

CAB PAYMENTS HOLDINGS PLC (“CPH”)

and

CROWN AGENTS BANK LIMITED (“CAB”)

(the “Companies”)

TERMS OF REFERENCE FOR THE JOINT AUDIT COMMITTEE

(approved by the Boards of Directors of CPH and CAB on 23 October 2025)

1. APPLICATION

- 1.1 The Audit Committees of CPH and CAB have identical membership and sit jointly, save in circumstances where it would be inappropriate to do so. Such circumstances include, without limitation, where there is a potential conflict of interest between CPH and CAB.
- 1.2 Where a joint meeting of the Audit Committee takes place, these Terms of Reference shall apply. Where the Audit Committee of CPH or CAB sits separately, these Terms of Reference shall apply save where, due to legal or other reasons considered appropriate by the members, they cannot or should not apply.
- 1.3 For the purpose of these Terms of Reference the term ‘Board’ shall mean, when the Audit Committee is sitting as a joint Audit Committee, the Boards of each of CPH and CAB. Where the Audit Committee is sitting as either an Audit Committee of CPH or CAB individually then it shall mean the relevant Board of CPH or CAB only. CPH and its subsidiaries shall together mean, the **Group**.

2. MEMBERSHIP

- 2.1 Members of the Audit Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the chair of the Audit Committee and shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members continue to be independent.
- 2.2 All members of the Audit Committee shall be independent non-executive directors. The Audit Committee shall consist of a minimum of three members, of which one member shall be the chair of the Risk Committee. At least one member shall have recent and relevant financial experience and competence in accounting and/or auditing and the Audit Committee as a whole shall have competence relevant to the sector in which the Group operates. The chair of the Board shall not be a member of the Audit Committee.
- 2.3 The chair of the Audit Committee shall be appointed by the respective boards of CPH and CAB on the recommendation of the Nomination Committee and shall be an independent non-executive director from among the members of the Audit Committee. In the absence of the chair of the Audit Committee (and/or an appointed alternate member), the members present at any meeting of the Audit Committee shall elect one of their number to chair the meeting.
- 2.4 If any member of the Audit Committee is unable to act for any reason, subject to paragraph 2.1, the chair of the Audit Committee may appoint any other independent non-executive director of the Companies (agreed by the other members of the Audit Committee) to act as that member’s alternate.

2.5 The Company Secretary, or their nominee, shall act as the secretary of the Audit Committee and shall attend all of its meetings. The Secretary will ensure that the Audit Committee (and invitees as appropriate) receive information and papers in a timely manner to enable full and proper consideration to be given to issues.

2.6 Only members of the Audit Committee have the right to attend and vote at committee meetings. However, the Chief Executive Officer, Chief Financial Officer, Chief Risk Officer, and representatives of the internal auditor and the external auditor may be invited to attend and address meetings of the committee on a regular basis and other individuals may be invited to attend all or part of any meeting as and when appropriate and necessary.

3. QUORUM

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

4. FREQUENCY OF MEETINGS

4.1 The Audit Committee shall meet at least four times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required. Decisions may be taken by the committee without a meeting if all of the members of the committee provide their approval in writing.

4.2 Outside of the formal meeting programme, the committee chair, and to a lesser extent other committee members, will maintain a dialogue with key individuals involved in the Group's governance, including the Board chair, the Chief Executive Officer, the Chief Financial Officer, the internal head of audit and the external audit lead partner.

5. NOTICE OF MEETINGS

5.1 Meetings of the Audit Committee shall be convened by the secretary of the committee at the request of the committee chair or any of its members, or at the request of external or internal auditors if they consider it necessary.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time, and date together with an agenda of items to be discussed and supporting papers, where appropriate, shall be forwarded to each member of the Audit Committee and any other person required to attend no later than five working days before the date of the meeting. All reasonable efforts shall be made to give notice of meetings of the Audit Committee to all members of it and to arrange such meetings so that members are able to attend them.

6. MINUTES OF MEETINGS

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

6.2 Draft minutes of Audit Committee meetings shall be circulated to all members of the committee.

7. ENGAGEMENT WITH SHAREHOLDERS

7.1 In relation to CPH, the chair of the Audit Committee should attend the annual general meeting to answer any shareholder questions on the committee's activities.

