RISK AND IT COMMITTEE

CHAIR

Nigel Payne

MEMBERS

Jane Canny, Harish Ramsumer, Mark Blair, Praneel Nundkumar, Neill Abrams

ROLE

The Risk and IT Committee (RITC) has been delegated responsibility for governing and overseeing the risk and information technology (IT) activities of the group. The RITC mandate is available on the group's website **www.mrpricegroup.com**.

The committee is responsible for assisting the board in its oversight of risk, reviewing the group's risk appetite and risk profile in relation to strategy, reviewing the effectiveness of the group's risk management framework and the methodology used in determining the group's risk profile and respective responses. The committee's responsibility is to ensure that risks and opportunities are considered and managed in a manner that influences and fulfils the setting and achievement of the group's strategy (detailed in the enterprise risk management section on **pages 117 to 125** and material matters section on **pages 127 to 131** of the **Integrated report**). The committee members, their qualifications and experience, the number of meetings held and attendance at meetings is detailed on **pages 157 - 158** and **170**. To fulfil its role, the committee oversees management's implementation and execution of effective risk management which includes mitigation responses to key risks, reducing risks to within risk tolerance, insurance cover, business resilience, IT risk management and related assurance mechanisms. In addition, the committee plays an oversight and advisory role over the group's IT strategy and execution.

KEY FOCUS AREAS | FY2026

- Overseeing the group's response to impacts of the US-Iran conflict
- Providing governance and oversight of risk considerations throughout the acquisition process of NKD group
- Continued monitoring of and ensuring timely insurance renewals
- Overseeing the integration of enterprise risk management (ERM) and the group strategy
- Continued monitoring to achieve a more integrated, proactive and continuous ERM
- Overseeing technology innovation, through the migration of significant portions of the legacy application base to modern cloud solutions and monitoring the maximisation of existing investments while simplifying the overall technology landscape
- Continued emphasis placed on cyber security and risk management through enhancing enterprise security operations, strengthening governance and assurance, and improving visibility of technology and information security risks
- Continued progression of the strategic programmes linked to the group's business and customer strategies, with a particular focus on customer-facing initiatives, data and reporting capabilities, and core platform modernisation
- Guiding continued investment in automation capabilities to facilitate increased focus of associates on value-adding activities and reducing manual, repetitive workloads

FUTURE FOCUS AREAS

- Continuous enhancement of the group's combined assurance framework
- Assessment of the movement of strategic risks (elevation and reduction) and the group's responses thereto
- Overseeing ERM methodology enhancements with linkage to strategy achievement
- Supporting resilience and crisis management
- Continued monitoring of risk appetite and tolerances
- Selective exploration of capabilities in advanced data analytics, machine learning, natural language processing, and AI to enhance customer experience, personalisation, product recommendations, pricing and forecasting
- Overseeing investment in customer-centric solutions using digital platforms and tools to build and maintain long-term relationships with customers, increase retention and loyalty, while offering rewards and incentives
- Overseeing the introduction of additional application capabilities to support enhanced merchandise processes from product development to customer engagement
- Continued oversight of the implementation of the cyber security roadmap

IT GOVERNANCE

The group's technology governance framework provides clear decision rights, consistent oversight and transparent reporting across the Technology and Advance Centres of Excellence. It supports board assurance by monitoring delivery and operational performance, managing investment and resource trade-offs, and ensuring that material technology risks, compliance obligations and key metrics are actively managed and escalated to the RITC where appropriate.The aforementioned are supported and achieved through the following:

- Project Control Board: monitors strategic and business as usual projects in terms of scope, timeline, budget, and resources on a bi-weekly basis. This ensures that projects are progressing as planned, or issues are escalated appropriately
- Architecture Design Authority: reviews and approves the conceptual architecture design for new projects or changes to existing systems. The frequency of these sessions is weekly, and the queries raised can be submitted to the enterprise architecture forum for round robin review
- The Enterprise Architecture Forum: is focused on maturing architecture practices and is responsible for enterprise roadmap planning, including monitoring of progress and changes to these roadmaps. It serves as a governance body for the continuous improvement and efficiency of the architecture capability. The forum meets monthly
- IT Executive Committee oversees key IT matters on a bi-weekly basis. This includes monitoring the progress of ongoing projects, reviewing departmental budgets and resources, tracking KPIs and risks, and making decisions related to IT strategy and operations
- Technology divisional board meeting: attended by the managing directors of all trading divisions and relevant centres of excellence and reports on key items, SLAs, strategic and business as usual projects and progress, including risks KPIs and budget, as well as cyber security every quarter. This helps to ensure that the organisation's technology strategy, which is aligned with the business objectives, is tracking as expected
- Executive Committee: monitors strategic projects and provides investment approval for technology business cases, and monitors ROI on technology investments

All key IT matters are subsequently reported to the RITC.

COMMITTEE STATEMENT

The committee is satisfied that it has fulfilled its responsibilities in accordance with its mandate for the 2026 financial year. The independent performance assessment is conducted every two years. The Board Practice in FY2025 concluded that the committee is a key support structure of the board and is highly effective in fulfilling and delivering value on its responsibilities and mandate. The next performance assessment will be conducted in FY2027. The committee confirms there were no major technology incidents or significant security breaches during the reporting period.