

NWF Group Plc

Audit Committee Terms of Reference

N.B. Reference to “the Committee” shall mean the Audit Committee. Reference to “the Board” shall mean the Board of Directors of NWF Group Plc. Reference to “the Company” shall mean NWF Group Plc and its subsidiary companies.

1. Membership

- Members of the Committee shall be appointed by the Board, in consultation with the Chair of the Audit Committee. The Committee shall be made up of at least three members and where possible, one member of the remuneration committee. Appointments shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members continue to be independent.
- The Board shall appoint the Committee Chair. In the Committee Chair’s absence, the remaining members present shall elect one of themselves to chair the meeting.
- All members of the Committee shall be independent non-executive directors at least one of whom shall have recent and relevant financial experience and with competence in accounting and/or auditing and committee as a whole shall have competence relevant to the sector in which the company operates. The Company Chair may be a member of, but not chair, the Committee, provided they were independent upon appointment as Chair.
- Only members of the Committee have the right to attend Committee meetings. However, the external auditor and Finance Director 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 and necessary.

2. Secretary

- The Company Secretary or their nominee shall act as the Secretary to the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. Quorum

- The quorum necessary for the transaction of business shall be two members either in person or by telephone. 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

- The committee shall meet at least three times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.
- Outside of the formal meeting programme, the Committee Chair, and to a lesser extent the other committee members, will maintain a dialogue with key individuals involved in the Company’s governance, including the Board Chair, the Chief Executive, the Finance Director and the external audit lead partner.

5. Notice of Meetings

- 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 the external audit lead partner.

- Unless agreed by all members of the Committee, notice of the meeting confirming the venue, date and time along with supporting papers and an agenda, will be provided to all members of the Committee no later than five working days prior to the meeting date. Supporting papers shall be sent to committee members at the same time.
- Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

6. Minutes of Meetings

- The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and attending, the discussions ensuing, and the decisions/conclusions reached, demonstrating that the Committee is meeting its obligations.
- The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- Draft minutes of the Committee shall be agreed with the committee Chair and then circulated promptly to all members of the Committee and, once approved, to all members of the Committee unless it would be inappropriate to do so in the opinion of the Committee Chair.

7. Annual General Meeting (AGM)

- The Chair of the Committee shall attend the AGM and at the invitation of the Chair of the meeting be prepared to respond to any shareholder questions on the Committee's activities. In addition, the committee chair should seek engagement with shareholders on significant matters related to the committee's areas of responsibility.

8. Duties

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

8.1 Financial Reporting

- The Committee shall monitor the integrity of the financial statements of the Company, including annual and interim reports, preliminary results' announcements and other formal announcements relating to financial performance, reviewing and reporting to the Board on significant financial reporting issues and judgements which they contain having regard to matters communicated to it by the auditor.
- In particular, the Committee shall review and challenge where necessary:
 - the consistency of, and any changes to, significant accounting policies both on a year on year basis and across the Company/group.
 - 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 on the financial statements.
 - the clarity and completeness of disclosures in the financial statements and the context in which statements are made;

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- all material information presented with the financial statements, such as the strategic report and the corporate governance statements relating to the audit and to risk management.
- 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.
- The Committee shall review any other statements requiring Board approval which contain financial information first, where to carry out a review prior to Board approval would be practicable and consistent with any prompt reporting requirements under any law or regulation including the Listing Rules or Disclosure Guidance and Transparency Rules sourcebook.

8.2 Narrative Reporting

Where requested by the Board, the Committee shall 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 these matters.

8.3 Internal Controls and Risk Management Systems

The Committee shall:

- keep under review the Company's internal financial control systems that identify, assess, manage and monitor financial risks, and internal control and risk management systems;
- review and approve the rolling internal audit plan; and
- review and approve the statements to be included in the annual report concerning internal controls, risk management, including the assessment of the principal risks and emerging risks and the viability statement.

8.4 Compliance, Speaking Up and Fraud

The Committee shall:

- review the adequacy and security of the Company's arrangements for its employees, contractors and external parties to raise concerns, in confidence, about possible wrongdoings 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.
- review the Company's procedures for detecting fraud; and
- review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance.

