

TERMS OF REFERENCE - AUDIT COMMITTEE

1. Constitution

- 1.1. This audit committee (“Committee”) of the board is established by resolution of the board in accordance with the Articles of Association of M.P. Evans Group PLC (“the Company”). In these terms of reference, “Group” means the Company and its subsidiaries from time to time.

2. Role

- 2.1. The role of the Committee is to assist the board in fulfilling its oversight responsibilities by reviewing and monitoring:
 - 2.1.1. The integrity of the financial and other information provided to shareholders;
 - 2.1.2. The Company’s system of internal control and risk management;
 - 2.1.3. The internal and external audit process and auditors;
 - 2.1.4. The process for compliance with laws, regulations and ethical codes of practice.

3. Membership

- 3.1. The Committee shall consist of at least two non-executive directors as appointed by the board.
- 3.2. The chair of the Committee shall be appointed and removed by the board. In the absence of the chair, the remaining members of the Committee present at any meeting shall elect one of their number to chair the meeting.
- 3.3. If executive directors are involved in advising or supporting the Committee, that role should be clearly separated from their role within the business and conflicts of interest should be recognised and avoided where possible.

4. Secretarial function

- 4.1. The chair of the Committee shall ensure that the Committee receives sufficient and timely information and papers to enable full and proper consideration to be given to the issues.
- 4.2. The Committee shall keep a record of the membership of the Committee and of any non-audit services provided by the external auditors (“**Auditors**”).

5. Quorum

- 5.1. The quorum shall be two members and, whenever possible, at least one of them should have recent and relevant financial experience. 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 exercisable by the Committee.

6. Attendance at meetings

- 6.1. The Committee may decide who, other than its members, attends its meetings. In particular, the Committee may ask the chief financial officer and representatives of the Auditors to attend meetings either regularly or by invitation. No one other than the members of the Committee may vote at a meeting of the Committee.
- 6.2. At least once a year the Committee shall meet with the Auditors without any executive member of the board (or other members of the management team) being present.

7. Frequency of meetings, proceedings and notice

- 7.1. Meetings shall be held not less than twice a year (to coincide with key dates within the financial-reporting and audit cycle of the Company) and shall be summoned by the chair of the Committee.
- 7.2. Any member of the Committee, the chief financial officer or the Auditors may at any time request the Committee to summon a meeting.
- 7.3. Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the provisions of the Company's Articles of Association regulating the meetings and proceedings of directors.
- 7.4. Unless otherwise agreed, notice of the meeting confirming the venue, time, date and agenda shall be forwarded (together with supporting papers) to each member of the Committee, and any other person required to attend, no fewer than 3 working days prior to the date of the meeting.

8. Duties

- 8.1. The Committee shall carry out its duties for the Company and shall perform them taking into account all relevant laws, regulations and codes of practice (including the AIM Rules). The duties of the Committee shall be:
- 8.2. To monitor the integrity of the financial statements of the Company and to review and challenge where necessary the financial statements, annual accounts and accompanying reports to shareholders and preliminary announcements of results and any other announcement regarding the Group's results or other financial information to be made public with particular reference to:
 - 8.2.1. The fair, balanced and understandable nature of any narrative reporting presented;
 - 8.2.2. Critical accounting policies, methodologies and practices and any changes to them;
 - 8.2.3. Major judgemental decisions and key estimates made in the preparation of financial information;
 - 8.2.4. Whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the Auditors;

- 8.2.5. The extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;
 - 8.2.6. The clarity and completeness of disclosures and the context in which statements are made;
 - 8.2.7. Significant adjustments resulting from the audit;
 - 8.2.8. The going-concern assumption and related disclosure, and the longer-term viability statement including supporting analysis;
 - 8.2.9. Compliance with applicable accounting standards; and
 - 8.2.10. Compliance with legal requirements and all applicable codes of corporate governance practice.
- 8.3. To keep under review the consistency of, and changes to, accounting policies both on a year- to-year basis and across the Group;
 - 8.4. To review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;
 - 8.5. To report its views to the board if it is not satisfied with any aspect of the proposed financial reporting by the Company;
 - 8.6. To discuss whether the Committee should recommend that any financial statements and accompanying reports should be approved by the board in the board meeting following the Committee meeting and, if so, whether that approval should be granted subject to any matters discussed by the Committee;
 - 8.7. To consider and make recommendations to the board, to be put to shareholders for approval at the annual general meeting, in relation to the appointment, reappointment and removal of the Auditors;
 - 8.8. To ensure that at least once every 10 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 Auditors with those of other audit firms;
 - 8.9. If the Auditors resign, to investigate the issues leading to this and decide whether any action is required;
 - 8.10. To oversee the relationship with the Auditors including recommendations on their fees, approval of their terms of engagement, the policy on the provision of non-audit services and to assess annually their independence and objectivity;
 - 8.11. To oversee the Group's whistleblowing policy and to review (a) the adequacy and security of the Group's arrangements for its employees to raise concerns in confidence about possible wrongdoing in financial reporting and other matters and (b) the arrangements that allow proportionate investigation of such matters and appropriate follow up action;
 - 8.12. On behalf of the board (which retains overall responsibility for risk management) to review and monitor the Company's risk management systems and overall risk framework and processes, and to review their effectiveness at least annually;

- 8.13. To consider the appropriate risk appetite for the Group across all major activities taking into account the overall strategy of the Group, its future plans and other internal information, as well as the external environment;
- 8.14. On an annual basis, to ensure that a robust assessment of the emerging and principal risks facing the Group has been undertaken (including those risks that would threaten its business model, future performance, solvency, liquidity or reputation), and that procedures are in place to identify emerging risks and to provide advice on the management and mitigation of those risks;
- 8.15. To review the Group's internal financial controls and internal control systems and, at least annually, carry out a review of their effectiveness;
- 8.16. To review the findings of the Group's internal audit function at least annually, and ensure that matters arising have been appropriately followed up;
- 8.17. To ensure that its terms of reference are publicly available and include an explanation of its role and the authority delegated to it by the board.

9. Authority

- 9.1. The Committee may, at the expense of the Company, make such investigations and authorise such research as it considers desirable for the purposes of fulfilling its terms of reference.
- 9.2. The Committee may seek any information it requires from any employee of the Group in order to perform its duties.
- 9.3. The Committee may, at the expense of the Company, obtain internal or external legal advice or other independent professional advice on any matter within its terms of reference as it considers necessary.

10. Reporting

- 10.1. The Committee chair shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2. The Committee shall compile an annual report to be included in a separate section of the director's report in the Company's annual report describing the Committee's role and the action it has taken.

11. Chair

- 11.1. The Committee chair:
- 11.2. Shall, when appropriate, seek engagement with shareholders on significant matters related to the Committee's areas of responsibility;
- 11.3. Shall attend the annual general meeting prepared to respond to any shareholder questions on the Committee's activities and responsibilities;
- 11.4. Shall, when appropriate, engage with regulators, along with other board members if required.

12. Minutes

- 12.1. The members of the Committee shall cause minutes to be made of all resolutions and proceedings of the Committee including the names of all those present and in attendance at the meetings of the Committee.
- 12.2. The Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

13. Other matters

- 13.1. The Committee shall have access to sufficient resources to carry out its duties.
- 13.2. The Committee shall give due consideration to all relevant laws, regulations and any published guidelines or recommendations.
- 13.3. The Committee shall arrange for periodic review of its own performance and of its constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

Latest review by board

December 2025