

# THE CYBER SECURITY AND INFORMATION TECHNOLOGY COMMITTEE

## TERMS OF REFERENCE

Reference to “the Committee” shall mean the Cyber Security and Information Technology Committee.

Reference to “the Board” shall mean the Board of Directors of PayPoint Plc.

---

### 1. Background

- 1.1 The Audit Committee has resolved to establish the Committee in accordance with the authority delegated to it by the Board.
- 1.2 The Audit Committee has sub-delegated to the Committee responsibility for overseeing cyber security and information technology matters pertaining to PayPoint Plc and its subsidiaries (the Group) as more fully described the duties set out below.

### 2. Membership

- 2.1. Members of the Committee shall be appointed by the Audit Committee. The Committee shall comprise at least two non-executive directors who are members of the Audit Committee, the Chief Financial Officer and the Chief Technology Officer.
- 2.2. Only members of the Committee have the right to attend Committee meetings. However, the Committee may invite other individuals such as directors, officers or employees of the Group, or any external advisers, to attend all or part of any meeting if it is deemed appropriate or necessary. The Head of Internal Audit & Risk Management and the Head of IT Risk would be regular attendees.
- 2.3. The Audit Committee shall appoint the Committee Chairman who shall be a non-executive director and a member of the Audit Committee. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

### 3. Secretary

- 3.1. The Company Secretary or their 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 the issues.
- 3.2. The Secretary shall minute the proceedings and resolutions of all Committee meetings. Once approved, minutes must be sent to all members of the Audit Committee and the Board, unless the chairman of the Committee thinks it is inappropriate to do so at the time.

### 4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be three members, two of whom must be non-executive directors.
- 4.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **5. Meetings**

- 5.1. The Committee shall meet at least two times a year at appropriate times and as otherwise required to fulfil its responsibilities. The Committee may hold meetings by telephone or using any other method of electronic communication. The Committee may also take decisions without a meeting, by unanimous written consent.
- 5.2. Meetings of the Committee shall be called by the Secretary at the request of any of its members, and could be called on short or immediate notice.

Unless otherwise agreed, notice of each meeting (confirming the venue/dial-in details, time and date, together with an agenda of items to be discussed) shall be forwarded to each member of the Committee and any other person required to attend.

## **6. Minutes of Meetings**

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

## **7. Annual General Meeting**

- 7.1. The Chairman of the Committee shall attend the annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

## **8. Duties**

The Committee shall:

- 8.1. oversee and enhance the Audit Committee's understanding of the IT systems, policies, controls and procedures which management has put in place to (i) identify, manage and mitigate cyber and information security risks; (ii) respond to incidents with respect thereto; and (iii) protect IT infrastructure assets; which shall include but not be limited to the following:
  - 8.1.1 advise the Audit Committee on current and future cyber and information security risk exposures of the Group and the future cyber and information security risk framework and strategy;
  - 8.1.2 review the Group's high-level IT policies and IT policy framework to mitigate the Group's cyber and information security risk exposures;
  - 8.1.3 review at least annually the Group's cyber and information security breach response plan
  - 8.1.4 receive reports on cyber or information security incidents and assess the adequacy of proposed actions;
  - 8.1.5 receive reports on the Group's most sensitive data and assess whether the implemented controls sufficiently protect that data;
  - 8.1.6 assess the adequacy of the policies referred to in 8.1.2, resources and funding for cyber and information security risk related activities;
  - 8.1.7 assess the cyber and information security risk posed by third parties including outsourced IT and other IT partners;
  - 8.1.8 oversee cyber and information security due diligence undertaken as part of an acquisition, and advise the Audit Committee of the risk exposure;

- 8.1.9 annually review the ransomware playbook;
  - 8.1.10 provide, as required, Cyber Security training to the Board of PayPoint Plc; and
  - 8.1.11 annually assess the adequacy of the Group's cyber insurance cover and recommend any changes to the Board of PayPoint Plc.
- 8.2 Performing such other tasks related to the oversight of the Group's cyber and information security functions as the Audit Committee may sub-delegate to the Committee from time to time.

## **9. Reporting Responsibilities**

- 9.1. The Committee Chairman shall report formally to the Audit Committee on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Audit Committee it deems appropriate on any area within its remit where action or improvement is needed.

## **10 Other matters**

The Committee shall:

- 10.1 Have access to sufficient resources to carry out its duties, including access to the company secretariat for assistance as required.
- 10.2 Arrange to, at least annually, review its performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Audit Committee for approval.

## **11 Authority**

- 11.1 The Committee is authorised by the Audit Committee to seek any information it requires from any employee of the company in order to perform its duties.
- 11.2 In connection with its duties the Committee is authorised by the Audit Committee to have access to the Company's documents and information, and to obtain, at the company's expense, any outside legal or other professional advice.

## THE CYBER SECURITY AND INFORMATION TECHNOLOGY COMMITTEE

### MEMBERS

Ben Wishart (Chairman & Non-executive director)  
Rakesh Sharma (Non-executive director)  
Lan Tu (Non-executive director)  
Rob Harding (Finance Director)  
Simon Coles (Chief Technology Officer)