

Audit and Risk Committee

Terms of Reference

The Board has delegated responsibility to the Audit and Risk Committee (the 'Committee') to ensure that the financial statements presented to shareholders by the Company conform with applicable legal requirements and that the Group's systems of risk management and financial and internal controls are, and continue to be, adequate for the Group as a whole.

1. Constitution

- 1.1 The Audit & Risk Committee was first constituted at a meeting of the Board held on 3 October 2016 in accordance with the articles of association of the Company.

2. Membership

- 2.1 The members of the Committee shall be 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 Board shall not be a member of this Committee.
- 2.3 If the Committee Chair is not present at any meeting of the Committee, the members present shall appoint one of their number to chair the meeting.
- 2.4 The Committee shall have at least two members and shall between them have not only recent and relevant financial experience, but also extensive business experience, knowledge of financial markets, an understanding of management practices including risk management and knowledge of any relevant regulatory and legal requirements.

3. Secretary

- 3.1 The Company Secretary or their nominee shall act as Secretary of the Committee.

4. Quorum

- 4.1 The quorum for a meeting of the Committee is two members present in person or by telephone.
- 4.2 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.
- 4.3 Decisions of the Committee may be made by way of email circular at the discretion of the Committee Chair.

5. Frequency

- 5.1 The Committee will meet at least four times in each financial year of the Company and at such times as shall reasonably be decided by the Committee.

6. Notice of meetings

- 6.1 Notice of the meeting shall be sent at the request of any of the Committee members or at the request of the external or internal auditor as required.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time.

7. Attendance at meetings

- 7.1 No one other than the Committee members shall be entitled to attend meetings of the Committee.
- 7.2 The Committee may invite a representative of the auditors, any directors, other executives or professional advisors to attend, but not vote at, meetings of the Committee.
- 7.3 On at least one occasion in each year the Committee shall meet the auditors without any Executive Director present.

8. Meetings and Minutes

- 8.1 At the beginning of each meeting the Secretary shall ascertain the existence of any conflicts of interest and minute them accordingly. Each member of the Committee shall disclose to it: (a) any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; and (b) any potential conflict arising from a cross directorship.
- 8.2 Minutes of meetings of the Committee and of its decisions and recommendations will be prepared and, subject to approval by the Committee Chair, circulated to all Directors of the Company unless in the opinion of the Committee Chair it would be inappropriate to do so.
- 8.3 Draft minutes may be approved by email following review by the Committee members present at the meeting to which the draft minutes relate.
- 8.4 The minutes of the Committee will be maintained as documentary evidence of compliance with the FCA Handbooks, including SYSC 9.

9. Voting arrangements

- 9.1 Each member of the Committee shall have one vote which may be cast on matters considered at a meeting. Votes can only be cast by members attending a meeting of the Committee.
- 9.2 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly, has a personal interest, the remaining members of the Committee will then decide by majority vote if the member may participate in discussions concerning the matters disclosed or vote on resolutions concerning the matters disclosed.

10. Annual General Meeting

- 10.1 The Committee Chair should be prepared to respond to any questions which may be raised by shareholders at the Annual General Meeting on matters concerning the Committee's functions.

11. Principal duties and terms of reference

On behalf of the Board and in accordance with the authority delegated to it, the Committee shall undertake the duties set forth below for the Company and the Group as a whole, as appropriate.

For the avoidance of doubt, the Committee will not be responsible for monitoring or reviewing the financial reporting or the external audit of the financial reporting of funds managed by the Group.

Financial Reporting

11.1 The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half yearly reports, interim and full year results' announcements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain.

11.2 The Committee shall review and challenge where necessary:

- a) the consistency of, and any changes to, accounting policies both on a year-on-year basis and across the Company and its Group;
- b) the methods used to account for significant or unusual transactions where different approaches are possible;
- c) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
- d) the clarity of disclosure in the Company's financial reports and the context in which statements are made;
- e) the process of identification of risks and opportunities, and risk mitigation structures and processes, across the business; and
- f) all material information presented with the financial statements, such as the strategic report/operating and financial review, non-financial disclosures including sustainability and ESG metrics and corporate governance statement (insofar as it relates to the audit and risk management).

11.3 If the Committee is not satisfied with any aspect of its review, it shall report its views to the Board.

11.4 The Committee should advise the Board on whether, taken as a whole, it considers that the Company's corporate reporting is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

External Audit

11.5 The Committee shall:

- a) 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. If an auditor resigns, the Committee shall investigate the issues leading to this and decide whether any action is required;
- b) ensure that from time to time, the audit services contract is put out to tender to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms and oversee the selection process and further ensure that all tendering firms have such access, as is necessary, to information and individuals during the tendering process; and
- c) oversee the relationship with the external auditor including (but not limited to):

- (i) manage the contractual relationship with the external auditor to ensure that the audit is effective, objective, independent and appropriately priced and of a high quality;
 - (ii) recommendations on their remuneration, including fees for audit or non-audit services and that the level of fees is appropriate to enable an effective and high-quality audit to be conducted;
 - (iii) approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
 - (iv) assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
 - (v) 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;
 - (vi) agreeing with the Board a policy on the employment of former employees of the Company's auditor, then monitoring the implementation of this policy;
 - (vii) monitoring the auditor's compliance with relevant ethical and professional guidance 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;
 - (viii) 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
 - (ix) evaluating the risks to the quality and effectiveness of the financial reporting process in light of the auditor's communications with the Committee.
- 11.6 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 shall meet the external auditor at least once a year, without the Company's management being present, to discuss their remit and any issues arising from the audit.
- 11.7 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.
- 11.8 Review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
- a) a discussion of any major issues which arose during the audit;
 - b) any key accounting and audit judgements;
 - c) levels of errors identified during the audit; and
 - d) the effectiveness of the audit.
- 11.9 Review any representation letter(s) requested by the external auditor before they are signed by management.
- 11.10 Review the management letter and management's response to the auditor's findings and recommendations.
- 11.11 Develop and implement a policy on the supply of non-audit services by the external auditor to avoid any threat to auditor objectivity and independence, taking into account any relevant ethical guidance on the matter.

