

PPHE Hotel Group Limited
(the “Company”)

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

This revision was approved by the Board of Directors of the Company (the “Board”) on 27 August 2025 and adopted as of 27 August 2025

These Terms of Reference for the Audit Committee (the “Terms”) have been amended to follow the Financial Reporting Council’s UK Corporate Governance Code 2024 (the “Code”) and Financial Reporting Council’s Corporate Governance Code Guidance (the “Guidance”). These Terms set out the roles, tasks and responsibilities of the Audit Committee (the “Committee”) and to assist the Committee in achieving best practice in corporate governance for the Company and its subsidiaries (the “Group”) and replace any previous terms of reference for the Committee as of the date listed above.

1. Committee Membership, Attendance and Meetings

- 1.1. *Membership.* The Committee shall consist of at least three members, all of whom being independent non-executive directors of the Company. The Chair of the Board shall not be a member of the Committee.
- 1.2. *Accounting, Auditing and Relevant Skillset.* At least one member of the Committee shall have recent and relevant financial experience and competence in accounting and/or auditing. The Committee as a whole shall have experience in the property development sector and the members should bring an independent mind-set to their role.
- 1.3. *Chair of the Committee.* Upon recommendation from the Nomination Committee, the Board shall appoint the chair of Committee and shall determine the period for which the chair of the Committee shall hold office.
- 1.4. *Frequency of Meetings.* The Committee shall meet at least three times a year at appropriate times in the reporting and auditing cycle and at such other times as the chair of the Committee shall require. Meetings should be organised so that attendance is maximised.
- 1.5. *Term of Appointment.* Upon recommendation from the Nomination Committee and in consultation with the chair of the Committee, the Board shall appoint members of the Committee. Appointments shall be for a term of up to three years and can be extended for up to two additional terms, provided members continue to be independent.
- 1.6. *Quorum.* The quorum shall be two members, present in person, by audio or video conference or such other electronic facility as provides electronic means of attendance and participation in the meeting. Wherever possible, at least one member with recent and relevant financial experience and competence in accounting and/or auditing shall be present. 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.
- 1.7. *Secretary.* The Company Secretary, or their nominee, shall act as the secretary of the Committee (collectively the “Secretary”) and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues. The Secretary shall also act as a co-ordinating intermediary between the Board and the Committee and shall keep a record of the membership of the Committee and the dates of changes to the membership.
- 1.8. *Calling of Meetings.* Meetings of the Committee shall be convened by the Secretary at the

request of the chair of the Committee, its members or, where necessary by an internal or external auditor.

- 1.9. *Notice of Meetings.* Unless otherwise agreed, notice of each meeting shall include the venue, date and time of the meeting together with an agenda of items to be discussed. Such notice shall be provided, no less than five days prior to the date of the meeting, to each Committee member, any other person invited or required to attend and all other non-executive directors of the Company. Committee papers may be forwarded at shorter notice with the approval of the chair of the Committee. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- 1.10. *Absence of the Chair of the Committee.* In the absence of the chair of the Committee, a member of the Committee shall be selected from those members present to preside over the meeting.
- 1.11. *Attendance.* Only Committee members can vote at meetings. Each Committee member shall have one vote which may be cast on matters considered at the meeting. Votes cannot be cast in absentia or by proxy.
- 1.12. *Attendance by Non-members.* Other individuals may be invited to attend for all or part of the meetings as and when appropriate, such individuals include but are not limited to: the Chair of the Board, Deputy Chair of the Board, other directors of the Board, the Chief Corporate & Legal Officer, Deputy Chief Executive Officer, Head of Internal Audit and Risk, Group Head of Compliance and Vice President Corporate Finance.
- 1.13. *Attendance by Auditors and Advisers.* The Committee shall ask the external auditor or external adviser to attend meetings of the Committee on a regular basis.
- 1.14. *Minutes.* The Secretary shall minute the proceedings and resolutions of all Committee meetings (including the names of those present and in attendance) and shall ensure the Committee is properly constituted and advised. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 1.15. *Conduct of Meetings.* Meetings of the Committee may be conducted when the members are physically present or in the form of video or audio conferences or some other electronic means enabling attendance and participation in the meeting.
- 1.16. *Circulating the Minutes.* Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other members of the Board, unless, exceptionally, in the opinion of the chair of the Committee, it would be inappropriate to do so.
- 1.17. *Conflicts of Interest.* As necessary to effectuate good governance, members may not vote on any matter in which they themselves, or any other member of the Committee, considers the member to have a direct or indirect personal interest. The chair of the Committee may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.

