

Alphawave IP Group plc (the “Company”)

Terms of Reference: Audit Committee

as adopted by the board of directors of the Company on 9 December 2022

In these Terms of References, references to:

“**Board**” shall mean the board of directors of the Company;

“**Code**” shall mean the UK Corporate Governance Code, as amended;

“**Committee**” shall mean the Audit Committee; and

“**Group**” means the Company and its subsidiaries from time to time.

The Audit Committee is established as a committee of the Board. The Audit Committee is vested with the authority, powers and duties set out in these Terms of Reference.

1 Membership

- 1.1** The Committee shall comprise at least three members, all of which shall be independent non-executive directors. At least one member shall have recent and relevant financial experience (ideally with a professional qualification from one of the professional accountancy bodies) and the Committee as a whole shall have competence relevant to the sector in which the Company operates. The chair of the Board shall not be a member of the Committee.
- 1.2** 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. Appointments 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 meet the criteria for membership of the Committee.
- 1.3** Only members of the Committee have the right to attend Committee meetings. However, it is expected that the chief financial officer and external audit lead partner 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** 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.
- 1.5** In deciding chairmanship and membership of the Committee, the value of ensuring that Committee membership is refreshed and that undue reliance is not placed on particular individuals should be taken into account.

2 Secretary

- 2.1** 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.

3 Quorum

- 3.1** The quorum necessary for the transaction of business shall be two members of the Committee. 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 directions 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 chair and to a lesser extent the other Committee members, will maintain a dialogue with key individuals involved in the Company's governance, including the chairman of the Board, the chief executive, the chief financial officer and the external audit lead partner.

5 Notice of meetings

- 5.1** Meetings of the 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 the chief financial officer or external audit lead partner if they consider it necessary.
- 5.2** Unless otherwise agreed by the Committee, 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 required 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.
- 5.3** Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

6 Meetings by telephone and other electronic means

- 6.1** A meeting of the members of the Committee may consist of a conference between Committee members, some or all of whom are in different places provided that each Committee member may participate in the business of the meeting whether directly, by telephone or by any other electronic means which enables him:
- (a) to hear each of the other participating Committee members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating Committee members simultaneously.
- 6.2** A quorum is deemed to be present if at least the number of Committee members required to form a quorum may participate in the manner specified in paragraph 3.1 above in the business of the meeting.
- 6.3** A Committee meeting held in the manner specified in paragraph 3.1 above is deemed to take place at the place where the largest group of participating Committee members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

7 Minutes of meetings

- 7.1** 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.
- 7.2** The Committee secretary shall also ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. If any conflicts of interest exist in relation to a particular member of the Committee on any particular issue, then such member of the Committee shall not participate or vote on the issue that gave rise to such a conflict of interest.
- 7.3** Draft minutes of Committee meetings shall be circulated promptly by the Committee secretary to all members of the Committee and, once agreed, to all other members of the Board and (if relevant) the Company secretary unless, in the opinion of the Committee chair, it would be inappropriate to do so.

8 Engagement with shareholders

- 8.1** The Committee chair should attend the annual general meeting of the Company to answer shareholder questions on the Committee's activities.
- 8.2** In addition, the Committee chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

9 Duties

The Committee should have oversight of the Group as a whole and, unless required otherwise by regulation, carry out the duties below for the Group as a whole.

9.1 Financial reporting

- 9.1.1** The Committee shall monitor the Company's financial reporting process and integrity of the financial statements of the Company, including its annual and half-yearly reports, preliminary announcements 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 external auditor. The Committee shall also assist the Board with the review of interim reports, preliminary announcements, significant financial returns to regulators and material financial information contained in certain other public documents, such as announcements of a price sensitive nature.
- 9.1.2** In particular, the 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 the Company has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements;
 - (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 relating to the audit and to risk management.
- (vi) compliance with accounting standards and legal and regulatory requirements;
- (vii) any significant adjustments resulting from the audit; and
- (viii) the basis on which the Group has been determined to be a going concern.

9.1.3 The Committee shall review any other statements requiring Board approval which contain financial information first, 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 Listing Rules, Prospectus Regulation Rules Sourcebook and Disclosure Guidance and Transparency Rules Sourcebook.

9.1.4 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.

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

9.3 Internal controls

The Committee shall:

- 9.3.1** keep under review the Company's internal financial controls systems that identify, assess, manage and monitor financial risks; and
- 9.3.2** review and approve the statements to be included in the annual report concerning internal financial controls and the viability statement.

9.4 Internal audit

The Committee shall:

- 9.4.1** consider at least annually the need for an internal audit function and make recommendations to the Board as appropriate;
- 9.4.2** explain the reasons for the absence of such a function, how internal assurance is achieved and how this affects the work of the external auditor to the Board and for disclosure in the annual report; and
- 9.4.3** assess whether the processes applied in the absence of an internal audit function provide sufficient and objective assurance that the system of internal control is functioning as intended.

