

# Charter

## Audit & Risk Committee

### 1. Purpose and Authority

#### 1.1 Purpose

The purpose of this Audit & Risk Committee Charter is to set out the authority delegated to the Audit and Risk Committee (“Committee”) by the Board of Directors (“Board”) of Technology One Limited (“the Company”) and to outline the Committee’s role, responsibilities, composition, and operation.

#### 1.2 Authority

The Committee is established by the Board in accordance with the Company’s constitution and is authorised to provide recommendations to the Board to assist the Board in meeting its statutory and regulatory obligations. The Committee has the authority and power to carry out the responsibilities set forth in this Charter and any additional duties assigned to it by the Board from time to time.

### 2. Role

The role of the Committee is to assist the Board in carrying out its audit and risk responsibilities, including with respect to:

- (a) corporate and financial reporting processes and the adequacy and integrity of the Company’s financial statements;
- (b) scope, adequacy and performance of the Company’s internal and external audit functions;
- (c) effectiveness of the Company’s risk management framework and associated internal controls;
- (d) insurance;
- (e) tax;
- (f) environmental, social and governance activities, reporting and controls, including compliance with the ASX Corporate Governance Principles and Recommendations; and
- (g) other matters which may be referred to it by the Board from time to time.

### 3. Responsibilities of the Committee

#### 3.1 Corporate and Financial Reporting.

The Committee will assist the Board with monitoring corporate and financial reporting processes to safeguard the integrity of the Company’s corporate and financial reporting, including to:

- (a) review the appropriateness of accounting policies and principles and oversee the integrity of financial and non-financial reporting, including compliance with accounting standards, the Company’s financial reporting framework and regulatory requirements;
- (b) review and recommend approval (if appropriate) of annual and interim financial statements and associated market disclosures;
- (c) assess as part of (a) and (b) above the appropriateness of accounting judgments and choices made by management;
- (d) review management processes to ensure compliance with laws, regulations and other requirements relating to the preparation of the financial statements;

- (e) review management representation letters and ensure all relevant matters have been addressed;
- (f) review and assess the effectiveness of accounting and internal controls systems, including discussing with the external auditor matters related to the conduct of the audit, the auditors assessment of significant estimates, judgements made by management and any other information which may affect the quality or integrity of the financial statements; and
- (g) review and monitor related party transactions in accordance with financial reporting obligations.

### **3.2 External Audit**

The Committee will oversee the external auditor's role, including to:

- (a) recommend to the Board the appointment, reappointment, removal, and remuneration of the external auditor;
- (b) monitor and oversee auditor independence, performance, and ensure the rotation of the external audit partner at least every 5 years;
- (c) review and assess the adequacy of the scope, plan and terms of the external audit;
- (d) review significant audit findings and management responses;
- (e) assess and monitor the external auditor's independence, including review of the provision of non-audit services and whether this impairs or appears to impair their judgement or independence; and
- (f) invite the external auditor to attend Committee meetings to review the audit plan, discuss audit results and consider the implications of external audit findings.

### **3.3 Internal Audit**

The Committee will monitor the internal audit function, including to:

- (a) monitor the performance, objectivity and resourcing of the internal audit function;
- (b) review and approve the internal audit plan and progress; and
- (c) review significant audit findings and management's response.

### **3.4 Risk Management**

The Committee will monitor (the):

- (a) overall design, maintenance and improvement of the Company's enterprise-wide risk management framework and operational risk management framework based on industry-accepted standards;
- (b) adequacy and effectiveness of internal controls over financial and non-financial risks which ensure the provision of accurate, relevant, timely and reliable financial and operational information;
- (c) reports on significant incidents, breaches, or fraud; and
- (e) effectiveness of business continuity, cyber / data security and crisis management processes.

### **3.5 Governance and Other**

The Committee will assist the Board with the following items:

- (a) insurance coverage for the enterprise and any related risk transfer arrangements;
- (b) taxation governance processes, policies, control frameworks and reporting;
- (c) the annual review and recommendation to the Board (if appropriate) of the Company's sustainability report and modern slavery statement;
- (d) corporate governance matters including the Company's Corporate Governance statement; and
- (e) compliance with any other applicable laws, regulations and ASX listing rules.

#### 4. Composition

The Committee will:

- (a) consist of at least three non-executive directors, a majority of whom (including the Chair) must be independent; and
- (b) include members who are financially literate with at least one member having accounting or financial expertise.

#### 5. Operation

The Committee will operate in the following manner:

- (a) the Committee will meet as often as required to fulfil its responsibilities, and at least four times per year;
- (b) all Committee members are expected to attend each meeting in person or through approved means, such as teleconference or video conference;
- (c) A quorum is two members;
- (d) Any matters requiring decision will generally be decided by consensus, or if consensus is not available, then by a majority of votes of members present;
- (e) The CEO, CFO, and external auditor are invited to attend meetings as appropriate. The Committee may invite other executives or advisors to attend if it considers necessary to fulfill its responsibilities;
- (f) The notice and agenda of the meeting will include relevant supporting papers;
- (g) Minutes of meetings will be kept by the Company Secretary (who will act as Committee Secretary);
- (h) The Committee Chair will report recommendations and significant matters to the Board after each meeting;
- (i) The Committee will review its performance on an annual basis. The review will be conducted as a self-assessment and will be coordinated by the Chair; and
- (j) This Charter will be reviewed annually to ensure it remains consistent with the Board's objectives and responsibilities.

Effective Date: 18 February 2026