

Material proposed to be added to the charter as currently in effect is marked by double underlining and material proposed to be deleted is marked by strikethroughs.

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THE OPTIONS CLEARING CORPORATION TECHNOLOGY COMMITTEE CHARTER

I. Purpose

The Board of Directors (“Board”) of The Options Clearing Corporation (“OCC”) has established a Technology Committee (the “Committee”) to assist the Board in overseeing OCC’s information technology (“IT”) strategy, ~~infrastructure, resources and risks, including:~~ and other company-wide operational capabilities. The purpose of the Committee is also to advise management regarding these aspects of OCC’s operation.

- ~~• Overseeing major IT related strategies, projects and technology architecture decisions;~~
- ~~• Monitoring whether OCC’s IT programs effectively support OCC’s business objectives and strategies;~~
- ~~• Monitoring OCC’s IT risk management efforts and the security of OCC’s information systems and physical security of information system assets; and~~
- ~~• Conferring with OCC’s senior IT management team and informing the Board on IT related matters.~~

In fulfilling theirs responsibilities, ~~it is recognized that the members of the Committee are not full-time employees of OCC and are not, and do not represent themselves to be, technology experts.~~ shall prioritize the safety and efficiency of OCC, generally support the stability of the broader financial system and consider the legitimate interests of Clearing Members, customers of Clearing Members and other relevant stakeholders taking into account prudent risk management standards (including systemic risk mitigation) and industry best practices.

II. Membership and Organization

A. Composition. The Committee shall be comprised of three or more directors as appointed ~~annually~~ each calendar year by the Board. The Board may remove or replace any member of the Committee at any time. Unless a Chair is elected by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. In the absence of the Chair at any meeting of the Committee, those

members of the Committee present shall designate a Committee member to serve as Acting Chair. In fulfilling their responsibilities, it is recognized that the members of the Committee are not full-time employees of OCC and are not, and do not represent themselves to be, technology experts.

In the event of a vacancy on the Committee, the Committee will continue to undertake its responsibilities, so long as the remaining Committee members are capable of satisfying the quorum requirement.

- A. **~~B.~~ Meetings.** The Committee will meet at least four times a year. Other meetings may be called by the Chair as circumstances dictate. The Committee Chair or its designee, in consultation with management, as well as the Corporate Secretary, shall establish the agenda for Committee meetings. The members of the Committee may ask members of management or others to attend the meeting and provide pertinent information as is necessary. The Committee may call executive sessions from which members of management and invited guests may be excluded. Individual Committee members also may be excluded from executive sessions or portions thereof at which the discussion involves a matter as to which that member has an actual or potential conflict of interest. The Committee will meet in executive session at each regular Committee meeting and will determine who will participate in such session. The Committee Chair or the Acting Chair, as applicable, will serve as chair for an executive session. The Members of the Committee may participate in meetings by means of a conference telephone call or other means of communication that allows all participants in the meeting to hear each other. However, as provided in the Code of Conduct for OCC Directors, attendance by telephone is discouraged.

The Committee shall meet regularly, and no less than once ~~annually~~each calendar year, with members of management in separate executive sessions to discuss any matters that either side believes should be discussed privately. The Committee shall meet regularly, and no less than once ~~annually~~each calendar year, in separate executive sessions with the Chief Security Officer (“CSO”) in order to provide for the CSO’s autonomy and independence. Between meetings of the Committee, the CSO is authorized to communicate directly with the Chair with respect to any of the responsibilities of the Committee.

- B. **~~C.~~ Quorum.** A majority of the Committee members shall constitute a quorum for the transaction of business.
- C. **~~D.~~ Minutes and Reports.** The Committee shall maintain minutes of all Committee meetings. The Chair or Acting Chair, as applicable, shall determine whether separate minutes of an executive session are to be

recorded as well as determine the level of detail to be included in such minutes, taking into consideration the sensitivity of the matters to be discussed and the possibility that candor may be limited if detailed minutes are recorded. It is expected that meeting minutes will reflect that an executive session was convened and broadly describe the topic(s) discussed. Minutes of Committee meetings shall be circulated to the Board.

The Committee shall make such reports to the Board as deemed necessary or advisable. The Committee Chair is responsible for ensuring that important issues discussed at the Committee meetings are reported timely to the full Board. ~~On an annual basis~~ Each calendar year, the Committee shall provide a report to the Board summarizing its activities during the previous year.

III. Authority

- A. **Scope.** Subject to the direction of the Board, the Committee is authorized to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of the purpose and responsibilities set forth in this Charter. In discharging its role, the Committee may inquire into any matter it considers appropriate to carry out its purpose and responsibilities, with access to all books, records, facilities and personnel of OCC. The Committee shall confer with management and other employees of OCC to the extent it may deem necessary or appropriate to fulfill its duties. Where the Committee is authorized to approve reports or proposals provided to it by management, the Committee may or may not approve such matters in its business judgment. If the Committee does not approve such a report or proposal, it shall report to management that it has not approved such matter and may provide direction as to revisions or alternative courses of action as appropriate. The Committee shall report to the Board in the event that it does not approve a report or proposal provided to it by management, including the reasons for non-approval.

