

**PICTON PROPERTY INCOME LIMITED**

**TERMS OF REFERENCE - AUDIT & RISK COMMITTEE**

**APPROVED ON 19 MAY 2025**

**1. Constitution**

- 1.1. The Audit and Risk Committee (the 'Committee') is constituted as a Committee of the Board of Directors of Picton Property Income Limited (the 'Company'), to assist the Board of the Company and its subsidiaries (the 'Group') in its oversight responsibilities.
- 1.2. The Committee may from time to time investigate, discuss or review matters outside its terms of reference if required to do so by the Board.

**2. Authority**

- 2.1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any service providers and all service providers are directed to co-operate with any request made by the Committee.
- 2.2. The Committee is authorised by the Board at the Company's expense, to obtain external legal or professional advice and to secure the attendance of anyone it considers has relevant experience, expertise or knowledge.

**3. Membership**

- 3.1. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee, in consultation with the Chair of the Committee. The Committee shall be made up of at least three members. The Chair of the Company may not be a member of the Committee but will be expected to attend meetings in an observer capacity.
- 3.2. All members of the Committee shall be independent non-executive directors.
- 3.3. Unless otherwise determined by the Board, a director shall be deemed to be 'independent' for the purposes of these terms of reference if they would be deemed to be 'independent' under the 2018 UK Corporate Governance Code.
- 3.4. Only members of the Committee have the right to attend Committee meetings. However, the Chief Financial Officer, and the internal auditor and external auditor will be invited to attend on a regular basis. Other individuals such as representatives of the Company's management may be invited to attend all or part of any meeting as and when appropriate.
- 3.5. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods, provided the members continue to be independent.
- 3.6. The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy at a committee meeting, the remaining members present shall elect one of themselves to chair the meeting.
- 3.7. At least one member of the Committee must have recent and relevant financial experience, to the satisfaction of the Board.

3.8. Each member of the Committee shall disclose to the Committee:

(a) any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or

(b) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Committee in relation to which such interests exist and from participating in the discussion concerning such resolutions and (if so requested by the Board) shall resign from the Committee.

#### 4. **Secretary**

The Company Secretary or their 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.

#### 5. **Quorum**

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

#### 6. **Meetings**

The members may convene the Committee, meet together for the despatch of business and otherwise regulate their meetings as they think fit.

#### 7. **Frequency of Meetings**

The Committee shall meet at least two times a year at appropriate times in the reporting and audit cycle and otherwise as required.

#### 8. **Notice of Meetings**

8.1. Meetings of the Committee shall be summoned by the Secretary at the request of any of its members or at the request of external or internal auditors if they consider it necessary.

8.2. 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 and any other person invited to attend, 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.

#### 9. **Minutes of Meetings**

9.1. The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

9.2. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

9.3. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and once agreed to all members of the Board unless, exceptionally in the opinion of the Committee Chair, it would be inappropriate to do so.

## 10. **Annual General Meeting**

The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

## 11. **Duties**

The Committee should have oversight of the Group as a whole and carry out the duties below for the Company, major subsidiaries of the Company and the Group as appropriate.

### 11.1. *Financial Reporting*

11.1.1. The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, preliminary results announcements and any other formal announcements relating to its financial performance, and review and report to the Board on significant financial reporting issues and significant judgements which they contain having regard to matters communicated to it by the external auditor.

11.1.2. The Committee shall review and challenge where necessary:

- (a) the assumption that the Group is a going concern;
- (b) the consistency of, and any changes to, significant accounting policies;
- (c) the methods used to account for significant or unusual transactions where different approaches are possible;
- (d) whether the Group has followed appropriate accounting policies and made appropriate estimates and judgements, taking into account the views of the external auditor and report to the Board accordingly;
- (e) any reconciliation between the half yearly and annual net asset values and the published net asset values;
- (f) the clarity and completeness of disclosure in the Group's financial reports and the context in which statements are made;
- (g) 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);
- (h) disclosures in the Group's financial reports regarding (i) sustainability and (ii) climate-related risks, and whether these are in accordance with the Task Force on Climate-related Financial Disclosures;
- (i) significant adjustments resulting from the audit; and
- (j) compliance with regulatory and legal requirements (including the requirements of the FCA's Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules sourcebook, and the Companies (Guernsey) Law, 2008, as amended).

