

## **ON THE MARKET PLC ("COMPANY")**

### **AUDIT COMMITTEE**

#### **TERMS OF REFERENCE**

##### **1. PURPOSE**

The purpose of the Committee is to provide formal and transparent arrangements for considering how to apply the financial reporting and internal control principles set out in the UK Corporate Governance Code, and to maintain an appropriate relationship with the Company's auditors, as required by section C.3 of the UK Corporate Governance Code.

##### **2. CONSTITUTION AND MEMBERSHIP**

2.1 The Audit Committee has been established as a committee of the board of the Company ("**Board**") by resolution of the Board.

2.2 The members of the Committee will be appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the chairman of the Committee and the following paragraphs will govern the constitution of the Committee:

2.2.1 the Committee will comprise at least two members, all of whom will be independent non-executive directors; where possible a member of the Remuneration Committee will also be a member of the Committee;

2.2.2 the Chairman of the Company may be a member of, but not chair the Committee, provided he or she was considered independent on appointment;

2.2.3 at least one member of the Committee should have recent and relevant financial experience with competence in accounting and/or auditing; and

2.2.4 the Committee as a whole must have competence relevant to the Company's business.

2.3 The chairman of the Committee will be appointed by the Board, on the recommendation of the Nomination Committee. In the absence of the chairman of the Committee, the members present will select one of their number present (other than the Chairman of the Company, if he is a member of the Committee) to chair the meeting.

2.4 Appointments to the Committee will be for a period of up to three years, which may be extended by no more than two further periods of up to three years, provided the director still meets the criteria for membership of the Committee.

2.5 The Company Secretary will act as the secretary of the Committee. Where the Company Secretary is also an executive director, the Committee may nominate one of its members to act as secretary for any meeting which the Committee wishes to hold without executive directors being present.

##### **3. ATTENDANCE**

3.1 The Committee will invite a representative of the external auditors to attend meetings of the Committee on a regular basis. The Committee should have at least one meeting, or part of a meeting, with the external auditors without management being present.

3.2 The Committee may request the Chief Executive, Finance Director, other directors, representatives from the finance function and any relevant senior management to attend meetings of the Committee, either regularly or by invitation, but such invitees have no right of attendance.

3.3 The Committee will meet the head of internal audit at least once a year without management being present. In addition the head of the internal audit function will have the right of direct access to the chairman of the Committee.

##### **4. MEETINGS**

4.1 The Committee will meet at least three times each year having regard to the Company's financial reporting and audit cycle, and at such other times as the chairman of the Committee thinks fit.

- 4.2 Meetings of the Committee will be arranged to tie in with the publication of the Company's financial statements. Meetings should be held at least five working days prior to any Board meeting at which accounts or financial statements are to be approved, unless all the members of the Committee agree otherwise.
- 4.3 Meetings of the Committee will be called by the Secretary of the Committee at the request of the chairman of the Committee, or at the request of external or internal auditors if they consider it necessary.
- 4.4 Unless otherwise agreed by all members of the Committee, notice of meetings, confirming the venue, time and date together with an agenda and all relevant papers, should normally be circulated to each member of the Committee, to any other person required to attend, and to all other non-executive directors, at least five working days prior to the date of the meeting.
- 4.5 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.
- 4.6 The quorum for meetings of the Committee will be two members at least one of whom has recent and relevant financial experience.
- 4.7 Decisions of the Committee will be made by majority vote. In the event of an equality of votes, the chairman of the Committee will have a second or casting vote.

## 5. **ENGAGEMENT WITH SHAREHOLDERS**

The committee chair should attend the annual general meeting to answer any 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.

## 6. **REPORTING**

- 6.1 Sufficient time should be allowed after Committee meetings for the Committee to report to the Board on the nature and content of discussion, on recommendations, and on actions to be taken. The Secretary will minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance, and will ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Draft minutes of Committee meetings will be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, and to the Company Secretary unless it would be inappropriate to do so in the opinion of the chairman of the Committee.
- 6.2 The chairman of the Committee will report formally to the Board of the Company on its proceedings after each meeting on all matters within its duties and responsibilities and will also formally report on how it has discharged its responsibilities. This report will include:
  - 6.2.1 the significant issues that it considered in relation to the financial statements (required under **paragraph 7.1.1**) and how these were addressed;
  - 6.2.2 its assessment of the effectiveness of the external audit process (required under **paragraph 6.5.1**), the approach taken to the appointment or reappointment of the external auditor, length of tenure of audit firm, when a tender was last conducted and advance notice of any retendering plans; and
  - 6.2.3 any other issue on which the Board had requested the Committee's opinion.
- 6.3 The Committee will make whatever recommendations to the Board that it deems appropriate on an area within its remit where action or improvement is needed.
- 6.4 The Committee will prepare a report on its activities to be included in the Company's annual report and accounts.
- 6.5 The report will include an explanation of how the Committee has addressed:
  - 6.5.1 the effectiveness of the external audit process;

6.5.2 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; and

6.5.3 all other information requirements set out in the UK Corporate Governance Code.

