

Technology Committee Charter

Calix Limited ACN 117 372 540 (**Calix**)

1. Introduction

1.1 Purpose of Charter

This is the Charter of the Technology Committee established by the Board of Calix (the **Charter**). The Charter governs the operations of the Technology Committee (the **Committee**). It sets out the Committee's role and responsibilities, composition, structure and membership requirements.

1.2 Role of Committee

The Committee is established by the Board of Directors. The role of the Committee is to assist the Board in discharging its responsibilities by monitoring and advising on:

- (a) progress and making recommendations on Calix's Technology Roadmap and/or Business Plan;
 - (b) external technical reviews and their relevance to the Calix technologies;
 - (c) assess the technical risk in Calix's activities and advise the Board or Audit & Risk Management Committee accordingly;
 - (d) intellectual property management and strategy; and
 - (e) publication and disclosure of scientific or technical information.
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2. Membership

2.1 Composition of Committee

- (a) The Committee comprises at least three members, who will be appointed and removed by the Board, including the Chair (**Committee Chair**), who will be nominated by the Board from time to time.
- (b) Members of the Committee must be members of Calix's Board of Directors, plus the Chief Scientist (if not a member of the Calix Board of Directors), and external technologists with specialised expertise or knowledge as appointed by the Calix Board.
- (c) Each Committee member is expected to:
 - (i) be technically literate and have and maintain a good working knowledge of Calix's technologies; and
 - (ii) have the capacity to devote the required time and attention to prepare for and attend Committee meetings.

2.2 Ceasing to be a member of the Committee

A person will cease to be a member of the Committee if:

- (a) the person gives reasonable notice in writing to the Committee Chair of the person's resignation as a member of the Committee;

- (b) the Committee Chair gives the person notice in writing that the person is to cease to be a member of the Committee; or
- (c) the person ceases to be a Director, in which case the person automatically ceases to be a member of the Committee.

2.3 Secretary

- (a) The Committee will have a secretary, which is to be the Company Secretary or such other person as nominated by the Board (**Committee Secretary**).
- (b) The Committee Secretary will attend all Committee meetings.
- (c) The Committee Secretary, in conjunction with the Committee Chair, must prepare an agenda to be circulated to each Committee member at least five full working days prior to each meeting of the Committee.
- (d) The Committee Secretary will distribute a meeting timetable for each forthcoming calendar year.

3. Meetings & authority of Committee

3.1 Meetings

- (a) The Committee will meet as often as necessary, but must meet at least once per year.
- (b) The Committee Chair must call a meeting of the Committee if so requested by any Committee member, the Managing Director or the Company Secretary.
- (c) The Committee may invite other persons, including internal specialists or external advisers, to attend meetings if considered appropriate by the Committee Chair.
- (d) The quorum necessary for a meeting of the Committee will be 2 members, of whom at least one must be an Independent Director.

3.2 Authority

- (a) The Board authorises the Committee, within the scope of its responsibilities, to:
 - (i) investigate any matter within the ambit of the role of the Committee as described in paragraph 1.2, which is brought to its attention with full access to all books, records and facilities;
 - (ii) seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties;
 - (iii) obtain outside professional advice as it determines necessary to carry out its duties; and
 - (iv) ensure the attendance Calix officers at meetings as it thinks appropriate.
- (b) The Committee will have no executive powers with regard to its findings and recommendations.

4. Responsibilities

4.1 Specific responsibilities

In addition to any other matters which may be delegated to the Committee by the Board (including special investigations), the Committee's responsibilities include, but are not limited to:

- (a) Progress and making recommendations on the Technology Roadmap and/or Business plan:
 - (i) overseeing and reviewing Technology Roadmap;
 - (ii) reviewing the Business Plan of Calix Limited in relation to technology related aspects;
 - (iii) assessing the technical risks associated with Calix's Business Plan;
 - (iv) making recommendations to the Board regarding the Technology Roadmap and the Business Plan; and
 - (v) reviewing the progress of the Technology Roadmap and/or Business Plan.
- (b) External Technical Reviews and their relevance to Calix's Technologies:
 - (i) overseeing technology reviews and comparing technology to competitive landscape;
 - (ii) reviewing technology to assess efficacy and safety of any downstream products resulting from implementation of technology; and
 - (iii) obtaining from the Chief Scientific Officer at least annually, written representations:
 - (A) description of technology;
 - (B) stage of development of technology;
 - (C) any hurdles or barriers relating to use of the technology; and
 - (D) testing and validity verification of any products using or made by the technology.
- (c) Intellectual Property Management and Strategy:
 - (i) Reviewing and assessing Calix group's Intellectual Property in light of its products and competitive landscape;
 - (ii) Reviewing and assessing an Intellectual Property Strategy including patent applications, trade secrets, trademarks, copyright and domain names; and
 - (iii) Reviewing and assessing the management processes and systems in place to manage intellectual property.
- (d) Disclosure relating to Scientific Information:
 - (i) development of scientific disclosure policy, which addresses the need to maintain confidentiality in processes and products not publicly available; and

- (ii) recommending to the Board, review structures to prevent accidental disclosure of confidential information.
- (e) Performing any other duties and undertaking or overseeing any specific projects as requested by the Board from time to time.

4.2 Other matters

- (a) The Committee is authorised to engage, at Calix's expense, outside legal or other professional advice or assistance on any matters within its terms of reference.
- (b) The Committee is authorised to seek any information it requires from any officer or employee of Calix and such officers or employees will be instructed by the Board of Calix employing them to respond to such enquiries.
- (c) The Committee may, in its discretion, delegate all or some of its responsibilities to a sub-committee.

4.3 Committee performance assessment

- (a) The Committee will perform an evaluation of its performance at least annually to determine whether it is functioning effectively by reference to current best practice.
- (b) The Board will evaluate the performance of the Committee as appropriate.

5. Other matters

5.1 Amendment of Charter

This Charter can only be amended with the approval of the Board.

5.2 Adoption of Charter and periodic review

- (a) This Charter was adopted by the Board on 1st July 2023, and takes effect from that date and replaces any previous Charter in this regard.
- (b) The Committee must review and reassess this Charter at periodically and, if required, make recommendations to the Board in respect of any amendments to the Charter. The Board will also review this Charter periodically. The Company Secretary will communicate any amendments to employees as appropriate.