



Network International Holdings PLC -
TERMS OF REFERENCE

Risk and Technology Committee

Version 2.0

Effective Date: 6/12/2022

NETWORK INTERNATIONAL HOLDINGS PLC

(the Company)

TERMS OF REFERENCE FOR THE RISK AND TECHNOLOGY COMMITTEE

(approved at a meeting of the Board of Directors of the Company held on 6 December 2022)

Members of the Risk and Technology Committee

The Risk and Technology Committee shall comprise of such members as may be appointed to the Committee by the Board from time to time.

1. It is resolved that a committee of the Board of the Company (the **Board**) be established, to be known as the Risk and Technology Committee (the **Risk and Technology Committee**).
2. These terms of reference will be made available on the website of the Company and its subsidiaries (the "Group").

Membership

3. The Risk and Technology Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chair of the Risk and Technology Committee, in accordance with the Company's Articles of Association.
4. All members of the Risk and Technology Committee shall be Independent Non-Executive Directors. The Risk and Technology Committee shall consist of a minimum of three members, of which at least one Committee member shall have recent and relevant technology experience. The Chair of the Board may also serve on the Risk and Technology Committee as an additional member if he or she was considered independent on appointment as Chair. Any member who is determined by the Board no longer to be independent shall cease to be a member of the Risk and Technology Committee.
5. The Chair of the Risk and Technology Committee shall be an Independent Non-Executive Director and shall be appointed by the Board on the recommendation of the Nomination Committee from among the members of the Risk and Technology Committee. The Chair of the Risk and Technology Committee must also be a member of the Audit Committee. In the absence of the Chair of the Risk and Technology Committee (and/or an appointed deputy or alternate chair), the members present at any meeting of the Committee shall elect one of their number to chair the meeting.
6. If any member of the Risk and Technology Committee is unable to act for any reason, the Chair of the Risk and Technology Committee may appoint another Independent Non-Executive Director of the Company agreed by the other members of the Risk and Technology Committee to act as that member's alternate.
7. The Company Secretary or his or her nominee shall be the Secretary of the Risk and Technology Committee (the **Secretary**). The Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.
8. Each member of the Risk and Technology Committee shall disclose to the Committee:
 - (a) any personal or financial interest (other than as a shareholder) in any matter to be decided by the Risk and Technology Committee; or

- (b) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Risk and Technology Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so requested by the Board) shall resign from the Risk and Technology Committee.

Meetings

9. The Risk and Technology Committee shall meet at least five times a year and otherwise as the Chair of the Committee shall require and hold at least one joint meeting in a year with the Audit Committee to review the Group's assurance reports. A meeting shall be held as soon as reasonably practicable upon a request for such meeting by any Committee member.
10. No one other than the members of the Risk and Technology Committee are entitled to be present at a meeting of the Risk and Technology Committee. The members of the Risk and Technology Committee shall, however, have the discretion to decide if other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
11. It is expected that the Chief Executive Officer, Chief Financial Officer, Chief Risk Officer, Head of Internal Audit and Head of Information Technology will be invited to attend meetings. Other information technology experts may be invited to contribute to the meetings from time to time.
12. The quorum for meetings of the Risk and Technology Committee shall be two members present throughout the meeting in person, by video conference or by telephone. A duly convened meeting of the Risk and Technology Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Risk and Technology Committee.
13. Meetings of the Risk and Technology Committee shall be called by the Secretary at the request of any member if they consider it necessary.
14. Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and, where appropriate, supporting papers shall be forwarded to each member of the Risk and Technology Committee, each Non-Executive Director and to each other person invited to attend, no later than five working days prior to the date of the meeting. All reasonable efforts shall be made to arrange such meetings so that members are able to attend them.
15. In the event of an equality of votes, the Chair of the Risk and Technology Committee shall have a casting vote. The Chair may, however, at the Chair's sole discretion, decide to refer the matter to the Board to be taken up at the next meeting.
16. The Secretary shall prepare minutes of proceedings and decisions for all meetings of the Risk and Technology Committee, including the names of those present and in attendance, and, after approval by the Chair of the Risk and Technology Committee, shall circulate the minutes to all members of the Risk and Technology Committee and to the Chair of the Board and, once agreed, to all other members of the Board.
17. The Secretary shall ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.

Duties

18. The Risk and Technology Committee should carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate.
19. The duties of the Risk and Technology Committee shall be:
 - (a) Risk Management
 - (i) to keep under review the adequacy and effectiveness of the Group's risk management systems, including
 - (A) assessing the adequacy of the Risk Framework, including the effective operation of the "three lines of defence" model;
 - (B) ensuring that an annual assessment of the Principal and Emerging Risks, facing the Group has been performed and reporting and advising on mitigation of those risks to the Board;
 - (C) the design and implementation of appropriate risk responses;
 - (D) ensuring adequate risk appetite statements, and appropriate key performance indicators against such statements, are in place; and
 - (E) agreeing triggers for reporting and escalation of material emerging risks which could be critical to the Group, and assessing the Group's ability to manage any new risks;
 - (ii) to approve Group level risk policies and risk management programmes;
 - (iii) to approve risk acceptances when risk appetite is exceeded;
 - (iv) the establishment and implementation of business continuity arrangements that allow the Group to operate under conditions of volatility, and to withstand and recover from acute shocks;
 - (v) the integration and embedding of risk management in the business activities and culture of the Group;
 - (vi) to consider the major findings of internal investigations and management's response;
 - (vii) to advise the Board on the Group's current risk exposures, including any material pending litigation, and future risk strategy in relation to risk assessment;
 - (viii) to advise the Board on risk elements of any proposed strategic transaction, and any impact of such transaction on agreed risk appetites; and
 - (ix) to advise the Board on the Group's overall risk appetite, tolerance and strategy, taking account of the current and prospective macroeconomic and financial environment.

