

# **URALS ENERGY PUBLIC COMPANY LIMITED**

## **TERMS OF REFERENCE - AUDIT COMMITTEE**

### **1. Membership**

- 1.1. Members of the Audit Committee (the “Committee”) shall be appointed by the board of directors (the “board”) on the recommendation of the Nomination Committee in consultation with the Chairman of the Committee (other than the initial Audit Committee which shall be appointed by the board). The Committee shall be made up of at least 3 members.
- 1.2. At least one of the members of the Committee shall be an independent non-executive director if the board has designated any independent non-executive directors. For avoidance of doubt, the Chairman of the board may be a member of the Committee.
- 1.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the board, Chief Executive, other directors, officers, advisers and their representatives may be invited to attend all or part of any meeting as and when appropriate.
- 1.4. The external auditors will be invited to attend meetings Of the Committee on a regular basis.
- 1.5. Appointments to the Committee shall be for a period of up to three years, which may be extended for an unlimited number of terms provided that at least one member of the Committee is independent if the board has designated any independent non-executive directors.
- 1.6. The board shall appoint the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members of the Committee present shall elect one of themselves to chair the meeting.

### **2. Secretary**

- 2.1. The company secretary or their nominee shall act as the secretary of the Committee.

### **3. Quorum**

- 3.1. The quorum necessary for the transaction of business shall be 3 members at least one of whom shall be an independent non-executive director if the board has designated any independent non-executive directors. 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. At any such meeting, decisions will be made by a majority of votes of the members present, and in the case of an equality of votes, the Committee Chairman will have a second or casting vote.

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### **4. Frequency of Meetings**

4.1. The Committee shall meet at least one time a year at an appropriate time in the reporting and audit cycle and otherwise as required.

## **5. Notice of Meetings**

5.1. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members or at the request of external auditors 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, if the board has designated any non-executive directors, no later than 5 working days before the date of the meeting.

## **6. Minutes of Meetings**

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

## **7. Annual General Meeting**

7.1. The Chairman of the Committee shall attend the Annual General Meeting (“AGM”) prepared to respond to any shareholder questions on the Committee’s activities.

## **8. Duties**

8.1. The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

### *8.2. Financial Reporting*

(a) The Committee shall monitor the integrity of the financial statements of the company, including its annual and interim reports, preliminary results’ announcements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain. The Committee shall also review summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature.

(b) The Committee shall review and challenge where necessary:

(i) the consistency of, and any changes to, accounting policies both on a year on year basis and across the company/group;

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

(iii) whether the company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

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(iv) the clarity of disclosure in the company’s financial reports and the context in which statements are made; and

- (v) all material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management).
- (c) The Committee shall review the annual financial statements of the pension funds where not reviewed by the board as a whole.

### *8.3. Internal Controls and Risk Management Systems*

The Committee shall keep under review the effectiveness of the company's internal controls and risk management systems.

### *8.4. 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. The Committee shall oversee the selection process for new auditors and if an auditor resigns the Committee shall investigate the issues leading to the resignation and decide whether any action is required;
  - (b) oversee the relationship with the external auditor including (but not limited to):
    - (i) approval of 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;
    - (ii) approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
    - (iii) assessing annually their independence and objectivity taking into account the relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
    - (v) monitoring the auditor's compliance with relevant ethical 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; and
    - (vi) assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures;
  - (c) meet with the external auditor as appropriate, 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 their remit and any issues arising from the audit;
  - (d) review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;
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- (e) review the findings of the audit with the external auditor;
  - (f) review the effectiveness of the audit;

- (g) review any representation letter(s) requested by the external auditor before they are signed by management;
- (h) review the management letter and management's response to the auditor's findings and recommendations; and
- (i) 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.

#### *8.5. Reporting Responsibilities*

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

#### *8.6. Other Matters*

The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;
- (b) give due consideration to laws and regulations;
- (c) oversee any investigation of activities which are within its terms of reference and act as a court of the last resort; and
- (d) at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend to the board any changes it considers necessary for its approval.

### **9. Authority**

9.1. The Committee is authorised:

- (a) to seek any information it requires from any employee of the company in order to perform its duties;
- (b) to obtain, at the company's expense, outside legal or other professional advice on any matter within its terms of reference; and
- (c) to call any employee to be questioned at a meeting of the Committee as and when required.