

FDM GROUP (HOLDINGS) PLC - AUDIT COMMITTEE

Terms of reference

**(Adopted by the Board on 16 June 2014
Amended on 28 July 2020)**

1 The Audit Committee

The Audit Committee ("Committee"):

- 1.1 is a sub-committee of the Board and shall make recommendations to the Board which retains the right of final decision;
- 1.2 is made up of non-executive directors;
- 1.3 has the role and responsibilities set out below; and
- 1.4 will meet at least three times a year and in any event sufficiently frequently and for long enough to perform its duties effectively.

2 Main role and responsibilities

The main role and responsibilities of the Committee are to:

- 2.1 provide formal and transparent arrangements for considering how to apply the audit, risk and internal control principles set out in the UK Corporate Governance code, and to maintain an appropriate relationship with the Company's auditors, as required by Principle M of the UK Corporate Governance Code;
- 2.2 monitor the integrity of the financial statements of the company and any formal announcements relating to the company's financial performance, reviewing significant financial reporting judgments contained in them;
- 2.3 provide advice (where requested by the Board) on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the company's position and performance, business model and strategy;
- 2.4 review the company's internal financial control and risk management systems;
- 2.5 monitor and review the effectiveness of the company's internal audit function;
- 2.6 review arrangements by which staff of the company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action;
- 2.7 be responsible for the appointment and re-appointment of the external auditors, as set out in further detail in paragraph 7.2;
- 2.8 review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements;
- 2.9 oversee the engagement of the external auditor to supply non-audit services, as set out in further detail in paragraph 7.2(c);

- 2.10 report to the Board on how it has discharged its responsibilities, and identify any matters in respect of which it considers that action or improvement is needed and make recommendations as to the steps to be taken.

3 Membership

- 3.1 There should be a minimum of three members.
- 3.2 The members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the Chair of the Committee.
- 3.3 Membership should be confined to 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 accounting bodies. Any member who is determined by the Board no longer to be independent shall cease to be a member of the Committee. Where possible, the membership of the Committee should also include one member of the Company's Remuneration Committee. The Chair of the Board shall not be a member of the Committee.
- 3.4 The Committee as a whole shall have competence relevant to the sector in which the Company operates.
- 3.5 Appointments to the Committee shall be for a period of up to three years, extendable by no more than two additional three year periods.
- 3.6 Proper minutes shall be kept of its proceedings which shall be circulated to all directors of the company, and, if the Committee so chooses, to the company's external auditor.

4 Meetings

- 4.1 Committee meetings shall be held not less than three times a year, to discuss general audit matters, the interim and full year reports and financial statements and otherwise as required, having regard to the Company's financial reporting and audit cycle, and at such other times as the Chair of the Committee shall think fit. The external auditor may request a meeting if it considers that one is necessary.
- 4.2 The external auditor, the Chief Executive Officer and the Chief Financial Officer / financial controller of the company should be invited to attend meetings of the Committee on a regular basis without being members and other non-members may be invited to attend all or part of the meeting as and when appropriate and necessary.
- 4.3 The quorum necessary for the transaction of business shall be three members, at least one of whom has recent and relevant financial experience.
- 4.4 Meetings of the Committee will be arranged to tie in with the publication of the company's financial statements. Meetings should be held prior to any Board meeting at which accounts or financial statements are to be approved, unless all the members of the Committee agree otherwise.
- 4.5 Unless otherwise agreed by all members of the Committee, notice of meetings, confirming the venue, time and date together with an agenda and all relevant papers, should normally be circulated to each member of the Committee, to any other person required to attend, and to all other non-executive directors, at least five working days prior to the date of the meeting.

5 Chair of the Committee

The Board, on the recommendation of the Nomination Committee, shall elect one of the members of the Committee to act as Chair of the Committee who shall be an independent director and he will be responsible for:

- 5.1 preparing the agenda;
- 5.2 the timely distribution of the agenda and any supporting papers;

- 5.3 reporting to the Board on issues and decisions made; and
- 5.4 answering questions about the Committee's work at the AGM.

In the absence of the Chair of the Committee, the members present shall select one of their number to chair the meeting.

