

POLYPIPE GROUP PLC

AUDIT COMMITTEE – TERMS OF REFERENCE

POLYPIPE GROUP PLC (the "Company")

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CONSTITUTION

- 1.** The Audit Committee (the "**Committee**") shall consist of a minimum of 3 members appointed by the Board of the Company (the "**Board**") on the recommendation of the Nomination Committee and in consultation with the Chairman of the Committee, membership being confined to independent non-executive directors. The Chairman of the Committee, who shall be an independent non-executive director, shall be appointed by the Board on the recommendation of the Nomination Committee which shall determine the period for which he/she shall hold office. 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. The Chairman of the Board shall not be a member of the Committee.
- 2.** Appointments to the Committee shall be for a period for up to three years, which may be extended by no more than two further three year periods, provided the members continue to be independent.
- 3.** 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 and shall minute the proceedings and discussions of all meetings of the committee, including recording the names of those present and in attendance.
- 4.** At least one member of the Committee should have recent and relevant financial experience ideally with a professional qualification from one of the professional accountancy bodies. The Committee as a whole should have competence relevant to the sector in which the company operates.
- 5.** The quorum for decisions of the Committee shall be any 2 members. 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.** Only members of the Committee have the right to attend Committee meetings. It is for the Committee to decide if non-members should be invited to attend as and when appropriate and necessary. However, it is expected the external auditor and finance director will be invited to attend meetings of the Committee on a regular basis.

ROLE

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

7.1 Financial reporting

7.1.1 The Committee shall monitor the integrity of the financial statements of the Company including its annual and half-yearly reports, interim management statements (if applicable), preliminary results' announcements (if applicable) and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain having regard to matters communicated to it by the external 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.

7.1.2 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/Group;
- (b) the methods used to account for significant or unusual transactions where different approaches are possible;
- (c) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
- (d) the clarity of disclosure in the Company's financial reports and the context in which statements are made; and
- (e) 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).

7.1.3 The Committee shall review the annual financial statements of the pension funds where not reviewed by the Board as a whole.

7.1.4 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.

7.2 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 performance, business model and strategy.

7.3 Internal controls and risk management systems

The Committee shall:

- 7.3.1** keep under review the adequacy and effectiveness of the Company's internal financial controls and internal control and risk management systems; and
- 7.3.2** review and approve the statements to be included in the annual report concerning internal controls, risk management and the viability statement.

7.4 Compliance, whistleblowing and fraud

The Committee shall:

- 7.4.1** review the adequacy and security of the Company's arrangements for its employees to raise concerns, in confidence, about possible improprieties 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;
- 7.4.2** review the Company's procedures for detecting fraud; and
- 7.4.3** review the Company's systems and controls for the prevention of bribery and receive reports on any non-compliance.

7.5 Internal audit

The Committee shall be responsible for:

- 7.5.1** ensuring the Company has appropriate arrangements for the internal audit of key processes and controls;
- 7.5.2** agreeing the annual internal audit plan;
- 7.5.3** reviewing the internal audit reports and the follow-up to points raised;
- 7.5.4** ensuring that the internal audit function has unrestricted scope and access to

information to enable it to fulfil its annual internal audit plan; and

7.5.5 confirming that it is satisfied that the quality, experience and expertise of internal resource is appropriate for the business.

7.6 External Audit

The Committee shall:

7.6.1 consider and make recommendations to the Board, to be put to shareholders for approval at the annual general meeting, in relation to the appointment, re-appointment and removal of the Company's external auditor. The Committee shall oversee the selection process for a new external auditor and if an external auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required;

7.6.2 ensure that at least once every ten years the audit services contract is put out to a competitive tender to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent external 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;

7.6.3 rotate the external auditor after 20 years, provided a public tender is carried out after 10 years;

7.6.4 oversee the relationship with the external auditor including (but not limited to):

- (a) to influence the appointment of the audit engagement partner;
- (b) to ensure rotation of the audit engagement partner after five years, with the flexibility of an additional two years if it is considered necessary to maintain audit quality and the extension is disclosed to the shareholders;
- (c) to ensure rotation of other key audit partners after seven years;
- (d) 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;

- (e) negotiating the terms of the statutory audit services agreement, including any engagement letter issued at the start of each audit and the scope of the audit;
- (f) assessing annually their independence and objectivity and monitoring the auditor's independence throughout the year taking into account relevant UK law, professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
- (g) 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);
- (h) agreeing with the Board a policy on the employment of former employees of the Company's external auditor, then monitoring the implementation of this policy;
- (i) monitoring the external auditor's compliance with the 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;
- (j) assessing annually the qualifications, expertise and resources of the external auditor and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures and seek to ensure the rotation of the engagement quality control reviewer after seven years;
- (k) seeking to ensure co-ordination with the activities of the internal audit function;
- (l) considering the risk of the withdrawal of the Company's present external auditor from the market; and
- (m) 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 external auditor from the market in that evaluation.

