Schedule A — Polymesh Technical Steering Committee Charter

Document Title: Polymesh Technical Steering Committee (TSC) Charter

Adopted By: The Board of directors (the "**Board**") of Polymesh Labs Ltd. (the "**Company**")

Effective Date: 01 February 2026

Version: 1.0

1) Purpose and mission

The **Polymesh Technical Steering Committee (TSC)** exists to provide **transparent, auditable technical governance** for the Polymesh open-source protocol, related infrastructure, and official repositories (collectively, the **"Polymesh Project"**).

The TSC's mission is to:

- set and steward the **technical direction** of the Polymesh Project;
- maintain **high engineering standards** for security, reliability, and release quality; and
- support a healthy, collaborative, contributor-friendly ecosystem.

2) Scope

This Charter applies to:

- the Polymesh protocol and runtime development;
- official Polymesh repositories (code, tooling, SDKs, documentation, reference implementations);
- release processes, standards, and technical quality gates; and
- technical working groups established under the TSC.

This Charter does **not** govern:

- commercial strategy, sales, marketing, or contractual matters;
- personnel management and HR matters;
- budgetary matters, procurement, or vendor selection; or
- treasury, staking, or any use of network-held value (see Section 4).

3) Authority and responsibilities

The TSC is the primary body responsible for **technical oversight** of the Polymesh Project, including:

Technical direction

- maintaining the technical roadmap and architecture principles;
- establishing technical priorities and sequencing of protocol work.

Technical decision-making

- reviewing and approving/rejecting technical proposals (e.g., RFCs/PIPs);
- resolving cross-team technical disputes and escalation.

Release governance

- defining release standards, testing requirements, and quality gates;
- overseeing release readiness decisions and post-release reviews.

Repository stewardship

- appointing/confirming maintainers and defining repository permissions;
- maintaining technical contribution guidelines and workflows.

Working groups

- establishing and dissolving working groups for specific areas (e.g., cryptography, tooling);
- receiving reports from working groups and ratifying outputs where required.

4) Explicit limitations and reserved matters

The TSC is **not authorized** to:

- bind the Company commercially;
- incur spend or approve budgets;
- hire, terminate, or manage employment matters;
- sign vendor contracts or make procurement decisions;
- make representations to regulators or market participants on behalf of the Company; or
- make decisions relating to **staking rewards, treasury management, the use or allocation of network-held value, or any other financial/monetary matters.**

All financial/treasury matters are reserved to, and decided solely by, the **Board** (and/or such other governing body as the Board may designate).

5) Composition and roles

5.1 TSC seats

The TSC consists of **5 seats**.

Seats are categorized as:

- **Polymesh Appointed Seats** (representatives appointed by the Board), and
- **External/Community Seats** (optional).

5.2 Chair

The TSC Chair:

- sets meeting agendas, moderates discussion, and ensures orderly decision-making;
- confirms that voting procedures and quorum requirements are met; and
- ensures decisions and minutes are recorded and published.
- circulate agendas in advance;
- record minutes and decisions; and
- maintain the decision log and proposal register.

5.3 Maintainers

Maintainers are individuals with elevated repository permissions. Maintainers:

- review contributions, enforce repo standards, and support contributors; and
- may be appointed/removed by the TSC per the project's maintainer policy.

6) Membership, terms, appointment, and removal

6.1 Initial appointments

Members are appointed by Board resolution (or by a Board-delegated process explicitly documented in a resolution of the Board passed in accordance with the Company's Article of Association (a "**Board Resolution**").

The Board may remove any member at any time, with or without cause, by Board Resolution.

6.2 Term length

- Members typically serve 12-month terms, renewable.
- Vacancies may be filled by Board appointment.

6.3 Eligibility

TSC members should demonstrate one or more of the following:

- technical competence relevant to Polymesh;
- industry experience in the Capital Markets industry;
- understanding of the blockchain protocols and/or the blockchain industry.

TSC members must demonstrate:

- a track record of responsible participation; and
- willingness to act in the best interests of Polymesh.

6.4 Vacancies

Vacancies may be filled by Board appointment, informed by TSC recommendations where appropriate.

6.5 Removal / resignation

A member may resign at any time by written notice to the Chair.

The Board may remove a member for cause (e.g., misconduct, persistent non-participation, breach of Code of Conduct).

8) Meetings, quorum, voting, and attendance

8.1 Meetings

- The TSC meets at least **monthly**.
- Additional meetings may be called by the Chair or by request of any **two** TSC members.

8.2 Quorum

A meeting has quorum if a **simple majority** of seated members are present, and in any event no fewer than three (3) seated members are present.

8.3 Voting and decision-making

- Default voting threshold: **simple majority** of votes cast.

- Higher thresholds:
  - Charter amendments: **2/3** of votes cast (see Section 11).
- The TSC may use "lazy consensus" for low-risk matters, but any member may request a formal vote.

*Note: "**Lazy consensus**" is a lightweight way to make decisions in open-source governance:*

- *Someone proposes an action (e.g., "merge this RFC", "cut a release candidate").*
- *The proposal is shared to the agreed forum (meeting, GitHub, mailing list) with a clear time window (e.g., 48 hours / 7 days).*
- *If nobody objects within that window, it's approved by default.*
- *If anyone objects (ideally with reasons + an alternative), it escalates to discussion and, if needed, a formal vote.*

8.4 Attendance and participation

TSC meetings are open to **community observers**:

- Observers may attend and listen but **may not vote** and are **not members** of the TSC.
- Observers may contribute to discussion **at the discretion of the Chair**, either by invitation or by politely requesting time to speak (e.g., via an agenda item, "raise hand," or meeting chat).
- The Chair may limit observer participation to ensure meetings remain orderly and decisions can be made efficiently.

9) Technical proposal process (RFC/PIP workflow)

The TSC maintains a documented proposal workflow (e.g., RFC/PIP) which includes:

- how proposals are submitted and discussed;
- required technical details and impact analysis;
- review and approval criteria; and
- how decisions are recorded (approved/rejected/deferred).

The proposal workflow and register are maintained in a public project repository, except where security disclosure protocols apply.

10) Transparency, records, and security exceptions

10.1 Transparency

The TSC operates in an open and auditable manner:

- agendas published in advance;
- minutes and decisions published promptly; and
- a public decision log / proposal register maintained.

10.2 Security exceptions

For security-sensitive matters (e.g., vulnerability disclosure), the Chair may:

- conduct discussions privately with a limited group (e.g., a security working group),
- delay publication of details until safe to disclose, and
- publish a summary after remediation where appropriate.

11) Amendments to this Charter

Amendments require:

- a **2/3** vote of the TSC, **and**
- **Board approval**.

12) Code of conduct and conflicts of interest

All TSC members, maintainers, and participants are expected to follow the Polymesh Project's Code of Conduct (as published in project repositories or referenced policies).

TSC members should:

- act in good faith in the interests of the Polymesh Project;
- disclose material conflicts of interest where relevant; and
- recuse themselves from decisions where a conflict materially impairs impartiality (at the Chair's discretion).

13) Effective date

This Charter takes effect on the **Effective Date** set out above, upon adoption by the Board.