2. Duties

- 2.1. *Committee Oversight.* The Committee should have oversight of the Group as a whole and, unless required otherwise by regulation, carry out the duties below for the Company.
- 2.2. *Subsidiary Oversight.* The Committee shall, for the Company, major subsidiary undertakings, and the Group as a whole monitor the financial reporting process and ensure its integrity. Where a subsidiary undertaking has its own audit committee ("Subsidiary Audit Committee") the Committee's duty of oversight is not delegated to the Subsidiary Audit

Committee. The Committee shall recognise the Terms of Reference of the Subsidiary Audit Committee.

- 2.3. *Duties of Subsidiary Audit Committee.* The Duties of the Subsidiary Audit Committee shall be defined by applicable law and regulation and its own Terms of Reference. Notwithstanding its duty of subsidiary oversight, the Committee shall not duplicate the functions of the Subsidiary Audit Committee.
- 2.4. *Financial Reporting and Internal Control – Review.* The Committee shall keep under review the effectiveness of the Group's financial reporting and internal control policies and procedures for the identification, assessment, management, reporting and monitoring of risks. It shall consider the major findings of internal investigations into risk and control weaknesses, fraud or misconduct and the response of management thereto. The Committee shall consider whether any such failings or weaknesses are significant, the basis and accuracy of explanations given as to what actions are being taken to address them, and whether the level of disclosure of such actions is appropriate.
- 2.5. *Financial Reporting and Internal Control – Monitoring.* The Committee shall monitor and review the Company's risk management, and internal control framework and review the effectiveness of its internal audit function. In doing so, the Committee shall assist the Board in monitoring the Company's risk management and internal control framework and shall cover all material controls including its financial, operational and compliance controls and draw on the results of the on-going monitoring process to obtain sound, appropriately documented evidence to support the relevant statements and confirmations required from the Board in the annual report and the half-yearly financial statements including:
 - (a) that the Board has carried out a robust assessment of the emerging and principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity and the Board's description of those principal risks, its description of the procedures in place to identify and manage emerging risks and its explanation of how they are being managed or mitigated;
 - (b) taking into account the Company's current position and principal risks, how the Board has assessed the prospects of the Company, over what period it has done so and why it considers that period to be appropriate;
 - (c) whether the Board has a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment drawing attention to any qualifications or assumptions as necessary;
 - (d) that the Board has reviewed the effectiveness, at least annually, of the Company's risk management and internal control framework, with that monitoring and reviewing covering all material controls including its financial, operational and compliance controls and the Board's report on that review; and
 - (e) the appropriateness of adopting the going concern basis of accounting in the financial statements and whether there are any material uncertainties to the Company's ability to continue to do so over a period of at least twelve months from the date of the approval of the financial statements.
- 2.6. *Risk Exposure and Risk Appetite.* The Committee shall oversee and advise the Board on the Company and the Group's current risk exposure, risk appetite and future approach to risk.
- 2.7. *Internal Controls and Risk – Annual Report.* The Committee shall review and approve the statements to be included in the Company's annual report concerning internal controls, risk management, including the assessment of principal risks and emerging risks, and the viability statement.

- 2.8. *Coordination of Internal and External Auditors.* The Committee shall be responsible for oversight of the coordination of the internal and external auditors to ensure they operate effectively.
- 2.9. *Internal Audit Function.* The Committee shall:
- (a) review and approve the role and mandate of the internal audit function; be charged with the appointment and removal of the Head of Internal Audit and Risk; and monitor and assess the effectiveness of the role and the internal audit function.
 - (b) ensure that the internal audit function has an unrestricted scope to perform its duties effectively and in accordance with the relevant professional standards and the resources and access to information necessary to fulfil its mandate;
 - (c) review the management of financial matters and focus upon the freedom allowed to the internal auditors and ensure that the Head of Internal Audit and Risk is adequately resourced and has appropriate standing within the Company;
 - (d) promptly review all reports on the Company from the internal auditors.
 - (e) ensure the Head of Internal Audit and Risk has direct access to the Chair of the Board and Deputy Chair of the Board, and to the chair of the Committee to ensure the function has independence from the executive and retains accountability to the Committee;
 - (f) monitor and assess the effectiveness of the role in the context of the Company's overall risk management system, the work of compliance, finance and the external Auditor;
 - (g) shall review and approve the annual internal audit plan, ensuring the plan is aligned to the key risks of the business, shall receive regular reports on work carried out and be advised of the planned programme of audits and any delay or deviation from that plan;
 - (h) take care when considering the appointment of external auditors to undertake or support with particular aspects of the internal audit function, to consider the effect this may have on the effectiveness of the Company's overall arrangements for internal control and investor perceptions.
- 2.10. *Internal Audit – Annual Assessment.* The Committee shall carry out an annual assessment of the effectiveness of the internal audit function, and as part of this assessment:
- (a) meet with Head of Internal Audit and Risk without the presence of management to discuss the effectiveness of the function;
 - (b) review and assess the annual internal audit work plan;
 - (c) receive a report on the results of the internal auditor's work;
 - (d) determine whether it is satisfied that the quality, experience and expertise of internal audit is appropriate for the business;
 - (e) review the actions taken by management to implement the recommendations of internal audit and to support the effective working of the internal audit function;
 - (f) 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