8. DUTIES

- 8.1 In relation to CPH, the Audit Committee should have oversight of the Group as a whole and, unless required otherwise by regulation, carry out the duties below for major subsidiary undertakings and the Group as a whole, as appropriate.
- 8.2 In relation to CAB, the Audit Committee should have oversight, monitor, and give advice to the Board on matters relating to financial reporting and internal financial controls, in particular reviewing:
- (a) the integrity of the financial statements and Pillar 3 disclosures;
 - (b) the effectiveness of the Internal Audit Function (**IAF**) and the external auditor;
 - (c) the effectiveness of internal controls and risk management systems regarding the financial reporting of CAB;
 - (d) such other matters as may be referred to it by the Board; and
 - (e) such matters as it may think necessary or desirable.

The Committee members must act in accordance with the Directors' Duties as set out in sections 171 – 177 of the Companies Act 2006 (**Act**) when discharging their obligations as set out in these Terms of Reference.

Financial reporting

- 8.3 In items pertaining to CPH:
- (a) The Audit Committee shall monitor the integrity of the financial statements of CPH, including its annual and half-yearly reports, preliminary announcements, prospectuses and any other formal statements relating to its financial performance, and review and report to the Board on significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the internal and/or external auditor.
 - (b) In particular, the Audit Committee shall review and challenge where necessary:
 - (i) the application of significant accounting policies and any changes to them;
 - (ii) the methods used to account for significant or unusual transactions where different approaches are possible;
 - (iii) whether CPH has adopted appropriate accounting standards and policies and made appropriate estimates and judgements, taking into account the external auditor's views;
 - (iv) the clarity and completeness of disclosures in the financial statements and the context in which statements are made;
 - (v) all material information presented with the financial statements, including the strategic report and the corporate governance statements (insofar as such information relates to the audit and internal controls);
 - (vi) any significant adjustments or unadjusted audit differences resulting from the audit;

- (vii) the basis on which it has been determined as a going concern and the basis for CPH's long term viability statement, and make the corresponding recommendations to the Board;
 - (viii) compliance with accounting standards taking into account the view of the Group's external auditor; and
 - (ix) the assumptions or qualifications in support of the going concern statement including any material uncertainties as to its ability to continue as a going concern over a period of at least twelve months from the date of approval of the financial statements, and the longer-term viability statement, including an assessment of the prospects of CPH and the Group looking forward over an appropriate and justified period.
- (c) The Audit Committee shall review any other financial-related statements requiring Board approval which contain financial information, significant financial returns to regulators and any other financial information contained in certain other documents, such as announcements of a price sensitive nature, where to carry out a review prior to Board approval would be practicable and consistent with any prompt reporting requirements under any law or regulation including the Financial Conduct Authority's UK Listing Rules, Prospectus Regulation Rules Sourcebook or Disclosure Guidance and Transparency Rules Sourcebook. Where announcements of a price sensitive nature contain financial-related information that would fall under the Committee's usual remit, the Committee shall review these announcements for accuracy, ahead of their review by the Disclosure Committee.
- (d) Where the Audit Committee is not satisfied with any aspect of the proposed financial reporting by CPH, it shall report its views to the Board.
- (e) Where the Audit Committee is satisfied with the proposed financial reporting by CPH, it should make representations to the Board summarising how and why it reached that conclusion, before making a recommendation to the Board for approval.

8.4 In items pertaining to CAB, the Audit Committee shall monitor and challenge:

- (a) the financial reporting process, submitting recommendations or proposals to ensure its integrity;
- (b) the integrity of the CAB financial statements, annual reports and supporting disclosures such as Pillar 3 and going concern statements;
- (c) where necessary, the methods used to account for significant or unusual transactions;
- (d) appropriate accounting policies, practices and standards being followed; and
- (e) significant accounting judgments, estimates and adjustments.

Narrative reporting

8.5 In relation to CPH:

- (a) Where requested by the Board, the Audit Committee should review the content of the annual report and accounts, half-yearly reports, preliminary announcements, and other financial-related, price-sensitive and regulatory disclosures and advise the Board on whether, taken as a whole, it is fair, balanced and understandable.

