

## **Terms of Reference**

### **Audit Committee**

#### **1. Purpose**

- 1.1. The purpose of the Committee is to ensure, and provide assurance to the Board that The Exeter's systems of control are appropriate in respect of the type of business it transacts, the market in which it operates and the regulatory regime by which it is assessed. In particular, the Committee will review, approve and monitor internal audit strategies and reports and the external auditors' activities. For the purposes of these Terms of Reference any reference to 'The Exeter' should be deemed to include its subsidiary companies.

#### **2. Membership**

- 2.1. The Committee shall comprise at least three members. Membership shall include the Chairman of the Governance and Risk Committee. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Audit Committee.
- 2.2. 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 or actuarial bodies. The Chairman of the Board shall not be a member of the Committee.
- 2.3. Only members of the Committee have the right to attend Committee meetings. However, the external auditor, the Head of Internal Audit, the Finance Director, the Chief Actuary and the Chief Risk Officer 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.
- 2.4. 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.
- 2.5. The members of the Audit Committee shall appoint the Committee Chairman, and will take into account the Board recommendation. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

#### **3. Secretary**

- 3.1. 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.

#### **4. Quorum**

- 4.1. The quorum necessary for the transaction of business shall be two members.

#### **5. Frequency of Meetings**

- 5.1. The Committee shall meet at least four times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required. Meetings may be held in person, over the telephone or by technology enabled conference.
- 5.2. Outside of the formal meeting programme, the Committee Chairman will maintain a dialogue with key individuals involved in The Exeter's governance, including the Board Chairman, the Governance and Risk Committee Chairman, the Chief Executive, the Finance Director, the external audit lead partner and the Head of Internal Audit.

#### **6. Notice of Meetings**

- 6.1. Meetings of the Committee shall be convened by the Secretary at the request of any of its members or at the request of the external audit lead partner or Head of Internal Audit, if they consider it necessary.
- 6.2. 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.

## **7. Minutes of Meetings**

- 7.1. The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2. Draft minutes of Committee meetings shall be circulated within ten working days of the meeting to all members of the Committee. Once approved, minutes shall be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chairman.

## **8. Annual General Meeting**

- 8.1. The Committee Chairman shall attend the Annual General Meeting to answer member questions on the Committee's activities.

## **9. Duties**

The Committee should carry out the duties below for The Exeter, its subsidiaries and the group as a whole, as appropriate.

### **9.1. Financial Reporting**

9.1.1. The Committee shall monitor the integrity of the financial statements of The Exeter, including its Annual Report, annual returns 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. The Committee shall also review summary financial statements and significant financial returns to regulators.

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

9.1.2.1. the consistency of, and any changes to, significant accounting policies both on a year on year basis and across The Exeter;

9.1.2.2. the methods used to account for significant or unusual transactions where different approaches are possible;

9.1.2.3. whether The Exeter has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

9.1.2.4. the clarity and completeness of disclosure in The Exeter's financial reports and the context in which statements are made; and

9.1.2.5. 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.

9.1.3. Where the Committee is not satisfied with any aspect of the proposed financial reporting by The Exeter, it shall report its views to the Board.

9.1.4. The Committee shall review the integrity of The Exeter's internal financial reporting.

9.1.5. The Committee monitor the financial reporting process and submit recommendations or proposals to ensure its integrity

9.1.6. The Committee shall monitor the annual financial statements of the defined benefit pension scheme where not monitored by the Board as a whole.

9.1.7. The Committee shall make recommendations to the Board enabling the Board to finalise and sign statutory reports and other returns required of it.

### **9.2. Solvency II Report**

9.2.1. The Committee shall review, approve and recommend to the Board the various reports underpinning Solvency II reporting, for example, the Solvency and Financial Condition Report (SFCR) and the Regular Supervisory Report (RSR).

### 9.3. Narrative Reporting

- 9.3.1. Where requested by the Board, the Committee shall 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 members to assess The Exeter's performance, business model and strategy.

### 9.4. Internal Financial & Quality Controls and Risk Management Systems

The Committee shall:

- 9.4.1. keep under review the adequacy and effectiveness of the Company's internal financial controls and internal quality control and risk management systems regarding financial reporting; and
- 9.4.2. review and approve the statements to be included in the Annual Report concerning internal financial controls and risk management.