6 Authorisation

- 6.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee in order to perform its duties and all employees will be directed by the Board to co-operate with any request made by the Committee.
- 6.2 The Committee is authorised by the Board to obtain, at the company's expense, outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. This authority is subject only to the requirement that independent advice is sought at a reasonable cost commensurate with the matter under review.

7 Duties

The duties of the Committee shall be as follows.

7.1 External reporting

- (a) Review and monitor the integrity of the reports and financial and narrative statements before submission to the Board (challenging them where necessary), reviewing and reporting to the Board on significant financial reporting issues and judgments which they contain having regard to the matters communicated to it by the auditor, and focusing particularly on:
 - (i) the consistency of, and any change in, accounting policies and practices both on a year on year basis and across the company/group;
 - (ii) the methods used to account for significant or unusual transactions where different approaches are possible;
 - (iii) any major judgmental areas;
 - (iv) any significant adjustments resulting from the audit;
 - (v) the going concern assumption and viability statement;
 - (vi) compliance with accounting standards, taking into account the views of the external auditor;
 - (vii) compliance with applicable regulatory and legal requirements;
 - (viii) the clarity and completeness of disclosure in the company's financial reports and the context in which statements are made; and
 - (ix) compliance with best practice in the area of corporate governance.
- (b) Review the annual report and interim financial results in their entirety.
- (c) Review the summary financial reports.
- (d) Review circulars issued in respect of takeovers, defences against takeovers and other major non-routine transactions.

7.2 External Auditor

- (a) Conduct the tender process 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 external auditor, and approving the remuneration and terms of engagement of the external auditor.
- (b) Oversee the relationship with the external auditor including, but not limited to, assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the overall relationship with the auditor, including the provision of any non-audit services and any threats to the auditor's independence and the safeguards applied to mitigate those threats;
- (c) Monitor the auditor's processes for maintaining its independence, its compliance with relevant UK law, regulation, other professional requirements and the Ethical Standard, including the guidance on the rotation of the audit partner and staff;
- (d) Develop and implement a policy on the engagement of the external auditor to supply non-audit services, ensuring there is prior approval of non-audit services, considering the impact this may have on independence, monitoring the level of fees incurred with the external auditor in relation to the provision of non-audit services, and ensuring that such fees are in line with the policy and within the relevant limits permitted by applicable regulations;
- (e) Review the proposed audit fee and keep under review the scope and results of the audit and its cost effectiveness, including monitoring the level of fees paid by the company to the external auditor 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, guidance and the Ethical Standard;
- (f) Prior to the audit commencing, discuss the nature, scope and timing with the external auditor and ensure co-ordination where more than one audit firm is involved.
- (g) Discuss any problems and reservations arising with the auditor's review of the interim report and financial statements and audit of the annual report and financial statements and any matters the external auditor may wish to raise.
- (h) Discuss the meaning and significance of audited figures and any notes relating to them.
- (i) Review the external auditors' evaluation of the company's internal controls, the management letter and the management's response.
- (j) Agree with the Board a policy on the employment of former employees of the company's auditor, taking into account the Ethical Standard and legal requirements, and monitor the application of this policy;
- (k) Assess annually the qualifications, expertise and resources, and independence of the external auditor and the effectiveness of the external audit process, which shall include a report from the external auditor on their own internal quality procedures;
- (l) Meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and at least once a year, without management being present, to discuss the external auditor's remit and any issues arising from the audit and the effectiveness of the audit process;
- (m) Arbitrate in any disputes between the external auditor and management;
- (n) If an external auditor resigns, investigate the issues leading to this and decide whether any action is required;
- (o) Consider periodically an assessment by the external auditor of the quality of accounting and finance personnel in the group.

