

**HARGREAVES SERVICES PLC
AUDIT AND RISK COMMITTEE
TERMS OF REFERENCE**

1. Background

- 1.1 The Audit and Risk Committee (the Committee) is a sub-committee of the board of Hargreaves Services plc (the Board) which provides independent assurance on risk, control and governance matters.
- 1.2 The duties and responsibilities of the members of the Committee are in addition to those of the Board.

2. Membership

- 2.1 The Committee shall be appointed by the Board.
- 2.2 The Committee shall comprise of at least two members both of whom shall be non-executive directors and at least one of which shall have recent and relevant financial experience.
- 2.3 The Board shall appoint the Chair of the Committee who shall be an independent non-executive director with recent and relevant financial experience.
- 2.4 Only members of the Committee shall have the right to attend Committee meetings. However, other individuals such as the Chair of the Board, Chief Executive, Chief Financial Officer, other directors, representatives from Group Legal, Internal Audit and the finance function and other subject matter experts may be invited to attend all or part of any meeting as and when appropriate and necessary at the request of the Chair of the Committee.
- 2.5 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the Committee.

3. Meetings and attendance

- 3.1 The Committee shall meet at least three times per year and at such other times as it sees fit and within the reporting and audit cycle. The Group external auditors and/or internal auditors may request a meeting if they consider that one is necessary.

- 3.2 A meeting may also be requested by any member of the Committee who considers that one is necessary and by any member of the Board if approval is given by the Chair of the Board. 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 and any other person required to attend no fewer than five working days prior to the date of the meeting.
- 3.3 The quorum necessary for the transaction of business shall be two. 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.
- 3.4 The Company Secretary shall normally attend meetings. Other directors shall not have the right to attend meetings but may be invited to attend all or part of any meeting as and when appropriate. However, at least once a year the Committee shall meet with the Group external auditor without executive directors being present.
- 3.5 The Chair of the Committee shall not chair the Committee when it is dealing with the matter of succession to the chair.
- 3.6 The Company Secretary shall be the secretary of the Committee but shall not attend any meeting of the Committee at which the Chair has stipulated that no executive directors shall be present. At such meetings, the Chair shall nominate another member of the Committee to act as secretary.
- 3.7 The Company Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 3.8 The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any questions from shareholders concerning the activities of the Committee.

4. Authority

- 4.1 The Committee is authorised by the Board to carry out any investigation within its terms of reference.
- 4.2 The Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 4.3 The Committee is authorised by the Board to obtain expert advice from the Group's external auditors, professional advisers, outside legal or other independent professional advisers or otherwise and to request the attendance of such employees or advisers as it sees fit.

5. Duties and Responsibilities

5.1. The duties of the Committee shall be but not limited to:

5.1.1 considering the appointment of the Group external auditor, agreement of the audit fee, the terms of engagement and any questions of resignation or dismissal and, in particular, to consider on an annual basis the auditor's independence and objectivity, their qualifications, expertise and resources, their compliance with ethical and professional guidance and the effectiveness of the audit process;

5.1.2 the regular review of the level of non-audit fees paid to the Group external auditor as a proportion of external audit fees, having regard to latest best practice. This review will also encompass the pre-approval of individual non – audit engagements more than £50,000 carried out by the Group external auditor.

5.1.3 discussing with the Group external auditor before the audit commences the planning, nature and scope of the audit, and to ensure co-ordination where more than one audit firm is involved.