9.5 External audit

The Committee shall:

- 9.5.1** 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;
- 9.5.2** 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, develop and oversee the selection procedure for the appointment of the external audit firm in accordance with applicable Code and regulatory requirements, conducting the tender process and ensuring that all tendering firms have access to all necessary information and individuals during the tender process;
- 9.5.3** if an external auditor resigns, investigate the issues leading to this and decide whether any action is required;
- 9.5.4** oversee the relationship with the external auditor. In this context, the Committee shall:
 - (i) approve their remuneration, including fees for both 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;
 - (ii) approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
- 9.5.5** assess annually, the external auditor's independence and objectivity taking into account relevant law, regulation, the FRC Ethical Standard and other professional requirements and the Group's relationship with the external auditor as a whole, including any threats to the external auditor's independence and the safeguards applied to mitigate those threats, including the provision of any non-audit services;
- 9.5.6** satisfy itself that there are no relationships between the external auditor and the Company (other than in the ordinary course of business) which could adversely affect the external auditor's independence and objectivity;
- 9.5.7** agree with the Board a policy on the employment of former employees of the Company's external auditor, taking into account the FRC Ethical Standard and legal requirements, and monitor the application of this policy;
- 9.5.8** monitor the external auditor's processes for maintaining independence, its compliance with relevant UK law, regulation, other professional requirements and the FRC Ethical Standard, including the guidance on the rotation of audit partner and staff;
- 9.5.9** monitor the level of fees paid by the Company 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 FRC Ethical Standard;
- 9.5.10** assess 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;

- 9.5.11** evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the Committee;
- 9.5.12** develop and recommend to the Board the Company's formal policy and guidelines on the provision of non-audit services by the external auditor, including prior approval of non-audit services by the 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. The policy should include consideration of the following matters:
- (i) threats to the independence and objectivity of the external auditor and any safeguards in place;
 - (ii) the impact this may have on the independence of the external auditor, taking into account the relevant regulations and ethical guidance in this regard, with any improvements or actions required being reported by the Committee to the Board;
 - (iii) the nature of the non-audit services;
 - (iv) whether the external audit firm is the most suitable supplier of the non-audit service;
 - (v) the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
 - (vi) the criteria governing compensation,
- 9.5.13** 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;
- 9.5.14** 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;
- 9.5.15** 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.
- 9.5.16** review any representation letter(s) requested by the external auditor before they are signed by management;
- 9.5.17** review the management letter and management's response to the auditor's findings and recommendations;

- 9.5.18 consider and review the findings of any external tax advisor to the Group; and
- 9.5.19 review the effectiveness of the external audit process, taking into consideration relevant UK professional and regulatory requirements, and including an assessment of the quality of the audit, the handling of key judgements by the external auditor, and the external auditor's response to questions from the Committee.

10 Reporting responsibilities

- 10.1 The Committee chair shall report formally to the Board on the Committee's 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:
 - 10.1.1 the significant issues that it considered in relation to the financial statements (required under paragraph 9.1.1) and how these were addressed;
 - 10.1.2 its assessment of the effectiveness of the external audit process (required under paragraph 9.6.10), 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;
 - 10.1.3 information on any improvement or action that is required in relation to the approval of the supply of non-audit services by the external auditor; and
 - 10.1.4 any other issues on which the Board has requested the Committee's opinion.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall compile a report on its activities to be included in the Company's annual report. The report should describe the work of the Committee, including:
 - 10.3.1 an explanation of how the Committee has addressed 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;
 - 10.3.2 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;
 - 10.3.3 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.
- 10.4 In compiling the reports referred to in paragraphs 10.1 and 10.3, the 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 the Company is a going concern and the inputs to the Board's viability statement. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts, but could provide cross-references to that information.

11 Other matters

The Committee shall:

- 11.1.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- 11.1.2 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;
- 11.1.3 give due consideration to laws and regulations, including the provisions of the Code and published guidance, the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Regulation Rules Sourcebook and Disclosure Guidance and Transparency Rules Sourcebook and any other applicable rules, as appropriate;
- 11.1.4 be responsible for co-ordination of the external auditors;
- 11.1.5 oversee any investigation of activities which are within its terms of reference;
- 11.1.6 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 risk management and internal controls being delegated to different committees;
- 11.1.7 ensure that a periodic evaluation of the Committee's performance is carried out; and
- 11.1.8 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.

12 Authority

The Committee is authorised to:

seek any information it requires from any employee or director of the Group in order to perform its duties and the Board shall direct all employees and directors to co-operate with any request made by the Committee;

- 12.1.1 obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter within its terms of reference;
- 12.1.2 call any employee to be questioned at a meeting of the Committee as and when required; and
- 12.1.3 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.