

**TERMS OF REFERENCE FOR THE  
TECHNOLOGY, DATA AND ARTIFICIAL INTELLIGENCE COMMITTEE  
OF THE BOARD OF JOHN LEWIS PARTNERSHIP PLC**

(approved by the Partnership Board on 11 June 2026)

- Definitions:** “AI” means Artificial Intelligence  
“Committee” means the Technology, Data and Artificial Intelligence Committee.  
“Company” means John Lewis Partnership plc.  
“Director of Distinctive Character” means the Director who leads the independent function in the Partnership.  
“Partnership Board” means the Board of the Company.  
“Partnership” means the Company and its subsidiaries.
- Appointments:** Members of the Committee will be appointed and removed by the Partnership Board
- Membership:** The Committee shall comprise: an independent Non-Executive Director and an Elected Director of the Partnership Board, and not more than four external independent members (all as recommended by the Nomination Committee); and the Chief Technology and Transformation Officer.
- The Chair of the Committee shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.
- Chair of the Committee:** The Chair of the Committee will be the independent Non-Executive Director recommended by the Nomination Committee and appointed by the Partnership Board.
- In the absence of the Chair of the Committee, the meetings will be chaired by a member appointed by the Chair of the Committee, or failing that the remaining members present will elect one of their number to chair the meeting.
- Secretary of the Committee:** The Company Secretary or a nominee appointed by the Company Secretary will act as Secretary to the Committee ensuring it has access to sufficient resources and all necessary support (including training to enable it to carry out its duties), including the recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues.
- Meetings:** The Committee shall meet at least three times a year and otherwise at such other times as the Chair of the Committee may require. The timing and agenda of meetings shall be the responsibility of the Committee Chair supported by the Chief Technology and Transformation Officer. Meetings will align with relevant Governing Authority and Executive calendars.
- Unless otherwise agreed, 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 and any other person required to attend no later than five calendar days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time, but Committee papers may be forwarded at shorter notice with the approval of the Chair of the Committee.

Only members of the Committee and the Director of Distinctive Character have the right to attend Committee meetings. However, other members of the Partnership Board and of the Partnership's Executive Team may attend all or part of any meeting when invited by the Chair of the Committee but will not be members of the Committee. Members of the Chief Technology and Transformation Officer's leadership team may be invited to attend all or part of any meeting as and when appropriate with the agreement of the Chair of the Committee. At the discretion of the Chair of the Committee outside professional advisors may attend for certain agenda items.

Meetings of the Committee may be conducted when the members are physically present together or in the form of either video or audio conference.

**Quorum:** The quorum necessary for the transaction of business at a Committee meeting shall be four members, to include the Chair of the Committee (or his/her appointed deputy) and at least one (other) member who is independent.

If there is difficulty in achieving a quorum, independent Non-Executive Directors and Elected Directors of the Partnership Board, who are not members of the Committee, may be co-opted as members for individual meetings.

**Minutes of meetings:** Draft minutes of Committee meetings shall be circulated to all members of the Committee, normally by them being included with the papers for the next meeting. Once approved, minutes shall be circulated to all other members of the Partnership Board, normally by them being tabled at the next Partnership Board meeting, unless in the opinion of the Chair of the Committee it would be inappropriate to do so.

A resolution in writing and signed by all Committee members will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next meeting of the Committee.

**Authority:** The Partnership Board authorises the Committee to:

- (a) exercise the functions and powers and investigate any activity within its terms of reference;
- (b) seek any information it requires within its terms of reference from any Partner and/or call any Partner to be questioned at a Committee meeting as and when required; and
- (c) have unrestricted access to the Partnership's documents and information and to obtain independent legal or professional advice, as and when required on any matter within its terms of reference as it considers necessary, at the Partnership's reasonable expense.
- (d) establish and oversee any sub-committees or working groups which may be relevant to support the Committee's work.

## **Purpose**

- I. The purpose of the Committee is to:
  - a. assist the Partnership Board in fulfilling its responsibilities for setting strategy by providing assurance that Technology, Data and AI strategies are aligned with the Partnership's Purpose and Values;
  - b. offer expert supportive challenge on long-term investments.

2. In order to fulfil its purpose the Committee will carry out the duties described below.

## **Duties**

3. The Committee will:

### *3.1 Strategy and Data Architecture*

- a. Review, and advise the Partnership Board on whether the Technology, Data & AI strategy, roadmaps & ethics (i) remain consistent with the Partnership's Purpose, objectives, strategy, business plans & scorecard targets, risk management approach and Ethics and Sustainability objectives; and (ii) would be an effective enabler of its business transformation.
- b. Monitor and review the high-level allocation of effort/investment between "Learning," Incremental Use Cases and Transformational Activity, and assess whether the approach to Technology, Data, & AI enabled business transformation design is appropriate
- c. Monitor and review the adequacy of current capacity, skills, and tools.

### *3.2 Horizon Scanning*

- a. Maintain a forward-looking view of relevant sectoral, national and global trends, innovations and policy developments by considering inputs from the business and internal and external experts. Recommend the appropriate adoption pace (e.g. innovator, fast follower, etc.) based on market trends and competitive threat.
- b. Monitor the Partnership's preparedness for major shifts in global technology policy or national AI regulation.
- c. Oversee the Partnership's AI Ethics framework, specifically focusing on the impact of autonomous/agent systems on culture, Partner wellbeing and customer trust.
- d. Monitor and review changes in Partners' and stakeholders' expectations in relation to Technology and AI, and ensure the Partnership Board is kept appropriately informed of potential reputational impacts.

### *3.3 Delivery*

- a. Participate in focused reviews of specific innovations, business cases, or high-risk topics as required.
- b. Monitor the strategic risk associated with high-dependency partnerships with third parties (e.g. the potential for vendor lock-in, loss of institutional knowledge, third party attitude to AI use).

### *3.4 Risk*

- a. On behalf of the Partnership Board (which retains overall responsibility for risk management) provide input on issues relevant to the duties of the Committee outlined in these terms of reference, particularly as they relate to matters of risk management, to discussions at the Board or the Audit and Risk Committee of any of the Partnership's principal risks related to Technology & AI as determined by the Partnership's Executive Team. This shall include provision of assurance on the identification of relevant risks.

### **Committee Performance**

4. The Committee will be provided with appropriate and timely training and development, both in the form of the induction programme for new members and on an ongoing basis for all members.
5. The Committee will review annually both its terms of reference and its own effectiveness and recommend any changes it considers necessary to the Partnership Board.

### **Reporting Responsibilities**

6. The Chair of the Committee is responsible for:
  - a. providing regular reports on the Committee's activities at meetings of the Partnership Board. This should include whatever recommendations to the Partnership Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for Board discussion when necessary;
  - b. the preparation of a formal report on the Committee's work and activities to be included in the Company's Annual Report and Accounts;
  - c. attending Partnership Council at the meeting at which it discusses the Partnership's annual performance with the Chairman ("holding to account") and/or when appropriate to report on and answer questions on the Committee's activities; and
  - d. ensuring that any feedback received from Partnership Council, Partners generally or other stakeholders is taken into account by the Committee in carrying out its duties.