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Premier Investment Partners Limited

Audit, Risk And Compliance Committee Terms of Reference (TOR)



1. Constitution

- 1.1 The audit, risk and compliance committee (the Committee) was constituted at a full meeting of the board of directors (the Board) of Premier Investment Partners Limited (the Company) held on 23 May 2025.
- 1.2 The Committee is a committee of the Board from which it derives its authority and to which it regularly reports. The Committee functions independently from the management team of the Company.
- 1.3 The Committee may sub-delegate any or all of its powers and authority as it thinks fit to one or more of its members or the Company Secretary.

2. Role

The role of the Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing and monitoring:

- 2.1 The integrity of the financial statements and other financial information provided to shareholders.
- 2.2 The Company's corporate governance structures and internal controls.
- 2.3 The internal and external audit process and auditors.
- 2.4 The processes for compliance with laws, regulations and ethical codes of practice.
- 2.5 The Company's attitude to and appetite for risk and its future risk strategy.
- 2.6 The Company's risk management framework.
- 2.7 How risk is reported both internally and externally.
- 2.8 The processes for compliance with laws, regulations, ethical codes of practice and prevention of fraud.

3. Membership

- 3.1 The Committee shall comprise at least three (3) independent non-executive directors. The Committee shall include at least one (1) member of the Risk and Compliance Committee. At least one (1) member of the Committee shall have recent and relevant experience of working with financial and accounting matters. If any non-executive director who is a member of the Committee is deemed not to be independent, the Board shall provide an explanation in the Company's annual report as to why they consider it appropriate for such director to be a member of the Committee.
- 3.2 Appointments to the Committee shall be for a period of up to three (3) years, which may be extended for further periods of up to three years, provided each member still meets the criteria for membership of the Committee.
- 3.3 The Board shall appoint the Committee chair who shall be an independent non-executive director. In the absence of the Committee chair, the remaining members present at a Committee meeting shall elect one of the other independent non-executive directors present to chair the meeting.
- 3.4 Only Committee members have the right to attend and vote in Committee meetings. However, the finance officer, the risk officer, senior executive officer (SEO), the Compliance and Money Laundering Reporting Officer (COMLRO), the head of internal audit and the external audit lead partner shall be invited to attend meetings of the Committee on a regular basis by invitation. Other non-members may be invited to attend all or part of any meetings as and when appropriate and necessary, with the Committee chair's agreement. The Committee chair shall have the discretion to decide who, other than the Committee members, shall attend and address the Committee meetings. Non-executive directors who are not members of the Committee may be invited by the Committee chair to attend as observers.
- 3.5 The secretary of the Committee shall ascertain at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
- 3.6 A list of members and invitees is listed at Schedule 1 to these Terms of Reference and may be updated as required and directed by the Board.

4. Secretary

The Company Secretary or his or her nominee shall act as the secretary of the Committee.

5. Quorum

- 5.1 The quorum necessary for the transaction of business at a Committee meetings shall be two (2) members (including, whenever possible at least one (1) member with recent and relevant financial experience), present in person or by audio or video conference. If there is difficulty in achieving a quorum, independent non-executive directors, who are not members of the Committee, may be co-opted as members for individual meetings.
- 5.2 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.

6. Frequency of meetings

The Committee shall meet formally at least four (4) times a year at appropriate times in the Company's reporting and audit cycle and otherwise as required.

7. Notice of meetings

- 7.1 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 finance officer, external audit lead partner or head of internal audit, if he or she considers a meeting necessary.
- 7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than five (5) working days before the date of the meeting. The agenda shall be circulated together with relevant supporting papers to committee members and to other attendees as appropriate, at the same time.
- 7.3 Ordinarily, the Committee will only send notices, agendas and supporting papers in electronic form or make them available via a portal software platform.

8. Minutes of meetings

- 8.1 The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.
- 8.2 Draft minutes of committee meetings shall be circulated promptly to all members of the Committee. Once approved, the 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.
- 8.3 Final signed copies of the minutes of the meetings should be maintained for the Company's records.

9. Duties

The Committee should carry out the duties below for the Company.

9.1 Financial reporting

- 9.1.1. The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, interim management statements, and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgments which they contain.
- 9.1.2. In particular, the Committee shall review and challenge where necessary:
 - a. the consistency of, and any changes to, accounting policies both on a year-on-year basis and across the Company;
 - b. whether the Company has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the external auditor;
 - c. the clarity of disclosure in the Company's financial reports and the context in which statements are made; and
 - d. all material information presented with the financial statements, such as the business review/operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management).