- (b) The Audit Committee should also advise the Board whether the annual report and accounts provide the information necessary for shareholders to assess the 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 UK Corporate Governance Code (the **Code**), and the Act

Environmental, Social, Governance (ESG)

8.6 For the Group, the Committee shall:

- (a) have an understanding of the Group's ESG framework (and, where applicable, any company-specific frameworks applicable to either CPH or CAB);
- (b) review and monitor the effectiveness of internal control policies in relation to ESG matters;
- (c) oversee ESG reporting and climate change risk and opportunity-related disclosures, and any future disclosures as mandated by the Act or any other relevant law or regulations;
- (d) review internal audit reports on ESG matters, and determine the response to any findings, recommending to the Board where necessary. Continue to monitor the development of the capability and capacity of the internal audit function to perform its role with regards to the assurance of ESG matters; and
- (e) regularly review the requirement for independent assurance of ESG matters and, where necessary, appoint independent third parties to carry out assurance of the effectiveness of ESG-related policies and processes, as well as the accuracy of ESG reporting.

Internal audit

8.7 For the Group, the Audit Committee shall:

- (a) approve the appointment or termination of appointment of the head of internal audit or of the outsourced internal audit provider as appropriate;
- (b) review and approve the role and mandate of the head of internal audit, monitor and review the effectiveness of their work, and annually review and approve the internal audit scope ensuring it is appropriate for the current needs of the organisation. In relation to an outsourced internal audit function, the Audit Committee should oversee the selection process and their remuneration;
- (c) in liaison with the Risk Committee, review and approve the annual internal audit plan to ensure it is aligned to the key risks of the business and receive regular reports on work carried out. The Audit Committee shall pay particular attention to the areas in which the work of the risk, compliance, finance, internal audit and external audit functions may be aligned or overlapping and overseeing these relationships to ensure they are coordinated and operating effectively to avoid duplication;
- (d) ensure that the head of internal audit has unrestricted scope, the necessary resources and access to information to enable it to fulfil its mandate, ensure there is open communication between the different functions and that the head of internal audit evaluates the effectiveness of these functions as part of its internal audit plan, and ensure that the head of internal audit is equipped to perform in accordance with appropriate professional standards for internal auditors;

- (e) ensure the head of internal audit has direct access to the Board chair and to the committee chair, providing independence from the executive and accountability to the Audit Committee;
- (f) carry out an annual assessment of the effectiveness of the head of internal audit and as part of this assessment:
 - (i) meet with the head of internal audit without the presence of management to discuss the effectiveness of the function;
 - (ii) review and assess the annual internal audit work plan;
 - (iii) receive a report on the results of the head of internal audit's work;
 - (iv) determine whether it is satisfied that the quality, experience and expertise of the head of internal audit is appropriate for the business; and
 - (v) review the actions taken by management to implement the recommendations of the head of internal audit and to support the effective working of the head of internal audit;
- (g) monitor and assess the role and effectiveness of the head of internal audit in the overall context of the Companies' risk management systems and the work of compliance, finance and the external auditor;
- (h) keep under review the Companies' internal financial controls systems that identify, assess, manage and monitor financial risks and other internal control and risk management systems;
- (i) meet the head of internal audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out;
- (j) review the head of internal audit's reports and monitor management's responsiveness to the findings and recommendations of the head of internal audit to ensure the timely resolution of these findings;
- (k) consider whether an independent, third party review of the internal audit effectiveness and processes is appropriate; and
- (l) where external auditors are being considered to undertake aspects of the internal audit function, to consider the effect this may have on the effectiveness of the overall arrangements for internal control, the effect on the objectivity and independence of the external auditor and the head of internal audit and investor perceptions in this regard. Investor perceptions are likely to be influenced by:
 - (i) the reporting in the annual report on the nature and extent of the work being performed by the external auditor; and
 - (ii) whether, in the absence of internal audit work, the Audit Committee is wholly reliant on the views of the external auditor about the effectiveness of its system of controls relating to core activities and significant locations.

