

Board Technology and Operations Committee Terms of Reference

29 July 2021

QUILTER PLC (“Quilter” or “the Company”)

Version approved by the Quilter Board (the “**Board**”) on 29 July 2021

1 **Role**

The role of the Board Technology and Operations Committee (the “**Committee**”) is to provide oversight, challenge and advice to the Board on Technology and Operations, including Information Security, Information Management and Operational Resilience. The Committee further oversees the implementation, execution and delivery of the Technology Strategy and Operations Strategy, and in particular to:

- Consider and report to the Board on the matters within the remit of the Committee, identifying any matters in respect of significant risks or material impact to the Quilter group of businesses (“**Quilter group**”), which it considers that action, improvement or approval is needed, and make recommendations as to the adequacy of delivery and management action plans.
- Commission, receive and consider reports on Technology and Operational issues.
- For clarity, the Board Risk Committee has responsibility for the oversight of Operational Risk.

2 **Authority**

- 2.1 The Committee is a Board Committee of Quilter from which it derives its authority and to which it regularly reports.
- 2.2 The Committee has delegated authority of the Board in respect of the functions and powers in these Terms of Reference. The Committee may sub-delegate any or all of its powers and authority as it sees fit, including, without limitation the establishment of sub-committees to analyse particular issues or themes and to report back to the Committee.
- 2.3 The scope of the Committee extends across all businesses owned controlled and governed by Quilter, including joint ventures, in all jurisdictions. It also has authority to obtain any information as it may require from any Director, officer or employee of the Quilter Group.
- 2.4 The Committee may request a summary of material issues considered at any of the Business Oversight Boards (as defined in the Group Governance Manual) or for the main Quilter subsidiaries.

3 Constitution and meetings of the Committee

3.1 Membership

Comprises at least three independent Non-executive Directors of Quilter appointed by the Board. Members of the Committee shall be appointed by the Board, on the recommendation of the Board Corporate Governance and Nominations Committee in consultation with the Committee Chair. The Chair of the Board shall not be appointed to the Committee. Where possible, one member of the Committee shall be a member of the Board Risk Committee. The Committee as a whole shall have competence relevant to the sector in which Quilter operates.

3.2 Duration of appointments

Shall be for a period of up to three years which may be extended by a further two additional periods of up to three years, subject to the Directors still meeting the criteria for membership of the Committee and their continuing status as an independent Non-executive Director.

3.3 Chair

Shall be appointed by the Board on the recommendation of the Board Corporate Governance and Nominations Committee. The Committee Chair does not have a casting vote.

3.4 Secretary

The Quilter Company Secretary or his or her nominee shall act as Secretary to the Committee.

3.5 Meetings

Meetings will be held a minimum of four times per year and at any other time as the Committee's role and responsibilities require. Meetings will be convened by the Company Secretary at the request of Committee members, the Quilter Chair, the Group Chief Executive, the Group Chief Risk Officer, the Chief Operating Officer, the external Audit Lead Partner or the Chief Internal Auditor.

3.6 Notice of meetings

Unless otherwise agreed by the Chair of the Committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be made available to each member of the Committee, any other person required to attend and all other Non-executive Directors, no later than four working days before the date of the meeting.

3.7 Quorum

The quorum for meetings shall be two members one of whom should normally be the Chair of the Committee. In the absence of the Chair of the Committee, the remaining members present shall elect one of themselves to chair the meeting.

3.8 Minutes

The Company Secretary or his or her nominee shall minute the proceedings and decisions of all Committee meetings.

3.9 Attendees

Only the members of the Committee have the right to attend Committee meetings. However, the following will be expected to attend Committee meetings on a regular basis:

- Chief Executive
- Chief Financial Officer
- Chief Internal Auditor
- Chief Information Officer
- Chief Operating Officer
- Chief Risk Officer
- The external Auditors

There is an open invitation for any Quilter Non-executive Directors to attend any Committee meeting with the agreement of the Chair of the Committee. By invitation of the Committee, any officer or employee of the Committee, any officer or employee of the Group or other person may also be invited to attend for a particular meeting or a particular agenda item.

If any member is unable to act for any reason, the Chair of the Committee may appoint another independent Non-executive Director of Quilter agreed by the other members of the Committee to act as that member's alternative.

4 **Responsibilities of the Committee**

The Committee will undertake the following tasks/functions for Quilter and, where appropriate, its subsidiary companies.

4.1 Technology and Operations Strategy

- a) Oversee on behalf of the Board the setting and delivery of the Technology and Operations strategies and ensuring these strategies support the Quilter Group business strategy and meets the changing needs of the Businesses. This includes the Digital and Data strategy.
- b) Oversee the effectiveness of the delivery of the Technology and Operations Operating Model, including organisational structure, performance and resources.
- c) Oversee the monitoring of future industry trends and opportunities in Technology and Operations that may affect the Company's strategy.

