

Cyber Advisory Group Charter

Approved on September 20, 2021

Purpose

The Exchange Analytics (XA) Cyber Advisory Group (“Group”) shall assist management of XA with regard to its cybersecurity risk management and privacy practices, advising on: (1) the practices, procedures and controls that XA management uses to identify, manage and mitigate risks related to cybersecurity, privacy and disaster recovery and respond to incidents with respect thereto; and (2) advise on cybersecurity risk and privacy courses and other regulatory compliance solutions that XA offers to its clients.

Membership

The Group shall consist of at least three members. The members of the Group shall be appointed and serve indefinitely unless they choose to resign from the Group or are replaced by the president of XA. Members may resign at any time.

Members of the Group should possess knowledge and experience related to current cybersecurity and/or privacy practices. Though no specific composition is required for the Group, the president of XA will attempt to include at least one practitioner, one academic and one practicing attorney. The president of XA will also attempt to include both U.S. and non-U.S. experience within the Group.

Activities

Management, staff and approved contractors of XA have sole and exclusive responsibility to manage and execute XA's cybersecurity and privacy practices, procedures and controls. The Group has no express or implied responsibility for overseeing, managing or executing that work. The Group's work is solely advisory in nature and is not binding on XA management.

In advising XA management, the Group may:

1. Review and advise on management's implementation of cybersecurity programs, privacy programs and related policies and procedures to (i) safeguard the effectiveness of such programs and policies and the integrity of the XA's electronic systems and facilities and (ii) prevent, detect and respond to cyber-attacks or information or data breaches involving XA's electronic information, intellectual property and data.
2. Review and advise on management's crisis preparedness and incident response plans (including policies and procedures regarding public disclosure of any such incidents) and the XA's disaster recovery capabilities.

3. Review and advise on XA's cybersecurity risk and privacy related training courses and related compliance solutions.
4. Advise on the top cybersecurity and privacy risks to assist management of XA with determining risk-based content for its relevant training courses and related compliance solution.
5. Advise on other matters as the Group or the president of XA determine relevant to the Group's activities.

Meetings and Operational Matters

The Group should meet quarterly each year, or as often as the Group and the president of XA agree upon. Meetings will take place remotely or however agreed upon by the Group and the president of XA.

The president of XA will provide agenda and any relevant meeting materials to the Group at least one week prior to each scheduled meeting.

The Group shall each sign a non-disclosure agreement covering the handling of information provided to and discussed by the Group.