

Audit Committee Terms of Reference

Boohoo Group plc

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Boohoo Group Plc (Company)

Audit Committee Terms of Reference

1 Definitions

In these terms of reference:

Board	means the board of directors of the Company
Code	the Quoted Companies Alliance (QCA) Corporate Governance Code or such other corporate governance code adopted by the Company in accordance with the AIM Rules for Companies
Committee	means the audit committee of the Board constituted at a meeting of the Board in accordance with the articles of association of the Company
Group	means the Company and its subsidiary undertakings from time to time

2 Introduction

The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities. In performing its duties, the Committee will maintain effective working relationships with the Board, the Company's management and the external auditors. To perform his or her role effectively, each member of the Committee must be familiar with these terms of reference as well as the Company's business operations and risks both generally and in the retail sector.

3 Membership

- 3.1 The Committee shall comprise at least three members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the chairman of the Committee.
- 3.2 All members of the Committee shall be non-executive directors who are independent of management and free from any other business or other relationships which could materially interfere with the exercise of their independent judgement. At least one of the members of the Committee shall have recent and relevant financial experience, ideally with a professional qualification from one of the professional accounting bodies. The Committee shall, where possible, include at least one member of the Remuneration and ESG Committees. Only members of the Committee have the right to attend Committee meetings. However, the external (and any appointed internal) auditor and finance director will be invited to attend meetings of the Committee on a regular basis and other non-members may be invited to attend all or any part of any meeting as and when appropriate and necessary.
- 3.3 Appointments to the Committee shall be for a period of up to three years, which may be extended by no more than two additional three year periods, so long as the member continues to be independent.
- 3.4 The Board shall appoint the chairman of the Committee. In the absence of the chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 3.5 The Committee chairman and members shall be listed each year in the Company's annual report.

4 Secretary

The Company secretary or his/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.

5 Quorum

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

6 Voting arrangements

6.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.

6.2 Each member of the Committee shall disclose to the Committee:

6.2.1 any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or

6.2.2 any potential conflict of interest arising from a cross-directorship.

6.3 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

6.4 Save where he has a personal interest, the chair of the Committee will have a casting vote.

7 Frequency of meetings

7.1 The Committee shall meet at least three times a year at appropriate times in the financial reporting and audit cycle and otherwise agreed between the members of the Committee or as required.

7.2 Outside of the formal meeting programme, the chairman of the Committee will maintain a dialogue with key individuals involved in the Company's governance, including the Chairman of the Board, the Chief Executive, the Finance Director, the external audit lead partner and head of any internal audit adopted.

8 Notice of meetings

8.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members, or at the request of the external auditor or internal auditor if they consider it necessary.

8.2 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.

9 Minutes of meetings

9.1 The secretary of the Committee shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance, unless a conflict of interest exists.

9.2 The secretary of the Committee shall ascertain, at the beginning of each Committee meeting, the existence of any conflicts of interest and minute them accordingly.

- 9.3 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 a conflict of interest exists or, in the opinion of the chairman of the Committee, it would otherwise be inappropriate to do so.

10 AGM

The chairman of the Committee shall attend the annual general meeting to answer shareholder questions on the Committee's activities.

11 Duties

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

11.1 Financial reporting

11.1.1 The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports and accounts, interim management statements, announcements of preliminary results (if any) 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.

11.1.2 In particular, the Committee shall review and challenge where necessary:

- (a) the consistency of, and any changes to, significant accounting policies, both on a year-on-year basis and across the Group;
- (b) the methods used to account for significant or unusual transactions where different approaches are possible;
- (c) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
- (d) the clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made; and
- (e) 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.

11.1.3 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.

11.2 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.

11.3 Internal controls and risk management systems

The Committee shall:

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

11.3.2 review and approve any statements to be included in the Company's annual report concerning internal controls and risk management.

11.4 ESG

The Committee shall:-

Disclosures

11.4.1 Oversee management's processes for determining ESG disclosures and the appropriateness of the standards and frameworks chosen to identify and maintain oversight of ESG risks and opportunities;

Processes and controls

11.4.2 Oversee ESG processes and controls including how data is collected, the effectiveness of data collection policies and what controls are in place to ensure the data is reliable and complete;

Assurance

11.4.3 Ensure there is adequate internal and external assurance over ESG reporting, that the level of assurance is appropriate for the size of Company and that the materiality of the disclosures meets stakeholder expectations.

11.5 Whistleblowing

The Committee shall:

11.5.1 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 shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action;

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

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

11.6 Internal audit

The Committee shall:

11.6.1 monitor and assess the role and the effectiveness of the Company's internal audit function in the context of the Company's overall risk management system and the work of compliance, finance and the external auditor;

11.6.2 approve the appointment and removal of the head of the internal audit function;

11.6.3 review and approve the role and mandate of the internal audit function, 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;

11.6.4 ensure internal audit has unrestricted scope, the necessary resources and appropriate access to information to enable it to perform its function effectively, 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 the relevant professional standards for internal auditors;

11.6.5 ensure the internal auditor has direct access to the Chairman of the Board and the Chairman of the Committee and is accountable to the Committee;

11.6.6 review and approve the annual internal audit plan and ensure it is aligned to the key risks of the Company's business and receive regular reports on work carried out;

