



Terms of Reference of the Vodafone Technology Committee

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 Vodafone Group Plc Board (the 'Board').
- 2.2. The Committee shall be composed of not less than three members, whom shall be independent Non-Executive Directors.
- 2.3. The Board shall appoint the Committee Chairman who shall be either the Chairman of the Board or an independent Non-Executive Director. In the absence of the Committee Chairman 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 for Committee meetings shall be two Committee members.

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. Committee's 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. Terms of reference

The Committee shall review its Terms of Reference periodically and consider whether to recommend any changes to the Board. These Terms of Reference were approved by the Board of Vodafone Group Plc on 24 July 2023.