

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

Terms of Reference

Chair	An independent Non-Executive Director of The Royal Bank of Scotland Group plc (“RBSG”).
Members	At least three independent Non-Executive Directors.
Attendees	<ul style="list-style-type: none">• Double Independent Non-Executive Director of the NWH Sub Group Boards• Group Chief Administrative Officer• CEO, Teal• Group Chief Financial Officer• Director of Strategy & Corporate Development• Group Chief Risk Officer or delegate agreed with the Chairman• Director of Innovation
Additional Invitees	<p>The following have a right of attendance at all meetings:</p> <ul style="list-style-type: none">• Group Chairman• Group Chief Executive Officer <p>Specialists may be requested to attend for specific items or to make presentations to the TIC.</p>
Quorum	Two members
Meeting Frequency	At least 4 meetings per annum.
Secretary	Corporate Governance and Regulatory Affairs
This Committee receives its authority from	The TIC operates under delegated authority from the RBSG Board.
Purpose of this Committee	The TIC will be responsible for assisting the RBSG Board in overseeing and monitoring execution of the Group’s strategic direction in relation to technology and innovation.
Scope of this Committee’s oversight and responsibility	<ul style="list-style-type: none">• To receive updates on emerging technology and innovation trends and industry issues and make recommendations to the RBSG Board on the Group’s strategic response¹;• To consider the competitive landscape associated with technology and innovation development and consider the commercial viability, including prioritization of Group’s Technology and Innovation agenda²;• Assist the RBSG Board in the identification of key threats and opportunities resulting from new business models, technologies, processes, products and concepts and make recommendations to the RBSG Board on the Group’s strategic response;• To exercise oversight of the execution of the Group’s Technology and Innovation agenda, reviewing timely reports regarding progress against

¹ 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

² The Group Sustainable Banking Committee will retain responsibility for considering how the Group identifies and responds to current and emerging customer experience competitive threats

	<p>strategic technology initiatives, innovation and operations³;</p> <ul style="list-style-type: none"> • To consider proposed partnerships with, and acquisitions of, technology companies; • To receive reports and consider recommendations from the Innovation Forum; • To consider views from Management’s Technology Advisory Board to understand their insight to the technology and innovation agenda.
Escalation	<ul style="list-style-type: none"> • The TIC will report to the RBSG Board, identifying any matters within its remit in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken. • The minutes of the TIC will be made available to the RBSG Board.
ToR last approved on	<p>TIC – 20 March 2019 RBSG Board – 24 April 2019</p>

³ The Group BRC will retain responsibility for oversight of the execution risk in the Group’s key strategic programmes