

TARSUS GROUP PLC.

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

- 1 **Composition and Procedure**
- 1.1 The Audit Committee shall consist of a minimum of two members, comprising a Chairman and at least one other member. The Audit Committee shall be appointed by the Board. The members of the Audit Committee for the time being shall be:

Tim Haywood (Chairman)
David Gilbertson
Robert Ware
- 1.2 Membership of the Audit Committee shall be confined to independent non-executive directors. At least one member of the Committee shall have recent and relevant financial experience. The Audit Committee may invite other directors, Group employees and external professional advisers to attend meetings as and when deemed appropriate.
- 1.3 Care should be taken by the Audit Committee to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.
- 1.4 In the absence of the Audit Committee Chairman or an appointed deputy, the remaining members present shall elect one other member present to chair the meeting.
- 1.5 The Audit Committee shall invite a representative of the Company's external auditors to attend meetings on a regular basis. The Audit Committee shall have at least one meeting a year with the external auditors' without any management being present to discuss matters related to its remit and any issues arising from the audit or interim review.
- 1.6 The Company Secretary or his nominee shall act as the Secretary of the Audit Committee.
- 1.7 The quorum for decisions of the Audit Committee shall be two members. A duly convened meeting of the Audit 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 Audit Committee.
- 1.8 The Audit Committee shall meet *at least three times a year* and at such other times as the Audit Committee Chairman shall require. Meeting shall be arranged to tie in with the publication of the Company's financial statements, immediately prior to a Board Meeting at which the annual and *half-yearly* financial statements are to be approved.
- 1.9 Meetings of the Audit Committee may be held by telephone.
- 1.10 Any member of the Audit Committee may request that a meeting be convened by the Secretary of the Audit Committee. The Company's external auditors may request that a meeting be convened if they deem it necessary.

- 1.11 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and any supporting papers, shall be forwarded to each member of the Audit Committee, any other person requested to attend, no fewer than three business days prior to the date of the meeting.
- 1.12 The Secretary shall minute the proceedings and resolutions of all meetings of the Audit Committee. The Secretary shall establish, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 1.13 Minutes of Audit Committee meetings shall be circulated promptly to all members of the Board.

2 **Annual General Meeting**

- 2.1 The Audit Committee Chairman shall attend each annual general meeting of the Company prepared to respond to any shareholder questions on the Committee's activities.

3 **Duties**

Internal Control and Risk Management

- 3.1 The Audit Committee shall keep under review the effectiveness of the Company's financial reporting and internal control policies and procedures for the identification, assessment and reporting of risks.
- 3.2 The Audit Committee shall review the Company's annual statement on its systems of internal control prior to endorsement by the Board, and in particular review:
- 3.2.1 the procedures for identifying business, operational, financial, compliance and other risks and controlling their impact on the Company having regard (in particular) to any significant failings or weaknesses in internal control that have been reported;
- 3.2.2 the actions taken to remedy any significant failings or weaknesses, including their timeliness;
- 3.2.3 the Company's policies for preventing or detecting fraud;
- 3.2.4 the Company's policies for ensuring that the Company complies with the relevant regulatory and legal requirements; and
- 3.2.5 the operational effectiveness of these policies and procedures.
- 3.3 the Audit Committee shall review the Company's procedures for detecting fraud and investigating and handling allegations from whistleblowers and ensure that arrangements are in place by which Group employees may in confidence raise concerns about possible improprieties in financial reporting, financial controls and any other matters.

- 3.4 The Audit Committee shall consider at least once a year whether there is a need for an internal audit function.

