



Transformation and Technology Committee Charter

oOh!media Limited (**Company**)

ACN 602 195 380

Adopted by the Board on **13 December 2019**

Updated on **20 August 2020**

Updated on **21 June 2024**

Transformation and Technology Committee Charter

1 Objectives

The Transformation and Technology Committee ("**Committee**") has been established by the board of directors ("**Board**") of the Company in accordance with clause 8.7(a) of the Company's constitution.

The purpose of the Committee is to assist the Board with overseeing and appraising the Company's Transformation program execution, technology strategies, policies and performance.

The Committee is required to fulfil these responsibilities including by carrying out the activities outlined in this Charter.

2 Authority

The Committee has authority to:

- conduct or authorise investigations into any matters within its purpose;
- seek external advice or assistance, at the expense of the Company, including the appointment of relevant consultants; and
- seek information and communicate directly with the Company's senior management, advisers, internal auditor (if appointed) and external auditor at any time.

The Committee will make recommendations to the Board on all matters requiring a decision from the Board.

The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

This Charter is to be reviewed by the Board as required and at least every 2 years.

3 Membership

Members of the Committee shall comprise non-executive directors appointed by the Board.

The number of members of the Committee shall be a minimum of three non-executive directors, at least one of whom is an independent director.

The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be an independent non-executive director who is not Chair of the Board.

The Board may appoint additional non-executive 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.

It is intended that the members of the Committee between them should have the necessary technical knowledge and a sufficient understanding of the industry in which the Company operates, to be able to discharge the Committee's mandate effectively.

The Committee will also provide a report of the self-assessment regarding the effectiveness of the Transformation and Technology Committee on a regular basis to the Board and at least annually (this may also be completed via a broader Board performance evaluation).

4 Committee Meetings

The Committee will meet as often as the Committee members deem necessary to discharge its role effectively, but not less than twice a year.

The Committee Chair shall convene a meeting of the Committee if requested to do so by any Committee member or the Board.

Where such a meeting is convened, the Committee will meet as soon as reasonably practicable unless the Committee Chair advises that an urgent meeting is required (in which case the members of the Committee will meet on an expedited basis).

A quorum of the Committee will comprise 2 members. All members of the Board have a standing invitation to attend meetings of the Committee.

If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting.

Reasonable notice of meetings and the business to be conducted shall be given to the members of Committee and any other person invited by the Committee to attend.

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.

Each member of the Committee will have one vote. The Committee Chair will not have a casting vote. If there is a tied vote, the motion will be referred to the Board for resolution.

Following each meeting, the Committee Chair will report to the Board, at the next Board meeting, 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 and provide the Board with sufficient information upon which to make a decision in that regard.

The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

The Company Secretary shall co-ordinate the timely completion and dispatch of the Committee agenda, minutes and materials for each meeting. The minutes of each Committee meeting will, following preliminary approval by the Committee Chair, be included with the papers for the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be available at all times for inspection by any director.

5 Responsibilities

The Committee is responsible for reviewing the Company's Transformation and Technology Strategy and overseeing its implementation.

The Committee will assist the Board by:

- reviewing and recommending to the Board management strategies relating to the Company's program of planning, tracking, reporting, risk management, issue resolution and quality assurance of the oOh!26 Growth Strategy 'the Transformation';
- reviewing and recommending to the Board management strategies relating to the Company's Technology Strategy and their alignment with the Company's overall strategy, Transformation and objectives;
- advising the Board in relation to the Company's Technology Strategy for the purpose of enhancing the Board's understanding of the use of technology as an enabler and a risk for the Company;
- monitoring and reviewing the post implementation results of the Company's technology Strategy, including the achievement of expected benefits and return on investment;
- monitoring and reviewing the integration of IT operations and technology within the broader organisation, including strategies to minimise residual integration risk and maximise transparency across the organisation;
- reviewing key external technology changes, innovations and trends and the potential to adopt them within the Company; and
- such other matters relating to the Company's Technology Strategy as the Committee may determine from time to time.

6 Review

The Committee will review annually its activities and the manner in which it has carried out its responsibilities, and report to the Board on the outcome of the review.

The Committee will review the terms of this Charter at least every 2 years. The Committee may recommend to the Board any changes to this Charter.