- 11.6.7 review and assess the annual internal audit work plan and receive a report on the results of the internal auditor's work;
 - 11.6.8 determine whether it is satisfied with the quality, experience and expertise of internal audit is appropriate for the business;
 - 11.6.9 consider whether an independent, third party review of processes is appropriate;
 - 11.6.10 review the actions taken by management to implement the recommendations of internal audit and to support the effective working of the internal audit function; and
 - 11.6.11 meet the head of internal audit at least once a year, without management being present.
- 11.7 External audit
- The Committee shall:
- 11.7.1 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;
 - 11.7.2 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;
 - 11.7.3 if an auditor resigns, investigate the issues leading to this and decide whether any action is required;
 - 11.7.4 oversee the relationship with the external auditor, including (but not limited to):
 - (a) recommendations on their remuneration, including both 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;
 - (b) approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
 - (c) assessing annually their independence and objectivity taking into account relevant UK professional and regulatory requirements (including any relevant ethical standard) and the relationship with the external auditor as a whole (including any threats to the auditors' independence and safeguards applied to mitigate those threats, including the provision of any non-audit services;
 - (d) satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the external auditor and the Company (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
 - (e) agreeing with the Board a policy on the employment of former employees of the external auditor taking into account any relevant ethical standard and legal requirements, then monitoring the implementation of this policy;
 - (f) monitoring the external auditor's compliance with relevant ethical, legal, regulatory 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;
 - (g) assessing annually the qualifications, expertise and resources of the external auditor and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures;

- (h) seeking to ensure co-ordination with the activities of any internal audit function; and
 - (i) 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;
- 11.7.5 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;
- 11.7.6 discuss with the external auditor, 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 the seniority, expertise and experience of the audit team; and
- 11.7.7 review the findings of the audit with the external auditor. This shall include, but not be limited to, the following:
- (a) a discussion of any major issues which arose during the audit;
 - (b) key accounting and audit judgements;
 - (c) the auditor's explanation of how the risks to audit quality were addressed;
 - (d) the auditor's view of their interactions with senior management;
 - (e) levels of errors identified during the audit; and
 - (f) the effectiveness of the audit process.

The Committee shall also:

- 11.7.8 review any representation letter(s) requested by the external auditor before they are signed by management;
- 11.7.9 review the management letter and management's response to the external auditor's findings and recommendations;
- 11.7.10 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;
- 11.7.11 develop and implement a policy on the supply of non-audit services by the external auditor taking into account any relevant ethical guidance on the matter. This should include approval of non-audit services by the Committee and specify 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 also include consideration of the following matters:
- (a) threats to the independence and objectivity of the external auditor and any safeguards in place;
 - (b) the nature of the non-audit services;
 - (c) whether the external audit firm is the most suitable supplier of the non-audit service;
 - (d) the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
 - (e) the criteria governing compensation.

12 Reporting responsibilities

- 12.1 The chairman of the Committee 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. The report shall include:

- 12.1.1 the significant issues that it considered in relation to the financial statements and how these were addressed;
 - 12.1.2 its assessment of the effectiveness of the external audit process and its recommendation on the appointment or reappointment of the external auditor; and
 - 12.1.3 any other issues on which the Board has requested the Committee's opinion.
- 12.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 12.3 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 (and if adopted, any internal) 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.
- 12.4 In compiling the reports referred to in paragraphs 12.1 and 12.3, 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.

13 Other matters

- 13.1 The Committee shall:
- 13.1.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretary for assistance as required;
 - 13.1.2 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;
 - 13.1.3 give due consideration to laws and regulations the provisions of the Code, the PLSA Corporate Governance Policy & Voting Guidelines for Smaller Companies and the requirements of the London Stock Exchange's rules for AIM Companies as appropriate;
 - 13.1.4 be responsible for co-ordination of any internal and the external auditors;
 - 13.1.5 oversee any investigation of activities which are within its terms of reference;
 - 13.1.6 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;
 - 13.1.7 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;
 - 13.1.8 consider any other matters as may be requested by the Board; and
 - 13.1.9 ensure that these terms of reference are made available by placing them on the Company's website.
- 13.2 General duties

In carrying out his specific duties set out above, each member of the Committee should also consider his general duties as a director of the Company, including without limitation:

- 13.2.1 his duty to act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, having regard to all relevant factors;
- 13.2.2 his duty to exercise independent judgment;
- 13.2.3 his duty to exercise reasonable care, diligence and skill;
- 13.2.4 his duty to avoid conflicts of interest; and
- 13.2.5 his duty to act in accordance with the Company's constitution and only exercise his powers for the purposes for which they were conferred.

14 Authority

- 14.1 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.
- 14.2 The Committee is authorised by the Board to:
 - 14.2.1 seek any information it requires from any employee or director of the Company in order to perform its duties and all such employees or directors will be directed to co-operate with any request made by the Committee;
 - 14.2.2 exercise any activity within its terms of reference;
 - 14.2.3 have unrestricted access to the Company's external auditors and obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes necessary to do so within its terms of reference;
 - 14.2.4 call any employee to be questioned at a meeting of the Committee as and when required; and
 - 14.2.5 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.