External Audit

- 3.5 The Audit Committee shall consider and make recommendations to the Board in relation to the appointment and re-appointment of the Company's external auditors, and shall ensure that key partners within the audit firm are rotated from time to time. The Committee shall oversee the selection process and if an auditor resigns, the Committee shall investigate the issues leading to this and decide whether any action is required.
- 3.6 The Audit Committee shall meet with the external auditors at least twice each year, including once at the planning stage prior to the audit to discuss its nature and scope and proposed fees, and once post audit at the reporting stage.
- 3.7 The Audit Committee shall review the external auditors' findings, including any major issues which arose during the course of the audit; key accounting and audit judgements; and levels of error identified during the audit, obtaining explanations from management and (where necessary) the auditors as to why certain errors might remain unadjusted. All errors and non-adjusting items are to be made available to the Committee.
- 3.8 The Audit Committee shall review the audit representation letter before approval by the Board, giving particular consideration to matters that relate to non-standard issues. The Committee shall also review the external auditor's management letter in order to assess whether it is based on a good understanding of the Company's business and approve management's response to it. The Committee shall monitor whether recommendations have been acted upon.
- 3.9 The Audit Committee shall assess the effectiveness of the audit process at the end of each audit, including a review of whether the external auditors met the agreed audit plan and why any changes came about, the auditors' robustness and perceptiveness in handling key account and audit judgements and in their communications with the Committee and feedback on the conduct of the audit from management.
- 3.10 The Audit Committee shall oversee the relationship with the external auditors including (but not limited to):
- 3.10.1 assessing annually their expertise, resources, independence and objectivity, taking into account relevant UK professional and regulatory requirements and the relationship with the auditors as a whole, including the provision of non-audit services;
 - 3.10.2 considering the external auditors' own internal quality control procedures;
 - 3.10.3 satisfying itself that there are no relationships (such as family, financial, employment, investment or business) between the external auditors and the Company, other than in the normal course of business;
 - 3.10.4 approving the external auditors' terms of engagement for each audit;

- 3.10.5 approving audit fees (ensuring that the level of fees is appropriate to enable the auditors to conduct an effective audit) as well as any other fees which are payable in respect of non-audit activities;
- 3.10.6 developing and implementing policy on the external auditors' provision of non-audit services. The Audit Committee shall ensure that the provision of such services does not impair the auditors' independence or objectivity;
- 3.10.7 agreeing with the Board a policy on the employment of former employees of the external auditors, and monitoring the policy's application;
- 3.10.8 monitoring the external auditors' compliance with ethical and professional guidance on audit partner rotation, the level of fees the Company pays in proportion to the overall fee income of the firm, office and partner, and other related regulatory requirements; and
- 3.10.9 discussions with the external auditors concerning such issues as compliance with accounting standards and any proposals which the external auditors have made regarding the Company's internal auditing standards.
- 3.10.10 to review, prior to its consideration by the Board, the external auditors' report to the directors and management's response;
- 3.10.11 to review the management representation letter, the external auditors' management letter and the management's response;

Financial Reporting

- 3.11 The Audit Committee shall monitor the integrity of the Company's financial statements, including its annual and interim reports, preliminary announcements and related formal statements and any other announcement relating to the Company's financial performance, reviewing the significant financial reporting issues and judgements which they contain. Where practicable, the Committee shall review summary financial statements, significant returns to regulators and announcements containing price sensitive financial information.
- 3.12 The Audit Committee shall review and challenge where necessary:
 - 3.12.1 the consistency of accounting policies both on a year on year basis and across the Group and any changes to them;
 - 3.12.2 the extent to which the financial statements are affected by significant or unusual transactions and how they are disclosed;
 - 3.12.3 whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the external auditors' views;
 - 3.12.4 decisions requiring a major element of judgement;
 - 3.12.5 significant adjustments arising from the audit;

- 3.12.6 the “going concern” assumption;
- 3.12.7 all material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management);
- 3.12.8 significant accounting policies and practices and any changes therein; and
- 3.12.9 compliance with London Stock Exchange, UK Listing Authority and requirements under the UK Corporate Governance Code.

Reporting Responsibilities

- 3.13 The Committee Chairman shall report formally to the Board on its proceedings after each Audit Committee meeting.
- 3.14 In the light of its other duties, the Audit Committee shall make whatever recommendations to the Board it deems appropriate.
- 3.15 The Audit Committee shall compile a report on its duties and activities to be included in the Company’s annual report and accounts, which shall include details of the policy and procedure for the approval of non-audit services.
- 3.16 The Audit Committee shall make these terms of reference available to shareholders of the Company by publishing them on the corporate website.

Other Matters

- 3.17 The Audit Committee shall oversee any investigation of activities which are within its terms of reference and act as a court of the last resort.
- 3.18 The Audit Committee shall, on an annual basis, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness, and make any appropriate recommendations to the Board.
- 3.19 The Audit Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on-going training for existing members.

4 Authority

The Audit Committee is authorised by the Board:

- 4.1 to seek any information it requires from any employee, consultant and other provider of services to the Company (for example, solicitors, tax advisers, management consultants) in order to perform its duties;
- 4.2 to obtain, at the Company’s expense, independent legal or other professional advice on any matter within its terms of reference.