- (g) consider whether an independent third-party review of the internal audit process is appropriate.

2.11. *External Audit – Appointment, Tender and Remuneration.* The Committee shall follow the Financial Reporting Council's ("FRC") Audit Committees and the External Audit: Minimum Standard (published May 2023), and shall:

- (a) have primary responsibility for conducting the external audit tender process and shall take into consideration the requirements for the audit tender process as set out in the FRC's Audit Committees and the External Audit: Minimum Standard (published May 2023);
- (b) develop and oversee the selection process for the appointment of the external audit firm, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process;
- (c) make recommendations to the Board, to be put to the shareholders for consideration at the annual general meeting, the appointment, reappointment and removal of the external auditor;
- (d) if the external auditor resigns, investigate the issues leading to the resignation and decide whether any action is required.

2.12. *External Auditor* – The Committee shall oversee the relationship with the external auditor and:

- (a) approve the remuneration, including both fees for audit and non-audit services, and ensure the level of fees is appropriate to enable an effective and high-quality audit to be conducted;
- (b) approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
- (c) engage with shareholders, where appropriate, on the scope of the external audit;
- (d) ensure the external auditor has full access to company staff and records.

2.13. *External Audit – Committee Oversight.* The Committee shall exercise oversight over the external auditor and in doing so shall:

- (a) ensure due consideration is given to points raised by the external auditor and make changes to financial statements in response, as appropriate;
- (b) assess annually the external auditor's independence and objectivity taking into account relevant Guernsey law, regulation, the FRC's Revised Ethical Standard 2024, the FRC's Audit Committees and the External Audit: Minimum Standard (published May 2023) and other relevant legal, professional and regulatory requirements and the relationship with the external 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;
- (c) annually assess the qualifications, expertise, resources, independence of the external auditor and the effectiveness of the external audit process, taking into consideration relevant Guernsey and UK professional and regulatory requirements, which shall include a report from the external auditor on their own internal quality control procedures;
- (d) oversee the tender process to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other

audit firms;

- (e) if an external auditor resigns, investigate the issues leading to this and decide whether any action is required
- (f) monitor the external auditor's processes for maintaining independence, its compliance with relevant laws, regulations and other ethical and professional guidance including 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;
- (g) satisfy itself that there are no relationships (such as family, employment, investment, financial or business) between the external auditor and the Company (other than in the ordinary course of business) which could adversely affect the external auditor's independence and objectivity and discuss with the external auditor threats to independence and how those threats are mitigated;
- (h) agree with the Board a policy on the employment of former employees of the Company's external auditor, taking into account the FRC's Revised Ethical Standard 2024 and legal requirements, and monitor the implementation of that policy;=
- (i) 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 FRC's Revised Ethical Standard;
- (j) seeking to ensure co-ordination of the external audit with the activities of the internal audit function;
- (k) evaluate the risks to the quality and effectiveness of the financial reporting process in light of the external auditor's communications with the Committee; and
- (l) reporting to the Board on how the Committee discharged these responsibilities.

2.14. *External Audit – Regular Meetings.* The Committee shall meet the external auditor regularly, including once at the planning stage before the audit and once after the audit at the reporting stage. In addition, at least once a year, the Committee shall meet the external auditor without management being present, to discuss their remit and any issues arising from the audit.

2.15. *External Audit – Annual Audit Plan.* The Committee shall 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.

