

## **Terms of Reference – Audit Committee**

### **1. Membership**

- 1.1. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Audit Committee. The Committee shall be made up of at least 3 members.
- 1.2. All members of the Committee shall be independent non-executive directors at least one of whom shall have recent and relevant financial experience and with competence in accounting and/or auditing. The Committee as a whole shall have competence relevant to the chemical industry. The Chairman of the Board shall not be a member of the Committee.
- 1.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, Chief Executive, Finance Director, other directors and representatives from the finance function may be invited to attend all or part of any meeting as and when appropriate. Non-executive directors shall have a standing invitation to attend meetings unless they are notified otherwise.
- 1.4. The external auditors will be invited to attend meetings of the Committee on a regular basis.
- 1.5. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods, provided the director remains independent.
- 1.6. The Board shall appoint the Committee Chairman who shall be an independent non-executive director. 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.

### **2. Secretary**

- 2.1. The Company Secretary or their 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.

### **3. Quorum**

- 3.1. The quorum necessary for the transaction of business shall be 2 members. 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. Frequency of Meetings**

- 4.1. The Committee shall meet at least three times a year at appropriate times in the reporting and audit cycle (normally to coincide with the dates of Board meetings) and otherwise as required.
- 4.2. Outside 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 finance director, the external audit lead partner and the head of internal audit.

## **5. Notice of Meetings**

- 5.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members or at the request of external auditors or internal auditor if they consider it necessary.
- 5.2. 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 5 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. Minutes of Meetings**

- 6.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interests exists.

## **7. Annual General Meeting**

- 7.1. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

## **8. Duties**

The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

### **8.1. Financial Reporting**

- 8.1.1. The Committee shall monitor the integrity of the financial statements of the company, including its annual and half-yearly reports, interim management statements, preliminary results' announcements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain. 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.
- 8.1.2. The Committee shall review and challenge where necessary:
  - 8.1.2.1 the consistency of, and any changes to, accounting policies both on a year on year basis and across the company/group;
  - 8.1.2.2 the methods used to account for significant or unusual transactions where different approaches are possible;

8.1.2.3 whether the company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

8.1.2.4 the clarity and completeness of disclosure in the company's financial reports and the context in which statements are made; and

8.1.2.5 all material information presented with the financial statements, such as the Chairman's statement, strategic report and the corporate governance statement (insofar as it relates to the audit and risk management);

8.1.3. The Committee shall review the annual financial statements of the pension funds where not reviewed by the Board as a whole.

## **8.2 Narrative Reporting**

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.

## **8.3. Internal Controls and Risk Management Systems**

The Committee shall:

8.2.1. keep under review the effectiveness of the company's internal controls and overall risk assessment and management systems; and

8.2.2. review and approve the statements to be included in the Annual Report concerning internal controls, risk management and the viability statement.

8.2.3. advise the Board on the Company's risk appetite, tolerance and strategy.

## **8.4. Fraud**

The Committee shall

8.4.1 review the Company's procedures for detecting fraud; and

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

## **8.5. Internal Audit**

**The Committee shall:**

8.5.1. consider annually whether there is a need for an internal audit function and make a recommendation to the Board;

8.5.2 approve the appointment or termination of appointment of the internal auditor and any outsourced or co-sourced support associated with his/her role;

8.5.3 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;

- 8.5.4. review and approve the scope of work and annual work plan of the internal auditor;
- 8.5.5. ensure the internal audit function has direct access to the board chairman and to the committee chairman, and is accountable to the committee;
- 8.5.6. receive a report on the results of the internal audit work on a periodic basis;
- 8.5.7. review and monitor management's responsiveness to the internal audit findings and recommendations;
- 8.5.8. monitor and review the effectiveness of the company's internal audit function in the context of the company's overall risk management system.

## **8.6. External Audit**

### **The Committee shall:**

- 8.6.1. consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, 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;
- 8.6.2. 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.
- 8.6.3. oversee the relationship with the external auditor including (but not limited to):
  - 8.6.3.1 approval of their remuneration, whether fees for audit or non audit services and that the level of fees is appropriate to enable an adequate audit to be conducted;
  - 8.6.3.2 approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
  - 8.6.3.3 assessing annually their independence and objectivity taking into account relevant UK professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non audit services;
  - 8.6.3.4. 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);
  - 8.6.3.5 agreeing with the Board a policy on the employment of former employees of the company's auditor, then monitoring the implementation of this policy;
  - 8.6.3.6 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; and

- 8.6.3.7 assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures;
- 8.6.4. 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 management being present, to discuss their remit and any issues arising from the audit;
- 8.6.5. review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;
- 8.6.6. review the findings of the audit with the external auditor. This shall include but not be limited to, the following;
  - 8.6.6.1 a discussion of any major issues which arose during the audit;
  - 8.6.6.2 any accounting and audit judgements, and
  - 8.6.6.3 levels of errors identified during the audit; and
  - 8.6.6.4 the effectiveness of the audit.

The Committee shall also:

- 8.6.7. review any representation letter(s) requested by the external auditor before they are signed by management;
- 8.6.8. review the management letter and management's response to the auditor's findings and recommendations; and
- 8.6.9. develop and implement a policy on the supply of non audit services by the external auditor, taking into account any legal requirements and relevant ethical guidance on the matter.

## **8.7. Taxation**

- 8.7.1 Review and recommend for approval to the Board, if appropriate, the Group's tax strategy.
- 8.7.2 Review Group tax policies and practices including any material decisions relating to tax.
- 8.7.3 Review the Group's tax risk management framework and progress in implementing that framework including the effectiveness of tax risk management policies.

## **8.8. Reporting Responsibilities**

- 8.8.1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.8.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.8.3. The Committee shall compile a report to shareholders on its activities to be included in the company's Annual Report.

## **8.9. Other Matters**

### **The Committee shall:**

- 8.9.1. have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 8.9.2. 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;
- 8.9.3. give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing Rules, Prospectus Rules and Disclosure Guidance & Transparency Rules sourcebook as appropriate;
- 8.9.4. as delegated by the Board from time to time review authority levels, information technology issues and capital expenditure reporting.
- 8.9.5. oversee any investigation of activities which are within its terms of reference and act for internal purposes as a court of the last resort; and
- 8.9.6. 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.

## **10. Authority**

### **The Committee is authorised:**

- 10.1. to seek any information it requires from any employee of the company in order to perform its duties;
- 10.2. to obtain, at the company's expense, outside legal or other professional advice on any matter within its terms of reference; and
- 10.3. to call any employee to be questioned at a meeting of the Committee as and when required.

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