



## PTC INC.

### CYBERSECURITY COMMITTEE CHARTER

#### **Purpose**

Management of the Company is responsible for identifying, assessing, and managing the Company's cybersecurity risk, and establishing and maintaining reasonable and effective governance, programs, processes, and resources to do so. The Cybersecurity Committee is appointed by the Board of Directors of the Company to act on behalf of the Board in fulfilling the Board's oversight responsibility with respect to the Company's management of its cybersecurity risk.

#### **Committee Membership**

The Committee shall be comprised of at least three directors. The members of the Committee shall be appointed by the Board and may be replaced or removed by the Board in its discretion. The Board shall designate the Chair of the Committee.

#### **Committee Authority and Responsibilities**

The Committee shall receive reports, as necessary and appropriate, from management on the identification and treatment of the Company's cybersecurity risk. In performing its oversight responsibilities, the Committee may, as and to the extent it deems appropriate, review with management the policies, procedures, processes, and controls developed and/or implemented by the Company to:

- Identify, assess and address the Company's key internal and external cybersecurity risks;
- Protect the Company from cyberattacks, unauthorized access, or other malicious acts and risks;
- Effectively safeguard the Company's IT infrastructure, assets, intellectual property, development environment, Company data, as well as personal data, customer and other third-party confidential information in the Company's possession or custody;
- Ensure the confidentiality, integrity and availability of the Company's products and services;
- Identify, protect, detect, respond to, and recover from cyberattacks, including data breach incidents;
- Fulfill applicable regulatory cybersecurity obligations; and
- Fulfill reporting and disclosure obligations related to cybersecurity risks, costs, and incidents.

The above list is not exhaustive, and the Committee shall receive such reports from management and any retained external experts as are necessary or appropriate to fulfill its oversight responsibilities with respect to the Company's management of its cybersecurity risk.

## **Independent Advisers and Access to Management**

In discharging its responsibilities, the Committee shall have, as necessary or appropriate:

- Full access to all books, records, facilities, and employees of the Company; and
- The authority to engage external cybersecurity experts, independent counsel, and other advisers, and to determine the compensation to be paid such advisers and counsel by the Company.

## **Procedures and Administration**

### **Meetings**

The Committee shall meet as often as it deems necessary. A majority of the members of the Committee shall constitute a quorum at such meetings and the Committee may act by a vote of a majority of members present. The Committee may also act in writing by unanimous written consent. Minutes shall be maintained of each Committee meeting. The Committee may ask members of management or others to attend meetings as they believe appropriate.

### **Reports to the Board**

The Committee shall make periodic reports to the Board.

### **Review of Charter**

The Committee shall periodically review this charter and make recommendations regarding any proposed changes.

*As adopted by the Board of Directors, June 24, 2021*