

## Audit Committee – Terms of Reference

References within this Section to “the Committee” mean the Audit Committee.

### **1 Membership**

- 1.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination & Corporate Governance Committee in consultation with the Chairman of the Audit Committee. The Committee shall normally comprise all of the independent non-executive directors (excluding the Chairman of the Board), at least one of whom shall have recent and relevant financial experience.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, Chief Executive Officer, Chief Financial Officer and other directors may be invited to attend all or part of any meeting as and when appropriate.
- 1.3 The external auditors, the heads of risk, compliance and internal audit and representatives from the finance function will be invited to attend meetings of the Committee on a regular basis.
- 1.4 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods.
- 1.5 The Board shall appoint the Committee Chairman who shall be an independent non-executive director. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair a meeting.

### **2 Secretary**

- 2.1 The Company Secretary or his or her designee shall act as the Secretary of the Committee.

### **3 Quorum and Location**

- 3.1 The quorum necessary for the transaction of business shall be two members of whom at least one must be an independent non-executive director. 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.
- 3.2 A majority of the meetings of the Committee will be held in the Republic of Ireland; other Committee meetings may be held at another location outside the United Kingdom.

#### **4 Frequency of Meetings**

- 4.1 The Committee shall meet at least three times a year at appropriate times in the reporting and audit cycle and otherwise as required.

#### **5 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 or at the request of external auditors if they consider it necessary. Such meetings must be convened from the Republic of Ireland.

- 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 and all other non-executive directors, no later than four 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 of the Committee shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
- 6.2 The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and to all members of the Board, unless a conflict of interest exists.

#### **7 Annual General Meeting**

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

#### **8 Duties**

The Committee should carry out the duties below for the Company and major subsidiary undertakings, as appropriate.

##### **8.1 Financial Reporting**

8.1.1 The Committee shall:

- (i) monitor the integrity of the financial statements of the Company, including its annual and half-year reports, preliminary results announcements, interim management statements and any other formal announcement relating to its financial performance,

reviewing significant financial reporting issues and judgements which they contain; and

- (ii) review summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature,

provided that such monitoring and review is not inconsistent with any requirement for prompt reporting under the Listing Rules.

**8.1.2** The Committee shall review and challenge where necessary:

- (i) the consistency of, and any changes to, accounting policies 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) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the external auditor;
- (iv) the clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made; and
- (v) all material information presented with the financial statements, such as the business review and the corporate governance statement (insofar as it relates to the audit and risk management);

## **8.2 Internal Controls and Risk Management Systems**

The Committee shall:

- 8.2.1** keep under review the adequacy and effectiveness of the Company's internal financial controls and internal controls and risk management systems; and
- 8.2.2** review and approve the statements to be included in the Annual Report concerning internal control and risk management systems.

## **8.3 Compliance, Whistleblowing and Fraud**

The Committee shall:

- 8.3.1** review the Company's arrangements for its employees to raise concerns, in confidence, about possible improprieties 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;
- 8.3.2** review the Company's procedures for detecting fraud;
- 8.3.3** review the Company's systems and controls for the prevention of bribery; and

- 8.3.4 review regular reports from Compliance and keep under review the adequacy and effectiveness of the Company's Compliance function.

#### **8.4 Internal Audit**

The Committee shall:

- 8.4.1 monitor and review the effectiveness of the Company's internal audit function in the context of the Company's overall risk management system, and having regard to the complementary roles of the internal and external audit functions;
- 8.4.2 approve the appointment, remuneration (in practice the responsibility for remuneration will be a role normally delegated to the Chairman of the Committee) and removal of the head of the internal audit function;
- 8.4.3 consider and approve the remit of the internal audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate standing and is free from management or other restrictions;
- 8.4.4 review and assess the annual internal audit plan;
- 8.4.5 review promptly all reports on the Company from the internal auditors;
- 8.4.6 review and monitor management's responsiveness to the findings and recommendations of the internal auditors; and
- 8.4.7 meet the head of internal audit at least two times each year, without management being present, to discuss their remit and any issues arising from the internal audits carried out. In addition, the head of internal audit shall be given the right of direct access to the Chairman of the Board and to the Committee.

#### **8.5 External Audit**

The Committee shall:

- 8.5.1 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. The Committee shall oversee the selection process for new auditors and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required;
- 8.5.2 oversee the relationship with the external auditor including (but not limited to):
  - (i) approval of their remuneration for audit services and be satisfied that the level of fees is appropriate to enable an adequate audit to be conducted;

- (ii) approval of their remuneration for non-audit services, taking into account any relevant ethical guidance on this matter;
  - (iii) approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
  - (iv) assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non audit services;
  - (v) satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the Company (other than in the ordinary course of business);
  - (vi) agreeing with the Board a policy on the employment of former employees of the Company's auditor, then monitoring the implementation of this policy;
  - (vii) monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and other related requirements;
  - (viii) assessing annually their qualifications, expertise and resources;
  - (ix) assessing annually the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures; and
  - (x) seeking to ensure co-ordination with activities of the internal audit function.
- 8.5.3** meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the external auditor at least two times each year, without management being present, to discuss their remit and any issues arising from the audit;
- 8.5.4** review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;
- 8.5.5** review the findings of the audit with the external auditor. This shall include but not be limited to, the following;
- (i) a discussion of any major issues which arose during the audit,
  - (ii) any accounting and audit judgements, and
  - (iii) levels of errors identified during the audit.
- 8.5.6** review any representation letter(s) requested by the external auditor before they are signed by management;

- 8.5.7 review the management letter, or a summary thereof, and management's response to the auditor's findings and recommendations; and
- 8.5.8 develop and implement a policy on the supply of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter.

## **8.6 Treasury Policy**

The Committee shall carry out an annual review of, and approve, the Company's treasury policy and, if appropriate, recommend it to the Board for ratification.

## **8.7 Reporting Responsibilities**

- 8.7.1 The Chairman of the Committee shall report to the Board at the first Board meeting following each Audit Committee Meeting.
- 8.7.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.7.3 The Committee shall compile a report to shareholders on its activities, to include such matters as are required to be reported in line with best practice, to be included in the Company's Annual Report.

## **8.8 Other Matters**

The Committee shall:

- 8.8.1 have access to sufficient resources in order to carry out its duties, including access to the Group Corporate Secretariat for assistance as required;
- 8.8.2 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;
- 8.8.3 give due consideration to relevant laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Listing Rules as appropriate;
- 8.8.4 be responsible for co-ordination of the internal and external auditors;
- 8.8.5 oversee any investigation of activities which are within its terms of reference; and
- 8.8.6 at least once a year, review its own performance, 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.

## **9 Authority**

The Committee is authorised:

- 9.1** to seek any information it requires from any employee of the Company in order to perform its duties;
- 9.2** to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference; and
- 9.3** to call any employee to be questioned at a meeting of the Committee as and when required.