

Terms of Reference

Elixirr International plc

Audit and Risk Committee

3 July 2020 (amended 13 June 2022)



Terms of Reference

Audit and Risk Committee

1 Constitution of Audit and Risk Committee

The audit and risk committee (the "**Committee**") was constituted, with effect from Admission, at a full meeting of the board of directors (the "**Board**") of Elixirr International plc (the "**Company**") held on 3 July 2020 and in accordance with the articles of association of the Company.

2 Membership

- 2.1 The Committee shall comprise at least two members. Members of the Committee shall be appointed by the Board, on recommendation of the Nomination Committee, in consultation with the chairman of the Committee.
- 2.2 All members of the Committee shall be non-executive directors whom the Company (following reasonable consultation with the nominated adviser of the Company for the time being (the "**Nomad**")) has determined to be independent under the Corporate Governance Guidelines published by the Quoted Companies Alliance (the "**QCA Code**"), from time to time ("**Independent**"), at least one of whom shall have recent and relevant financial experience (ideally with a professional qualification from one of the professional accountancy bodies) and the committee as a whole shall have competence relevant to the sector in which the Company operates.
- 2.3 The chairman of the Board may be a member of, but not chair, the Committee provided the Company (following reasonable consultation with the Nomad) has determined him/her to be Independent on appointment as Board chairman.
- 2.4 The chief financial officer, the finance director and the General Counsel ("**GC**") shall, by invitation, be expected to attend all meetings. Without prejudice to the foregoing, only members of the Committee have the right to attend Committee meetings. However, the head of internal audit, external audit lead partner, chief executive officer, other directors and/or other representatives of the risk function 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 any meeting as and when appropriate and necessary.
- 2.5 Appointments to the Committee shall be for a period of up to three years, extendable by no more than two additional three year periods, so long as members continue to be Independent.
- 2.6 The Board shall appoint the Committee chairman. In the absence of the Committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

3 Secretary

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 Quorum

The quorum necessary for the transaction of business shall be two members.

5 Frequency of meetings

- 5.1 The Committee shall meet at least three times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.
- 5.2 Outside of the formal meeting programme, the Committee chairman will maintain a dialogue with key individuals involved in the Company's governance, including the Board chairman, the chief executive, the chief financial officer, the finance director, the external audit lead partner and the head of internal audit.

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6 Notice of meetings

- 6.1 Meetings 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 GC, external audit lead partner or head of internal auditor if they consider it necessary.
- 6.2 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, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- 6.3 Meetings of the Committee may be conducted when the members are physically present or in the form of either a video or audio conference.

7 Minutes of meetings

- 7.1 The secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be agreed with the Committee chairman and then circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee chairman.
- 7.3 Final signed copies of the minutes of the meetings of the Committee should be maintained for the company's records, in hard and soft copy where possible.

8 Engagement with shareholders

The Committee chairman should attend the annual general meeting to answer shareholder questions on the Committee's activities. In addition, the Committee chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

9 Duties

The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group (the "**Group**"), as appropriate.

9.1 Financial reporting

- (a) 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 announcement relating to its financial performance, reviewing and reporting to the Board on significant financial reporting issues and judgements which they contain having regard to matters communicated to it by the auditor.
- (b) In particular, the Committee shall review and challenge where necessary:
- (i) the consistency of, and any changes to, significant accounting policies both on a year on year basis and across the Company/Group;
 - (ii) the methods used to account for significant or unusual transactions where different approaches are possible;
 - (iii) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
 - (iv) the clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made; and
 - (v) all material information presented with the financial statements, such as the business review and the corporate governance statements relating to the audit and to risk management.
- (c) 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

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reporting requirements under any law or regulation including the provisions of the QCA Code and the requirements of the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority, the AIM Rules for Companies, the Market Abuse Regulation and any other applicable rules and regulations.

- (d) 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.

9.2 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 the Committee should also advise the Board on whether the annual report and accounts informs the board's statement in the annual report on these matters.

9.3 Internal controls and risk management systems

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; and
- (b) review and approve the statements to be included in the annual report concerning internal controls and risk management.

9.4 Compliance, whistleblowing and fraud

The Committee shall:

- (a) 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;
- (b) review the Company's procedures for detecting fraud; and
- (c) review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance.

9.5 Internal audit

The Committee shall:

- (a) approve the appointment or termination of appointment of the head of internal audit;
- (b) review and approve the charter of the internal audit function and ensure the function has the necessary resources and access to information to enable it to fulfil its mandate, and is equipped to perform in accordance with appropriate professional standards for internal auditors;
- (c) ensure the internal auditor has direct access to the Board chairman and to the Committee chairman, and is accountable to the Committee;
- (d) review and assess the annual internal audit work plan;
- (e) receive a report on the results of the internal auditor's work on a periodic basis;
- (f) review and monitor management's responsiveness to the internal auditor's findings and recommendations;
- (g) meet with the head of internal audit at least once a year without the presence of management; and
- (h) monitor and review the effectiveness of the Company's internal audit function, in the context of the Company's overall risk management system.