11.1.3. The Committee shall review the basis upon which the net asset value of an ordinary share is published quarterly.

11.1.4. The Committee shall review the suitability of the accounting standards adopted by the Group.

11.1.5. The Committee shall review arrangements by which service providers of the Group may, in confidence, raise concerns about possible improprieties in the matter of financial reporting or other matters. The Committee's objective should be to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.

## 11.2. Narrative Reporting

11.2.1. 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 and whether it informs the Board's statement in the annual report on these matters that is required under the Code.

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

The Committee shall

11.3.1. Keep under review the Company's internal control systems that identify, assess, manage and monitor risks, and other internal control and risk management systems.

11.3.2. review and approve the statements to be included in the annual report concerning internal control, risk management, including the assessment of principal risks and emerging risks, and the viability statement.

11.3.3. The Committee, in adopting the Risk Management Policy, will review, consider and discuss the information it receives from the executive management of the Group ('Executive Management') and external service providers in order to identify, measure, manage, monitor, evaluate and oversee the risks relating to the Group, including climate-related risks, using such qualitative and quantitative metrics as may be appropriate, such as stress and scenario testing, and advise the Board of such risks accordingly. This will include monitoring in a sufficiently accurate and timely manner, the actions being taken or to be taken to mitigate those risks and the impact on the Group's current and future capital position. The Committee shall give guidance to the Board in respect of the information it receives from the Executive Management and external service providers, comprising inter alia:

- Corporate Strategy and Performance
- Portfolio strategy
- Capital management
- Financial Reporting, Control and Accounting
- Tax
- Environmental, social and governance matters

- Regulatory Compliance
- Fraud and Other Matters

11.3.4. The Committee will evaluate the risk profile and risk appetite of the Group on a periodic basis and shall ensure that they are aligned with its objectives. In preparing its advice to the Board on the Group's overall risk appetite, risk profile and risk strategy, the Committee shall take in to account the current and prospective macroeconomic and financial environment, and appropriate climate-related scenarios.

11.3.5. The Risk Management Policy will be reviewed at least once a year and revised as necessary.

11.3.6. The Committee will advise the Board upon the embedding and maintenance throughout the Group, of the Risk Management Policy and is to be satisfied that the business is effectively identifying, measuring, managing and monitoring its risk to ensure:

- Current and key risks are identified, assessed and effectively managed;
- Management action plans to monitor and mitigate key risks are being implemented effectively;
- Material incidents with Group-wide implications are managed effectively, that remedial action is taken, and systems and processes are implemented to mitigate risks; and
- To provide any relevant service providers with the risk protocol as defined and as documented in the Risk Management Policy.

11.3.7. The Committee shall oversee and seek suitable assurance regarding:

- (a) The risk exposures of the Company, including risk to the Company's business model, and solvency and liquidity risks.
- (b) The adequacy and effectiveness of the Company's processes and procedures to manage risk and the internal control framework, including the design, implementation and effectiveness of those systems.
- (c) The ability of the Company's risk management and internal control systems to identify the risks facing the Company and enable a robust assessment of principal risks.
- (d) The Company's capability to identify and manage new and emerging risks.
- (e) The effectiveness and relative costs and benefit of particular controls.
- (f) The effectiveness of management's processes for monitoring and reviewing the effectiveness of risk management and internal control systems and ensuring corrective action is taken when necessary.
- (g) The Company's ability to reduce the likelihood of principal risks materialising and the impact on the business of risks that do materialise.
- (h) The appropriateness of the Company's values and culture and reward systems for managing risk and internal controls, and the extent to which the culture and values are embedded at all levels of the Group.

#### 11.4. Compliance, speaking-up and fraud

The Committee shall

11.4.1. review the adequacy and security of the Company's arrangements for its employees, contractors and external parties 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.

11.4.2. review the Company's procedures for detecting fraud.

11.4.3. review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance.

