



Data Security and Data Governance Committee Charter

1. Introduction

The Data Security and Data Governance Committee is a committee of the board of directors of Electro Optic Systems Holdings Limited ACN 092 708 364 (**Company** and, together with its controlled entities, the **Group**) (**Committee**).

The board of directors of the Company (**Board**) has established the Committee under the Company's constitution. The Board delegates its authority to the Committee as set out in this Charter. The Committee is accountable to the Board for the exercise of the delegated authority from the Board of the Company.

The primary purpose of the Committee shall be to assist the Board in fulfilling its oversight responsibility with respect to the Company's data security, data governance, cybersecurity and related cultural and technological risks.

This charter sets out the scope of the Committee's responsibilities in relation to the Company and the Group.

2. Objective of the Committee

The objective of the Committee is to consider, or to assist the Board to consider:

- whether the company has in place an appropriate cyber security framework and controls in place to mitigate cyber security risks in alignment with the risk appetite within which the company operates; and
- whether the company has in place an appropriate data governance framework and processes to support informed decision making in the usage, investment and security of data assets.

3. Scope of the Committee Activities

The scope of the Committee's work includes all group entities and including reference to compliance with regulations in all relevant jurisdictions (including outside Australia).

The depth of the Committee's access may be restricted by regulatory requirements (including US FOCI legislation).

4. Activities of the Committee

The Committee has delegated authority to oversight cyber security policies, practices and culture, including requiring members of management or other employees to attend meetings and to provide advice or information relating to the following

1. **Positive cyber safety culture** - To provide oversight of policies, procedures, plans, and execution intended to provide education to staff regarding cybersecurity, including fostering a positive culture of cyber-awareness and safety.
2. **Data governance and hygiene** – To provide oversight of policies, procedures, plans, and execution intended to provide privacy, security, confidentiality, auditability and integrity of information.
3. **Information technology systems** – To oversee the quality and effectiveness of the Company's policies and procedures with respect to cybersecurity, including measuring progress using a cyber security maturity framework.

4. **Incident response and disaster recovery** – To review and provide oversight on the policies and procedures of the Company in preparation for responding to any material incidents, including insurance, incidents response plans, required disclosures and the Company’s disaster recovery plans and capabilities.
5. **Compliance risks and internal audits** – To oversee the Company’s management of risks related to its cyber security, including current (and anticipated uplift) compliance with DISP (Defence Industry Security Program), and any internal audits of such systems and processes.
6. **Software Register** – To oversee the register of software used by the Group and the management of vulnerabilities.
7. **Supply Chain risks** – To oversee the Company’s management of Supply Chain Cyber security risks, including assessment of risks and assurance that can be obtained from suppliers.
8. **Customer risks** – To oversee the Company’s management of compliance risks, specifically the required imposed on the Company by customers.
9. **Periodic and annual reports** – To review and advise the Audit and Risk Committee on the preparation of the Company’s disclosures in its reports relating to the Company’s cyber security.
10. **Cyber security budget** – To oversee the Company’s cyber security senior management team decisions relating to budgetary priorities based on staying within the risk appetite for cyber security.
11. **Advisory role** – To review the Company’s approach to ensuring systems exist to access up to date threat intelligence, strategies or systems relating to new technologies, methodologies and tools.

5. Membership

5.1 Composition and size

The Committee should comprise:

- (a) at least three directors;
- (b) all non-executive directors; and
- (c) a majority of independent directors.

The Committee must be of sufficient size, independence and technical expertise to effectively discharge its mandate.

The members of the Committee are appointed and removed by the Board.

5.2 Chairperson

The Chairperson of the Committee should be an independent Non-executive Director who is not the Chairperson of the Board.

The Chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a Chairperson for the meeting.

5.3 **Commitment of Committee Members**

Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities.

5.4 **Secretary**

The company secretary is the secretary of the Committee.

6. **Committee meetings and processes**

6.1 **Meetings**

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

The Annual Report for a relevant financial year will disclose the number of times the Committee met throughout that financial year and the individual attendance of each member of the Committee at those meetings.

Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically in the same place. A member who is not physically present but participating by technological means is taken to be present.

6.2 **Frequency and calling of meetings**

The Committee will meet as frequently as required to undertake its role effectively, and in any case at least four times a year. The Chairperson must call a meeting of the Committee if requested by any member of the Committee, or the Chairperson of the Board.

6.3 **Quorum**

Two members constitute a quorum for meetings of the Committee.

6.4 **Attendance by management and advisors**

The Committee may invite other persons it regards appropriate to attend and contribute to Committee meetings, including management and external advisors.

Directors who are not members of the Committee are welcome to attend Committee meetings. The Committee Chairperson may also invite other senior managers and external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

6.5 **Notice, agenda and documents**

The Chairperson of the Committee, together with the CFO and the Company Secretary, determines the meeting agenda.

The secretary will distribute the agenda, and any related documents to all Committee members and other attendees not less than five business days before each proposed meeting of the Committee, where possible.

6.6 **Minutes**

The secretary will keep minutes to record the proceedings and resolutions of Committee meetings.

The Chairperson of the Committee, or their delegate, will report to the Board after each meeting Committee meeting.

Minutes must be distributed to all Committee members, after the Committee Chairperson has approved them.

Following Committee approval of the minutes at the following meeting, the Committee Chair's electronic signature will be applied to the minutes.

6.7 Access to information and independent advice

The Committee has the authority to:

- (a) require management or others to attend meetings and to provide any information or advice the Committee requires;
- (b) access the Company's documents and records;
- (c) obtain the advice of special or independent counsel, accountants or other experts, without seeking approval of the Board or management (where the Committee considers that necessary or appropriate); and
- (d) access and interview management and internal and external auditors (with or without management present).

The Committee may request a special or specific investigation, either by its own accord, or via Board direction, in satisfying its responsibilities under this Charter.

7. Performance and Evaluation

The Committee will review its performance annually, with particular attention being paid to the extent to which it has met its responsibilities in terms of this Charter. The results of the review will be reported to the Board.

8. Review and publication of this charter

The Committee will review this charter annually to ensure it remains relevant to the current needs of the Company. The charter may be amended by resolution of the Board.

The Charter is available on the Company's website and the key features are published in the Corporate Governance Statement.

9. Approved and adopted

This charter was approved by the Board on 24 October 2023.