

AUDIT COMMITTEE

Terms of Reference

As approved by the Board of Directors on 20th December 2017

1. Constitution

- 1.1. The Board of Directors of TClarke plc ('the Board') has established the Audit Committee ('the Committee') as part of its process for establishing formal and transparent arrangements for considering how it should apply corporate reporting, risk management and internal controls principles and for maintaining an appropriate relationship with the Company's external auditor.
- 1.2. The Committee is a committee of the Board and has no authority independent of the functions delegated to it. The Committee is to report its findings and recommendations directly to the Board. There is to be no delegation of executive power to the Committee, and the functions of the Committee do not relieve the Board of any of its responsibilities.

2. Membership

- 2.1. The Committee shall consist of a minimum of two members appointed by the Board on the recommendation of the Nomination Committee in consultation with the Chair of the Committee.
- 2.2. The Chair of the Committee will be appointed by the Board. In the absence of the Chair at a meeting, the remaining members present shall select one of themselves to chair the meeting.
- 2.3. All members of the Committee, including the Chair of the Committee, shall be independent non-executive directors of the Company, at least one of whom should have recent and relevant financial experience and with competence in accounting and/or auditing.
- 2.4. Only members of the Committee have the right to attend Committee meetings. However, the Finance Director, head of internal audit and external audit lead partner 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 the meeting as and when appropriate and necessary.
- 2.5. The Chairman of the Company may be a member of the Committee, provided that he was independent on appointment as Chairman of the Company.

3. Secretary

- 3.1. The Company Secretary, or his or her nominee, shall act as the secretary of 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.

4. Meetings

- 4.1. The Committee shall meet at least three times a year at appropriate intervals in the financial reporting and audit cycle and such other times as the Chair of the Committee shall require.
- 4.2. 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 Board Chairman, the Chief Executive, the Finance Director, the external audit lead partner and the head of internal audit.

- 4.3. A meeting of the Committee shall be convened by the Secretary of the Committee at the request of any of its members or at the request of the external audit lead partner or head of internal audit if they consider it necessary.
- 4.4. The quorum necessary for the transaction of business shall be two members.
- 4.5. Unless otherwise agreed by the Committee, 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 each member of the Committee and any other person invited to attend no later than three working days before the date of the meeting.
- 4.6. Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.
- 4.7. The secretary shall minute the proceedings and decisions of all the meetings of the Committee, including recording the names of those present and in attendance.
- 4.8. Draft minutes of Committee meetings shall be agreed with the Chair of the Committee and then circulated promptly to all members of the Committee, unless it would be inappropriate to do so in the opinion of the Chair of the Committee.

5. Annual General Meeting

- 5.1. The Chair of the Committee should attend the Annual General Meeting to answer shareholder questions.

6. Duties

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

6.1. Financial reporting

- 6.1.1. The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, interim management statements, preliminary announcements and any other formal statements relating to the it's financial performance, and review and report to the Board on significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the auditor.
- 6.1.2. In particular, the Committee shall review and challenge where necessary:
 - the application of significant accounting policies and any changes to them;
 - the methods used to account for significant or unusual transactions where different approaches are possible;
 - whether the Company has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements; and
 - all material information presented with the financial statements, including the strategic report and the corporate governance statements relating to the audit and to risk management.
- 6.1.3. 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.
- 6.1.4. 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.

6.2. Narrative reporting

- 6.2.1. 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 that is required by the Code.

6.3. Internal controls and risk management systems

The Committee shall:

- 6.3.1 keep under review the Company's internal financial controls systems that identify, assess, manage and monitor financial risks and other internal control and risk management systems; and
- 6.3.2 review and approve the statements to be included in the annual report concerning internal control, risk management and the viability statement.

6.4. Internal audit

- 6.4.1. The Committee shall consider annually whether there should be an internal audit function and make recommendations to the Board accordingly.
- 6.4.2. Where there is an internal audit function, the Committee shall:
- 6.4.2.1 approve the appointment or termination of the head of internal audit;
- 6.4.2.2 review and approve the role and mandate of internal audit, monitor and review the effectiveness of its work, and annually approve the internal audit charter ensuring it is appropriate for the current needs of the organisation;
- 6.4.2.3 review and approve the annual internal audit plan to ensure it is aligned to the key risks of the business, and receive regular reports on work carried out;
- 6.4.2.4 ensure internal audit unrestricted scope, the necessary resources and access to information to enable it to fulfil its mandate, ensure there is open communication between different functions and that the internal audit function evaluates the effectiveness of these functions as part of its internal audit plan, and ensure that the internal audit function is equipped to perform in accordance with appropriate professional standards for internal auditors;
- 6.4.2.5 ensure the head of internal audit has direct access to the Board Chairman and to the Chair of the Committee, providing independence from the executive and accountability to the Committee;
- 6.4.2.6 carry out an annual assessment of the effectiveness of the internal audit function; and as part of this assessment:
- meet with the head of internal audit without the presence of management to discuss the effectiveness of the function;
 - review and assess the annual internal audit work plan;
 - receive a report on the results of the internal auditor's work;
 - determine whether it is satisfied that the quality, experience and expertise of internal audit is appropriate for the business; and

