HealthEquity®

# Cybersecurity and Technology Committee Charter

| | |
|---|---|
| Original effective date: | 9/21/2018 |
| Date of last approval: | 9/24/2026 |
| Approved by: | Board of Directors |
| Business unit: | HealthEquity, Inc. |
| Owner: | Board of Directors |
| Executive sponsor: | General Counsel |

**TABLE OF CONTENTS**


1 MEMBERSHIP ..... 2
2 PURPOSE ..... 2
3 DUTIES AND RESPONSIBILITIES ..... 2
4 COMMITTEE AUTHORITY ..... 3
5 STRUCTURE AND OPERATIONS ..... 3
6 POLICY REVIEW ..... 4


© 2026 HealthEquity, Inc. Proprietary and confidential, for internal use only.

## 1 MEMBERSHIP

The Cybersecurity and Technology Committee (the "Committee") of the Board of Directors (the "Board") of HealthEquity, Inc. (the "Company") shall consist of three or more directors. To facilitate coordination and communication between committees of the Board, at least one member of the Committee shall also be a member of the Audit and Risk Committee of the Board.

The members of the Committee shall be appointed by the Board. Each member of the Committee shall be "independent" as defined by the listing standards of the NASDAQ Stock Market. The members of the Committee shall serve for such term or terms as the Board may determine or until the earlier of their resignation or death. The Board may remove any member from the Committee at any time with or without cause.

## 2 PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its responsibility of oversight of the Company's strategies, strategic initiatives, capital investments, and strategic risks and related risk management, each as they relate to the Company's cybersecurity, existing technologies, artificial intelligence and other emerging technologies, and information systems. The Committee works closely and coordinates regularly with the Audit and Risk Committee of the Board with respect to the oversight of the Company's risks covered by the scope of the Committee's responsibilities.

## 3 DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- Review with management the Company's cybersecurity threat landscape, risks, and data security and fraud programs;
- Review with management the Company's management and mitigation of cybersecurity risks and potential breach incidents;
- Review with management the Company's compliance with applicable information security and data protection laws and industry standards;
- Review with management the Company's technology and information systems strategies and trends and emerging technologies that may affect these strategies;
- Review reports and key metrics from management on the Company's cybersecurity, technology and information systems and related risk management programs;
- Review the progress of major technology-related proposals, plans, projects, and architecture decisions to ensure that these projects and decisions support the Company's overall business strategy and receive appropriate support from the Company;

© 2026 HealthEquity, Inc. Proprietary and confidential, for internal use only. 

- Review the capacity, performance, and reliability of the Company's technology platforms;

- Discuss with management the Company's cybersecurity, technology, and information systems policies as to risk assessment and risk management, including the guidelines and policies established by the Company to assess, monitor, and mitigate the Company's significant cybersecurity, technology, information systems, and fraud program related risk exposures;

- Review and provide oversight of the Company's crisis preparedness with respect to cybersecurity, technology, and information systems, including security breach and incident response preparedness, communication plans, and disaster recovery capabilities;

- Refer to the Audit and Risk Committee of the Board any matters that have come to the attention of the Committee that fall under the oversight of the Audit and Risk Committee or are otherwise relevant for noting or consideration by the Audit and Risk Committee, including any matters relating to the Company's internal control over financial reporting;

- Periodically review and, as appropriate, make recommendations to the Board regarding, the Company's budget, investments, training, and staffing levels as they relate to cybersecurity, technology, information systems, and fraud program; and

- Review annually the appropriateness and adequacy of the Company's cyber-insurance coverage.

## 4 COMMITTEE AUTHORITY

In exercising its oversight responsibilities, the Committee shall have full access to members of management and may inquire into any matter that it considers to be of material concern to the Committee or the Board. The Committee shall have authority to conduct or authorize investigations into any matters within the scope of its responsibilities and the authority, in its sole discretion, to select, retain, and obtain the advice of outside counsel, cybersecurity, or other advisors or consultants as it deems appropriate. The Company shall provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such outside counsel, other advisors, or consultants retained by the Committee.

## 5 STRUCTURE AND OPERATIONS

The Board shall designate one member to act as the chairperson of the Committee. The Committee shall meet on a regularly scheduled basis at least four (4) times per year or more frequently as the Committee or its chairperson deems necessary or desirable. The Committee shall meet at such times and places as the Committee or its chairperson shall determine. The Committee shall designate from time to time a senior member of management that shall act as management liaison to the Committee and shall work with the Committee chairperson to prepare an agenda for regularly scheduled meetings. The Committee is governed by the same rules

© 2026 HealthEquity, Inc. Proprietary and confidential, for internal use only. 

regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review and assess at least annually the performance and effectiveness of the Committee and report its results to the Board.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

## 6 POLICY REVIEW

The Committee shall review this charter annually and recommend to the Board such changes, if any, as it considers appropriate.

© 2026 HealthEquity, Inc. Proprietary and confidential, for internal use only. 