- (b) Technology oversight
 - (i) Exercise ongoing oversight of technology and information management:
 - (A) to ensure an appropriately resourced and well led technology function;
 - (B) to ensure integration of people, technologies, information and processes across the Group and a high level of availability and performance, and minimal disruption;
 - (C) to ensure integration of technology and information risks into risk management;
 - (D) to review arrangements to provide for business and IT resilience;
 - (E) to ensure proactive monitoring of intelligence to identify and respond to incidents, including cyber-attacks and adverse social media events;
 - (F) to assess the value delivered to the Group by significant investments in technology and information, including the evaluation of projects throughout their life cycles and of significant operational expenditure;
 - (G) to review processes for the responsible disposal of obsolete technology and information that take into account environmental impact and information security;
 - (H) to monitor the ethical and responsible use of technology and information;
 - (ii) to oversee governance and compliance issues that relate to the company's technology and approve information management related policies and procedures;
 - (iii) to ensure business continuity and disaster recovery capability is in place, tested regularly and satisfies itself that business reliance strategies are effective;
 - (iv) to ensure acquisitions are appropriately integrated into the company's technology frameworks and infrastructure;
 - (v) exercise ongoing oversight of technology acquisitions to support product:
 - (A) to ensure new systems supporting product are delivered in line with group risk appetite;
 - (B) to ensure integration of product and processes across the Group;
 - (C) to ensure integration of product sales and operational risks into the risk management framework;
 - (D) to assess the value delivered to the Group by investments in product, including the technology cost and significant operational expenditure;
 - (E) to review processes for the responsible disposal of products and related systems, data and contracts;
 - (vi) to ensure that an Information and Technology Governance Framework is in place and in particular:
 - (A) to ensure an appropriate technology strategy is developed that supports the strategic intent of the group;
 - (B) to review the information technology strategic direction to ensure compliance with overall corporate requirements.

- (c) Compliance
 - (i) to review the Group's systems and controls for the prevention of bribery and receive reports on non-compliance;
 - (ii) to review regular Regulatory Compliance reports and keep under review the adequacy and effectiveness of the Group's anti-money laundering systems and controls;
 - (iii) to review regular Regulatory Compliance reports and keep under review the adequacy and effectiveness of the Group's compliance function;
 - (iv) to approve Group level compliance policies and compliance frameworks.
 - (d) to review, at least annually along with the Audit Committee, the reports on the Group's Risk & Internal Control systems;
 - (e) Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals involved in the Group's risk and technology governance, including the Chair of the Board (where not a member of the Committee), the Chief Executive Officer, Chief Risk Officer and the Head of Information Technology. The Chair of the Risk and Technology Committee shall coordinate with the Chair of the Audit Committee on the work of the Audit Committee and the Risk and Technology Committee to ensure appropriate coverage of the Group's control environment.
 - (f) The Chair of the Risk and Technology Committee shall be available to answer questions about the Committee's activities at the Annual General Meeting of the Company.
21. The Risk and Technology Committee is authorised by the Board to investigate any activity within the scope of its duties.

Reporting responsibilities

22. The Risk and Technology Committee shall assist the Board by preparing a report for inclusion in the annual report which describes the roles and responsibilities of the Risk and Technology Committee and actions taken by the Committee to discharge those responsibilities. It will include a review of the key risk matters considered by the Committee during the year.
23. The Chair of the Risk and Technology Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also report formally to the Board on how the Committee has discharged its responsibilities.
24. The Risk and Technology Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Performance, resources and training

25. The Risk and Technology Committee shall
- (a) have access to sufficient resources in order to carry out its duties, including access to the services of the Group's secretariat for assistance as required;
 - (b) consider other topics, as defined by the Board;
 - (c) work and liaise as necessary with all other Board committees;
 - (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) arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;
 - (f) give due consideration to laws and regulations, and any applicable rules and guidance, as appropriate;
 - (g) be responsible for the coordination of the internal and external auditors; and
 - (h) oversee any investigation of activities which are within its terms of reference.
26. The Risk and Technology Committee is authorised by the Board:
- (a) to obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it reasonably believes it necessary to do so;
 - (b) to secure the attendance of other persons at its meetings if it considers this necessary;
 - (c) to seek any information it requires from any employee of the Company or the Group in order to perform its duties and shall have access to the head of internal audit (if there is one) and the Group's external auditor;
 - (d) to call any employee to be questioned at a meeting of the committee, as and when required; and
 - (e) to have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the committee and the Board.