2.16. *External Audit – Review of Findings.* The Committee shall review the findings of the audit with the external auditor. This shall include but not be limited to the following:

- (a) discussing any significant issues arising from the audit;
- (b) the auditor's explanation of how the risks to audit quality were addressed;
- (c) key accounting and audit judgments;
- (d) any actual or alleged fraud and significant financial exposures;
- (e) the level of errors identified during the audit;

- (f) the auditor's view of their interactions with senior management;
 - (g) the basis for going concern assumption; and
 - (h) compliance with relevant financial reporting standards and financial and governance reporting requirements.
- 2.17. *External Audit – Review of Representation Letters.* The Committee shall also review any representation letter(s) request by the external auditor before they are signed by management, and the Chair of the Audit Committee; review any responses to the external auditor's findings and recommendations; and take responsibility for the resolution of disagreements between management and the external auditor.
- 2.18. *External Audit – Review of Management Letters and Responses.* The Committee shall review the management letter and management's response to the auditor's findings and recommendations.
- 2.19. *External Audit – Review of Effectiveness.* The Committee shall review the effectiveness of the audit process, including:
- (a) an assessment of the quality of the audit;
 - (b) reviewing the external auditor's compliance with the audit plan;
 - (c) reviewing the handling of key judgements by the auditor;
 - (d) taking the views of key Group officers and employees on the conduct of the audit, including the reliance the external auditor placed on the internal audit function;
 - (e) the auditor's communication with, and response to the questions from, the Committee and any other relevant professional and regulatory requirements.
- 2.20. *External Audit – Non-Audit Services Policy.* The Committee shall develop, implement, review and maintain a formal policy on the supply of non-audit services by the external auditor, including approval of non-audit services by the Committee, which takes into account any regulation and relevant ethical guidance on the matter and specifies the types of non-audit service to be pre- approved, and includes an 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:
- (a) threats to the independence and objectivity of the external auditor and any safeguards in place;
 - (b) the nature of the non-audit services;
 - (c) whether the external audit firm is the most suitable supplier of the non-audit service;
 - (d) the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
 - (e) the criteria governing compensation.
- 2.21. *Financial Statements – Monitoring the Integrity.* The Committee shall monitor the integrity of the financial statements of the Company, including any formal announcement relating to its financial performance and review any significant financial reporting judgments contained therein. The Committee shall also 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;

- 2.22. *Financial Statements – Reporting to the Board.* The Committee shall report to the Board on significant financial reporting issues and judgments contained in the financial statements, having regard to the matters communicated to it by the auditor. 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.
- 2.23. *Financial Statements – Review and Challenge.* The Committee shall review and challenge where necessary all aspects of the Company's financial statements before submission to the Board taking into account:
- (a) decisions requiring a major element of judgment or estimates, taking into account the view of the external auditor on the financial statements;
 - (b) the extent to which the financial statements are affected by any unusual or significant transaction and the methods used to account for such transactions where different approaches are possible;
 - (c) all material information presented with the financial statements, including the strategic review and the corporate governance statements relating to the audit and risk management;
 - (d) the clarity and completeness of disclosures in the financial reports and any changes to these disclosures, and the context in which such disclosures are made, including the review of any correspondence between the Company and the external auditor;
 - (e) significant adjustments resulting from the external audit;
 - (f) assumptions or qualifications in support of the going concern (including any material uncertainties as to the Company's ability to continue as a going concern over a period of at least 12 months from the date of approval of the financial statements) and the longer term viability statement (including an assessment of the prospects of the Company and the Group looking forward over an appropriate and justified period), should the Board resolve to produce such a statement;
 - (g) compliance with relevant accounting standards;
 - (h) compliance with stock exchange and other legal requirements;
 - (i) 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 UK Listing Rule or Disclosure Guidance and Transparency Rules sourcebook; and
 - (j) 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.
- 2.24. *Review and Challenge of Accounting Policies.* The Committee shall keep under review and challenge where necessary the consistency of, and any changes to, accounting policies both on a year-to-year basis and across the Group.
- 2.25. *Whistleblowing Arrangements.* 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 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.

- 2.26. *Preventative controls.* The Committee shall review the Company's Code of Conduct and its policies for ensuring that the Group complies with relevant regulatory and legal requirements including the Company's systems and controls for the prevention and detection of activities the business is obliged to prevent and detect through its systems and controls: fraud, bribery, corruption and the facilitation of tax evasion.
- 2.27. *Incident response.* The Committee shall review the Company's systems and controls following incidents to ensure that effective root-cause analysis for preventing recurrence has been implemented.

