

**FORESIGHT ENVIRONMENTAL INFRASTRUCTURE LIMITED**

**AUDIT COMMITTEE  
TERMS OF REFERENCE**

**Reviewed and re-adopted on 20 November 2024**

**FORESIGHT ENVIRONMENTAL INFRASTRUCTURE LIMITED**  
**(the “Company”)**

**Terms of Reference – Audit Committee**

**1. Membership**

- 1.1 The Audit Committee (the “**Committee**”) shall comprise at least three members. Membership shall include at least one member of the Risk Committee. 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. The members of the Committee for the time being shall be Stephanie Coxon (Chair), Nadia Sood, Joanne Harrison and Alan Bates.
- 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 (ideally with a professional qualification from one of the professional accountancy bodies), and competence in accounting or auditing, or both (and this may be satisfied by the same member or different members). The Committee as a whole shall have competence relevant to the sector in which the Company is operating. The chair of the Company may be a member of, but not Chair, the Committee provided he or she was independent on appointment as chair.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, the external auditor 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 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. For avoidance of doubt, if a Director retires or is otherwise removed from office, their membership of the Committee shall cease automatically. The term of the current Committee members has been extended twice, and was last resolved on 9 March 2023, with changes taking effect on 1 April 2023.
- 1.5 The board shall appoint the Committee Chair. In the absence of the Committee Chair 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 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 and Authority**

The quorum necessary for the transaction of business shall be two members. Provided that a quorum is present, decisions can be approved by a simple majority.

**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 Chair will maintain a dialogue with key individuals involved in the Company’s governance, including the board chair and the external audit lead partner.

## **5. Notice of meetings**

- 5.1 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 external audit lead partner 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 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. 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 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 Chair.

## **7. Annual General Meeting**

The Committee Chair shall attend the annual general meeting to answer shareholder questions on the Committee's activities. Should the Chair be unable to attend one of the other Committee members will do so.

## **8. Duties**

The Committee should carry out the duties below for the Company 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, and any other formal announcement relating to its financial performance, reviewing, challenging (where necessary) 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, and how they were addressed. For example, review and challenge of the valuation of the Company's investments.
- 8.1.2 In particular, the Committee shall review and challenge where necessary:
  - 8.1.2.1 the consistency of, and any changes to, significant accounting policies both on a year on year basis and across the Company;
  - 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;
  - 8.1.2.5 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;

8.1.2.6 the ability of the Company to adopt the going concern basis of accounting; and

8.1.2.7 Compliance with the Financial Conduct Authority and any other legal, regulatory or listing requirements.

8.1.3 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.

## 8.3 Internal controls and risk management systems

The Committee shall, in conjunction with the Risk Committee:

8.3.1 keep under review the adequacy and effectiveness of the Company's internal financial controls and internal control and risk management systems;

8.3.2 review and approve the viability statements to be included in the annual report concerning how the Directors have assessed the prospects of the Company, the time period over which the assessment has been made and, if satisfied, any resulting statement concerning the expectation that the Company will be able to continue in operation and meet its liabilities as they fall due during the assessment period, and agreeing any qualifications or assumptions related thereto;

8.3.3 establish and maintain an effective risk management and internal control framework, determining the nature and extent of the principal risks that the Company is willing to take in order to achieve its long-term strategic objectives and, at least annually, to carry out a review of the effectiveness of the systems and to confirm accordingly in the annual report;

8.3.4 ensure that the internal control and risk management systems of the key service providers are adequate and receive reports from the Company's service providers covering internal control and risk management systems and procedures supported, as appropriate, by ISAE, SOC 1 or AAF Reports or similar;

8.3.5 review and approve the statements to be included in the annual report concerning internal controls and risk management.

## 8.4 Compliance, whistleblowing and fraud

The Committee shall:

8.4.1 review the adequacy and security of the Company's arrangements for its operational counterparties 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;

8.4.2 review the Company's procedures for detecting fraud;

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

8.4.4 review regular reports from the Money Laundering Reporting Officer and the adequacy and effectiveness of the Company's anti-money laundering systems and controls;

- 8.4.5 review regular reports from the Compliance Officer and keep under review the adequacy and effectiveness of the Company's compliance function; and
- 8.4.6 Consider annually whether the Company should have an internal audit function and provide the reasons for any absence of such a function within the relevant section of the annual report to shareholders. And where it does then to monitor and review the effectiveness of the Company's internal audit function.
- 8.4.7 To receive and consider the results of the Foresight internal audit (or equivalent) programme concerning the Company's assets, its operation and its administration.

