



Technology committee charter

1. Introduction

This Charter sets out the specific responsibilities delegated by the Board to the Committee and provides support for the manner in which the Committee will operate.

2. Authority

- 2.1. The Committee's scope includes Calix Limited (the 'Company') and its [wholly owned] subsidiaries (collectively 'Calix group').
- 2.2. The Board authorises the Committee, within the scope of its responsibilities to:
 - a) Seek any information it requires from:
 - i. Any employee (all employees are directed to co-operate with any request made by the Committee); and
 - ii. External parties.
 - b) Obtain external, independent legal or professional advice at the expense of Calix group; and
 - c) Ensure the attendance of Company officers at meetings as appropriate.
- 2.3. The Committee shall have unlimited access to senior management of the Company.
- 2.4. Non-members of the Committee may be asked to withdraw from all or any part of a meeting.
- 2.5. Non-members of the Committee have no voting power.
- 2.6. The Committee is to operate within the framework of this Charter; however Committee members may raise any other matters considered desirable.
- 2.7. The Committee is a committee of the Board and has no authority independent of the functions delegated to it and is to report its findings and recommendations directly to the Board. The functions of the Committee shall not relieve the Board from any of its responsibilities.
- 2.8. There is to be no delegation of executive power to the Committee.
- 2.9. The Committee may initiate special investigations as it sees fit, or as directed by the Board, in relation to matters sets out in this Charter.

3. Objectives

- 3.1. The Committee is a committee of the Board of Calix Limited established under clauses from 15.14 to 15.17 of the Company's Constitution to assist the Board in discharging its responsibilities by monitoring and advising on:
 - a) Progress and making recommendations on the Technology Roadmap and/or Business Plan;
 - b) External Technical reviews and their relevance to the Calix technologies;
 - c) Assess the technical risk in the Company's activities and advise the Board/ Audit and Risk committee accordingly;
 - d) Intellectual property management and strategy; and
 - e) Publication and disclosure of scientific or technical information.

- 3.2. The Committee also exercises such powers and performs such other functions as may be delegated to it by the Board from time to time.

4. Roles and responsibilities

The Committee's role is to report to the Board and provide appropriate advice and recommendations on matters to this Charter in order to facilitate decision making by the Board.

In performing its role, the responsibilities of the Committee include, but are not limited to:

- 4.1. Progress and making recommendations on the Technology Roadmap and/or Business plan
 - a) Overseeing and reviewing Technology Roadmap;
 - b) Reviewing the Business Plan of Calix Limited in relation to technology related aspects;
 - c) Assessing the technical risks associated with the Company's Business Plan;
 - d) Making recommendations to the Board regarding the Technology Roadmap and the Business Plan; and
 - e) Reviewing the progress of the Technology Roadmap and/or Business Plan.
- 4.2. External Technical Reviews and their relevance to Calix group's Technologies:
 - a) Overseeing technology reviews and comparing technology to competitive landscape;
 - b) Reviewing technology to assess efficacy and safety of any downstream products resulting from implementation of technology; and
 - c) Obtaining from the Chief Scientific Officer at least annually, written representations:
 - i. description of technology;
 - ii. stage of develop of technology;
 - iii. any hurdles or barriers relating to use of the technology; and
 - iv. testing and validity verification of any products using or made by the technology.
- 4.3. Intellectual Property Management and Strategy:
 - a) Reviewing and assessing Calix group's Intellectual Property in light of its products and competitive landscape;
 - b) Reviewing and assessing an Intellectual Property Strategy including patent applications, trade secrets, trademarks, copyright and domain names; and
 - c) Reviewing and assessing the management processes and systems in place to manage intellectual property.
- 4.4. Disclosure relating to Scientific Information:
 - a) Development of scientific disclosure policy, which addresses the need to maintain confidentiality in processes and products not publicly available; and
 - b) Recommending to the Board, review structures to prevent accidental disclosure of confidential information.
- 4.5. Performing any other duties and undertaking or overseeing any specific projects as requested by the Board from time to time.
- 4.6. In addition to providing the Board with a copy of the minutes of its meetings the Committee will through its Chairperson, report to the Board on its meetings and make appropriate recommendations for approval by the Board.
- 4.7. Any modifications to or replacements of this Charter must be approved by the Board.

