

TERMS OF REFERENCE OF THE TECHNOLOGY COMMITTEE OF THE BOARD OF DIRECTORS



Constitution

1. The Committee has been established by resolution of the board of directors of the Company (the **Board**) and is to be known as the Technology Committee.

Membership

2. The Committee shall comprise a minimum of two members of the Board.
3. The members of the Committee shall be determined by the Board of Directors to have the required or advisable technological expertise to serve on the Committee.
4. A Lead Reporting Director shall be appointed by the Board. The quorum for meetings of the Committee shall be two members. Independence for the purposes of these terms of reference shall be determined by reference to the criteria set out in the Swiss Code of Best Practice for Corporate Governance.
5. Appointments to the Committee shall be for the period from each annual general meeting of the Company until the conclusion of the next annual general meeting.

Secretary

6. The Company Secretary or her nominee shall act as the secretary of the Committee.

Meetings

7. The Committee shall meet at such times as the Lead Reporting Director shall require.
8. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
9. The Committee shall have access to the services of the Company's secretariat function on all Committee matters, including assisting the Committee's Lead Reporting Director in planning the Committee's work, drawing up meeting agendas, maintenance of minutes, drafting of material about its activities for the annual report, collection and distribution of information and provision of any necessary practical support.

Notice of Meetings

10. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Committee's Lead Reporting Director or any of its members.
11. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of the items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than two working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Reporting Responsibilities

12. The secretary shall minute the proceedings and the resolutions of all Committee meetings, including the names of those present and in attendance. The secretary shall ascertain, at the beginning of each meeting, the existence of any conflict of interest and minute them accordingly. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.
13. The Committee Lead Reporting Director shall attend the annual general meeting prepared to respond to any shareholder questions on the Committee's activities raised at that meeting.
14. The Committee's Lead Reporting Director will report on Committee meetings to the Board of Directors.

Authority

15. The Committee is authorized by the Board to:
 - a. Undertake any activity within its terms of reference
 - b. Through the Lead Reporting Director or the Secretary, the Committee shall have the authority to request that any officer or employee of the Company, independent counsel, industry or technology consultants or other consultants or external advisors retained by the Company to render advice to the Company, attend a meeting of the Committee, or meet with any members of or advisors to the Committee for the purpose of discharging the Committee duties.
16. The Committee shall be entitled to rely on advice and information received in its discussions and communications with management, consultants, advisors, and professionals with whom it may consult.
17. The Committee may engage, at the Company's expense, technology or operations consultants as it deems necessary.
18. The Committee shall have the sole authority to retain or terminate any such external advice, including the sole authority to approve the terms of such engagement and the fees to be paid thereunder within the limits authorized by the Board.

Duties

19. The duties of the Committee are as follows:
 - a. to provide guidance to the Board of Directors related to the Company's technology, innovation and operations strategy.
 - b. to assist the Board of Directors in reviewing and monitoring the effectiveness of the Company's technology roadmap and technology investments and make recommendations to the Board of Directors regarding the Company's major technology and operations plans and strategies.
 - c. to provide guidance to management regarding significant investment initiatives aimed at improving the use of technology, productivity and efficiency of the operations.
 - d. oversee and assess the risks associated with the Company's technology and operations and to ensure that appropriate risk management strategies are in place.
 - e. monitor and evaluate emerging technologies and innovations that could impact the Company's operations and strategy and provide recommendations on adopting new technologies, including those that could enhance operational efficiency.
 - f. promote the use of sustainable technologies and practices within the Company providing guidance on initiatives to reduce the Company's environmental impact through technology.
 - g. ensure the Company has robust cybersecurity measures in place to protect its data and systems and will inform the Audit Committee of its findings to support the Audit Committee in discharging its internal control and risk management duties.
 - h. to delegate any of its powers to one or more of its members or the secretary of the Committee.
 - i. to consider any other matters as may be requested by the Board; and
 - j. to make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

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