9.2 Corporate Governance, Internal controls and risk management systems

The Committee shall:

- 9.2.1 review and ensure the effectiveness of financial governance structures and reporting lines;
- 9.2.2 review and ensure transparency and fairness in related party transactions;
- 9.2.3 advise the Board on significant financial matters and breaches of internal controls;
- 9.2.4 keep under review the adequacy and effectiveness of the Company's internal control and processes in relation to regulated activities; and
- 9.2.5 review and approve the statements to be included in the annual report concerning internal controls and risk management.

9.3 Internal audit

The Committee shall:

- 9.3.1 advise the Board in relation to the appointment, re-appointment, and removal of the Company's internal auditor;
- 9.3.2 monitor and review the effectiveness of the Company's internal audit function in the context of the Company's overall risk management system;
- 9.3.3 consider and approve the remit of the internal audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate standing and is free from management or other restrictions;
- 9.3.4 review and assess the annual internal audit plan;
- 9.3.5 review reports addressed to the Committee from the internal auditor;
- 9.3.6 review and monitor management's responsiveness to the findings and recommendations of the internal auditor; and
- 9.3.7 meet the head of internal audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out. In addition, the head of internal audit shall be given the right of direct access to the chairman of the Board and to the Committee.

9.4 External Audit

The Committee shall:

- 9.4.1 consider and make recommendations to the Board in relation to the appointment, re-appointment, and removal of the Company's external auditor. The Board shall approve appointment, re-appointment, or removal of external auditors annually. The Committee shall ensure that at least once every five years the external auditor is rotated and shall oversee the tendering process to ensure that all firms have such access as is necessary to information and individuals during the duration of the tendering process. The Committee shall oversee the selection process for a new auditor and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required;
- 9.4.2 oversee the relationship with the external auditor including (but not limited to):
 - a. develop and recommend to the Board, and implement, the Company's formal policy on the external auditor's provision of non-audit services, including the Committee's approval of non-audit services and the types of non-audit services to be pre-approved, and assessment of whether non-audit services have a direct or material affect on the audited financial statements;
 - b. recommendations on their remuneration, whether fees for audit or non-audit services and that the level of fees is appropriate to enable an adequate audit to be conducted;
 - c. approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
 - d. assessing annually their independence and objectivity taking into account relevant regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;

- e. 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);
 - f. agreeing with the Board a policy on the employment of former employees of the Company's auditor, then monitoring the implementation of this policy;
 - g. 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;
 - h. assessing annually the qualifications, expertise and resources of the auditor and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures; and
 - i. seeking to ensure co-ordination with the activities of the internal audit function.
- 9.4.3 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 shall 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;
- 9.4.4 review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement; and
- 9.4.5 review the findings of the audit with the external auditor. This includes but is not limited to the following:
- a. a discussion of any major issues which arose during the audit;
 - b. any accounting and audit judgments;
 - c. levels of errors identified during the audit; and
 - d. the effectiveness of the audit.
- 9.4.6 review any representation letter(s) requested by the external auditor before they are signed by management;
- 9.4.7 review the management letter and management's response to the auditor's findings and recommendations;
- 9.4.8 review the performance/effectiveness of external auditors, and where applicable, present recommendations to the Board for Board decision or approval; and
- 9.4.9 develop and implement a policy on the supply of non-audit services by the external auditor, considering any relevant ethical guidance on the matter.

9.5 General risk management

- 9.5.1 Consider the appropriate risk appetite for the Company across all major activities, taking into account the overall strategy of the Company, its future plans and other internal information, as well as the external environment, including economic, political and industry information.
- 9.5.2 Advise the Board on the Company's overall risk appetite (setting the risk appetite statement), tolerance and strategy (reviewing key risk indicators), taking account of the current and prospective macroeconomic and financial environment and drawing on financial stability assessments such as those published by relevant industry and regulatory authorities relevant for the Company's risk policies.
- 9.5.3 Oversee and advise the Board on the current risk exposures of the Company and future risk strategy.
- 9.5.4 In relation to risk assessment and subject to overlap with the audit requirements:
- a. keep under review the Company's overall risk assessment processes that inform the Board's decision making, ensuring both qualitative and quantitative metrics are used;
 - b. review regularly and approve the parameters used in these measures and the methodology adopted; and
 - c. set a standard for the accurate and timely monitoring of large exposures and certain risk types of critical importance.
- 9.5.5 Review the Company's capability to identify and manage new risk types.
- 9.5.6 Before a decision to proceed is taken by the Board, advise the Board on proposed strategic transactions including acquisitions or disposals, ensuring that a due diligence appraisal of the proposition is undertaken, focusing in particular on risk aspects and implications for the risk appetite and tolerance of the Company, and taking independent external advice where appropriate and available.