9.6 External audit

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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;
- (b) ensure that, at least once every ten years, 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 in respect of such tender oversee the selection process and ensure that all tendering firms have such access as is necessary to information and individuals during the duration of the tendering process;
- (c) if an auditor resigns, investigate the issues leading to this and decide whether any action is required;
- (d) oversee the relationship with the external auditor including (but not limited to):
 - (i) recommendations on their remuneration, including both fees for audit and non-audit services, and that the level of fees is appropriate to enable an effective and high quality audit to be conducted;
 - (ii) approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
 - (iii) 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;
 - (iv) 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;
 - (v) agreeing with the Board a policy on the employment of former employees of the Company's auditor, and monitoring the implementation of this policy;
 - (vi) monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partner, the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and other related requirements;
 - (vii) 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;
 - (viii) seeking to ensure co-ordination with the activities of the internal audit function; and
 - (ix) evaluating the risks to the quality and effectiveness of the financial reporting process and consideration of the need to include the risk of the withdrawal of their auditor from the market in that evaluation;
- (e) 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, without management being present, to discuss the auditor's remit and any issues arising from the audit;
- (f) 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; and
- (g) review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
 - (i) a discussion of any major issues which arose during the audit;
 - (ii) key accounting and audit judgements;
 - (iii) the auditor's explanation of how the risks to audit quality were addressed;
 - (iv) the auditor's view of their interactions with senior management;
 - (v) levels of errors identified during the audit; and
 - (vi) the effectiveness of the audit process.

9.7 Other audit responsibilities

The Committee shall also:

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- (a) review any representation letter(s) requested by the external auditor before they are signed by management;
- (b) review the management letter and management's response to the auditor's findings and recommendations; and
- (c) develop and implement 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.

9.8 Risk responsibilities

The committee shall:

- (a) advise the Board on the company'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 Bank of England, the Prudential Regulation Authority, the Financial Conduct Authority and other authoritative sources that may be relevant for the company's risk policies;
- (b) oversee and advise the board on the current risk exposures of the company and future risk strategy;
- (c) in relation to risk assessment:
 - (i) keep under review the company's overall risk assessment processes that inform the board's decision making, ensuring both qualitative and quantitative metrics are used;
 - (ii) review regularly and approve the parameters used in these measures and the methodology adopted; and
 - (iii) set a standard for the accurate and timely monitoring of large exposures and certain risk types of critical importance;
- (d) review the company's capability to identify and manage new risk types;
- (e) before a decision to proceed is taken by the board, advise the board on proposed strategic transactions including acquisitions or disposals, ensuring that a due diligence appraisal of the proposition is undertaken, focussing in particular on risk aspects and implications for the risk appetite and tolerance of the company, and taking independent external advice where appropriate and available;
- (f) review reports on any material breaches of risk limits and the adequacy of proposed action;
- (g) provide qualitative and quantitative advice to the remuneration committee on risk weightings to be applied to performance objectives incorporated in executive remuneration;
- (h) 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;
- (i) review the company's procedures for detecting fraud;
- (j) review the company's procedures for the prevention of bribery;
- (k) 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;
- (l) recommend to the board the appointment and/or removal of the GC;
- (m) review promptly all reports on the company from the GC;
- (n) review and monitor management's responsiveness to the findings and recommendations of the GC;
- (o) ensure the GC shall be given the right of unfettered direct access to the chairman of the board and to the committee; and

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- (p) Work and liaise as necessary with all other board committees.

10 Reporting responsibilities

10.1 The Committee chairman 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. This report shall include:

- (a) the significant issues that it considered in relation to the financial statements (required under paragraph 9.1(a)) and how these were addressed;
- (b) its assessment of the effectiveness of the external audit process (required under paragraph 9.6(d)(vii)) and its recommendation on the appointment or reappointment of the external auditor; and
- (c) any other issues on which the Board has requested the Committee's opinion.

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

10.3 The Committee shall compile a report on its activities to be included in the Company's annual report. The report should describe the work of the Committee, including an explanation of:

- (a) the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed,
- (b) 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
- (c) how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services, having regard to matters communicated to it by the auditor and all other information requirements set out in the QCA Code; and
- (d) the Committee's activities and the Company's risk management and strategy.

10.4 The directors' report in the annual report and accounts should set out risk management objectives and policies including in relation to financial instruments.

10.5 In the compiling the reports referred to in paragraphs 10.1 and 10.3, 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. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts, but could provide cross-references to that information.

11 Other matters

The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the company secretariat 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 laws and regulations, the provisions of the QCA Code and the requirements of the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority, the AIM Rules for Companies, the Market Abuse Regulation and any other applicable rules, as appropriate;
- (d) be responsible for co-ordination of the internal and external auditors;

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- (e) oversee any investigation of activities which are within its terms of reference;
- (f) work and liaise as necessary with all other Board committees; and
- (g) 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 any changes it considers necessary to the Board.

12 Committee performance

12.1 The Committee should arrange for periodic reviews of its own procedures, performance, constitution and terms of reference annually in order to ensure that it continues to operate effectively.

12.2 The Committee will submit the results of such periodic reviews to the Board. Any changes that it considers necessary should be put before the Board for approval.

13 Authority

The Committee is authorised to:

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

Approved by the Board: 3 July 2020, and amended by the Board on 13 June 2022