- review the actions taken by management to implement the recommendations of internal audit and to support the effective working of the internal audit function;
- 6.4.2.7 monitor and assess the role and effectiveness of the internal audit function in the overall context of the Company's risk management system and the work of compliance, finance and the external auditor; and
- 6.4.2.8 consider whether an independent, third party review of processes is appropriate.

6.5. External audit

The Committee shall:

- 6.5.1. consider and make recommendations to the Board, to be put to shareholders for approval at the Annual General Meeting, in relation to the appointment, re-appointment and removal of the Company's external auditor;
- 6.5.2. develop and oversee the selection procedure for the appointment of the audit firm, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process;
- 6.5.3. if an external auditor resigns, investigate the issues leading to this and decide whether any action is required.
- 6.5.4. oversee the relationship with the external auditor. In this context the Committee shall:
 - approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit; and
 - approve their remuneration, including both fees for audit services and non-audit services, and ensure that the level of the fee is appropriate to enable an effective and high-quality audit to be conducted;
- 6.5.5 assess annually the external auditor's independence and objectivity taking into account relevant UK law, regulation, the Ethical Standard and other professional requirements and the Group's relationships with the auditor, as a whole, including any threats to the auditor's independence and the safeguards applied to mitigate those threats including the provision of any non-audit services;
- 6.5.6 satisfy itself that there are no relationships between the auditor and the Company (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
- 6.5.7 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;
- 6.5.8 monitor the auditor's processes for maintaining independence, its compliance with relevant UK law, regulation, other professional requirements and the Ethical Standard, including the guidance on the rotation of audit partner and staff;
- 6.5.9 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 Ethical Standard;
- 6.5.10 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;
- 6.5.11 seek to ensure coordination of the external audit with the activities of the internal audit function;

- 6.5.12 evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the Committee;
- 6.5.13 develop and recommend to the Board the Company's formal policy on the provision of non-audit services by the auditor, including approval of non-audit services by the Committee and specifying the types of non-audit service to be pre-approved, and assessment of whether 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 services
 - the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
 - the criteria governing compensation;
- 6.5.14 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, meet with the external auditor without management present, to discuss the auditor's remit and any issues arising from the audit;
- 6.5.15 discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team.
- 6.5.16 review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
 - a discussion of any major issues which arose during the audit;
 - the auditor's explanation of how the risks to audit quality were addressed;
 - key accounting and audit judgements;
 - the auditor's view of their interactions with senior management; and
 - levels of errors identified during the audit;
- 6.5.17 review any representation letter(s) requested by the external auditor before they are signed by management;
- 6.5.18 review the management letter and management's response to the auditor's findings and recommendations;
- 6.5.19 review the effectiveness of the audit process, 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.

6.6 Compliance, whistleblowing and fraud

The Committee shall:

- 6.6.1 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;
- 6.6.2 review the Company's procedures for detecting fraud; and
- 6.6.3 review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance;

7 **Reporting responsibilities**

- 7.1 The Chair of the Committee shall report formally to the Board on the 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:
- 7.1.1 the significant issues that it considered in relation to the financial statements (required under paragraph 6.1.1) and how these were addressed;
 - 7.1.2 its assessment of the effectiveness of the external audit process (required under paragraph 6.5.10), 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
 - 7.1.3 any other issues on which the Board has requested the Committee’s opinion.
- 7.2 The Committee shall make whatever recommendations to the Board that it deems appropriate on any area within its remit where action or improvement is needed.
- 7.3 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; and all other information requirements set out in the Code.
- 7.4 In the compiling the reports referred to in 7.1 and 7.3, 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 **Other matters**

The Committee shall:

- 8.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 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;
- 8.3 give due consideration to relevant laws and regulations, the provisions of the Code and the requirements of the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate;
- 8.4 be responsible for coordination of the internal and external auditors;
- 8.5 oversee any investigation of activities which are within its terms of reference;
- 8.6 work and liaise as necessary with all other board committees, taking particular account of the impact of risk management and internal controls being delegated to different committees; and
- 8.7 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 to the Board of any changes considered necessary.

9 Authority

The Committee is authorised to:

- 9.1 seek any information it requires from any employee of the Company in order to perform its duties;
- 9.2 obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- 9.3 call any employee to be questioned at a meeting of the Committee as and when required; and
- 9.4 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.