#### 11.5. *External Audit*

The Committee shall:

11.5.1. consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, remuneration, re-appointment and removal of the Group's external auditor.

11.5.2. The Committee shall oversee the selection process for new auditors and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required.

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

- (a) approval of 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;
- (b) approval of their terms of engagement including any engagement letter issued at the start of each audit and the scope of the audit;
- (c) assessing annually their independence and objectivity taking into account relevant UK and Guernsey professional and regulatory requirements and the relationship with the auditor as a whole, including any threats to the auditor's independence and the safeguards applied to mitigate those threats, including the provision of any non-audit services;
- (d) satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the Group (other than in the ordinary course of business);
- (e) monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the Group compared to the overall fee income of the firm, office and partner and other related requirements; and
- (f) 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.

11.5.4. meet the external auditor at least once a year, without Executive Management being present, to discuss their remit and any issues arising from the audit.

- 11.5.5. review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement.
- 11.5.6. 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) a discussion of any problems or reservations arising from the audit (whether interim (if applicable) or final);
  - (c) any significant accounting judgements;
  - (d) levels of errors identified during the audit; and
  - (e) any matters which the auditors wish to discuss;
- 11.5.7. monitor and review the effectiveness of the audit and the performance of the auditor.
- 11.5.8. review any representation letter(s) requested by the external auditor before they are signed by any director or the Company Secretary.
- 11.5.9. review Executive Management's response to the auditor's findings and recommendations.
- 11.5.10. develop and implement a policy on engagement of the external auditor to supply non-audit services, taking into account any relevant ethical guidance regarding the provision of non-audit services by the external audit firm, and to report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken; and
- 11.5.11. determine policies for the rotation of the external audit partner and for the tender or rotation of the external audit firm and recommend these to the Board.
- 11.5.12. review the findings of the external auditor and discuss with the external auditor any problems or reservations arising from any additional services provided and any matters which the auditor wishes to discuss.
- 11.5.13. provide recommendations to the Board on the appointment of the external auditor and on any questions of resignation or dismissal.
- 11.5.14. approve any appointment of the external auditor to carry out any non-audit work on behalf of the Group.

## 11.6. *Internal Audit*

The Committee shall:

- 11.6.1. Approve and review the appointment and removal of a third-party provider of Internal Audit services.
- 11.6.2. Approve the remuneration of the third-party provider of Internal Audit services.



- 11.6.3. Monitor and review management's responsiveness to the third-party Internal Audit service provider's findings and recommendations.
- 11.6.4. Review and approve the Internal Audit plan to ensure that it is aligned to the key risks of the business and ensure that the third-party Internal Audit service provider has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with relevant professional standards.
- 11.6.5. Monitor and assess, on an annual basis, the role and effectiveness of the third-party Internal Audit services provider and their independence.
- 11.6.6. Receive regular reports from the third-party Internal Audit services provider, together with findings and recommendations for improvement on work carried out and ensure the Board is made aware of significant issues.

#### 11.7. *Reporting Responsibilities*

- 11.7.1. The Chair of the Committee 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, including the nature and content of its discussion, recommendations and action to be taken.
- 11.7.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 11.7.3. The Committee shall produce a report to be included in the Company's Annual Report describing the work of the Committee.

#### 11.8. *Other Matters*

The Committee shall:

- 11.8.1. have access to sufficient resources in order to carry out its duties, including access to the Company's secretariat for assistance as required;
- 11.8.2. to consider whether the accounting policies of the Group are in accordance with the law and accounting standards and to report to the Board accordingly and given due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the FCA's Listing Rules as appropriate;
- 11.8.3. oversee any investigation of activities which are within its terms of reference and act as a court of the last resort;
- 11.8.4. at least once a year, review its own performance, 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;
- 11.8.5. have the authority to investigate any matter within its terms of reference (and shall have the resources which it needs to do so) and to seek any information it requires from any associate of the Group. The Committee is authorised to take such independent professional advice (including



legal advice) and to secure the attendance of outsiders with relevant expertise or experience as it considers necessary;

11.8.6. have no executive powers with regard to its findings and recommendations; and

11.8.7. consider other matters as specified by the Board.