6.6 In compiling the reports referred to in **paragraphs 6.2 and 6.4**, 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 visibility 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.

6.7 The chairman of the Committee should be present at the Company's AGM to respond to questions on matters within the responsibility of the Committee.

## 7. **DUTIES OF THE COMMITTEE**

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

### 7.1 **Financial reporting**

7.1.1 The Committee will monitor the integrity of the financial statements of the Company, and any formal announcements relating to the Company's financial performance, reviewing and reporting to the Board on significant financial reporting issues and judgements contained in them having regard to matters communicated to it by the auditor.

7.1.2 In particular, the Committee will review and challenge where necessary:

7.1.2.1 the consistency of, and any changes to, significant accounting policies both on a year on year basis and across the Company/group;

7.1.2.2 the methods used to account for significant or unusual transactions where different approaches are possible;

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

7.1.2.4 the clarity of disclosure in the Company's financial reports and the context in which statements are made; and

7.1.2.5 all material information presented with the financial statements, such as the strategic report and any corporate governance statement relating to the audit and to risk management.

7.1.3 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 reporting requirements under any law or regulation.

7.1.4 Where the Committee is not satisfied with any aspect of the proposed financial reporting by the company it will report its views to the Board.

### 7.2 **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 position and performance, business model and strategy, and whether it informs the Board's statement in the annual report on these matters.

### 7.3 **Internal control and risk assessment systems**

The Committee will:

- 7.3.1 keep under review the adequacy and effectiveness of the Company's internal financial reporting and internal control policies and systems, covering all material controls, including financial, operational and compliance controls, and the Company's procedures for the identification, assessment, management and reporting of risks; and
- 7.3.2 review and approve any statements to be included in the annual report concerning internal controls and risk management.

### 7.4 **Compliance, Whistleblowing and Fraud**

The Committee will:

- 7.4.1 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 will ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- 7.4.2 review the Company's procedures for detecting fraud;
- 7.4.3 review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance; and
- 7.4.4 review regular the adequacy and effectiveness of the Company's anti-money laundering systems and controls.

### 7.5 **Internal audit**

7.6 Where the Company has no internal audit function the Committee shall, on an annual basis, consider the need for an internal audit function. The Committee shall assess whether the processes applied by management to ensure that the internal control systems are functioning as intended provide sufficient and objective assurance. If appropriate, the need for an internal audit function to be instigated shall be recommended to the Board by the Committee along with its recommendations as to the reasons for the incorporation of an internal audit function. Where the Company instigates the internal audit function, the Committee will:

- 7.6.1 approve the appointment or termination of appointment of the head of internal audit;
- 7.6.2 review and approve the role and mandate of internal audit, monitor and review the effectiveness of its work, and annually approve the internal audit charter ensuring it is appropriate for the current needs of the organisation;
- 7.6.3 review and approve the annual internal audit plan to ensure it is aligned to the key risks of the business, and receive regular reports on work carried out;
- 7.6.4 ensure internal audit has unrestricted scope, the necessary resources and access to information to enable it to fulfil its mandate, ensure there is open communication between different functions and that the internal audit function evaluates the effectiveness of these functions as part of its internal audit plan, and ensure that the internal audit function is equipped to perform in accordance with appropriate professional standards for internal auditors;

- 7.6.5 ensure the internal auditor has direct access to the board chair and to the committee chair, providing independence from the executive and accountability to the Committee;
- 7.6.6 carry out an annual assessment of the effectiveness of the internal audit function and as part of this assessment:
  - 7.6.6.1 meet with the head of internal audit without the presence of management to discuss the effectiveness of the function;
  - 7.6.6.2 review and assess the annual internal audit work plan;
  - 7.6.6.3 receive a report on the results of the internal auditor's work;
  - 7.6.6.4 determine whether it is satisfied that the quality, experience and expertise of internal audit is appropriate for the business; and
  - 7.6.6.5 review the actions taken by management to implement the recommendations of internal audit and to support the effective working of the internal audit function.
- 7.6.7 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
- 7.6.8 consider whether an independent, third party review of processes is appropriate.

