



Terms of Reference for the Audit Committee

1. Membership

- 1.1. The Audit Committee (the “Committee”) shall comprise at least two members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chair of the Audit Committee.
- 1.2. All members of the Committee shall be independent non-executive directors at least one of whom shall have recent and relevant financial experience ideally with a professional qualification from one of the professional accountancy bodies. The Chair of the Board shall not be a member of the Committee. The Committee shall include at least one member of the Risk Committee.
- 1.3. Only members of the Committee have the right to attend Committee meetings. However, the external auditor, Group Finance Director and Chief Finance & Operations Officer will be invited to attend meetings of the Committee on a regular basis and other non-members may be invited to attend all or part of any meeting as and when appropriate.
- 1.4. Appointments to the Committee shall be for a period of up to three years, which may be extended for no more than two further three-year periods, so long as members continue to be independent.
- 1.5. The Board shall appoint the Committee Chair who shall be an independent non-executive director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

3. Quorum

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

4. Frequency of Meetings

- 4.1. The Committee shall meet at least three times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.
- 4.2. Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals involved in the Company’s governance, including the Board Chair, the Chief Executive Officer, the Chief Finance & Operations Officer, the Group Finance Director, the external audit lead partner and the head of internal audit.



5. Notice of Meetings

- 5.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair of the Committee or any of its members or at the request of the external audit lead partner or head of internal audit if they consider it necessary.
- 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 and any other person required to attend, no later than five working 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.

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. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board unless, exceptionally, it would be inappropriate to do so.

7. Annual General Meeting

- 7.1. The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties

- 8.1. The Committee should have oversight of the Group as a whole and, unless required otherwise by regulation, carry out the duties below for the parent company, major subsidiary undertakings and the Group as a whole, as appropriate.

8.2. Financial Reporting

- 8.2.1. The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, preliminary announcements, and any other formal announcement relating to its financial performance, and review and report to the Board on significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the external auditor.
- 8.2.2. In particular, the Committee shall review and challenge where necessary:
 - the application of significant accounting policies and any changes to them;
 - the methods used to account for significant or unusual transactions where different approaches are possible;
 - whether the Company has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the views of the external auditor on the financial statements;



- the clarity and completeness of disclosures in the Company’s financial reports and the context in which statements are made; and
- all material information presented with the financial statements, including the strategic report and the corporate governance statements relating to the audit and to risk management.

8.2.3. Where the Committee is not satisfied with any aspect of the proposed financial reporting by the Company, it shall report its views to the Board.

8.3. Narrative Reporting

8.3.1. Where requested by the Board, the Committee should review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company’s performance, business model and strategy and whether it informs the Board’s statement in the annual report on those matters that is required under the 2018 UK Corporate Governance Code (the “Code”).

8.4. Internal Controls System - the Committee shall:

- 8.4.1. keep under review the effectiveness of the Company’s internal controls; and
- 8.4.2. review and approve the statement to be included in the annual report concerning internal controls, and the viability statement.

8.5. Whistle-blowing, Bribery and Fraud - the Committee shall:

- 8.5.1. review the adequacy and security of the Company’s arrangements for its employees, contractors and external parties to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- 8.5.2. review the Company’s systems and controls for the prevention of bribery and receive reports on non-compliance; and
- 8.5.3. review the Company’s procedures for detecting fraud.

8.6. Internal Audit - the Committee shall (where applicable):

- 8.6.1. approve the appointment or termination of the head of internal audit;
- 8.6.2. review and approve the role and mandate of the internal audit function and ensure the function has the necessary resources and access to information to enable it to fulfil its mandate, and is equipped to perform in accordance with appropriate professional standards for internal auditors;
- 8.6.3. ensure the internal auditor has direct access to the Board Chairman and to the Committee Chair, providing independence from the executive and accountability to the Committee;



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- 8.6.4. review and approve the annual internal audit plan to ensure it is aligned to the key risks of the business and receive regular reports on work carried out;
 - 8.6.5. receive a report on the results of the internal auditor's work on a periodic basis;
 - 8.6.6. review and monitor management's responsiveness to the internal auditor's findings and recommendations;
 - 8.6.7. meet with the head of internal audit at least once a year without the presence of management to discuss the effectiveness of the function; and
 - 8.6.8. monitor and review the effectiveness of the internal audit function in the context of the Company's overall risk management system and the work of finance and the external auditor.