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

Risk and Internal Controls

11.13 The Committee shall:

- a) keep under review the adequacy and effectiveness of the Company's internal financial controls and internal control and risk management systems;
- b) ensure that the Company's corporate reporting and risk management disclosures address relevant non-financial matters as well as financial matters, including oversight of ESG, climate related risks and opportunities as well as consumer duty outcomes;
- c) advise on the Group's overall risk appetite, tolerance and strategy, taking account of the current and prospective macroeconomic and financial environment and drawing on financial stability assessments such as those published by relevant industry and regulatory authorities including the Financial Conduct Authority, Financial Reporting Council and other authoritative sources that may be relevant for the Group's risk policies;
- d) keep under review the Group's overall risk assessment processes that inform the Board's decision making, ensuring both qualitative and quantitative metrics are used;
- e) review regularly and approve the parameters used in these measures and the methodology adopted;
- f) set a standard for the accurate and timely monitoring of large exposures and certain risk types of critical importance.
- g) review the Group's capability to identify and manage new risk types;
- h) review reports on any material breaches of risk limits and the adequacy of proposed action;
- i) consider and approve the remit of the risk management 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 independence and is free from management and other restrictions;
- j) review promptly all reports on the Group from the COO, Risk Officer and Chief Legal and Compliance Officer;
- k) review and monitor management's responsiveness to the findings and recommendations of the COO, Risk Officer and Chief Legal and Compliance officer;
- l) ensure that the Risk Officer shall be given the right of unfettered direct access to the Committee Chair.

Internal Audit

11.14 The Committee shall:

- a) review and recommend the appointment and removal of the outsourced provider of internal audit services;
- b) review and approve the role and mandate of the internal audit function, ensuring that adequate resources and appropriate access to employees and corporate information is made available to satisfy the mandate;
- c) receive regular reports and monitor progress against any recommendations;
- d) review the effectiveness of the internal audit function including meeting with the lead contact

without management present at least once annually;

- e) review and approve the internal audit charter as required.

Financial Crime, fraud prevention and regulatory compliance oversight

- 11.15 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;
- 11.16 Review regular reports from the money laundering reporting officer and the adequacy and effectiveness of the Company's anti-money laundering systems and controls;
- 11.17 Review the Group's procedures for detecting fraud;
- 11.18 Review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance;
- 11.19 Review regular reports from the compliance officer including issues identified via compliance monitoring;
- 11.20 To keep under review the adequacy and effectiveness of the Company's Compliance team;
- 11.21 Ensure that the Chief Legal and Compliance Officer shall be given the right of unfettered direct access to the Committee Chair.

Whistleblowing

- 11.22 Maintain the policy on whistleblowing and monitor its effectiveness and compliance, including its utilisation and quality, timeliness and outcome of investigations into any reports. If the whistleblowing facility is not utilised, the Committee shall consider if there are cultural or other factors discouraging whistleblowing.

12. Other

- 12.1 The Committee shall:
 - a) have access to sufficient resources in order to carry out its duties, including access to the Company Secretary or their nominee for assistance as required;
 - b) 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;
 - c) give due consideration to applicable laws and regulations, including the provisions of the UK Corporate Governance Code, the requirements of the corporate governance guidelines for AIM companies published by the Quoted Companies Alliance and the requirements of the London Stock Exchange's rules for AIM companies, as appropriate;
 - d) oversee any investigation of activities which are within its terms of reference;
 - e) work and liaise as necessary with all other Board committees taking particular account of risk management and internal controls delegated to different committees; and
 - f) arrange for periodic review 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 for approval.
- 12.2 consider such other matters as may be requested by the Board.

13. Reporting

- 13.1 The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chair. The minutes of the Committee will be maintained as documentary evidence of compliance with the FCA rules.
- 13.2 The Chair of the Committee 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. The report shall include:
- a) the significant issues that it had considered in relation to the financial statements and how these were addressed; and
 - b) the assessment of the effectiveness of the external audit process and its recommendations on the appointment/ reappointment of the external auditor.
- 13.3 The Committee shall compile a report to shareholders on its activities to be included in the Company's annual report. The report shall 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.
- 13.4 The Committee shall review and approve the statements to be included in the annual report concerning internal controls and risk management and the ICARA.

14. Authority

- 14.1 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. The Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to have unrestricted access to the Company's external auditors and to obtain, at the Company's expense, professional advice on any matter within its terms of reference. The Committee is authorised to seek any information it requires from any employee or Director, and all such employees or Directors will be directed to co-operate with any request made by the Committee.

15. General matters

- 15.1 The recommendations of the Committee must be approved by the Board before they can be implemented.