



Technology and Operations Committee Charter

Purpose

The Technology and Operations Committee (the “Committee”) is appointed by the Company’s Board of Directors to lead, and assist in, the Board’s oversight of technology and operational risk management and the role of these risks in executing the Company’s strategy in support of the Company’s global business requirements.

The Committee shall meet as often as it deems necessary to perform its responsibilities.

Committee Membership

The Committee shall consist of no fewer than three directors as determined by the Board.

The members and chair of the Committee shall be appointed and replaced by the Board on the recommendation of the Nominating and Corporate Governance Committee.

Committee Authority and Responsibilities

The Committee has the following general authority and responsibilities, which it may exercise in its discretion:

Risk Management:

1. Provide oversight of technology risk management, including review and approval as appropriate of the Company’s technology risk framework, associated policies, procedures and practices.
2. Provide oversight of operational risk management, including review and approval as appropriate of the Company’s operational risk framework, associated policies, procedures and practices related to and the Company’s business operations.
3. Review the Company’s material strategic initiatives from a technology and operational risk perspective.

4. Review and approve on an annual basis the technology and operational risk appetite framework and where appropriate set tolerances and limits for each applicable risk.
5. Receive such reports as it determines to be appropriate from the Chief Administrative Officer, Chief Information Officer and Chief Risk Officer or other representatives of management regarding the Company's practices, management and functioning of technology or operational risk, including reports related to the assessment, analysis, monitoring, management and mitigation of related risks.
6. Review and approve, as it deems appropriate and on behalf of the Board, matters related to the Committee's general authority, oversight and responsibilities, such as the following:
 - corporate information security and cybersecurity programs;
 - business continuity;
 - data management; and
 - third party risk management
7. Review and, in its discretion, approve or make recommendations to the Board, the Risk Committee and, as applicable, other committees of the Board regarding technology and operational risk matters.

Additional Authorities:

8. To the extent permitted by law and regulatory authority, the Board or the Committee may delegate any of its authority to one or more members of the Committee or form subcommittees of the Committee comprised of one or more members of the Committee, as appropriate.
9. Obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall also have access to corporate management for assistance, consultation and advice on all of the matters contained in this Charter.
10. Perform such other duties as may be delegated from time to time by the Board.

Reporting to the Board and other Committees:

11. Report directly, and provide reports on its activities, to the Board. The Committee will also report or cause management to report periodically to the Risk Committee any activities undertaken by the Committee involving its oversight of technology and operational risks and related policies in support of the Risk Committee's overall oversight of the Company's global risk management framework. The

Committee may meet in joint sessions with other committees of the Board from time to time to discuss areas of common interest and significant matters.

Governance Requirements:

12. Perform an annual evaluation of the Committee's performance.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Nominating and Corporate Governance Committee for its consideration and for recommendation to the Board for approval.
14. The Committee shall document and maintain records of its proceedings.