4.2 Technology and Operational Risk Profile

Oversee top level 1 and 2 risks relating to Quilter's Technology and Operations, including approval of risk mitigation and oversight and challenge of the risk, control, frameworks and oversight arrangements, including the effectiveness of the control environment. Receive reports from Internal Audit on relevant matters.

For clarity, the Board Risk Committee has overall responsibility for Board oversight of all risks and the recommendation and monitoring of risk appetite metrics for all risk categories. The Board Risk Committee will consider recommendations from the Committee in respect to Technology and Operations related risks and risk appetite considerations.

4.3 Operational Resilience

Oversee the resilience and performance of business critical services, including reviewing Quilter service delivery performance and material (level 1) incidents, ensuring appropriate action is taken in the event of significant underperformance or adverse trends.

4.4 Information Security

- a) Oversee Quilter's Information Security governance, systems, controls and procedures.
- b) Receive and review regular reports from the Group Information Officer / Chief Information Security Officer on the adequacy and effectiveness of the Company's Information Security systems and controls.

4.5 Strategic Technology and Operational Change Programmes

- a) Oversee and challenge the robustness of the structure and governance, progress against business case and delivery plan of significant individual Technology and Operations programmes of strategic importance to Quilter as identified by the Quilter Board and ensure appropriate action is taken in the event of significant underperformance or adverse trends.
- b) Receive assurance reports and ensure appropriate management actions are in place that address findings and issues raised.
- c) For clarity, the Board Risk Committee remains responsible for the oversight of the inherent risks in major Change Programmes.

5 Reporting Responsibilities

5.1 Reporting to the Board

- a) **General** - Report to the Board on how it has discharged its responsibilities and on any other matters referred to it by the Board. In doing so, identify any matters in respect of which it considers that action or improvement is needed, and make any recommendation it deems appropriate as to the steps to be taken.
- b) **Meetings** - Following each meeting of the Committee, report formally (through the Chair of the Committee (or the chair of that meeting)) to the Board on its proceedings.
- c) **Coordination with other Committees** - Work and liaise as necessary with all other committees of the Board.

- The Committee shall escalate matters relating to risks, controls and costs to the Board Risk Committee and Board Audit Committee, as appropriate.
- The Committee shall escalate customer issues that lie outside its remit to the Board.
- Where there is a perceived overlap of responsibilities between the Committee, the Board Audit Committee and the Board Risk Committee, the respective Committee Chairs shall have discretion to agree the most appropriate Committee to fulfil any obligation. An obligation under the Terms of Reference of the Committee, the Board Audit Committee or the Board Risk Committee will be deemed by the Board to have been fulfilled provided it is dealt with by any of the Committee, the Board Audit Committee and the Board Risk Committee.

5.2 Reporting to Shareholders

- **General** - The Committee should identify any shareholder views on risk issues and respond to any shareholder concerns.
- **Annual General Meeting** - The Chair of the Committee, or a deputy chosen from the membership, should be present at the Annual General Meeting of the Company to answer questions, through the Chair of the Quilter Group, on the report on the Committee's activities and matters within the scope of the Committee's responsibilities.
- **Annual Report** - The Committee will compile a report of the work of the Committee in discharging its responsibilities regarding matters within its remit for inclusion in the Annual Report, including the issues dealt with by the Committee.

6 Governance and Resources

The Committee shall:

- a) In its decision making, give due regard to the provisions of the 2018 UK Corporate Governance Code, the requirements of the Financial Conduct Authority's Listing, Prospectus and Transparency Rules, the guidance in the Financial Conduct Authority's Disclosure Guidance and any other relevant legal or regulatory requirements, as appropriate and associated best practice guidance;
- b) Act in the way that they believe will promote the success of Quilter for the benefit of its shareholders while also giving consideration to the following matters under the Companies Act 2006:
 - the consequences of any decision in the long term;
 - the interests of Quilter's employees;
 - the need to foster good relationships with suppliers and others
 - The need to foster good relations with customers and to be mindful of outcomes for our customers;
 - the impact of Quilter's operations on the community and the environment;
 - the desirability of Quilter maintaining a reputation for high standards of business conduct; and
 - the need to act fairly between all of Quilter's shareholders.
- c) Have due regard to the long term success of the Company, and ensuring that in customer outcomes are at the heart of Quilter's Technology and Operations strategy and customer and stakeholder impacts are effectively identified and mitigated where appropriate.
- d) Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- e) Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary, who shall have independent access to the Chair of the Committee and to the services of Quilter Corporate Secretariat on Committee matters; and
- f) Have the power to engage independent counsel and other professional advisers at the expense of the Group and to invite them to attend meetings.

7 Committee Support

The Committee will have access to sufficient resources in order to carry out its duties, including access to the Company Secretary, who shall have independent access to the Chair of the Committee and to the services of Corporate Secretariat on Committee matters. The Committee will have the power to engage independent counsel and other professional advisers at the expense of the Group and to invite them to attend meetings.

8 Terms of Reference

The Committee shall periodically, and at least annually, review its performance and its Terms of Reference and may recommend to the Board any appropriate amendments to these Terms of Reference.