infrastructure assets are identified and as far as is reasonably practicable, minimised or eliminated across the four hazard domains of:
 - (i) Personnel hazards;
 - (ii) Cyber and information security hazards;
 - (iii) Supply chain hazards;
 - (iv) Physical and natural hazards;
- (h) provide sufficient reporting on the delivery of DigiCo REIT's CIRMP to satisfy the Board that it can approve the annual CIRMP report to the regulator, the Cyber and Infrastructure Security Centre (**CISC**);
- (i) review government provided, and open-source intelligence advisories and threat assessments pertinent to the security of DigiCo REIT's critical infrastructure assets;
- (j) oversee the annual CIRMP attestation and reporting process;

Other responsibilities

- (k) regularly engage with the Audit and Risk Committee to ensure a holistic approach to risk management;
- (l) perform other activities related to this Charter as requested by the Board;
- (m) institute and oversee special investigations, audits, and assurance activities as needed; and
- (n) confirm to the Board annually that all responsibilities outlined in this Charter have been carried out. If there are gaps or remediation activities necessary, then the Committee shall provide the Board with an artefact setting out where remediation is required and what specific risks such action will mitigate and the timing for these actions.

4. Composition

- 4.1 The Committee will comprise a minimum of three members.
- 4.2 The Board will nominate the Chair of the Committee from time to time.
- 4.3 The Board may appoint additional directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

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5. Procedural requirements

- 5.1 The Committee will meet as required and it is intended that the Committee will meet at least monthly.
- 5.2 Any member may, and the Company Secretary of DigiCo StapleCo or his or her delegate must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee of every meeting of the Committee. 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.
- 5.3 In the event of a cyber incident or other significant matter that would activate DigiCo's crisis management strategy, a meeting may be called with little notice in order to seek advice on how to manage the incident, and, if required, make decisions on how to respond to such incidents.
- 5.4 A quorum of the Committee will comprise two members, although all members are expected to attend (either in person or by conference call or similar means) and participate.
- 5.5 If the Chair of the Committee is absent from a meeting and no acting Chair has been appointed, the members present may choose one of them to act as Chair for that meeting.
- 5.6 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.
- 5.7 Each member of the Committee will have one vote.
- 5.8 The Chair will not have a casting vote. If there is a tied vote, the motion will lapse.
- 5.9 The Committee may seek such advice from any external parties as it may consider necessary or desirable to fulfil its objectives.
- 5.10 Following each meeting, the Chair of the Committee will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action.
- 5.11 Minutes of meetings of the Committee will be prepared for approval by the Committee and circulated to all directors (in the papers for the next Board meeting following the Committee meeting).
- 5.12 The Company Secretary of DigiCo StapleCo or his or her delegate will attend all Committee meetings and provide such assistance as may be required by the Chair in relation to preparation of the agenda, minutes or papers for the Committee.
- 5.13 Any director who is not a member of the Committee may attend Committee meetings but will not have any vote.
- 5.14 As necessary or desirable, the Chair of the Committee may invite members of management, directors or other representatives of the RE and/or representatives of external advisors, to be present and provide advice at meetings of the Committee.

6. Authority

- 6.1 The Committee may in fulfilling its purpose and discharging its responsibilities:

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- (a) conduct or authorise inquiries or investigations into any matters within its scope of responsibility;
- (b) retain lawyers, technical specialists or others to advise the Committee or assist in the conduct of any inquiries or an investigation;
- (c) have unrestricted access to and seek any information it requires from management and staff, all of whom are directed to cooperate with the Committee's requests; and
- (d) seek advice from external consultants or specialists where the Committee considers that necessary or appropriate.

6.2 The Committee has no authority to act for, or on behalf of, the Board or DigiCo REIT. Its primary corporate governance role is to assist the Board to discharge its responsibilities with respect to technology, cyber security matters and other related matters of DigiCo REIT, and to advise and make appropriate recommendations to the Board with respect to such matters.

7. Annual review

- 7.1 The Committee will review its performance annually.
- 7.2 The annual performance evaluation will have regard to the extent to which Committee has met its responsibilities in terms of this Charter.

8. Review of this Charter

- 8.1 The Committee is responsible for reviewing the effectiveness of this Charter and the operations of the Committee, and to make recommendations to the Board of any amendments to this Charter.
- 8.2 Any amendment to this Charter must be approved by the Board.

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