

Countryside Properties PLC

(the “Company”)

Terms of Reference: Audit Committee

As approved by the Board of Directors of the Company on 25 October 2016

References to the “**Committee**” shall mean the Audit Committee.

References to the “**Board**” shall mean the board of directors of the Company.

References to the “**Committee Chairman**” shall mean the chairman of the Committee.

References to the “**Committee Secretary**” shall mean the secretary of the Committee.

References to the “**Group**” shall mean the Company together with its subsidiary undertakings.

References to the “**Code**” shall mean the UK Corporate Governance Code, as amended.

1 Membership

- 1.1 The Committee shall comprise at least three members. Members of the Committee shall be appointed by the Board, on the recommendation of the nomination committee in consultation with the Committee Chairman.
- 1.2 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 bodies. The chairman of the Board shall not be a member of the Committee.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, the external auditor, finance director and internal auditor 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.
- 1.4 Appointments to the Committee shall be for a period of up to three years, extendable by no more than two additional three-year periods, subject to the annual re-election of directors and provided the members continue to be independent.
- 1.5 The Board shall appoint the Committee Chairman. 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.

2 Secretary

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

3 Quorum

- 3.1 The quorum necessary for the transaction of business shall be two members of the Committee.
- 3.2 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.

4 Frequency of Meetings

- 4.1 The Committee shall meet at least three times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.
- 4.2 Outside of the formal meeting programme, the Committee chairman will maintain a dialogue with key individuals involved in the Company's governance, including the Board chairman, the chief executive, the finance director, the external audit lead partner and the head of internal audit.

5 Notice of Meetings

- 5.1 Meetings of the Committee shall be convened by the Committee 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. Meetings may be held in person, or over the telephone.
- 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, no later than four 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.

6 Minutes of Meetings

- 6.1 The Committee Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance. The Committee Secretary shall also ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and to nominated recipients as soon as practicable after the meeting. Once approved, 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 Chairman.

7 Annual General Meeting

The Committee Chairman should attend the annual general meeting of the Company (the "AGM") to answer questions from shareholders on the Committee's activities and responsibilities.

8 Responsibilities

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

8.1 Financial Reporting

- 8.1.1 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 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, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature.

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

- (i) the consistency of, and any changes to, significant accounting policies both on a year on year basis and across the Company and the 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;
- (iv) the clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made;
- (v) 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;
- (vi) the basis on which the Group has been determined to be a going concern;
- (vii) any significant implement adjustments resulting from the audit;
- (viii) any misstatements reported to the Committee by the external auditor that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted; and
- (ix) any taxation or litigation matters.

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

8.2 Narrative Reporting

Where requested by the Board, the Committee should 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 shareholders to assess the Company's position and performance, business model and strategy.

8.3 Internal Controls and Risk Management Systems

The Committee shall:

- 8.3.1** keep under review the effectiveness of the Company's internal financial controls and internal control and risk management systems;
- 8.3.2** review and approve the statements to be included in the annual report concerning internal controls and risk management; and
- 8.3.3** at least annually, carry out a review of the effectiveness of the Company's internal control and risk management systems, and report on that review to the Board on the statement to be included in the annual report.

8.4 Compliance, Whistleblowing and Fraud

The Committee shall:

- 8.4.1 review the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence, 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;
- 8.4.2 review the Company's procedures for detecting fraud;
- 8.4.3 review the Company's systems and controls for the prevention of bribery, money laundering and receive reports on non-compliance; and
- 8.4.4 keep under review the adequacy and effectiveness of the Company's compliance function.

8.5 Internal Audit

The Committee shall:

- 8.5.1 approve the appointment or termination of appointment of the provider of internal audit;
- 8.5.2 review and approve the charter 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;
- 8.5.3 ensure the internal auditor has direct access to the chairman of the Board and to the Committee Chairman, and is accountable to the Committee;
- 8.5.4 where appropriate, meet separately with any of the executive directors without any other executive director being present;
- 8.5.5 ensure there is appropriate coordination between the internal audit function and the external auditors;
- 8.5.6 review and assess the annual internal audit work plan;
- 8.5.7 receive a report on the results of the internal auditor's work on a periodic basis and ensure appropriate action is taken on issues raised in such reports;
- 8.5.8 review and monitor management's responsiveness to the internal auditor's findings and recommendations to ensure that appropriate actions are taken;
- 8.5.9 meet the head of internal audit at least once a year, without the presence of management; and
- 8.5.10 monitor and review the effectiveness of the Company's internal audit function in the context of the Company's overall risk management system.

