Charter

Board

1. Purpose and Authority

1.1 Purpose

The purpose of this Board Charter is to set out the role and responsibilities of the Board of Directors ("Board") of Technology One Limited ("the Company"), the matters reserved to the Board, and those delegated to management and the Board's Committees. It also outlines the Board's composition and operation.

1.2 Authority

The powers, duties and responsibilities of the Board are derived from the Corporations Act 2001 (Cth), the Company's constitution, the ASX Listing Rules and other applicable laws and regulations. This Charter is to be read in conjunction with those instruments and the Company's other corporate governance documents, all of which are available on the Company's website, https://www.technology1.com/company/investors/corporate-governance.

2. Role of the Board

The role of the Board is to provide leadership and strategic guidance to the Company, to represent the interests of shareholders, and to promote and protect the interests of the Company in the short and long term. The Board is accountable to shareholders for the Company's performance and governance, and has regard to the interests of the Company's shareholders, employees, customers and other stakeholders.

3. Responsibilities of the Board

In addition to the matters required by law, the key responsibilities of the Board are set out below:

3.1 Strategy and performance

- Reviewing the Company's purpose, strategy and strategic objectives, and overseeing their implementation by management with a focus on long-term value creation.
- Approving the annual budget and monitoring performance against it.
- Approving acquisitions, divestments, and capital management initiatives.

3.2 Governance, culture and conduct

- Overseeing the Company's values and Code of Business Conduct, and monitoring culture, conduct and ethical standards.
- Overseeing a safe and respectful working environment that promotes health, safety and wellbeing and is free from discrimination, harassment, victimisation and bullying.
- Overseeing the Company's governance framework and compliance with legal and regulatory obligations (including but not limited to ASX, ASIC, ATO, whistleblower and work health and safety obligations).
- Considering reports on material breaches of the Code of Business Conduct and material incidents reported under the Company's Whistleblower Policy.

3.3 Financial oversight and reporting

- Overseeing the integrity of the Company's accounting, financial and corporate reporting systems and approving the Company's financial statements and periodic corporate reporting.
- Approving any dividend policy and the payment of dividends, and satisfying itself that the Company's financial position is sound.
- Overseeing the external and internal audit functions and the Company's tax risk strategy and governance.
- Monitoring material supplier agreements (including long-term commitments eg leases).

3.4 Risk management

- Overseeing the risk management framework for financial and non-financial, current and emerging risks.
- Overseeing the adequacy and effectiveness of internal controls, compliance, cyber and data security, and business continuity and crisis management.
- Overseeing the acceptance of terms and conditions deemed high risk in revenue contracts.

3.5 People and remuneration

- Appointing, evaluating the performance, and overseeing succession planning for the Chief Executive Officer/Managing Director.
- Approving the Company's remuneration framework, the remuneration of the Chief Executive Officer, the Executive Leadership Team, and the remuneration of non-executive Directors (within the aggregate fee pool approved by shareholders).
- Overseeing the planning and provide recommendations to the CEO in relation to Executive Leadership Team succession.
- Overseeing the Company's practices and policies in relation to talent attraction, development, retention, safety and wellbeing, diversity, employment engagement and culture.
- Overseeing measurable objectives for achieving diversity and overseeing progress against them in line with the Diversity, Equity and Inclusion Policy.

3.6 Continuous disclosure and shareholder communication

- Overseeing the process for the timely and balanced disclosure of all material information concerning the Company in accordance with its continuous disclosure obligations.
- Overseeing the Company's communications with, and arrangements to facilitate participation by, shareholders.

3.7 Sustainability and ESG

- Overseeing the Company's governance, strategy and performance in relation to environmental, social and governance matters, including the Company's sustainability reporting and modern slavery statement.

The Board may delegate aspects of these responsibilities to the Audit & Risk Committee or People & Culture Committee. Both Committees of the Board operate under a Board-approved charter, and make recommendations to, and exercise the authority delegated to them by, the Board. The

Board retains ultimate responsibility for functions it delegates and ensures the Committees' responsibilities are aligned so that there are no material gaps or overlaps.

All responsibilities identified as "Approval" or "Appointment" set out above are matters reserved for the Board. Primary responsibility for all other matters is referred to management via delegation to the Managing Director / Chief Executive Officer. The Managing Director / Chief Executive Officer is authorised to sub-delegate their authority for the day-to-day operation of the Company.

The Chief Executive Officer/Managing Director is accountable to the Board for the exercise of delegated authority and must report material matters to the Board accurately and in a timely way.

