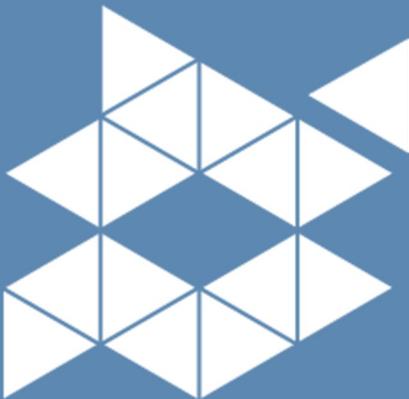




Information Technology Governance Committee Charter

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Date: 9th August 2016



Contents

| | |
|---------------------------|---|
| 1. Introduction | 3 |
| 2. Purpose | 3 |
| 3. Composition | 3 |
| 4. Meetings | 3 |
| 5. Responsibilities | 3 |
| 6. Reviews | 4 |

1. Introduction

This is the Information Technology Governance Committee (the “Committee”) charter for Energy Action Limited (the “Company”). The charter governs the procedures of the Committee.

2. Purpose

The primary purpose of the Committee is to provide oversight and direction for information systems and programs that impact the operations of the Company and its clients. This will be in combination with the information technology management in place to ensure the company’s IT strategy supports the Board endorsed strategy of the company.

3. Composition

The Committee will consist of the Chief Executive Officer, Chief Financial Officer, Business Operations Director and the Chief Information Officer (CIO). The Committee will be chaired by the CIO or in his/her absence the CFO. Membership will be reviewed annually or as significant changes occur.

Non-members may attend by invitation of the Chair.

4. Meetings

Meetings will be convened monthly and must include the Chair (or delegate) and at least two other members (or delegate) for it to proceed.

In the case of an extraordinary event, the Chair with 5 days’ notice period may call a Committee meeting.

Minutes of the meetings will be recorded and distributed to the members for review and comment. The committee chair shall seek approval for the previous minutes at the subsequent meeting.

5. Responsibilities

The role of the Committee is to drive benefits realization, risk optimization and resource optimization of information systems and programs that impact the operations of the Company and its clients. The Committee will have the following specific responsibilities:

- Oversight of IT governance framework – including principles, policies and frameworks
- Approval of IT strategy and architecture
- Overview of strategic IT projects and their business alignment
- Monitor performance of IT operations
- Effectiveness of Information Security controls
- Oversight of the IT risk profile
- Oversight of the Company’s IT service partnerships

It is noted that this is not an exhaustive list and other items may be included in the ITGC meeting agenda from time to time. It is also noted that the oversight of IT projects and their strategic alignment has been delegated to the IT Projects Steering Committee (ITPSC).

6. Reviews

This charter will be reviewed annually by the Chief Information Officer (CIO) or as significant changes occur and submitted to the Committee for review and approval.