### 9.5. Internal Audit

The Committee shall:

- 9.5.1. approve the appointment or termination of appointment of the Head of Internal Audit;
- 9.5.2. review and approve the remit of the internal audit function and ensure the function has the necessary resources and access to information to enable it to fulfil its mandate, and is equipped to perform in accordance with appropriate professional standards for internal auditors;
- 9.5.3. ensure the Head of Internal Audit has direct access to the Board Chairman and to the Committee Chairman, and is accountable to the Committee;
- 9.5.4. review and assess the annual internal audit work plan and monitor progress against the plan;
- 9.5.5. receive a report on the results of the internal audit function's work on a periodic basis;
- 9.5.6. review and monitor management's responsiveness to the findings and recommendations of the internal audit function and ensure that the agreed actions are put into effect;
- 9.5.7. meet with the Head of Internal Audit at least once a year, without the presence of management; and
- 9.5.8. monitor and review the effectiveness of The Exeter's internal quality control and risk management systems internal audit function.

### 9.6. External Audit

The Committee shall review and monitor the independence of the statutory auditor/audit firm by doing the following:

- 9.6.1. consider and make recommendations to the Board, to be put to members for approval at the AGM, in relation to the appointment, re-appointment and removal of The Exeter's external auditor;
- 9.6.2. 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;
- 9.6.3. if an auditor resigns, investigate the issues leading to this and decide whether any action is required;
- 9.6.4. oversee the relationship with the external auditor including (but not limited to)
  - 9.6.4.1. negotiation and agreement of their remuneration, including fees for both audit and non-audit services, ensuring that the level of fees is appropriate to enable an effective and high quality audit to be conducted;
  - 9.6.4.2. negotiation and agreement of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
  - 9.6.4.3. assessing annually their independence and objectivity taking into account relevant UK professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
  - 9.6.4.4. satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and The Exeter (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;

- 9.6.4.5. agreeing with the Board a policy on the employment of former employees of The Exeter's auditor, and monitoring the implementation of this policy;
- 9.6.4.6. monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of the audit partner, the level of fees paid by The Exeter compared to the overall fee income of the firm, office and partner and other related requirements;
- 9.6.4.7. 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;
- 9.6.4.8. seeking to ensure co-ordination with the activities of the internal audit function; and
- 9.6.4.9. 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;
- 9.6.5. 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;
- 9.6.6. 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;
- 9.6.7. review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
  - 9.6.7.1. a discussion of any major issues which arose during the audit;
  - 9.6.7.2. key accounting and audit judgements;
  - 9.6.7.3. levels of errors identified during the audit; and
  - 9.6.7.4. the effectiveness of the audit process;
- 9.6.8. review any representation letter(s) requested by the external auditor before they are signed by management;
- 9.6.9. review the management letter and management's response to the auditor's findings and recommendations; and
- 9.6.10. 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.
- 9.7. Non-Audit services undertaken by the appointed external auditors
  - 9.7.1. In accordance with the Policy on the Payment of Non-Audit Fees to the Auditors ('the Policy'), the Audit Committee must consider and approve the provision of the following non-audit services by the current external auditor:
    - 9.7.1.1. acquisition due diligence;
    - 9.7.1.2. staff secondment other than incidental ad hoc assignments which will not compromise audit independence, which are permitted; and
    - 9.7.1.3. any other engagement not specifically prohibited or allowed.

## **10. Reporting Responsibilities**

- 10.1. The Committee Chairman 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:
  - 10.1.1. the significant issues that it considered in relation to the financial statements (required under paragraph 8.1.1) and how these were addressed;
  - 10.1.2. its assessment of the effectiveness of the external audit process (required under paragraph 8.4.4.7) and its recommendation on the appointment or reappointment of the external auditor;
  - 10.1.3. the outcome of the statutory audit and explains how the statutory audit contributed to the integrity of financial reporting and what the role of the Audit Committee was in that process; and
  - 10.1.4. any other issues on which the Board has requested the Committee's opinion.

- 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 compile a report on its activities to be included in The Exeter'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 UK Corporate Governance Code.
- 10.4. In the 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 Exeter is a going concern. The report to members need not repeat information disclosed elsewhere in the Annual Report and Accounts, but could provide cross-references to that information.

## **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 secretariat 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 on-going basis for all members;
- 11.3. give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and any other applicable rules, as appropriate;
- 11.4. be responsible for co-ordination of the internal and external auditors;
- 11.5. oversee any investigation of activities which are within its terms of reference;
- 11.6. work and liaise as necessary with all other Board Committees; and
- 11.7. 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 for approval.

## **12. Authority**

The Committee is authorised to:

- 12.1. seek any information it requires from any employee or director of The Exeter in order to perform its duties;
- 12.2. obtain, at The Exeter's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- 12.3. call any employee to be questioned at a meeting of the Committee as and when required; and
- 12.4. have the right to publish in The Exeter's Annual Report, details of any issues that cannot be resolved between the Committee and the Board.

Approved by the Board on 19 December 2018.