



Vodafone Group Plc

Terms of Reference of the Technology Committee

Approved by the Board of Vodafone Group Plc on 1 April 2025

1. Introduction

The Committee's purpose is to assist the Board in fulfilling its oversight of the company, specifically how technology underpins company strategy. The Committee will oversee technology strategy formulation, monitor progress against the strategy, assess technology risks, understand resourcing and talent, and explore new innovations that enable future growth.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board of Directors of the Company (the "Board").
- 2.2 The Committee shall be composed of not less than three members, all of whom shall be independent Non-Executive Directors.
- 2.3 The Board shall appoint the Committee Chair who shall be an independent Non-Executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the Committee meeting who would qualify under these Terms of Reference to be appointed to that position by the Board.

3. Quorum

The quorum necessary for the transaction of business shall be any two members of the Committee.

4. Meetings

- 4.1 The Committee shall meet at least three times a year and otherwise as required.
- 4.2 Only members of the Committee have the right to attend Committee meetings.
- 4.3 By invitation of the Committee Chair relevant senior managers or third-party advisors will be invited to attend the meeting.
- 4.4 The Company Secretary shall be the Secretary to the Committee or, with the consent of the Committee Chair, such person as the Company Secretary shall nominate

5. Annual General Meeting

The Committee Chair shall attend the Annual General Meeting and shall answer any questions on the Committee's activities and its responsibilities.

6. Duties

In fulfilling its duties, the Committee will:

- 6.1 Oversee Technology Strategy and progress.
- 6.2 Review long term Technology plans and budgets including capital allocation, resourcing, skills and macro prioritisation.
- 6.3 Understand future technology development, industry trends and technology innovation that may impact the company strategy.
- 6.4 Review technology risks, disruptors and mitigations. The Vodafone Audit Risk Committee continue to be responsible for oversight over principle risks including cyber security.



- 6.5 Participate in deep dives into particular topics, innovations or plans.
- 6.6 Assess whether the technology strategy is consistent and enabling the overall company strategy.
- 6.7 Review strengths, weaknesses, opportunities and threats with Executive management to oversee actions being taken in each area. This will include a focus on disruptors and risks that could adversely impact the strategy.
- 6.8 Review significant transformation and technology programmes.
- 6.9 Review technology supply chain, partnerships and external relationships that underpin the strategy.

7. Reporting

- 7.1 The Committee shall report to the Board, through the Committee Chair, on its proceedings after each Committee meeting on all matters within the Committee's duties and responsibilities.
- 7.2 The Committee will produce a report on its activities to be included in the Annual Report and Accounts.

8. Terms of reference

The Committee shall review these Terms of Reference periodically and consider whether to recommend any changes to the Board.