5. Composition

- 5.1. The Board appoints the members of the Committee and/or its Chairperson.
- 5.2. Members of the Committee must be directors, senior executive or Calix, and/or external technologists with specialised expertise and/or knowledge.
- 5.3. The Committee comprises at least three (3) members.
- 5.4. Each Committee member is expected to
 - a) be technically literate and have and maintain a good working knowledge of Calix group's technologies; and
 - b) have the capacity to devote the required time and attention to prepare for and attend Committee meetings.
- 5.5. The Secretary to be nominated by management and approved by the Chairperson of the Committee.

6. Meetings

- 6.1. Holding Meetings
 - a) The Committee must meet at least once each year;
 - b) Any Committee member may, at the request of a Committee member must, convene a meeting of the Committee; and
 - c) Meetings and the proceedings of the Committee are governed by the provisions of the Constitution of Calix group regulating meetings and proceedings of the Board.
- 6.2. Quorum
 - a) A quorum for any meeting is two (2) members of the Committee; and
 - b) In the absence of the Committee Chairperson (or his or her properly appointed delegate), the members will elect one of their number as Chairperson of that meeting.
- 6.3. Agenda & Minutes
 - a) The agenda for Committee meetings is determined by the Committee Chairperson;
 - b) The agenda and supporting papers are to be delivered to Committee members by the Secretary at least seven (7) days in advance of each meeting. Late papers may be accepted only with the consent of the Committee Chairperson;
 - c) Minutes are prepared for each Committee meeting;
 - d) The draft minutes of each Committee meeting will be reviewed by the Committee Chairperson and circulated to all Committee members by the Company Secretary as soon as practicable but no later than the distribution date for the papers for the next Committee meeting;
 - e) The Committee must confirm the minutes of each meeting at its next meeting (or the next practicable meeting if the minutes are not available at the next meeting);
 - f) Minutes of the Committee are to be signed by the Chairperson at the next Committee Meeting; and
 - g) The Chairperson shall report significant issues arising from the Committee meetings and distribute and address a written report and completed or draft Minutes at the next Board Meeting.

6.4. Motions

A motion shall be passed by:

- a) Simple majority of votes cast in favour by members present and eligible to vote, or

- b) Resolution in writing signed by a majority of Committee members eligible to vote and not being less than the quorum prescribed for Committee meetings.

6.5. General

- a) A Committee meeting may be called or held using any technology consented to by each member. The consent may be a standing one;
- b) The Committee may invite other people including employees of Calix group and external advisers to attend all or part of its meetings, as it deems necessary or appropriate;
- c) If an employee of Calix group or other person has a material personal interest in a matter that is being considered at a meeting, he or she must not be present for consideration of that matter unless the interest has been fully disclosed to the Committee and the Committee agrees that the employee may be present;
 - i. Decisions of the Committee may be made;
 - ii. at a duly called and constituted meeting; or
 - iii. by a resolution in writing notified to all members of the Committee and signed by at least 75% of the members of the Committee who are entitled to vote on the resolution.
- d) All members, directors and other attendees at Committee meetings are required to keep all information presented (whether written or oral) or discussed at Committee meetings confidential and only use and disclose this information in the proper discharge of their duties to Calix group.

7. Evaluations and reviews

7.1. In order to ensure that the Committee is fulfilling its duties, it will:

- a) Undertake an annual assessment of its performance against the requirements of this Charter and provide that information to the Board;
- b) Provide any information the Board may request to facilitate its review of the Committee's performance and its members; and
- c) Obtain feedback from the Board on the Committee's performance on an annual basis and implement any agreed actions.

7.2. Any modifications to or replacements of this Charter must be approved by the Board.

8. Other areas

8.1. Special Projects

- a) The Committee may perform any other duties and undertaking or review or oversee any specific projects as requested by the Board from time to time.

8.2. Skills Development

- a) A member of the Committee may, with the approval of the Company's Chairperson and at the Company's expense, attend seminars or training courses in respect to issues related to the functions and responsibilities of the Committee.



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Peter Turnbull

Chair

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