IT GOVERNANCE & OVERSIGHT COMMITTEE
TERMS OF REFERENCE (JUNE 2015)

1 OVERALL PURPOSE

1.1 The purpose of the Committee is to provide independent oversight over the governance and controls relating to the planned and phased review of the Company's core IT systems.

2 MEMBERSHIP

2.1 The Committee shall comprise at least three directors. Members of the Committee shall be appointed by the Board, on the recommendation of the nominations committee in consultation with the Committee chairman.

2.2 The members of the Committee shall be independent non-executive directors.

2.3 Only members of the Committee have the right to attend Committee meetings. However, the Chief Information Officer, Chief Executive Officer and Chief Financial Officer will have a standing invitation to attend and other senior representatives from the IT function may be invited to attend all or part of any meeting as and when appropriate. Any other member of the Board may attend all or part of the meeting with the prior approval of the Committee Chairman.

2.4 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the Committee.

2.5 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

The Company Secretary or his or her nominee shall act as the secretary of the Committee.

4 QUORUM

The quorum necessary for the transaction of business shall be two members.

5 FREQUENCY & NOTICE OF MEETINGS

5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members. It is expected that the Committee will meet at least 2 times per year and otherwise as required.

5.2 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, any other person required to attend, in sufficient time to allow the Committee to consider the papers and for the Board to follow up on any recommendations if necessary. Supporting papers shall be sent to the committee members and to other attendees as appropriate, at the same time.

6 MINUTES OF MEETINGS

6.1 The secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.

7 DUTIES

The Committee will carry out the duties below, with particular focus on providing guidance on behalf of the Board to management on the planned and phased review of the Company's core IT systems:

7.1 **Monitor the strategic direction of the IT programme** to ensure it supports easyJet's long-term goals within the ambit of its strategic framework;

7.2 **Understand risks and controls** associated with IT strategy to ensure appropriate mitigation is built into the implementation process;

7.3 **Monitor implementation** of the IT strategy and ensure that changing business needs are being metin the context of the Company's strategic goals and competitive position; and

7.4 **Provide financial oversight** over the IT programme as the Committee deems necessary, including ensuring an appropriate framework within which budgetary decisions are made.

8 REPORTING RESPONSIBILITIES

8.1 The Committee chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9 OTHER MATTERS

The Committee shall:

9.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;

9.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

9.3 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate;

9.4 oversee any investigation of activities which are within its terms of reference; and

9.5 arrange for periodic reviews of its own performance from time to time.

10 AUTHORITY

The Committee is authorised:

10.1 to seek any information it requires from any employee of the company in order to perform its duties;

10.2 to obtain, at the company's expense, outside legal or other professional advice on any matter within its terms of reference; and

10.3 to call any employee to be questioned at a meeting of the Committee as and when required.