7.6.5 meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage;

7.6.6 review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;

7.6.7 review the findings of the audit with the external auditor. This shall include but not be limited to, the following:

- (a) a discussion of any major issues which arose during the audit;
- (b) any accounting and audit judgements;
- (c) levels of errors identified during the audit; and
- (d) the effectiveness of the audit process.

7.6.8 The Committee shall also:

- (a) review any representation letter(s) requested by the external auditor before they are signed by management;
- (b) review the management letter and management's response to the external auditor's findings and recommendations; and
- (c) develop, implement and oversee the Company's policy on the supply of non-audit services (including those services which are expressly prohibited) by the external auditor, taking into account any relevant ethical guidance on the matter and to report to the board, identifying any matters in respect of which it considers that action or improvement is required.

7.7 Reporting Responsibilities

7.7.1 All proceedings of the Committee shall be reported formally to the Board by the Committee Chairman.

7.7.2 The Committee Chairman shall also formally report to the Board on how it has discharged its responsibilities. This report shall include:

- (a) the significant issues that it considered in relation to the financial statements (required under paragraph 7.1.1) and how these were addressed;
- (b) its assessment of the effectiveness of the external audit process (required under paragraph 7.6.4 (g)) and its recommendation on the appointment or reappointment of the external auditor; and

- (c) any other issues on which the Board has requested the Committee's opinion.

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

7.7.4 The Committee shall compile a report on its activities to be included in the Company'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 external auditor; and all other information requirements set out in the UK Corporate Governance Code.

7.7.5 In compiling the reports referred to in 7.7.2 and 7.7.4, the Committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant. This should include at least those matters that have informed the Board's assessment of whether the Company is a going concern and its assessment of the Company's prospects and its expectations as to the Company's viability. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts, but could provide cross-references to that information.

7.8 Other matters

7.8.1 The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- (b) 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;
- (c) give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure and Transparency Rules as appropriate;
- (d) be responsible for co-ordination of the internal and external auditors;

- (e) oversee any investigation of activities which are within its terms of reference; and
- (f) work and liaise as necessary with all other Board committees.

PROCEDURE

8. The Company's external auditors, the Company's Chairman, Chief Executive and/or Finance Director may attend and speak at meetings of the Committee at the invitation of the Committee. Other persons may be called upon or shall be able to speak by prior arrangement with the Chairman of the Committee. At least once each year representatives of the Company's external auditors shall meet the Committee without any executive directors being present, to discuss the external auditor's remit and any issues arising from the audit.
9. The Committee shall meet at least three times each year and at such other times as the Chairman of the Committee shall require.
10. Outside of the formal meeting programmes, the Chairman of the Committee 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.
11. The Company's external or internal auditor may request a meeting if they consider it necessary. Meetings may also be called by the Secretary of the Committee at the request of any member of the Committee.
12. At least 5 working days' notice of any meeting of the Committee shall be given, although such notice period may be waived or shortened with the consent in writing of all the members of the Committee for the time being. Notice of the meeting shall confirm the venue, time and date together with an agenda of items to be discussed. Notice shall be sent to each member of the Committee, any other person required to attend and all other non-executive directors. Supporting papers shall be sent to Committee members and to other attendees as appropriate at the same time.
13. The minutes of the meeting of the Committee shall be circulated to all members of the Committee and, once agreed, to the Board unless it would be inappropriate to do so in the opinion of the Committee Chairman.
14. The Chairman of the Committee shall attend the Company's Annual General Meeting prepared to respond to any shareholder questions on the Committee and its activities and responsibilities.
15. The Committee is authorised:

- 15.1 to investigate any activity within its terms of reference and seek directly any information it requires from any employee or contractor of the Company (all such persons being directed to co-operate with any such request by the Committee);
- 15.2 to obtain outside legal or other independent professional advice at the cost of the Company to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary (but such persons shall not be members of the Committee); and
- 15.3 to call any employee to be questioned at a meeting of the Committee as and when required.
16. The Committee shall conduct an annual review of its work, constitution, performance and these terms of reference to ensure it is operating at maximum effectiveness and shall make recommendations for any changes to the Board.
17. References in these terms of reference to the "**Group**" mean the Company, its subsidiaries and its subsidiary undertakings.

APPROVAL

18. These terms of reference were adopted by the Board on 23 November 2016.

These terms of reference should be made available on the Company's website:
www.polypipe.com