

TELFORD HOMES PLC

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

References within this document to the '**Committee**' means the Audit Committee;
References to the '**Board**' means Board of Telford Homes Plc;
References to the '**Code**' shall mean the provisions of the QCA Corporate Governance Guidelines for Smaller Quoted Companies or the UK Corporate Governance Code or any other corporate governance guidelines appropriate for AIM companies as applied by the company from time to time; and
References to the '**Secretary**' shall have the meaning given to it in paragraph 2 of these terms of reference.

1 MEMBERSHIP

- 1.1 The Committee shall comprise at least two members. The Committee shall, where possible, include at least one member of the Remuneration Committee. Members of the Committee shall be appointed by the Board, in consultation with the Chairman of the Audit Committee.
- 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 Chairman of the Board may also serve on the Committee as an additional member if he or she was considered independent on appointment as Chairman but may not chair the Committee.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, the Chief Executive, Group Finance Director and external audit lead partner 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.
- 1.4 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.

2 SECRETARY

The Company Secretary, or his or her nominee, shall act as the secretary of the Committee (the '**Secretary**') 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

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

4 FREQUENCY OF MEETINGS

- 4.1 The Committee shall meet at least three times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.
- 4.2 Outside of the formal meeting programme, the Committee Chairman, and to a lesser extent the other Committee members, will maintain a dialogue with key individuals involved in the company's governance, including the Board Chairman, the Chief Executive, the Group Finance Director, the external audit lead partner.

5 NOTICE OF MEETINGS

- 5.1 Meetings of the Committee shall be convened by the Secretary at the request of any of its members or at the request of the external audit lead partner if they consider it necessary.
- 5.2 Unless otherwise agreed by the Committee, 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 no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members at the same time.

5.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

6 **MINUTES OF MEETINGS**

6.1 The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

6.2 Draft minutes of Committee meetings shall be agreed with the Committee Chairman and then circulated promptly to all members of the Committee, unless it would be inappropriate to do so in the opinion of the Committee Chairman.

7 **ANNUAL GENERAL MEETING**

The Committee Chairman should attend the annual general meeting to answer shareholder questions on the Committee's activities.

8 **DUTIES**

The Committee should have oversight of the group as a whole and, unless required otherwise by regulation, carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole.

8.1 **Financial reporting**

(a) The Committee shall monitor the integrity of the financial statements of the company, including its annual and half yearly reports (and interim management statements, if published), preliminary announcements and any other formal statements relating to its financial performance, and review and report to the Board on significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the auditor.

(b) In particular, the Committee shall review and challenge where necessary:

(i) the application of significant accounting policies and any changes to them;

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

(iii) whether the company has followed appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements; and

(iv) all material information presented with the financial statements, including the strategic report 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 reporting requirements under any law or regulation including the Listing Rules or Disclosure Guidance and Transparency Rules sourcebook.

(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.

8.2 **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 whether it informs the Board's statement in the annual report on these matters that is required under the Code.

8.3 **Internal controls and risk management systems**

The Committee shall:

- (a) keep under review the company's internal financial controls systems that identify, assess, manage and monitor financial risks, and other internal control and risk management systems; and
- (b) review and approve the statements to be included in the annual report concerning internal control and risk management.

8.4 **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;
- (c) 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:

- (a) Review annually and record whether there is a need for a group internal audit function and make a recommendation to the Board accordingly; and
- (b) Approve the reasons given for the absence of such a function disclosed in the company's annual report.

8.6 **External audit**

The Committee shall:

- (a) 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;
- (b) develop and oversee the selection procedure for the appointment of the audit firm in accordance with applicable law, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process;
- (c) if an external auditor resigns, investigate the issues leading to this and decide whether any action is required;
- (d) oversee the relationship with the external auditor. In this context the Committee shall:
 - (i) approve their remuneration, including both fees for audit and non-audit services, and ensure that the level of fees is appropriate to enable an effective and high-quality audit to be conducted; and
 - (ii) approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
- (e) 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;

- (f) satisfy itself that there are no relationships between the auditor and the company (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
- (g) 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;
- (h) 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 Ethical Standard;
- (i) assess annually the qualifications, expertise and resources, and independence of the external auditor and the effectiveness of the external audit process, which shall include a report from the external auditor on their own internal quality procedures;
- (j) evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the Committee;
- (k) 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, meet with the external auditor without management being present, to discuss the auditor's remit and any issues arising from the audit;
- (l) discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team;
- (m) 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) the auditor's explanation of how the risks to audit quality were addressed;
 - (iii) key accounting and audit judgements;
 - (iv) the auditor's view of their interactions with senior management; and
 - (v) levels of errors identified during the audit;
- (n) review any representation letter(s) requested by the external auditor before they are signed by management;
- (o) review the management letter and management's response to the auditor's findings and recommendations; and
- (p) 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.

9 REPORTING RESPONSIBILITIES

9.1 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 8.1(a) and how these were addressed;
- (b) its assessment of the effectiveness of the external audit process (required under paragraph 8.6(i)), 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

(c) any other issues on which the Board has requested the Committee's opinion.

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

9.3 The Committee shall compile a report on its activities to be included in the company's annual report. The report should 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; and all other information requirements set out in the Code.

9.4 In compiling the reports referred to in paragraphs 9.1 and 9.3, 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.

10 **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 relevant laws and regulations, the provisions of the Code and the requirements of the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate;
- (d) be responsible for co-ordination of the internal and external auditors;
- (e) oversee any investigation of activities which are within its terms of reference;
- (f) 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
- (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.

11 **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 31 March 2018