

# The Royal Bank of Scotland Group plc - Technology & Innovation Committee (“TIC”)

## Terms of Reference

<b>Chair</b>	An independent Non-Executive Director of The Royal Bank of Scotland Group plc (“RBSG”).
<b>Members</b>	At least three independent Non-Executive Directors (including the Chair).
<b>Attendees</b>	<ul style="list-style-type: none"><li>• Group Chief Administrative Officer</li><li>• Group Chief Financial Officer</li><li>• Director of Strategy &amp; Corporate Development</li><li>• Group Chief Risk Officer (or delegate agreed with the Chairman)</li><li>• Chief Technology Officer</li><li>• Director of Innovation</li></ul>
<b>Additional Invitees</b>	The following have a right of attendance at all meetings: <ul style="list-style-type: none"><li>• Group Chairman</li><li>• Group Chief Executive Officer</li></ul>
<b>Quorum</b>	Two members.
<b>Meeting Frequency</b>	Ordinarily 3 meetings per annum and ad hoc as required at the request of the Chair.
<b>Secretary</b>	Corporate Governance
<b>This Committee receives its authority from</b>	The TIC operates under delegated authority from the RBSG Board.
<b>Purpose of this Committee</b>	The TIC will be responsible for assisting the RBSG Board in overseeing, supporting and challenging the actions being taken by management in relation to technology and innovation. Committee members will also ensure that due consideration is given to the Group’s Purpose in Committee discussions and decisions.
<b>Scope of this Committee’s oversight and responsibility<sup>1</sup></b>	The TIC will focus on key strategic issues in relation to technology and innovation including: <ul style="list-style-type: none"><li>• <b>Digitising the Core:</b> what the Group is doing with existing technology/ architecture/ process to enhance customer experience and consider the resilience of IT systems;</li><li>• <b>Future ready:</b> actions being taken to transform data and technology capabilities and deploy “forward-looking” technology;</li><li>• <b>Collaboration:</b> partnership and/or M&amp;A opportunities that can help deliver the Group’s strategy;</li><li>• <b>Ventures:</b> review progress being made on Ventures and translation of Ventures into Core;</li></ul>

<sup>1</sup> - The Group Board Risk Committee (Group BRC) will review innovation risk appetite and operational risk appetite (including technology and cyber related aspects thereof) and related exposures, including management’s recommendations to monitor and control such exposures  
- The Group Sustainable Banking Committee will retain responsibility for considering how the Group identifies and responds to current and emerging customer experience competitive threats  
- The Group BRC will retain responsibility for oversight of the execution risk in the Group’s key strategic programmes

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- **Innovation:** oversee development and delivery of innovation approach in support of the Group’s long-term strategic priorities – including balance and priorities in the innovation pipeline; and
  - **Key threats and opportunities** resulting from new business models and disruptive technologies.

To support its work, the TIC will:

- Receive reports from management; and
- Invite external industry experts to provide views and challenge.

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**Escalation**

- The TIC Chair will escalate matters to RBSG Board such as material concerns on progress and/or alignment with purpose and strategy.
- The minutes of the TIC will be made available to the RBSG Board.

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**ToR last approved on**

By TIC on 24 April 2020.  
By the RBSG Board on 29 April 2020.

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