External Audit

8.8 For the Group the Audit Committee shall:

- (a) 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 external auditor;
- (b) develop and oversee the selection procedure for the appointment of the external auditor or audit firm in accordance with the applicable Code and regulatory requirements
- (c) conduct the tender process for the appointment of the external auditor or audit firm ensuring that all tendering firms have access to all necessary information and individuals during the tender process;
- (d) if an external auditor resigns, investigate the issues leading to this and decide whether any action is required;
- (e) oversee the relationship with the external auditor. In this context the Audit Committee shall:
 - (i) approve their remuneration, including both fees for audit and non-audit services, and ensure that the level of fees is appropriate to enable an effective and high-quality audit to be conducted; and
 - (ii) approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of, and plans for, the audit including authority and organisational reporting lines and adequacy of staffing and compensation;
- (f) assess annually the external auditor's independence and objectivity taking into account relevant law, regulation, the Financial Reporting Council's Revised Ethical Standard 2019 or as subsequently updated (the **Ethical Standard**) and other professional requirements and the Group's 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;
- (g) satisfy itself that there are no relationships between the auditor and the Companies or the directors (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
- (h) reviewing a formal report, at least annually, from the external auditor regarding the auditor's independence, including a delineation of all relationships between the external auditor and the Companies or the directors (such as family, employment, investment, financial or business) (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity, and recommending to the Board actions to satisfy the Board of the independence of the auditors;
- (i) agree with the Board a policy on the employment of former employees of the Companies' auditor, taking into account the Ethical Standard and legal requirements, and monitor the application of this policy;
- (j) monitor the statutory audit of the annual and consolidated financial statements, in particular, its performance, taking into account, where applicable, any findings and conclusions of the Financial Reporting Council Limited pursuant to Article 26(6) of the Statutory Audit Regulation;
- (k) review and monitor the independence of the external auditor in accordance with, where applicable, paragraphs 2(3), 2(4), 3, 4(1), 4(2), 5 to 8 and 10 to 12 of Schedule 1 to the Statutory Auditors and Third Country Auditors Regulations 2016 (SI 2016/649) and, where

applicable, Article 6 of the Statutory Audit Regulation, and in particular the suitability of the provision of non-audit services in accordance with Article 5 of the Statutory Audit Regulation;

- (l) monitor the auditor's processes for maintaining independence, its compliance with relevant law, regulation, other professional requirements and the Ethical Standard, including the guidance on the rotation of audit partner and staff;
- (m) monitor the level of fees paid by the Group to the external auditor compared to the overall fee income of the firm, office and partner and assess these in the context of relevant legal, professional and regulatory requirements, guidance and the Ethical Standard;
- (n) assess at least annually the qualifications, expertise and resources, and independence of the external auditor and the effectiveness of the external audit process, which shall include a report from the external auditor on their own internal quality procedures, any material issues raised by the independent auditor's internal quality control review, peer review or any governmental or other professional inquiry performed within the past five years, and any remedial actions implemented by the firm, taking into consideration professional and regulatory requirements;
- (o) seek to ensure coordination of the external audit with the activities of the head of internal audit;
- (p) evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the Audit Committee and consider the need to include the risk of the withdrawal of the external auditors from the market in that evaluation;
- (q) develop and recommend to the Board the Companies' formal policy and guidelines on the provision of non-audit services by the auditor, including prior approval of non-audit services by the Audit Committee and specifying the types of non-audit service to be pre-approved, and assessment of whether non-audit services have a direct or material effect on the audited financial statements taking into account applicable law, regulation and the Ethical Standards. The Audit Committee should regularly monitor the implementation of the policy, report to the Board on any improvement or action required and ensure that the policy includes consideration of the following matters:
 - (i) threats to the independence and objectivity of the external auditor and any safeguards in place;
 - (ii) the nature of the non-audit services;
 - (iii) whether the external audit firm is the most suitable supplier of the non-audit service;
 - (iv) the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
 - (v) the criteria governing compensation;
- (r) 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, meet with the external auditor without management being present, to discuss the auditor's remit and any issues arising from the audit;

- (s) discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team;
- (t) 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) the auditor's explanation of how the risks to audit quality were addressed;
 - (iii) key accounting and audit judgements;
 - (iv) the auditor's view of their interactions with senior management; and
 - (v) levels of errors identified during the audit;
- (u) review any representation letter(s) requested by the external auditor before it is (they are) signed by management;
- (v) review the management letter and management's response to the auditor's findings and recommendations;
- (w) review the effectiveness of the external audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the Audit Committee; and
- (x) review with internal and external auditors any difficulties with audits and management's response.

9. REPORTING RESPONSIBILITIES

- 9.1 The committee chair 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, when appropriate:
- (a) the significant issues that it considered in relation to the financial statements (required under paragraphs 8.3 and 8.4) and how these were addressed;
 - (b) its assessment of the effectiveness of the external audit process (required under paragraph 8.8(w)), the approach taken to the appointment or reappointment of the external auditor, length of tenure of audit firm, when a tender was last conducted and advance notice of any retendering plans; and
 - (c) any other issues on which the respective Board has requested the committee's opinion.
- 9.2 The Audit Committee shall inform the CAB Board of the outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the Audit Committee was in that process.
- 9.3 The Audit Committee shall make whatever recommendations to the respective Board it deems appropriate on any area within its remit where action or improvement is needed.