3. **Engagement and Reporting Duties**

- 3.1. *Engaging with Key Individuals within the Company.* 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 governance, including the Chair and Deputy Chair of the Board, Chief Executive Officer, Chief Finance Officer, Chief Corporate & Legal Officer, Deputy Chief Executive, Head of Internal Audit and Risk, Group Head of Compliance and Vice President Corporate Finance.
- 3.2. *Engagement with Shareholders.* The chair of the Committee should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility and with other key stakeholders as appropriate to support good governance.
- 3.3. *Engagement at the AGM.* The chair of the Committee (or in their absence another member of the Committee) shall attend the Company's Annual General Meeting be prepared to respond to any shareholder questions on the Committee's activities and areas of responsibility.
- 3.4. *Availability of the Terms.* The Committee shall make available to shareholders these Terms by posting them on the Company's website.
- 3.5. *Narrative Reporting.* Where requested by the Board, the Committee should 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 under the Code.
- 3.6. *Reporting to the Board.* Following each Committee meeting, the chair of the Committee shall formally report to the Board on the Committee proceedings and how the Committee discharged its responsibilities and duties. This report shall include:
- (a) the significant issues considered with regard to the financial statements and how the Committee addressed these issues, as required by clause 2.23 above;
 - (b) an assessment of the effectiveness of the external audit process, as required by clause 2.19 above;
 - (c) its recommendations and reasons on the appointment, reappointment or removal of the external auditor;
 - (d) an explanation of the activities it has undertaken to meet the requirements of the FRC's Audit Committees and the External Audit: Minimum Standard (published May 2023); and
 - (e) other matters considered by the Committee at the request of the Board.

- 3.7. *Recommendations to the Board.* The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit.
- 3.8. *Annual Reporting Duties.* The Annual Report shall include the formal report to shareholders on the Committee's activities. In compiling the report, the Committee's shall include:
- 3.9. An explanation of the activities undertaken to meet the requirements of the FRC's Audit Committees and the External Audit: Minimum Standard (published May 2023), including the following matters:
- (a) the significant issues the Committee considered in relation to the financial statements and how these issues were addressed, having due regard to matters communicated to it by the external auditor;
 - (b) an explanation of the application of the Company's accounting policies;
 - (c) an explanation of the reasons why, where shareholders have suggested certain matters to be covered in an audit, that the request has been rejected;
 - (d) an explanation of how the Committee has assessed the independence and effectiveness of the external audit process and, the approach taken to the appointment or 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;
 - (e) where a regulatory inspection of the quality of the Company's audit has taken place, information about the findings of that review, together with any remedial action the auditor is taking in light of those findings;
 - (f) in the case of the Board not accepting the Committee's recommendation on the external auditor appointment, reappointment or removal, a statement from the Committee explaining its recommendation and that of the Board, and the reasons why the Board has taken a different position;
 - (g) an explanation of how the Committee has assessed the independence and effectiveness of the external audit process, the approach taken to the appointment or 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;
 - (h) an explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services;
 - (i) If a tender process for the external audit contract has taken place during the financial year, an explanation of the criteria used to make the selection and the process followed; and
 - (j) any other issues on which the Board has requested the Committee's opinion.
- 3.10. *Committee Judgement.* In compiling the reports referred to in 3.6 and 3.8, 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.

4. Other Matters and Authority

- 4.1. *Access to Resources.* The Committee shall have access to sufficient resources, including adequate information (provided by the Board on a proactive as well as a reactive basis) in order to carry out its duties, including access to the Secretary for assistance as required.
- 4.2. *Investigation of Activities.* The Committee shall oversee any investigation of activities, which are within its Terms.
- 4.3. *Induction and Training.* The Committee shall 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.

- 4.4. *Review of these Terms.* The Committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and these Terms to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 4.5. *Compliance with Laws & Good Governance.* The Committee shall give due consideration to relevant laws and regulations, the provisions of the Code and requirements of the FCA's UK Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules Sourcebook and any other applicable rules, as appropriate and to the extent applicable.
- 4.6. *Committee-to-Committee Working.* The Committee shall 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 and internal controls being delegated to different committees.
- 4.7. *Request for Information from Employees.* The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties as well as to require the attendance at any of its meetings of any director or member of management. All employees are expected to cooperate with requests made by the Committee.
- 4.8. *External Advice.* In connection with its duties and the Terms herein, the Committee is authorised by the Board to: seek external legal or other professional advice; commission any reports or surveys which it deems necessary to help fulfil its obligations, including engaging the services of search consultants; and secure the attendance of external advisers at its meetings; all at the Company's expense.
- 4.9. *Unresolved Issues.* The Committee is authorised 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.
- 4.10. *Other Matters.* The Committee should consider such other matters as the Board may from time to time refer to it.
- 4.11. *Ways of Working.* Subject to the constitutional documents of the Company, the Committee shall determine its own procedures to carry out the Terms set forth herein.