- 9.5.7 Review all reports from the risk officer and monitor the response of the executive management to all the risk officer's findings and recommendations.
- 9.5.8 Review reports on any material breaches of risk limits and ensure appropriate approval limits for each proposed action are in place.
- 9.5.9 Provide qualitative and quantitative advice to the Board and the human resource department on risk weightings to be applied to performance objectives incorporated in executive remuneration.
- 9.5.10 Consider and approve the remit of the risk management function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate independence and is free from inappropriate restrictions.
- 9.5.11 Ensure that the Committee meets with the risk officer to discuss the effectiveness of the risk management systems, without other members of management present, at least once per year.
- 9.5.12 Recommend to the Board the appointment and/or removal of the SEO and risk officer.
- 9.5.13 Review promptly all reports on the Company from the SEO.
- 9.5.14 Review and monitor management's responsiveness to the findings and recommendations of the SEO.
- 9.5.15 Ensure the SEO shall be given the right of unfettered direct access to the Board and to the Committee.

9.6 Compliance, whistleblowing, and fraud

The Committee shall review:

- a. the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence and anonymously, 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. notifications arising from unethical or unlawful business activities;
- c. the Company's procedures for detecting fraud;
- d. the Company's systems and controls for the prevention of bribery and receive reports on non-compliance;
- e. regular reports from the COMLRO and the adequacy and effectiveness of the Company's anti-money laundering systems and controls; and
- f. regular reports from the COMLRO regarding compliance and the adequacy and effectiveness of the Company's compliance function.

10. Reporting responsibilities

- 10.1 The Committee chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The minutes of all Committee meetings shall, unless in the opinion of the Committee chair it would be inappropriate to do so, be included in the Board papers for a subsequent Board meeting.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall produce a report of its activities to be included in the Company's annual report, which shall include:
 - a. details of the membership of the Committee, number of meetings held and attendance over the course of the year;
 - b. a summary of the role and work of the Committee;
 - c. the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed, having regard to matters communicated by the external auditor;
 - d. a report of any exceptions identified by the Committee or the external auditors;
 - e. an explanation of its assessment of the effectiveness of the external audit process (including the provision of non-audit services and an explanation of how, if the auditors provide non-audit services to the Company, auditor objectivity and independence is safeguarded);
 - f. an explanation of how the Committee has address the effectiveness of the internal audit process;
 - g. the significant risk and compliance issues that the Committee considered and how these have been addressed; and
 - h. confirmation that the Board has carried out a robust assessment of the emerging and principal risks facing the Company, as description of those risks, what procedures are in place to identify emerging risks and an explanation as to how they are being managed and mitigated.

11. Other matters

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 11.2 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;
- 11.3 give due consideration to laws and regulations and any other applicable rules, as appropriate;
- 11.4 oversee any investigation of activities which are within its Terms of Reference;
- 11.5 be responsible for co-ordination of the internal and external auditors; and
- 11.6 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 for approval.

12. Authority

The Committee is authorised:

- 12.1 to seek any information it requires from any employee of the Company in order to perform its duties;
- 12.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its Terms of Reference;
- 12.3 to request the attendance of any employee at a meeting of the Committee as and when required; and
- 12.4 to 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.

13. Voting

- 13.1 Each Committee member shall have one (1) vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting (whether in person or by audio or video conference).
- 13.2 If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting.
- 13.3 Except where he or she has a personal interest, the Committee chair shall have a casting vote.
- 13.4 The Committee chair may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.

Adopted at the Board meeting of the Company on 23 May 2025.

Schedule 1: The Board Members and Invitees

Committee Members	Invitees (as required)
Independent Non-Executive Director	External Audit and/or Internal Audit
Independent Non-Executive Director	Finance Officer
Independent Non-Executive Director	Senior Executive Officer
	Risk Officer
	Compliance and Money Laundering Reporting Officer