

Audit Committee Charter

Risk and Assurance

Monadelphous Group Limited

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i. Company Definition

This document applies to all sites, employees and activities of Monadelphous Group Limited (herein referred to as The Company).

1. Purpose

The Board of Directors of Monadelphous Group Limited (“the Board”) has established an Audit Committee (“the Committee”) within the terms of the Board Charter to oversee:

- the integrity of the Company’s financial reporting systems, policies and processes to ensure financial accounts and disclosures, approved and published by the Board, are complete, accurate and timely.
- the Company’s relationship with the external auditors.
- the risk management framework, internal controls and policies and procedures which the Group uses to identify and manage business risks.
- the policies and procedures for ensuring compliance with relevant regulatory and legal requirements.

2. Role

The role of the Committee shall include:

- the review of all published financial accounts which require approval by the Board to ensure they provide a true and fair view of the financial position and performance of the Company, and discussion of the accounts with the external auditors and management prior to their submission to the Board.
- the assessment of management’s policies and procedures which deal with the adequacy and effectiveness of internal controls over the Company’s accounting and financial reporting systems.
- the review of any changes in accounting policies or practices and subsequent effects on the financial accounts of the Group.
- the review of any accruals, provisions or estimates which are subject to judgment and significantly affect the financial accounts, as well as other sensitive matters, such as the appropriateness and disclosure of related party transactions.
- the consideration of any other matter which, in its judgment, should be taken into account in reaching its recommendations to the Board concerning the approval of the financial accounts.
- the review of the audit plans for the external auditors.
- the review of the planned external audit scope to ascertain the extent to which it can be relied upon to detect weaknesses in internal control, fraud, other illegal acts or non-compliance with other legal requirements.
- the review of the findings of the external auditors, all management letters issued by the external auditors, and any significant recommendations by the external auditors to strengthen the internal controls and reporting systems of the Group.
- the review of the independence of the external auditor, including any proposals for the external auditor to provide non-audit services and whether it might compromise the independence of the external auditor.
- the review, jointly with management, of the performance of the external auditors, including to ensure that there are no unresolved issues between the parties that could materially affect the audited financial accounts and that there is a good working relationship between management and the auditors.
- the review, with management, of the terms of the external audit engagements in order to make recommendations to the Board concerning the appointment, re-appointment, removal and remuneration of the external auditors, including rotation of the audit engagement partner.

- the assessment, at least annually, of the effectiveness of the Company's risk management framework in identifying business and financial risks (including contemporary and emerging risks) and controlling their impact, and that the Company is operating with due regard to the risk appetite set by the Board.
- making recommendations to the Board in relation to changes that should be made to the Company's risk management framework or to the risk appetite set by the Board.
- reviewing and making recommendations to the Board in relation to any material incident involving fraud or a break-down of the Company's internal controls and the lessons learned.
- reviewing and making recommendations to the Board in relation to the Company's disclosures regarding recognition and management of material business risks and governance.
- receiving and reviewing reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks.
- oversight of the Company's business continuity and crisis management processes.
- ratifying the appointment or removal of the head of the group assurance function, the scope and adequacy of the internal audit work plan, and the independence, objectivity and performance of the group assurance function.
- receiving and reviewing reports from group assurance on its reviews of the adequacy of the Company's processes for managing risk.
- reviewing and monitoring the responsiveness of management to the findings and recommendations made by the external auditor and the Company's group assurance function.

The Committee shall have no executive powers, unless formally delegated with specific powers, by resolution of the Board.

3. Structure

The Committee shall be structured in accordance with the Board Charter and shall:

- consist of at least three members, all of whom are non-executive directors and a majority of whom are independent directors.
- be chaired by an independent director, who is not the Chair of the Board.
- consist of members that, between them, have the necessary accounting and financial expertise and technical knowledge as well as a sufficient understanding of the industry in which the Company operates.

The Board may determine the appointment of any member of the Committee at any time.

The Chief Financial Officer or his nominee may be invited to attend all meetings of the Committee.

The external auditors of the Company may be invited to attend meetings of the Committee.

The Committee may invite such other parties to attend meetings as deemed appropriate.

The Company Secretary shall act as secretary for all meetings of the Committee.

4. Meetings

The Committee shall meet twice yearly to review the financial accounts and information that is to be approved by the Board for subsequent publication and shall hold additional meetings as it deems necessary.

At a meeting of the Committee, the number of directors whose presence is necessary to constitute a quorum shall be two.

Any member of the Committee, the Chief Financial Officer or the auditors may request the Chair to convene a meeting of the Committee at any time. That request shall be in writing and include an outline of the purpose for that meeting.

The Chair shall convene a meeting for a date no later than 21 days after receipt of that request.

5. Access to Information and Independent Advice

The Committee members have the authority to seek any information they reasonably require from any employee of the Group as considered necessary to discharge their responsibilities as Committee members and all employees must comply with such requests, and may interview management and internal and external auditors (with or without management present).

The Committee members may take such independent legal, financial and other advice as they consider necessary. The cost of the advice shall be borne by the Company, subject to the prior approval of the Chair of the Board.

6. Reports to the Board

The Committee shall keep the Board informed of its activities through the minutes of all its meetings and shall formally advise the Chair of the Company of any matters or recommendations requiring attention by the Board.

7. Self Assessment

The Committee shall assess its effectiveness regularly, and at least annually, with a view to ensuring that its performance accords with Best Practice. The Board will determine the manner and form of the performance evaluation and it will form part of the overall Board effectiveness review.

The Committee will review this Charter annually. Any amendments to the Charter must be approved by the Board.

This Charter was approved, by way of a Resolution, in the Meeting of the Board dated 22 June 2023.



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Chair of the Board