5.1.4 meeting regularly with the Group 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 Group external auditor at least once a year, without management being present, to discuss the Group external auditor's remit and any issues arising from the audit;

5.1.5 reviewing the findings of the audit with the Group external auditor. This shall include but not be limited to, the following:

- 5.1.5.1 a discussion of any major issues which arose during the audit
- 5.1.5.2 any material accounting estimates and judgements
- 5.1.5.3 any significant changes to accounting policies
- 5.1.5.4 any significant audit judgements
- 5.1.5.5 levels of errors identified during the audit
- 5.1.5.6 consistency of accounting from period to period
- 5.1.5.7 compliance with accounting standards

5.1.6 monitoring the integrity of financial statements of the Company including the half-year and annual financial statements, any formal announcements, summary statements, significant

financial returns to regulators and any financial information contained in other documents, such as announcements of a price sensitive nature focusing particularly on:

- 5.1.6.1 any changes in accounting policies and practices;
 - 5.1.6.2 major judgmental areas;
 - 5.1.6.3 significant adjustments resulting from the audit;
 - 5.1.6.4 the methods used to account for significant or unusual transactions;
 - 5.1.6.5 the going concern assumption;
 - 5.1.6.6 compliance with accounting standards;
 - 5.1.6.7 compliance with stock exchange and legal requirements;
 - 5.1.6.8 the clarity of disclosures;
 - 5.1.6.9 all material information presented with the financial statements, including the operating and financial review and the corporate governance statement (in so far as it relates to the audit and risk management);
 - 5.1.6.10 any matter which ought to be brought to the attention of the Board;
- 5.1.7 discussing problems and reservations arising from the interim and final audits, and any matters the Group external auditor may wish to discuss (in the absence of management where necessary);
- 5.1.8 reviewing the Group external auditor's management letter and management's response;
- 5.1.9 reviewing all of the Group's external audit arrangements including the Group external auditor and other external auditors.
- 5.1.9 reviewing the Company's requirement to implement an internal control structure and system;
- 5.1.10 reviewing any report by the Group external auditor;
- 5.1.11 considering the major findings of internal investigations and management's response;
- 5.1.12 approving, prior to endorsement by the Board, any review of the operations and finances of the Company and its subsidiary undertakings to be published in the annual report;
- 5.1.13 reviewing and challenging, where necessary, prior to endorsement by the Board, the assumptions and qualifications in support of any longer-term viability statement in

respect of the Company, including an assessment of how the Company's prospects have been assessed, over what period and why the period is regarded as appropriate;

5.1.14 reviewing the status of all ongoing material claims affecting the Company or members of its Group; and

5.1.15 considering any other topics, as defined by the Board.

5.2 With regard to compliance, whistleblowing and fraud the Committee shall:

5.2.1 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;

5.2.2 review the Company's procedures for detecting fraud;

5.2.3 review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance.

5.3 With regard to internal audit the Committee shall:

5.3.1 monitor and review the effectiveness of the Company's internal audit and function;

5.3.2 approve the appointment and removal of the head of the internal audit function;

5.3.3 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;

5.3.4 review and approve the internal audit universe document;

5.3.5 review and approve the annual internal audit plan;

5.3.6 review reports addressed to the committee from the internal auditor;

5.3.7 review and monitor management's responses to the findings and recommendations of the internal audit;

5.3.8 meet the head of internal audit at least once a year, without management being present, to discuss their remit and any issues arising from the audits carried out. In addition, the head of internal audit shall have the right of direct access to the Chair of the Board and to the Committee.

5.4 With regard to risk management the Committee shall:

5.4.1 assist the Board in setting risk management policies and ensuring that an appropriate framework is in place to capture and record risks that face the group, including approving the Risk Management Policy.

5.4.2 ensure that a systematic approach to the identification of risks takes place on a minimum of a 6 monthly basis.

5.4.3 monitor external developments in corporate governance and accountability, including emerging risks and their potential impacts.

5.4.4 review the key risk areas reported by the Group.

5.4.5 assist the Board in its responsibility for disclosure in relation to risk management in the annual report.

6 Reporting procedures

6.1 The Company Secretary shall circulate the minutes of meetings of the Committee to all members of the Committee and, once agreed, to all members of the Board.

6.2 The Chair of the Committee shall report formally to the Board on its proceedings and the Committee shall make such recommendations to the Board as it deems appropriate on any matter within its remit.

6.3 The Committee shall compile a report to shareholders on its activities to be included in the Company's annual report.

6.4 The Committee shall 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.