8.6 External Audit

The Committee shall:

- 8.6.1 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;
- 8.6.2 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;
- 8.6.3 if an auditor resigns, investigate the issues leading to this and decide whether any action is required;
- 8.6.4 oversee the relationship with the external auditor including (but not limited to):
 - (i) recommendations on their remuneration, whether fees for audit or non-audit services, and that the level of fees is appropriate to enable an effective and high quality 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 relevant UK professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
 - (iv) 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) which could adversely affect the auditor's independence and objectivity;
 - (v) agreeing with the Board a policy on the employment of former employees of the Company's auditor, and monitoring the implementation of this policy;
 - (vi) 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;
 - (vii) 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 its own internal quality procedures;
 - (viii) seeking to ensure co-ordination with the activities of the internal audit function; and
 - (ix) 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 the Company's present auditor from the market in that evaluation.

- 8.6.5 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;
- 8.6.6 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; and
- 8.6.7 review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
 - (i) a discussion of any major issues which arose during the audit;
 - (ii) key accounting and audit judgements;
 - (iii) levels of errors identified during the audit;
 - (iv) critical accounting policies; and
 - (v) the effectiveness of the audit process.
- 8.6.8 be responsible for ensuring the resolution of any disagreements between management and the external auditor regarding financial reporting;
- 8.6.9 review the management representation letter before signature.

The Committee shall also:

- 8.6.10 review any representation letter(s) requested by the external auditor before they are signed by management;
- 8.6.11 review the management letter and management's response to the auditor's findings and recommendations; and
- 8.6.12 develop and implement a 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, and keep such policy under review.

9 Reporting Responsibilities

- 9.1 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:
 - 9.1.1 the significant issues that it considered in relation to the financial statements (required under paragraph 8.1.1) and how these were addressed;
 - 9.1.2 its assessment of the effectiveness of the external audit process (required under paragraph 8.6.4(vii)) and its recommendation on the appointment or reappointment of the external auditor; and
 - 9.1.3 any other issues on which the Board has requested the Committee's opinion.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

- 9.3** The Committee shall compile a report on its activities to be included in the Company's annual report. The report should include:
- 9.3.1** an explanation of how the Committee has addressed the effectiveness of the external audit process and the approach taken to the appointment or re-appointment of the external auditor, and information on the length of tenure of the current audit firm and when a tender was last conducted;
 - 9.3.2** 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
 - 9.3.3** if the external auditor provides non-audit service, an explanation of how auditor objectivity and independence are safeguarded.
- 9.4** In compiling the reports referred to in 9.1 and 9.3, the Committee should exercise judgment 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 Company is a going concern. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts, but could provide cross-references to that information.
- 9.5** The Committee shall assist the directors of the Board in discharging their duty:
- 9.5.1** to confirm in the annual report that they have carried out a robust assessment of the principal risks facing the Company, and explain how those risks are being managed or mitigated; and
 - 9.5.2** to state whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over a stated period of assessment, explaining why they consider that period to be appropriate.

10 Other Matters

The Committee shall:

- 10.1** have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 10.2** 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;
- 10.3** give due consideration to laws and regulations, including the general duties of directors set out in the Companies Act 2006, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate;
- 10.4** be responsible for co-ordination of the internal and external auditors;
- 10.5** oversee any investigation of activities which are within its terms of reference;
- 10.6** work and liaise as necessary with all other Board committees;
- 10.7** 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;

10.8 make publicly available its terms of reference, explaining clearly the role of the Committee and the authority delegated to it by the Board.

11 Authority

The Committee is authorised to:

11.1 investigate any activity within its terms of reference;

11.2 seek any information it requires from any employee of the Company in order to perform its duties;

11.3 obtain, at the Company's expense, outside legal, accounting or other professional advice on any matter it believes it necessary to do so;

11.4 call any employee to be questioned at a meeting of the Committee as and when required; and

11.5 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.