## 8.5 External Audit

The Committee shall

- 8.5.1 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;
- 8.5.2 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;
- 8.5.3 during such tendering process, the Committee will ensure that the Company manages its non-audit relationships with audit firms to ensure that it has a fair choice of suitable external auditors at the next tender and also to remind audit firms that eligible firms that refuse to tender may be ineligible to bid for non-audit work;
- 8.5.4 during such tender process the Committee will work to ensure that the choice of auditor be based on quality, including independence, challenge and technical competence, not price or perceived cultural fit. The Committee will scrutinise public reports published by the Financial Reporting Council, and where relevant, other regulators (including overseas regulators) on the quality of each firm's audit, as part of the process, as well as reviewing audit quality indicators published by firms and/or the FRC.
- 8.5.5 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;
- 8.5.6 if an auditor resigns, investigate the issues leading to this and decide whether any action is required;
- 8.5.7 oversee the relationship with the external auditor including (but not limited to):
  - 8.5.7.1 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;
  - 8.5.7.2 approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit, including engaging with shareholders as to the scope of the external audit, if considered appropriate;
  - 8.5.7.3 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;

- 8.5.7.4 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) which could adversely affect the auditor's independence and objectivity;
- 8.5.7.5 agreeing with the board a policy on the employment of former employees of the Company's auditor, and monitoring the implementation of this policy;
- 8.5.7.6 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;
- 8.5.7.7 reviewing the Financial Reporting Council's annual report on the auditors, discuss the report with the auditor and obtain an understanding of how any issues identified are being addressed;
- 8.5.7.8 assessing annually the qualifications, expertise and resources of the auditor and the effectiveness and quality of the external audit process, which shall include a report from the external auditor on their own internal quality procedures. The Committee's assessment should include consideration of the external auditor's mind-set and culture; skills, character and knowledge; quality control; and judgment, including the robustness and perceptiveness of the external auditor in handling key judgements, responding to questions from the Committee, and in their commentary where appropriate on the systems of internal control. The Committee should satisfy itself that the quality of the audit is of a sufficiently high standard, supported by evidence, and by able to justify how the Committee arrived at its conclusion; and
- 8.5.7.9 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.
- 8.5.7.10 ensuring regular open communication between the Committee and the auditor, as well as with management;
- 8.5.8 meet regularly with the external auditor (including once at the planning stage before the audit once after the audit at the reporting stage and once after the interim review) and at least once a year, without management being present, to discuss the auditor's remit and any issues arising from the audit;
- 8.5.9 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
- 8.5.10 review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
  - 8.5.10.1 a discussion of any major issues which arose during the audit;
  - 8.5.10.2 inviting challenge from the external auditor, giving due consideration to points raised, and making changes to the financial statements in response, where appropriate;
  - 8.5.10.3 key accounting and audit judgements;
  - 8.5.10.4 levels of errors identified during the audit; and

- 8.5.10.5 the effectiveness of the audit process, having due regard to the requirements relating to audit effectiveness review contained within the Financial Reporting Council's Minimum Standard for Audit Committees;

The Committee shall also:

- 8.5.11 review any representation letter(s) requested by the external auditor before they are signed by management;
- 8.5.12 review the management letter and management's response to the auditor's findings and recommendations and other communications with the Committee; and
- 8.5.13 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. Reporting responsibilities**

- 9.1 The Committee Chair 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:
  - 9.1.1 the significant issues that it considered in relation to the financial statements (required under paragraph 8.1.1) and how these were addressed;
  - 9.1.2 its assessment of the effectiveness of the external audit process (required under paragraph 8.5.4.7) and its recommendation on the appointment or reappointment of the external auditor; and
  - 9.1.3 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, and the activities it has undertaken to meet the requirements of the Financial Reporting Council's Minimum Standard for Audit Committees and the External Audit.
- 9.4 In compiling the reports referred to in 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:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- 10.2 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;

- 10.3 give due consideration to laws and regulations, the provisions of the Code, the Financial Reporting Council's Minimum Standard for Audit Committees and the External Audit and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate;
- 10.4 be responsible for co-ordination of external auditors;
- 10.5 oversee any investigation of activities which are within its terms of reference;
- 10.6 work and liaise as necessary with all other board committees; and
- 10.7 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.

## **11.Authority**

The Committee is authorised to:

- 11.1 seek any information it requires from any employee, agent, or service provider to the Company in order to perform its duties;
- 11.2 obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- 11.3 call any connected person to be questioned at a meeting of the Committee as and when required; and
- 11.4 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.

Where a duty falls within the terms of reference of both the Committee and the Risk Committee the chairs of those committees shall have the discretion between them to determine the extent of responsibility of each committee.