8.7. External Audit - the Committee shall:

- 8.7.1. consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment and removal of the Company's external auditor;
- 8.7.2. develop and oversee the selection procedure for the appointment of the audit firm in accordance with Code and regulatory requirements, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process;
- 8.7.3. if an external auditor resigns, investigate the issues leading to this and decide whether any action is required;
- 8.7.4. oversee the relationship with the external auditor including (but not limited to):
 - approval of their remuneration, including both fees for audit and non-audit services, and ensuring that the level of fees is appropriate to enable an effective and high-quality audit to be conducted;
 - approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
 - assessing annually their independence and objectivity taking into account relevant UK law, professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
 - satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the external auditor and the Company (other than in the ordinary course of business) which could adversely affect the external auditor's independence and objectivity;
 - agreeing with the Board a policy on the employment of former employees of the Company's external auditor, and monitoring the application of this policy;
 - monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners and staff;



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- monitoring the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and assess these in the context of relevant legal, professional and regulatory requirements and guidance;
 - assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures;
 - seeking to ensure co-ordination of the external audit with the activities of the internal audit function;
 - evaluating the risks to the quality and effectiveness of the financial reporting process and consideration of the need to include the risk of the withdrawal of the auditor from the market in that evaluation;
 - meeting with the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit;
 - reviewing and approving the annual audit plan and ensuring that it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team; and
 - reviewing the findings of the audit with the external auditor. This shall include but not be limited to the following:
 - a discussion of any major issues which arose during the audit;
 - key accounting and audit judgements;
 - levels of errors identified during the audit; and
 - the effectiveness of the audit process.

8.7.5. The Committee shall also

- review any representation letter(s) requested by the external auditor before it is (they are) signed by management;
- review the management letter and management's response to the external auditor's findings and recommendations;
- review the effectiveness of the audit process; and
- develop and implement a policy on the supply of non-audit services by the external auditor, to avoid any threat to auditor objectivity and independence, taking into account any relevant ethical guidance on the matter.



9. Reporting Responsibilities

- 9.1. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities. This report shall include:
 - 9.1.1. the significant issues that it considered in relation to the financial statements (required under paragraph 8.2.1.) and how these were addressed;
 - 9.1.2. its assessment of the effectiveness of the external audit process (required under paragraph 8.7.4.) and its recommendation on the appointment or reappointment of the external auditor; and
 - 9.1.3. any other issues on which the Board has requested the Committee's opinion.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3. The Committee shall compile a report on its activities to be included in the Company's annual report. The report should describe the work of the Committee and include an explanation of how the Committee has addressed the effectiveness of the external audit process; the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed, having regard to matters communicated to it by the external auditor; and all other information requirements set out in the Code.
- 9.4. In compiling the reports referred to in 9.1 and 9.3, the Committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but should include at least those matters that have informed the Board's assessment of whether the Company is a going concern and the inputs to the Board's viability statement. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts but could provide cross-references to that information.

10. Other Matters - the Committee shall:

- 10.1. have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;
- 10.2. 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;
- 10.3. give due consideration to laws and regulations, the provisions of the Code and published guidance, the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate;
- 10.4. be responsible for oversight of the co-ordination of the internal (if any) and external auditors;
- 10.5. oversee any investigation of activities which are within its terms of reference;
- 10.6. work and liaise as necessary with all other Board committees;



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- 10.7. arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority - the Committee is authorised:

- 11.1. to seek any information, it requires from any employee of the Company in order to perform its duties;
- 11.2. to obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- 11.3. call any employee to be questioned at a meeting of the Committee as and when required; and
- 11.4. have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the Committee and the Board.