

1. Purpose

- 1.1 The Audit Committee (hereinafter referred to as ‘the Committee’) assists the Board of Directors in fulfilling its oversight responsibilities related to accounting, financial reporting practices, quality, integrity of financial reports, compliance and internal controls.

2. Membership

- 2.1 The Committee shall comprise of at least three (3) non-executive directors appointed by the Board and the majority shall be independent non-executive directors.
- 2.2 The Board shall appoint a Chairperson from the independent non-executive members of the Committee. In the absence of the Committee Chairperson, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 2.3 The Chairperson of the Board, the Group Chief Executive Officer, the Chief Finance Officer and any executive director shall not be eligible to be appointed as Chairperson or member of the Committee.
- 2.4 The Board shall satisfy itself that the Chairperson of the Committee has recent and relevant financial experience with a professional qualification from one of the professional accountancy bodies.
- 2.5 The Board shall have the power at any time to remove any members from the Committee and to fill any vacancies created by such removal.
- 2.6 Only members of the Committee shall attend Committee meetings. However, the Committee may invite other persons to attend all or part of any meeting, as deemed necessary and appropriate.
- 2.7 The Committee is authorised by the Board to obtain, at the company’s expense, outside legal, financial or other professional advice on any matter within its terms of reference, if required.
- 2.8 The Committee may also hold its meetings online.

3. Secretary

- 3.1 The Company Secretary shall act as the Secretary of the Committee.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be at least two (2) members, one of whom must be an independent director.

5. Frequency of meetings

- 5.1 The Committee shall meet at least four (4) times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairperson or any of its members or at the request of the External Auditor or Internal Auditor if they consider it necessary.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be sent to Committee members and any other attendees before the date of the meeting.

7. Minutes of meetings

- 7.1 The Secretary shall take the minutes of proceedings of all Committee meetings and shall circulate them to all members after they are approved and signed by the Chairperson.

8. Written resolutions

- 8.1 Decisions may also be taken by way of written resolutions signed by all members of the Committee.

9. Terms of reference

The Committee shall fulfill its duties and responsibilities as follows:

9.1 Financial statements

- 9.1.1 The Committee will examine and review the quality and integrity of the financial statements of the Company including its annual report.
- 9.1.2 The Committee shall consider and recommend dividend payment to the Board.
- 9.1.3 In particular, the Committee shall review and challenge where necessary:
- Compliance with International Financial Reporting Standards and legal requirements;
 - The methods used to account for significant or unusual transactions where different approaches are possible;
 - Whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements taking into account the views of the External Auditor;
 - The clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made;

- All material information presented with the financial statements, such as the business review and the corporate governance statements relating to the audit and to risk management; and
- The basis on which the Company has been determined a going concern.

9.1.4 The Committee shall oversee the implementation of any new major accounting standards and ensure that the Company complies with all requirements within the required timeframe.

9.2 External audit

The Committee shall:

9.2.1 Consider and make recommendations to the Board, to be put to shareholders for approval at the Annual Meeting of Shareholders, in relation to the appointment, re-appointment and removal of the Company's External Auditor.

9.2.2 Ensure that at least once every five years the audit services contract is put out to tender.

9.2.3 Oversee the relationship with the External Auditor including (but not limited to):

- Recommendations on their remuneration, including both fees for audit and non-audit services; and
- Approval of their terms of engagement, including any Engagement Letter issued at the start of each audit and the scope of the audit.

9.2.4 Meet with the external auditor as and when required and at least once a year without management being present to discuss the auditor's remit and any issues arising from the audit.

9.2.5 Review and approve the annual audit plan.

9.2.6 Consider the findings of the external audit and management's response to the Auditor's findings and recommendations and review the Management Letter.

9.2.7 Review any representation letter(s) and other documents requested by the External Auditor.

9.3 Internal audit

The Committee shall:

9.3.1 Ensure the Internal Auditor has direct access to the Board Chairperson and to the Committee Chairperson and is accountable to the Committee.

9.3.2 Review and approve the annual internal audit work plan.

9.3.3 Receive a report on the results of the internal auditor's work on a periodic basis.

9.3.4 Review and monitor management's responsiveness to the Internal Auditor's findings and recommendations.

9.3.5 Monitor and review the effectiveness of the Company's internal audit function, in the context of the Company's overall risk management system.

9.4 Compliance

The Committee shall:

9.4.1 Review and monitor management's responsiveness to the Internal Auditor's findings and recommendations.

9.4.2 Review the annual compliance work plan and Compliance reports.

9.4.3 Approve policies and procedures and ensure compliance therewith.

9.4.4 Adopt resolutions on the measures to be taken as in the event of shortcomings in compliance with applicable legislation and ensure that these measures are implemented.

9.4.5 Review the Money Laundering Reporting Officer's report.

9.4.6 Regularly monitor the Company's enterprise-wide money Laundering and Terrorist Financing risks.

9.4.7 Regularly review the adequacy and effectiveness of the Company's compliance function.

10. Reporting responsibilities

10.1 The Committee Chairperson shall report to the Board on its proceedings.

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

11. Other matters

The Committee shall:

11.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.

11.2 Work and liaise as necessary with all other Board committees.

- 11.3 Arrange for periodic reviews of its own performance and, as when required, review its charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

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