8.5 External Audit

The Committee shall:

- 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 auditors.

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- If the auditor resigns, the Committee shall investigate the issues which led to this and determine whether any action is required.
- develop and oversee the selection procedure for the appointment of the audit firm, in accordance with regulatory requirements, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process.
- 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 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.
 - 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) which could adversely affect the auditor's independence and objectivity.
 - agreeing 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 monitoring the implementation of this policy.
 - monitor the auditor's processes for maintaining independence, its compliance with relevant law, regulation, other professional requirements and the Ethical Standard, including the guidance on the rotation of the audit partner and staff;
 - monitor 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.
 - assessing annually their independence and objectivity taking into account relevant UK law, regulation, the Ethical Standard and other professional requirements and the group's relationship with the auditor as a whole, including any threats to the auditors independence and the safeguards applied to mitigate those threats including the provision of non-audit services;
 - assessing annually the qualifications, expertise and resources of the auditor and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures; and
 - evaluating the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the committee.
- 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 should meet the external auditors at least once a year without management being present, to discuss the auditor's remit and any issues arising from the audit.
- discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team; and
- review the findings of the audit with the external auditor. This shall include but not be limited to, the following:

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- a discussion of any major issues which arose during the audit.
- key accounting and audit judgements.
- the auditor's explanation of how the risks to the audit quality were addressed.
- the auditor's view of their interactions with senior management.
- the effectiveness of the audit process
- levels of errors identified during the audit; and
- including an assessment of the quality of the audit, the handling of key judgements by the auditor and the auditor's response to questions from the committee.

The Committee shall also:

- review any representation letter(s) requested by the external auditor before they are signed by management.
- review the management letter and management's response to the auditor's findings and recommendations; and
- develop and recommend to the board the company's formal policy on the provision of non-audit services by the auditor, including prior approval of non-audit services by the committee and specifying the types of non-audit service to be pre-approved, and assessment of whether the non-audit services have a direct or material effect on the audited financial statements. The policy should include consideration of the following matters:
 - Threats to the independence and objectivity of the external auditor and any safeguards in place.
 - The nature of the non-audit services.
 - Whether the external audit firm is the most suitable supplier of the non-audit service.
 - The fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
 - The criteria governing compensation.

8.6 Reporting Responsibilities

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:

- the significant issues that it considered in relation to the financial statements and how these were addressed.
- its assessment of the effectiveness of the external audit process, the approach taken to the appointment or reappointment of the external auditor, length of tenure of audit firm, when a tender was last conducted and advance notice of any retendering plans; and
- any other issues on which the Board has requested the Committee's opinion.

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

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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 audit committee including:

- The significant issues that the committee considered in relation to the financial statements and how these were addressed
- An explanation of how the committee has assessed the independence and effectiveness of the external audit process and the approach taken to the appointment of reappointment of the external auditor, information on the length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans
- An explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services, having regard to matters communicated to it by the auditor.

In compiling the reports referred to above, 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.

8.7 Other Matters

The Committee shall:

- have access to sufficient resources in order to carry out its duties effectively, including access to the company secretariat for assistance as required.
- 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.
- be responsible for coordination of the external auditor.
- oversee any investigation of activities which are within its terms of reference.
- work and liaise as necessary with all other Board Committees ensuring interaction between committees and with the board is reviewed regularly, taking particular account of the impact of risk management being delegated to different committees.
- give due consideration to laws and regulations, the requirements of the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate; and
- arrange for periodic reviews of its own performance and,
- at least once a year, 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.

8.8 Authority

The Committee is authorised to:

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- seek any information it requires from any employee of the Company in order to perform its duties.
- obtain, at the Company's expense, independent legal, accounting, or other professional advice on any matter it believes it necessary to do so; and
- call any employee to be questioned at a meeting of the Committee as and when required.
- 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. If the board has not accepted the committee's recommendation on the external auditor appointment, reappointment or removal, the annual report should include a statement explaining the committee's recommendation and the reasons why the board has taken a different position.