9.4 In regard to CPH, the Audit Committee shall compile a report on its activities to be included in their annual report. The report should describe the work of the Audit Committee, including:

- (a) the significant issues that the Audit Committee considered in relation to the financial statements and how these issues were addressed, having regard to the matters communicated to it by the external auditor;
- (b) an explanation of how the Audit Committee has assessed the independence and effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, information on the length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans;
- (c) in the case of the Board not accepting the Audit Committee's recommendation on the external auditor appointment, reappointment or removal, a statement from the Audit Committee explaining its recommendation and the reasons why the Board has taken a different position (this should also be supplied in any papers recommending appointment or reappointment);
- (d) an explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services, having regard to matters communicated to it by the auditor and all other information requirements set out in the Code;
- (e) all other information requirements set out in the Code; and
- (f) any other issues on which the Board has requested the Audit Committee's opinion.

9.5 In compiling the reports referred to in 9.1 and 9.4, the Audit 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 CPH is a going concern and the inputs to the Board's viability statement.

9.6 Where there is disagreement between the Audit Committee and the Board, adequate time should be made available for discussion of the issue with a view to resolving the disagreement. Where any such disagreement cannot be resolved, the Audit Committee shall have the right to report the issue to the shareholders as part of the report on its activities to shareholders.

10. OTHER MATTERS

10.1 The Audit Committee shall:

- (a) Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required.
- (b) Consider other topics, as defined by the respective Board.
- (c) 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.
- (d) Give due consideration to all relevant laws and regulations, the principles and provisions of the Code and published guidance, the requirements of the Financial Conduct Authority's UK Listing Rules, Prospectus Regulation Rules Sourcebook or Disclosure Guidance and Transparency Rules Sourcebook and any other applicable rules, as appropriate.

- (e) In the context of wider Group transactions, give due consideration to any local laws and regulations that may impact and/or govern Group subsidiaries; for example, local legal laws that may govern, or partially govern, international transactions.
- (f) Be responsible for oversight of the coordination of the internal and external auditors.
- (g) Oversee any investigation of activities which are within its terms of reference.
- (h) Work and liaise as necessary with all other Board committees ensuring interaction between committees and with the Board is reviewed regularly, taking particular account of the impact of responsibilities being delegated to different committees.
- (i) Supervise the Group's policies in respect of (i) tax planning and compliance; (ii) treasury and cash management; and (iii) the financing of the Group.
- (j) Ensure that a periodic evaluation of the Audit Committee's performance is carried out.
- (k) At least annually, review its constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- (l) At least annually, review the overlap and alignment with the Risk Committee.

11. AUTHORITY

The Audit Committee is authorised to:

- (a) Investigate any activity within its terms of reference.
- (b) Seek any information it requires from any employee of the Companies in order to perform its duties.
- (c) Delegate to any respective subcommittees of the committee any responsibilities of the full committee and to officers of the Companies such responsibilities of the full committee, in each case to the extent permitted by applicable laws, rules or regulations.
- (d) Obtain, at the Companies' expense, independent legal, accounting or other professional advice on any matter if it believes it necessary to do so in accordance with the Group's Guidelines for Independent Professional Advice.
- (e) Call any employee to be questioned at a meeting of the Audit Committee as and when required.
- (f) publish in the Companies' annual report details of any issues that cannot be resolved between the Committee and the Board. If the Board has not accepted the Committee's recommendation on the external auditor appointment, re-appointment or removal, the annual report should include a statement explaining the Committee's recommendation and the reasons why the board has taken a different position.

12. VERSION HISTORY

Issue No	Version No	Issue Date	Summary of Changes
1	1.0	28.07 2023	Initial Document
2	1.1	29.09.2023 (LM)	Amendments to Initial Document as discussed at the Committee meeting held 28 th July 2023
3	1.2	27.11.2023 (LM)	Tidy ups
4	1.3	01.12.2024 (MB)	Update references to UK Listing Rules for Annual Review by Board
5	1.4	June 2024 (MB)	Update to align with CGI model and Risk Committee terms of reference