

LEGAL & GENERAL GROUP PLC

IT and Digital Committee – Terms of Reference

1. Constitution of the Committee

- 1.1. The Board of Directors resolved to appoint an Information Technology and Cyber Security Committee (the “Committee”), which is a committee of the Board. The Board will annually review the terms of reference listed below and the Committee and the Board will annually review the effectiveness of the Committee.

2. Membership

- 2.1. Members of the Committee are appointed by the Board on recommendation of the Nominations and Corporate Governance Committee in consultation with the Chair of the Committee.
- 2.2. The Committee will comprise a minimum of three independent Non-Executive Directors of the Company. Independence is determined by relevant legislation and corporate governance.
- 2.3. The Chair of the Committee shall be the Chairman of the Company.
- 2.4. One of the Group Chief Executive Officer and the Group Chief Financial Officer, the Group Chief Risk Officer and the Group IT Director will be expected to attend all meetings.

3. Duties and Authority

- 3.1. The Committee’s primary role is to provide oversight of and guidance to the Board with regards to all aspects of Information Technology and Cyber Security (including IT and Information Security) across the Group.
- 3.2. The Committee’s main responsibilities are to:
 - 3.2.1. Oversee the control environment in place for Information Technology and for Cyber Security.
 - 3.2.2. Review risks relating to Information Technology and Cyber Security and plans for mitigation or treatment.
 - 3.2.3. Review and endorse the Group IT and Digital Strategy and Group Cyber Security Strategy, and their implementation plans.
 - 3.2.4. Review and endorse the organisation and operating model in place for IT and Cyber Security, and subsequently consider its ongoing suitability.
 - 3.2.5. Oversee technology aspects of major change programmes, understanding their strategic contribution and risks.
 - 3.2.6. Review and approve any proposed UK technology projects and contracts with a capital investment above £20m and non-UK technology projects and contracts with a capital investment above £5m.
 - 3.2.7. Consider current capability relating to Technology, Cyber and Digital skills and plans to address any issues.
 - 3.2.8. Consider the adequacy and performance of Suppliers and Supply Chain for IT and Cyber.
- 3.3. The Committee is concerned with the business of the whole of the Group and its authority extends to all relevant matters relating to the Group and its business groups and subsidiaries.
- 3.4. The Committee is authorised by the Board to investigate any activity within its terms of reference and to seek any information it requires from any employee of the Group and require all employees to co-operate with any request made by the Committee.
- 3.5. The Committee is authorised by the Board to delegate any of its duties as appropriate to such persons or person as it thinks fit.

- 3.6. A report will be issued by the Group IT Director to the Committee ahead of each meeting covering the following items:
- 3.6.1. Report from the Technology Executive Committee (TEC)
 - 3.6.2. Control Environment – Information Technology
 - 3.6.3. Major Programmes overview (and specific updates as requested)
 - 3.6.4. IT and Digital Strategy
 - 3.6.5. Specific inputs (for example, strategic updates, innovation updates, business cases, programme reviews) will be scheduled on a regular basis or as requested.
- 3.7. A report will be issued by the Group Chief Information Security Officer to the Committee ahead of each meeting covering the following items:
- 3.7.1. Report from the Executive Security Committee (ESC)
 - 3.7.2. Control Environment – Information Security
 - 3.7.3. Security Projects / Improvements Update
 - 3.7.4. Cyber Security Strategy
 - 3.7.5. Specific inputs (for example, strategic updates, threat intelligence and security reviews will be scheduled on a regular basis or as requested.

4. Meetings and Quorum

- 4.1. Only members of the Committee have the right to attend Committee meetings. However, the following may attend by invitation:
- Group Chief Executive Officer;
 - Group Chief Financial Officer;
 - Any other director of the Company;
 - Group Chief Risk Officer;
 - Group IT Director;
 - Group Chief Information Security Officer.
 - Any Non-Executive Directors of the Company;
 - Board Advisors on Cyber Security;
 - Board Advisors on Information Technology; and
 - Other senior management, as appropriate, to provide such reports as are required for the Committee to discharge its duties.
- 4.2. The Company Secretary, or his nominee, shall act as Secretary of the Committee.
- 4.3. Any two Members, one of which shall be the Chair of the Committee, or the elected chair, shall constitute a quorum.
- 4.4. In the absence of the Chair the remaining members of the Committee present shall elect one of themselves to chair the meeting.
- 4.5. The Committee normally meets four times per year and at other times as the Chair of the Committee deems appropriate.
- 4.6. Notice of a meeting and distribution of papers shall be no less than five (5) working days prior to the meeting. Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.
- 4.7. The Secretary of the Committee shall minute the proceedings and resolutions of meetings of the Committee including recording the names of those present and in attendance.
- 4.8. The Secretary will ascertain at the commencement of each meeting the existence of any conflicts of interest and minute these accordingly.

5. Reporting responsibilities

- 5.1. Minutes of the meeting will be circulated to the all Committee members and, as appropriate, to attendees, unless a conflict arises.
- 5.2. The Chair of the Committee shall report to the Board periodically following Committee meetings.

6. Relationships with other Committees

- 6.1. The Committee has delegated oversight of specific aspects of the Group's IT security framework to the Executive Security Committee.
- 6.2. The Committee has delegated oversight of specific aspects of the Group's IT controls framework to the Technology Executive Committee.

7. Other matters

- 7.1. The Committee shall:
 - 7.1.1. Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.
 - 7.1.2. Be provided with appropriate and timely training, both in the form of an induction programme for new members and thereafter on an on-going basis; and
 - 7.1.3. Arrange for periodic reviews of its performance and annual review its constitution and terms of reference.

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