INTRODUCTION AND OBJECTIVES

The Group Information Technology Committee (GITCO) is appointed by the board to perform the functions set out in this Charter to enable the board to achieve its responsibilities in relation to the Group's:

- effectiveness and efficiency of information systems from a risk and strategic alignment perspective
- monitor the adequacy, efficiency and effectiveness of all the Group system's relevant to information technology, both operational (as reviewed and monitored by the Executive Information Technology Committee and strategic (as reviewed and monitored by this Committee), in as much as these may impact the business strategy, financial performance, risk profile and information technology strategy of the Group.

AUTHORITY

The GITCO is appointed and authorised by the board in terms of Sec 72(1)(b) of the Companies Act and is required to discharge all the functions set out in Sec 64A of the Banks Act and the regulations thereto.

ROLES & RESPONSIBILITIES

The Committee has a monitoring and decision making responsibility.

The functions listed below shall be the common recurring activities of the committee in discharging its mandate. This charter serves as a guide and does not prevent the committee from carrying out such additional functions and adopt such additional measures as may be appropriate in the light of changing business, regulatory, strategic, risk or other conditions.

The specific responsibilities of the Committee include the following:

- Ensure alignment and the prioritisation and magnitude of Information Technology development spend;
- Alignment with overall Group strategy and direction, and will report on these activities to the Group Audit Committee and the Board;
- Oversee the ongoing maintenance of adequate information technology systems to support Nedbank's Advanced Internal Ratings Based credit system, advanced management approach operational risk system and Internal Model Approach (IMA) for market risk;
- Monitor that the Executive Information Technology Committee is discharging its duties against its mandate adequately by reviewing the minutes of these meetings;
- Approve and monitor strategic IT development programmes and projects in the Innovation Funnel;
- Satisfy itself that the resource levels, approval and execution processes are adequate to support the Group IT strategy;
- Monitor, review and proactively manage the maturity and development of digital talent across the Group. Facilitate talent and competency build, both internally and through digital partner networks;
- Ensure Group compliance to IT policies and processes;

- Review the overall IT development profile to ensure both the appropriate balance of project investments and the alignment between the project portfolio and Group strategic priorities and the Group strategy exists. The committee therefore ensures that the IT strategy is inclusive and coordinated and appropriately resourced to encompass all of the cluster requirements of the Nedbank Group;
- Monitor implementation of the Board's approved IT strategy and achievement of key IT objectives;
- Annually approve the Group IT strategy to ensure that the Nedbank Group remains competitive, including the review and monitoring of the supporting management actions, in order to implement the IT strategy in a timeous and cost effective manner. Ensure that the prioritisation of IT projects and Innovation projects are appropriately aligned with the Nedbank Group strategies;
- Verify that the major strategic programmes/projects are completed on time and within budget and that the anticipated business benefits are being delivered;
- Noting of IT contracts greater than three years in duration and with a contractual value greater than R100 million on an annual basis;
- Review other large IT contracts during the first meeting of every year;
- Review IT BEE spend;
- Monitor all IT operational performance statistics;
- Review and monitor that appropriate frameworks, procedures, structures and governance are in place for the consolidation, monitoring, management and reporting of IT risks and exposures on a Group basis (e.g. Cyber threats and other Regulatory risks);
- Ensure that all the IT risks sitting within the individual Business Clusters are appropriately reviewed and reported on;
- Monitor that effective IT programme/project approval, prioritization processes, risk management and corporate governance are in operation for all subsidiary companies and Joint Ventures;
- Review and approve strategic programmes and projects. In approving those projects and programmes, the Committee will approve advancement through the developmental funnel and confirm the anticipated cost, delivery timing, and business benefits of those programmes and projects; and
- Review strategic programmes, projects and programme elements which may have deviated substantially from their approved cost, scope, anticipated benefits, and agreed timing. Strategic programmes and projects are defined as those programmes and projects which meet any of the following criteria:
  - Greater than R100m of total programme spend;
  - Greater than R100m (NPV) of anticipated benefits;
  - Call on greater than 10 percent of Group Technology development resource; or
  - Project impairments where the impairment value is greater than R20 million. Impairments with a value of less than R20 million to be tabled to the committee for notification

purposes. Future systems impairment risk to be tabled to this Committee for notification purposes.

- Monitor the execution and successful implementation of Digital programmes and projects and verify on-time delivery within budget;

Without in any way abrogating its responsibility, the Group Information Technology Committee may of necessity delegate risk management, prioritisation and approval tasks to, and rely on, the findings of others as follows:

- Executive Information Technology Committee (Group Executive Committee);
- Group Technology Executive Committee;
- Group Credit Committee;
- Group Risk;
- Group Compliance; and
- External Auditors.

EDUCATION AND TRAINING

The GITCO shall provide its members with annual continuing education opportunities and customised training incorporating risk management, risk governance and risk oversight.

OTHER

Make such recommendations with regard to any of the matters listed above and other matters as it deems necessary or appropriate for the effective management of risks and in particular, perform such other functions as may be prescribed by the Registrar from time to time in the Regulations relating to Banks.