

Cyber Security Committee Charter

Approved date

14 October 2024

1. OBJECTIVE

The Meridian Board of Directors (“the Board”) has established a Committee of Directors known as the Cyber Security Committee (“the Committee”).

- 1.1 The objective of the Committee is to assist the Board in fulfilling its responsibilities in all matters related to cyber, information and data security risk and to enhance, implement and assure the Board’s cyber, information and data security governance practices relevant to Meridian’s business.

2. COMPOSITION

- 2.1 The Committee is appointed by the Board and comprises a minimum of three Directors.
- 2.2 The Chair of the Committee will be an independent Director, and is appointed by the Board.
- 2.3 The Committee will consist only of independent Directors.
- 2.4 The Committee will have at least one member with relevant information technology and security background.
- 2.5 The quorum of the Committee shall be a majority of the members of the Committee. The Committee may co-opt any other independent Director to attend a Committee meeting in the event that one of the Committee members is absent or unavailable. Any Director so co-opted shall be counted as part of the quorum.
- 2.6 The Chief Executive, Chief Financial Officer, Chief Information Officer, Company Secretary and Information Security Manager will attend Committee meetings by invitation. Other representatives of Management as considered appropriate may also attend meetings by invitation.
- 2.7 Employees will only attend Committee meetings at the invitation of the Committee.

3. AUTHORITIES

- 3.1 The Committee does not have the authority to make a decision in the Board’s name or on its behalf unless specifically authorised to do so by this Charter or as directed by the Board. The Committee will make recommendations to the Board as set out in this Charter.
- 3.2 Directors have complete access to Meridian’s Executive team through the Chair, Chief Executive, Chief Information Officer or Company Secretary at any time.
- 3.3 Directors have complete access to and direct communication with auditors and accountants, internal and external, without Management present.
- 3.4 The Committee is authorised by the Board to obtain, at the expense of the company, outside legal or other independent professional advice as it sees necessary in carrying out its responsibilities.

4. RESPONSIBILITIES

The responsibilities of the Committee will be those delegated by the Board from time to time and shall include (without limitation):

- 4.1 Examining ways to improve the Board's confidence in exercising its governance of cybersecurity at Meridian by better understanding the cyber, information and data security threat landscapes relevant to Meridian's business context and reviewing relevant information regarding potentially disruptive trends, opportunities and risks in technology, industry practices and regulations.
- 4.2 Overseeing Meridian's cybersecurity strategies and activities in information and operational technology and data privacy, including risk management frameworks and internal controls, and their impact on technology innovation and new product development.
- 4.3 Reviewing annual cybersecurity audit reports and meeting with the external and internal auditors to discuss practices and issues surrounding cybersecurity. (The development of Meridian's overall assurance plan and ultimate review of audit reports remains the responsibility of the Audit and Risk Committee).
- 4.4 Reviewing Meridian's cyber crisis response plans, including business continuity/recovery/remediation plans, and supporting periodic testing of crisis planning via simulation exercises.
- 4.5 Reviewing and discussing with Management Meridian's policies, practices and safeguards for information technology, cybersecurity and data security, including periodic cyber security incident reporting, roadmap implementation and control maturity.

5. FREQUENCY OF MEETINGS

- 5.1 The Committee will meet on an as required basis to ensure it fulfils its responsibilities.

6. ADMINISTRATION

- 6.1 The Company Secretary or their nominee shall act as secretary to the meeting. The Office of the CEO shall provide all secretariat functions for the Committee.

7. REVIEW OF COMMITTEE CHARTER

- 7.1 The Committee shall undertake an annual self review of its objectives and responsibilities and of its Charter and report back to the Board. The Committee may at any time initiate a review of this Charter and make appropriate recommendations to the Board.