4. Composition

4.1 Size and membership

- The Board should comprise at least three members, but no more than 10.
- The Board may increase the number of Directors where it is felt that additional expertise in specific areas is required. The size of the Board is to be appropriate to allow it to be more effective and to react quickly to opportunities and mitigate threats.
- The Board is to be comprised of Directors with an appropriate mix of skills, qualifications, expertise, experience and diversity.

4.2 Skills and experience

As a collective, the Board has extensive commercial skills and experience which provide a solid base for the governance of the Company. The Board has a combination of experience in the following core areas:

- Strategic and commercial acumen
- Finance and taxation
- Risk and compliance
- IT and communications industry
- Software and product development
- Innovation and Entrepreneurship
- Corporate governance and ESG
- Sales and marketing
- People, culture and conduct
- Executive management and leadership
- Listed entities
- International business
- Mergers & Acquisitions

The Board assesses its level of skills annually and will address any requirements for additional skills that it considers would be in the best interest of the Company in response to wider market factors and the growth of the Company. Each Director must comply with their duties under the Corporations Act 2001 (Cth), the Company's Directors' Code of Conduct and applicable laws.

4.3 Independence

The Board comprises a majority of independent Non-Executive Directors who bring independence, accountability, and judgement in discharging the Board's responsibilities. The independence of Directors is assessed at least annually in accordance with the ASX Corporate Governance Principles and Recommendations. Each Director must disclose any information that would, or could reasonably be perceived to, affect their capacity to bring independent judgement to bear on matters before the Board, and must do so immediately if their circumstances change.

4.4 Chair

The Chair is appointed by the Board and must be an independent Non-Executive Director. The roles of Chair and Chief Executive Officer/Managing Director are separate. The Chair is responsible for leading the Board, facilitating its effective operation and constructive discussion, setting the agenda with the Company Secretary, and representing the Board to shareholders and other stakeholders.

4.5 Company Secretary

The Board appoints (and may remove) the Company Secretary. The Company Secretary is accountable to the Board, through the Chair, on all matters relating to the proper functioning of the Board, and all Directors have direct access to the Company Secretary.

4.6 Appointment, induction and development

The Board has the authority to appoint Directors and will consider the appointments recommended by the People & Culture Committee. The Board will assess whether to recommend endorsement of a Director at each General Meeting, and appropriate checks are undertaken on candidates before appointment, with relevant information provided to shareholders for the election or re-election of Directors.

All Directors receive a formal letter of appointment setting out the key terms and conditions of their appointment, including remuneration, continuous disclosure and confidentiality obligations, rights of access to information and independent advice, and indemnity and insurance arrangements. Executive Directors and Senior Executives also have formal written employment agreements. Newly appointed Directors undertake an induction program and are provided with the Company's constitution, charters and key policies.

5. Operation

5.1 Meetings

The Board meets on both a planned and an unplanned basis as required, and has available all necessary information to participate in an informed discussion of agenda items. The Non-Executive Directors meet in the absence of management on a regular basis. Minutes of meetings are kept by the Company Secretary.

5.2 Directors Duties and Conflicts of interest

Each Director must comply with their duties under the Corporations Act 2001 (Cth), the Company's Code of Conduct and applicable laws.

Directors are required to disclose their interests and any matters that may affect their independence, including conflicts of interest (which may include transactions with family members or related entities). If there is a potential conflict of interest, the conflicted Director must immediately inform the Board and abstain from deliberations on the matter, and must not exercise any influence over other Board members. If the Board considers the conflict material or significant, the Director concerned will not attend the meeting or receive the relevant Board papers. Directors will at all times comply with the Anti-Bribery and Corruption Policy.

5.3 Trading in Company securities

The Directors and Officers will not engage in short-term trading of the Company's shares, and will comply at all times with the Share Trading Policy.

5.4 Indemnity, Insurance, Expenses and Independent Advice

The Company indemnifies Directors, and maintains directors' and officers' insurance, to the extent permitted by law and the Company's constitution.

The Directors are entitled to be paid expenses incurred in connection with the execution of their duties as Directors.

Each Director is able to seek independent professional advice at the Company's expense, where it is in connection with their duties and responsibilities as Director. A Director wishing to seek independent legal advice should advise the Board Chair at least 48 hours before doing so.

5.5 Performance evaluation

The performance of the Board as a whole, each Committee, key Executives and each Director is reviewed and evaluated annually.

5.6 Review of this Charter

This Charter will be reviewed annually to ensure it remains consistent with the Board's objectives and responsibilities and with developments in law and governance practice.

Effective Date: 10 August 2026