## 7.7 **External audit**

The Committee will:

- 7.7.1 consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment or removal of the Company's external auditor;
- 7.7.2 develop and oversee the selection procedure for the appointment of the audit firm, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process;
- 7.7.3 if an auditor resigns investigate the issues leading to this and decide whether any action is required;
- 7.7.4 oversee the relationship with the external auditor including (but not limited to) approval of their:
  - 7.7.4.1 remuneration, whether 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;
  - 7.7.4.2 terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
- 7.7.5 assess annually the external auditor's independence and objectivity taking into account relevant UK law, regulation, the Ethical Standard and other professional requirements and the group's relationship with the 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;
- 7.7.6 satisfy 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 effect the auditors independence and objectivity;

- 7.7.7 agree with the Board a policy on the employment of former employees of the company's auditor, taking into account the Ethical Standard and legal requirements, and monitor the application of this policy;
- 7.7.8 monitor the auditor's processes for maintaining independence, its compliance with relevant UK law, regulation, other professional requirements and the Ethical Standard, including the guidance on the rotation of audit partner and staff;
- 7.7.9 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 those in the context of relevant legal, professional and regulatory requirements, guidance and the Ethical Standard;
- 7.7.10 assess annually the qualifications, expertise and resources and independence of the auditor and the effectiveness of the audit process, which will include a report from the external auditor on their own internal quality procedures;
- 7.7.11 seek to ensure co-ordination with the activities of any internal audit function; and
- 7.7.12 evaluate the risks to the quality and effectiveness of the financial reporting process and consider of the need to include the risk of withdrawal of the auditor from the market in that evaluation;
- 7.7.13 develop and recommend to the Board the Company's formal policy on the provision of non-audit services by the auditor, including approval of non-audit services by the Committee and specifying the types of non-audit service to be pre-approved, and 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:
  - 7.7.13.1 threats to the independence and objectivity of the external auditor and any safeguards in place;
  - 7.7.13.2 the nature of the non-audit services;
  - 7.7.13.3 whether the external audit firm is the most suitable supplier of the non-audit service;
  - 7.7.13.4 the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
  - 7.7.13.5 the criteria governing compensation;
- 7.7.14 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 will meet the external auditor at least once a year, without management being present, to discuss the auditor's remit and any issues arising from the audit;
- 7.7.15 discuss until the external audit or the factors that could affect audit quality and review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement, having regard to seniority, expertise and experience of the audit team; and
- 7.7.16 review the findings of the audit with the external auditor. This will include but not be limited to, the following:

- 7.7.16.1 a discussion of any major issues which arose during the audit;
- 7.7.16.2 the auditor's explanation of how risks to audit quality were addressed;
- 7.7.16.3 key accounting and audit judgements;
- 7.7.16.4 the auditor's view of their interactions with senior management; and
- 7.7.16.5 levels of errors identified during the audit.

The Committee will also:

- 7.7.17 review any representation letter(s) requested by the external auditor before they are signed by management;
- 7.7.18 review the management letter and management's response to the auditor's findings and recommendations; and
- 7.7.19 review the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the Committee.
- 7.7.20 include a statement within the annual report when the Board has not accepted the Committee's recommendation on the external auditor appointment, reappointment or removal, explaining the committee's recommendation and the reasons why the Board has taken a different position.

## 8. **OTHER MATTERS**

The Committee will:

- 8.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 8.2 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;
- 8.3 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the AIM Rules for Companies and any other applicable rules, as appropriate;
- 8.4 be responsible for co-ordination of the internal and external auditors;
- 8.5 oversee any investigation of activities which are within its terms of reference;
- 8.6 work and liaise as necessary with all other board committees, taking particular account of the impact of risk management and internal controls being delegated to different committees; and
- 8.7 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.

## 9. **AUTHORITY**

The Committee is authorised to:

- 9.1 seek any information it requires from any employees or officers in order to perform its duties;

- 9.2 obtain, at the Company's expense, expert independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- 9.3 call any employee to be questioned at a meeting of the Committee as and when required; and
- 9.4 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.

These updated terms of reference were adopted by resolution of the Board passed on 25 January 2022.