



*GasNet, s.r.o., GasNet Služby, s.r.o.*

# Cyber & Information Security Committee

## Terms of Reference

### 1. Purpose and scope

The Cyber & Information Security Committee (hereinafter referred to as “Committee”) is appointed as a steering committee of the Management Board (hereinafter referred to as “the Board”) of GasNet, s.r.o. (hereinafter referred to as “the Company”).

The Company is a safety critical business, consequently it is essential it has in place the appropriate management systems and operational frameworks to ensure effective delivery of its obligations. The Company is appointed as an operator of critical information infrastructure by National Cyber and Information Security Agency and is bound by obligations given by the Act no. 181/2014 Coll. on Cyber Security and Change of Related Acts and Act no. 264/2025 Coll. on Cyber Security (The Act on Cyber Security).

The role of the Committee is to advise and assist the Board to fulfil its responsibilities in relation to Cyber and Information Security matters of the Company.

The main objective for the Committee is to provide guidance on Cyber and Information Security strategy, policies, initiatives, risk exposure and targets.

The Committee has the delegated authority of the Board in respect of the functions and powers but only to the extent set out in these terms of reference.

The Committee shall carry out its function for the Company as appropriate.

### 2. Membership

2.1. The Committee shall comprise of members of the Board and representatives whose responsibilities are adjacent to security concerns. This includes the Chief Executive Officer (CEO), Chief Digital Officer (CDO), Network Operation Director (NOD), Distribution Dispatching Director, Senior Manager Security, IT Architect – Cyber Security and the Company Secretary. Other representatives of the business and external advisers may be invited to attend.

2.2. Other Directors can attend the Committee as observers.

2.3. In the event that a member of the Committee is unable to attend a meeting, the member shall nominate his/her deputy to attend on behalf of that member with the prior consent of the Chairman of the Committee.

2.4. The Board shall appoint the Chairman of the Committee. In the absence of the Chairman of the Committee and any appointed deputy, the remaining members present shall elect another Committee member present to chair the meeting.

### 3. Secretary

3.1. The Company Secretary or his/her nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.



#### 4. Quorum and voting

4.1. The quorum necessary for the transaction of business shall be two members of the Committee with voting right.

4.2. The members with voting right are the Chief Executive Officer (CEO), Chief Digital Officer (CDO) and Chief Operations Officer (COO).

4.3. If any conflicts of interest exist with a particular member of the Committee on any particular issue, then such member of the Committee shall not participate or vote on the issue that gave rise to such conflict of interest and shall not count in the quorum in respect of such issue.

#### 5. Frequency of meetings

5.1. The Committee shall meet at least four times per annum (1x per quarter) and at such other times as the Chairman of the Committee or any of its members shall require.

#### 6. Notice of meetings

6.1. Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee or any of its members.

6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and any supporting papers, shall be circulated or made available electronically to each member of the Committee and any other person required to attend, no fewer than two days prior to the date of the meeting to enable proper consideration of the relevant issues.

#### 7. Minutes of meetings

7.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

7.2. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

7.3. Following the review of the Chairman of the Committee, minutes of Committee meetings shall be circulated to all members of the Committee for approval not later than the next following Committee meeting.

7.4. Once agreed, minutes of the meetings shall be signed by the Committee Chairman.

7.5. The Chairman of the Committee or, in his or her absence, another member of the Committee, will report to the Board on meetings of the Committee.

7.6. Approved minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Chairman of the Committee.

#### 8. Content

8.1. The Committee shall:

a) review and provide guidance on Cyber and Information Security strategy, policies, initiatives, risk exposure and targets, where appropriate;

b) review identified cyber security risks, security incidents and audit findings;

c) review security risk treatment plan and the status of security control implementation;

d) review escalated exceptions from policies and non-compliances;



- e) conduct annual review of Information Security Management System;
- f) make recommendations to the Board it deems appropriate on any area within its remit and refer all key Security strategic and policy decisions to the Board for approval;
- g) review reporting to National Cyber and Information Security Agency;
- h) consider forthcoming legislation and other requirements relating to Cyber Security matters;
- i) approve the Terms of Reference the next following Committee meeting

## 9. Chairman of the committee

9.1. The Chairman of the Committee or, in his or her absence, another member of the Committee shall:

- a) be directly notified of any security or data privacy related event that the CEO deems of appropriate materiality based on the severity of the matter, reputational issues, and media interest, and ensure the Board is also informed in a timely manner;
- b) update the WHS & EP Committee on topics and decisions discussed during each Committee meeting;
- c) report major security incidents to WHS & EP Committee.

## 10. Security audits

10.1. The Committee shall, in relation to Cyber Risk and Information Security Management System audits:

- a) quarterly, receive an update on the audits that occurred in the time period;
- b) annually, receive a report on the security audits carried out across the Company;
- c) annually, receive list of planned audits for the forthcoming year;

## 11. Authority

11.1. Subject to any restrictions imposed by law, the Committee is authorized to seek any information it requires from any employee of the Company and its subsidiaries in order to perform its duties.

11.2. The Committee is authorized to call any member of staff to be present at a meeting of the Committee as and when required.

11.3. The Committee has the authority to access sufficient resources and professional advice as is reasonable, at the Company's expense, in order to carry out its duties, including access to the Company Secretariat for assistance as required.

11.4. Members shall be provided with training as appropriate, both in the form of an induction programme for new members and on an ongoing basis for all members.

11.5. As required, commission and consider where external reviews, investigations or audits as may be beneficial, with the approval of the Board.