

Technology Committee

TERMS OF REFERENCE
ADOPTED BY THE BOARD ON 22 MAY 2025



1. Purpose

The Technology Committee ("the Committee") is a sub-committee of the Board ("the Board") of evoke plc ("the Company"). It is responsible for overseeing major technology investments and initiatives, ensuring alignment with business strategy, risk management, and operational effectiveness.

Additionally, the Committee can facilitate the education of directors (both Executive and Non-Executive) on global and future technology trends, disruptive technologies, and emerging topics that could impact the Company's strategic direction.

1.1 Assist the Board in defining and regularly reviewing the Company's strategy relating to technology and in setting relevant KPIs;

1.2 Provide oversight of, and review regularly, the policies, programmes, practices, targets and initiatives of the Company relating to technology ensuring they remain effective and up to date and consistent with good industry practice;

1.3 Provide insight and analysis of the Company's management of technology matters and compliance with relevant legal and regulatory requirements, including applicable rules and principles of governance, data protection, and applicable industry-specific standards. In fulfilling these responsibilities, the Committee relies on input from Company executives and external advisors;

1.4 Report on these matters to the Board and, where appropriate, make recommendations to the Board, and report as required to the shareholders and other stakeholders of the Company on the activities and remit of the Committee;

1.5 Provide governance, oversight, and strategic guidance on significant technology, product, data, and security initiatives, as well as operational transformation efforts;

1.6 Conduct deep dives into specific areas such as data architecture, cybersecurity, and systems integration;

1.7 Provide insights into strategic technology, product, data, and security trends, including AI trends, global cyber security threats and trends, venture capital and innovation investment trends, and product strategy and development trends; and

1.8 Review and monitor key metrics, influenced by effective technology governance, across the Group.

2. Membership

2.1 The Committee shall be made up of at least three non-executive directors appointed by the Board, the majority of which should be independent.

2.2 Only members of the Committee have the right to attend Committee meetings. However, the Chief Information Technology Officer, Chief Risk & Intelligent Automation Officer, Chief Product Officer, Chief Analytics Officer, and the Director of AI & Intelligent Automation Business Transformation will be invited to attend meetings of the Committee as necessary.

On a regular basis any other non-members, including the remaining members of the Board, subject matter experts and external advisers, may be invited to attend all or part of any meeting as and when appropriate and necessary.

2.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods, provided the majority of directors remain independent.

3. Secretary

The Company Secretary, or his or her nominee, shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

4. Quorum

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

5. Frequency of meetings

5.1 The Committee shall meet a minimum of four times a year at appropriate intervals and otherwise as required.

5.2 Outside of the formal meeting programme, the Committee Chair, and to a lesser extent the other Committee members, will maintain a dialogue with key individuals involved in the Company's governance and senior management team.

6. Notice of meetings

6.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members.

6.2 Unless otherwise agreed by the Committee, 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 no later than four weeks before the date of the meeting, with the exception of ad-hoc meetings being five working days before the date of the meeting. Supporting papers shall be sent to Committee members no later than 5 working days before the date of

the meeting. Copies of the agendas, papers and minutes may be circulated or made available to the other directors and to attendees as appropriate and as agreed.

6.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

7. Minutes of meetings

7.1 The secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

7.2 Draft minutes of committee meetings shall be agreed with the Committee Chair and then circulated promptly to all members of the Committee, unless it would be inappropriate to do so in the opinion of the Committee Chair.

8. Duties

The Committee is a Committee of the Board from which it derives its authority and to which it regularly reports.

Technology Strategy & Investment

The Committee shall review, oversee, and challenge:

- Major technology investments and initiatives for recommendation to the Board where appropriate;
- The alignment of initiatives with business objectives and generate shareholder value; and
- The execution of strategic projects related to technology, product, data, and security improvements.

Product, Data, and Security Oversight

The Committee shall review, oversee, and challenge:

- The Product Strategy and Roadmap, ensuring alignment with customer needs and market trends;
- Data transformation projects and architectural improvements; and
- The assessment of the security framework, including network security and cybersecurity resilience.

Operational Resilience and Risk Management

The Committee shall:

- Oversee operational improvements and transformation initiatives.
- Assess risks associated with major technology programmes and recommend mitigations.

- Ensure appropriate governance mechanisms are in place for integration and system upgrades.

Strategic Insights and Technology Trends

The Committee shall:

- Provide insights and facilitate the education of the Board on emerging global and future technology trends and disruptive innovations.
- Provide and facilitate insights into AI trends, cybersecurity threats, venture capital and innovation investment trends, and product development strategies.
- Facilitate knowledge-sharing sessions with industry experts, thought leaders, and innovation specialists.

Oversight of Skills and Capabilities

The Technology Committee shall monitor and assess whether the Company has the appropriate depth and breadth of skills, experience, and expertise within its workforce to successfully deliver current and planned technology initiatives. This includes the review, oversight and challenge of:

- The adequacy of talent in key technology roles;
- Succession planning and skills development strategies;
- Appropriate resourcing and capability to support strategic technology objectives; and
- Advice to the Board on any capability gaps or risks to successful technology delivery.

Policies

The Committee shall:

- provide assurance to the Board that the Company maintains appropriate policies and procedures in order to effectively support technology governance.

9. Reporting responsibilities

9.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9.3 The Committee shall compile a report to shareholders on its activities to be included in the evoke plc Annual Report & Accounts, including the significant issues that the Committee considered in relation to its activities and how these issues were addressed. Membership of the Committee and attendance shall also be noted in the Annual Report.

9.4 The Chair of the Committee shall attend the Annual General Meeting to respond to any shareholder questions on the Committee's activities.

10. Authority

The Committee is authorised to:

10.1 seek any information it requires from any employee of the Company in order to perform its duties;

10.2 obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;

10.3 call any employee to be questioned at a meeting of the Committee as and when required; and

10.4 have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the Committee and the Board.

11. Other matters

The Committee shall:

11.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;

11.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

11.3 give due consideration to relevant laws and regulations, as appropriate;

11.4 oversee any investigation of activities which are within its terms of reference;

11.5 work and liaise as necessary with all other board committees; and

11.6 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board.