7.3 *Internal Audit Function*

- (a) Approve the appointment and removal of:
 - (i) any external firm engaged to provide internal audit services; and/or
 - (ii) the head of the internal audit function (where applicable);
- (b) Review and approve the role and mandate of the internal audit function and monitor and review the effectiveness of its work and annually approve the internal audit arrangements ensuring that they are appropriate for the Company's current needs;
- (c) Review and approve the annual internal audit plan to ensure it is aligned to business's key risks and receive regular reports on work carried out;
- (d) Ensure that the internal audit function has the required scope, necessary resources and appropriate access to information to enable it to perform its function effectively and in accordance with appropriate professional standards for internal auditors. The Committee shall also ensure that the function has adequate standing and is free from management or other restrictions;
- (e) Ensure the internal audit function has direct access to the Chair of the Board and to the Chair of the Committee; and is accountable to the Committee;
- (f) Review and assess the annual internal audit plan and be advised of the reasons for any change or delay in the plan and ensure co-ordination between the internal and external auditors;
- (g) Receive regular reports on the results of the internal auditor's work;
- (h) Determine whether it is satisfied that the quality, experience and expertise of internal audit are appropriate for the business;
- (i) Review and monitor management's responsiveness to the internal auditors' findings and recommendations and management's actions to support the effective working of the internal audit function;
- (j) Monitor and review the role and effectiveness of the Company's internal audit function in the context of the Company's overall risk management system, irrespective of whether this is an in-house or outsourced function, and the work of compliance, finance and the external auditor;
- (k) Ensure that there is open communication between the different functions and that the internal function evaluates the effectiveness of risk, compliance and finance functions as part of its internal audit plan;
- (l) Ensure that the Committee meets with the representative of any external firm engaged to provide internal audit services, or the head of internal audit (as applicable) to discuss effectiveness of the internal audit function, without management present, at least once per year; and
- (m) consider whether an independent, third party review of internal audit effectiveness and processes is required.

7.4 *Internal Control Systems*

- (a) Keep under review the adequacy and effectiveness of the company's internal control systems, report to the Board regularly and make recommendations to the Board regarding the effectiveness of the group's internal control systems.
- (b) Review the adequacy and security of the company's arrangements for its employees and contractors 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.

- (c) Review the company's procedures for detecting fraud.
- (d) Review the company's systems and controls for the prevention of bribery and receive reports on non-compliance.
- (e) Consider from time to time appointing a "risk sub-committee" and (with any risk subcommittee) to keep abreast of all changes made to the group's system of internal controls and to follow up on areas which require improvement.
- (f) Review the Group's objectives and plans for the enhancement of internal controls and, in respect of those areas which are identified as the highest risk in the Group's risk register, take reasonable steps to ensure that adequate resources are made available for the internal control of those risks.
- (g) Discuss any major findings and any problems identified in relation to the adequacy of controls, including findings and recommendations of the internal audit function.
- (h) Ascertain actions taken on recommendations.
- (i) Discuss the relationship between external auditors and those responsible for the Company's internal control systems, and co-ordination of their work.

7.5 *Other matters*

- (a) Enquire into illegal, questionable or unethical activities.
- (b) Monitor the adherence of officials to the corporate code of conduct.
- (c) Review any significant transactions outside the company's normal business.
- (d) Initiate special projects or investigations on any matter within its term of reference.
- (e) Review the efforts of the company to comply with social and environmental obligations.
- (f) Ensure that the Board, and especially the non-executive directors, receive timely relevant and reliable information, tailored to assist them with monitoring the business and taking important decisions.
- (g) Consider other topics as defined by the Board from time to time.
- (h) Oversee any investigation of activities which are within its terms of reference.
- (i) Give due consideration to laws and regulations, the provisions of the UK Listing Authority's Listing Rules, Prospectus Rules and Disclosure and Transparency Rules and any other applicable rules, as appropriate.
- (j) 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.
- (k) 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.

8 Reporting responsibilities

- 8.1 The Chair of the Committee 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:

- (a) the significant issues that it considered in relation to the financial statements (required under paragraph 7.1(a)) and how these were addressed;
 - (b) its assessment of the effectiveness of the external audit process and its recommendation on the appointment or reappointment of the external auditor; and
 - (c) any other issues on which the Board has requested the Committee's opinion.
- 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.
- 8.3 The Committee shall compile a report on its activities to be included in the company's annual report. The report should 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 auditor.
- 8.4 In compiling the reports referred to in 8.1 and 8.3, the Committee should exercise judgment 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. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts, but could provide cross-references to that information.
- 8.5 The Committee is authorised to 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.
- 8.6 Outside of the formal meeting programme, the Chair of the Committee and, to a lesser extent, the other Committee members, will maintain a dialogue with key individuals involved in the company's governance, including the Chair of the Board, the Chief Executive, the Finance Director, the external audit lead partner and those responsible for internal audit projects.