The Committee shall have the authority to hire specialists or rely upon other outside advisors or specialists to assist it in carrying out its activities. The Committee also shall have the authority to approve the fees and retention terms applicable to such advisors and specialists. The Committee's annual report to the Board will reference any engagement of specialists or outside advisors, including fees and expenses associated therewith.

~~B. Delegation.~~ The Committee may form and delegate authority to subcommittees, and may delegate authority to one or more designated members of the Committee. and to one or more designated officers. The

Committee may refer a risk under its oversight to another committee or the Board as advisable or appropriate. However, in all instances, the Committee retains the obligation to oversee such delegated or referred activity and to assure itself that delegation and reliance on the work of such delegates is reasonable.

IV. Functions and Responsibilities

The Committee's role is one of oversight. It remains the responsibility of OCC management to identify, manage, monitor and report on IT and other operational risks arising from OCC's business activities in light of OCC's role as a systemically important financial market utility.

The Committee shall have the following functions and responsibilities in discharging its oversight role:

- The Committee shall review at least once every twelve months OCC's IT and operational strategies, costs and planning, including the financial, tactical and strategic benefits of proposed major IT and operational related initiatives. The Committee shall have the authority to approve major IT and operational initiatives, recommend any major capital expenditures to implement to the Board and the IT and operational budget for each calendar year.
- The Committee shall receive a quarterly report from management that provides information on management's progress in executing on major IT initiatives, technology architecture decisions (as applicable) and IT priorities as well as overall IT performance, including metrics concerning technology investments, talent management, and system availability, integrity, capacity and performance.
- ~~IT Strategy and Projects~~
- ~~Evaluate OCC's IT strategies and the financial, tactical and strategic benefits of proposed major IT related projects and technology architecture alternatives.~~
- ~~Critically review the progress of major IT related projects and technology architecture decisions.~~
- ~~Discuss IT costs and internal processes for approval of major IT related capital expenditures.~~
- ~~Make recommendations to the Board with respect to IT related projects and investments that require Board approval.~~
- ~~IT and Physical Security~~
- ~~Monitor the quality and effectiveness of OCC's IT and physical security.~~
- ~~Periodically review and appraise OCC's IT disaster recovery capabilities and related crisis management plans.~~

- The Committee shall review material changes to the operational execution and delivery of core clearing and settlement services and has the authority to recommend approval thereof to the Board.
- The Committee shall review at least once every twelve months the adequacy of OCC's management of information security risks. The Committee shall have the authority to approve all material changes to written policies related to the management of information security risks and recommend such changes to the Board for approval. The Committee shall receive a quarterly report from management that provides information on the effectiveness of the management of information security risks, including metrics concerning security incidents, systems intrusions and vulnerability management.
- The Committee shall oversee and receive a quarterly report from management on OCC's Business Continuity and Disaster Recovery Programs. The report shall include the progress on executing the annual test plan and achieving recovery time objectives.
- The Committee shall oversee and receive a quarterly report on OCC's major operational initiatives. The report shall provide information on any major operational initiatives and metrics on the effectiveness of OCC's operations with reference to key indicators.
- The Committee shall monitor and oversee the overall adequacy of OCC's IT and operational control environment, including the implementation of key controls in response to regulatory requirements.
- The Committee shall identify risk issues relating to the areas that the Committee oversees that should be escalated to the Board for its review and consideration.
- ~~Internal Controls~~
- ~~In coordination and cooperation with the Audit Committee, monitor the quality and effectiveness of IT systems and processes that relate to or affect OCC's internal control systems.~~
- ~~Monitor and assess OCC's management of IT-related compliance risks.~~
- ~~As necessary report to and consult with the Board and other Board committees (including the Audit Committee and the Risk Committee) regarding IT systems and processes that relate to or affect OCC's internal control and risk management systems.~~
- ~~Advisory Role~~
- ~~As necessary, consult with OCC's senior IT management team.~~
- ~~Stay informed of, assess and confer with OCC's senior IT management team with respect to new technologies, applications and systems that relate to or affect OCC's IT strategy or programs.~~

- ~~Inform and make recommendations to the Board and its committees with respect to IT related matters.~~
- ~~Other~~
- ~~Confirm~~Each calendar year, the Committee shall confirm annually to the Board that all responsibilities outlined in this Charter have been carried out.
- ~~Evaluate~~Each calendar year, the Committee shall annually the Committee's and review its and its individual members' performance and provide results of such assessment to the Governance and Nominating Committee for review.
- The Committee shall perform such other responsibilities and functions as shall from time to time be assigned to it under the By-Laws and Rules, other policies or delegated to it by the Board.
- The Committee ~~shall also have the authority~~ is authorized to perform any other duties consistent with this Charter, as the Committee or Board deems necessary, or as the Board shall further delegate to the Committee.

V. Review Cycle

The Committee will review this Charter ~~annually~~at least once every twelve months. The Committee shall submit this Charter to the Governance and Nominating Committee and the Board for ~~reapproval~~approval, with such changes, if any, as the Committee deems advisable.