

AMERICAN ELECTRIC POWER COMPANY, INC.
TECHNOLOGY COMMITTEE
CHARTER
as of September 21, 2021

I. PURPOSE

The Technology Committee (the “Committee”) shall provide assistance to the Board of Directors in fulfilling its responsibility to the shareholders with respect to:

- A. Providing review and oversight of the corporation’s information technology strategy and investments, and large scale information technology replacements, including internal and external labor strategy;
- B. Providing review and oversight of the corporation’s framework and programs designed to identify, assess, manage and mitigate risks related to cybersecurity, information technology, and associated operational resiliency, and oversee management’s execution in alignment with such framework;
- C. Providing review and oversight of a response framework to address cyber, operational, and other business disruptive incidents that could impact AEP’s ability to deliver reliable service, protect customer and employee data, and otherwise be in legal compliance; and
- D. Otherwise providing review and oversight of issues related to setting the information technology and cybersecurity strategy of the corporation.

II. STRUCTURE AND OPERATIONS

A. Composition and Qualifications

The Committee shall be comprised of three or more members of the Board of Directors.

B. Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

C. Chair

The Board of Directors shall appoint the Chair of the Committee. The Chair shall be entitled to cast a vote to resolve any ties. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings.

III. MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Chair of the Board or any member of the Committee may call meetings of the Committee. Meetings of the Committee may be held by videoconference, by teleconference or by similar communications equipment.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter, and shall be undertaken by the Committee as and when appropriate. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in Section I of this Charter. The Committee shall have access to, and authority to approve the fees of, such independent advisors it deems necessary to carry out its duties and responsibilities.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern related to the purposes of the Committee that the Committee deems appropriate.

A. Information Technology

1. Receive reports from members of management, as and when appropriate, on the corporation's information technology and related operations, including significant investments and related progress, and trends that may affect such strategy and operations.

2. Review, as and when appropriate, the corporation's strategic direction and planning for information technology, including the risks and benefits of proposed significant information technology-related projects and initiatives. Review and make recommendations to the Board regarding any significant information-technology related investments that are required to be approved by the Board on an individual project basis in accordance with AEP's Authorization Policy.

3. Receive reports from members of management on any relevant information technology metrics.

4. Review the corporation's information technology and related operations and associated expenditures for the corporation and its business segments.

5. Review or discuss the corporation's information technology policies, standards, and controls, including information technology and related operational resiliency programs.

6. Receive reports from members of management on the corporation's third-party information technology strategy, including information on critical risks and metrics relating thereto, and review and provide oversight of the corporation's third-party information technology strategy.

7. Other matters as the Committee Chair or other members of the Committee determine relevant to the Committee's oversight of information technology, cybersecurity, and related resiliency programs, including risk assessment and management in such areas.

B. Information, Cybersecurity and Data Privacy Risk Management

1. Receive and review reports from members of management, including, but not limited to, the Chief Information and Technology Officer, the Corporate Security Officer, and other officers or employees as appropriate, regarding the corporation's practices, management and functioning of information technology operations and information security, cybersecurity and data privacy risks, including reports related to the assessment, analysis, and mitigation of related risks.

2. Review the capabilities and effectiveness of each of the corporation's cyber security, physical security and related resiliency programs and its practices for identifying, assessing, managing and mitigating cyber and physical security and related resiliency risks, including information regarding major incidents and threats.

3. Review the corporation's controls to detect, prevent, mitigate, respond to and recover from cyberattacks or physical attacks.

4. Review the adequacy of resources, initiatives, and awareness training related to cyber security and physical security.

5. Review crisis preparedness in connection with potential cyber security and physical security events, including information regarding incident response plans, disaster recovery capabilities, incident communication processes and the corporation's ability to effectively operate in a degraded state of information systems, communications or physical facilities.

C. External Engagement

1. Receive and review reports on regulations, as well as key legislative and regulatory developments, that could materially impact the Company's cyber security, physical security and related resiliency risk exposure.

2. Receive and review reports from management on external engagement with government agencies and other critical infrastructure sectors on cybersecurity, physical security, national security and related resiliency.

3. Receive and review reports from management on information technology-related industry trends, benchmarking and best practices, including risks and opportunities related to information technology advancements.

D. Talent Management

1. Receive reports from members of management on and provide oversight of the corporation's human capital management strategy regarding information technology and cybersecurity.

E. Reports

1. Report regularly to the Board of Directors with respect to such other matters as are relevant to the Committee's discharge of its responsibilities. The report to the Board of Directors may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

2. Maintain minutes or other records of meetings and activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.