

Handelsbanken plc
Board IT Strategy Committee
Terms of Reference
Version 2

Approved by Board: 5 May 2021

1 Board IT Strategy

- 1.1 The Board IT Strategy Committee (the 'Committee') shall help in the formulation, and have oversight of, the Board approved UK IT Strategy ('the IT Strategy') on behalf of the Board.

2 Membership

- 2.1 The Committee shall comprise of at least two members, both of which should be non-executive directors.
- 2.2 Only members of the Committee have the right to attend meetings. However, other individuals such as the chairman of the board, the chief executive officer, the chief information officer ('CIO') and other members of the Board and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.3 Appointments to the Committee are made by the Board.
- 2.4 The Board shall appoint the chair of the Committee, who shall be a non-executive director. In the absence of the chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.

3 Secretary

- 3.1 The Company Secretary, or other appointed nominee, will be appointed Secretary of the Committee.

4 Quorum

- 4.1 The quorum shall necessary for the transaction of business shall be two members.
- 4.2 Decisions of the Committee require majority approval unless otherwise specified.
- 4.3 If members are unavailable for a particular meeting, the remaining member(s) may co-opt a non-executive director, to constitute a quorum.

5 Frequency of Meetings

- 5.1 The Committee shall meet at least four times a year and otherwise as required by the Chair.

6 Notice of Meetings

- 6.1 Meetings shall be called by the Secretary of the Committee.

- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7 Minutes of Meetings

- 7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated promptly to all members. Once approved, minutes should be circulated to all other members of the Board, unless in the opinion of the chair it would be inappropriate to do so.

8 Duties

- 8.1 The Committee shall help in the formulation, and have oversight of, the Board approved UK IT Strategy on behalf of the Board, this includes:

Oversight

- 8.1.1 Oversight of the Board IT Strategy definition and implementation
- 8.1.2 Oversight of the systems, processes and controls supporting the implementation of the IT Strategy
- 8.1.3 Oversight of the target architecture aligned to Board IT Strategy, for strategically important initiatives
- 8.1.4 Oversight of the selection of suppliers and strategic relationships, for strategically important initiatives

Review

- 8.1.5 Reviewing the recommendations for implementation of strategic initiatives
- 8.1.6 Reviewing and discussing issues relating to the IT Strategy

Support and Guidance

- 8.1.7 Providing support and guidance to the Chief Information Officer ('CIO') with whom responsibilities under SMF24 of the Senior Manager and Certification Regime
- 8.1.8 Escalate any matters it deems appropriate to the Board for information or approval
- 8.2 The Committee will only have the authority to make decisions specifically delegated by the Board, otherwise it will be restricted to oversight only.

- 8.3 Where broader senior stakeholder input is necessary, matters will be delegated to appropriately with feedback provided to the Committee.

9 Reporting Responsibilities

- 9.1 Each reporting member and attendee will for their area of responsibility:
- 9.1.1 Report any relevant updates to the Board
 - 9.1.2 Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed
 - 9.1.3 The Chair shall, as necessary, report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities

10 Structure and Operations

- 10.1 Actions, such as those involving the approval of transactions or other significant matters may be taken by written consent or email to the extent deemed necessary or appropriate by the Chair.
- 10.2 For actions involving the approval of administrative matters (for example, but not restricted to minutes or policy related matters), such actions may be taken by email without specific response requirements.
- 10.3 For the avoidance of doubt, substantive change to the Committee mandate will not be deemed to be administrative in nature.
- 10.4 Committee action by written consent (other than for the aforementioned administrative matters) must be agreed by at least two committee members.
- 10.5 The Committee may from time to time: (i) establish sub-committees as appropriate to fulfil its duties and responsibilities and (ii) dissolve these sub-committees. The Chair may delegate duties and responsibilities to sub-committees as appropriate. The Chair will determine the extent of the size, extent and responsibilities of these sub-committees.

11 Other matters

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties.

11.2 be provided with appropriate and timely information and training.

11.3 periodically review of its own performance and constitution to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

12 Authority

The Committee is authorised:

12.1 by the Board to obtain, at Handelsbanken plc's expense, outside legal or other professional advice on any matters within its terms of reference.

12.2 request the attendance of any employee at a meeting of the Strategy Committee as and when required in order to perform its duties.

Version	Amendments	Approved by Board
1	Initial adoption	7 May 2020
2	Annual review. Updated to reflect that a Management IT Strategy Committee has not been established	[5 May 2021]