

Renishaw plc

Audit Committee Terms of Reference

(approved by the Board and adopted by the Committee on 3 December 2018)

1. Membership and attendance

- 1.1 The Committee shall be appointed by the Board on the recommendation of the Nomination committee and shall comprise a chair and a minimum of 2 other members.
- 1.2 All members of the Committee shall be independent non-executive directors. At least one member of the Committee should have recent relevant financial experience and the Committee as a whole should have competence relevant to the sector within which the Company operates. The Chair of the Board shall not be a member of the Committee.
- 1.3 Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.
- 1.4 The Board, on the recommendation of the Nomination committee, shall appoint the chair of the Committee who shall be an independent non-executive director. In the absence of the chair of the Committee, the remaining members present shall select one of their number present to chair the meeting.
- 1.5 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman, Chief Executive, Group Finance Director, other Directors, the Head of Group Finance, the Group Audit Manager and representatives from the finance and legal functions may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 1.6 A representative of the external auditors may attend all meetings. The Committee should have at least one meeting, or part, with the external auditor without executive directors being present.

2. Secretary

The Company Secretary or Deputy Company Secretary shall act as the secretary of the Committee.

3. Quorum

The quorum necessary for the transaction of business shall be 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 not less than three times a year and at such other times as the chair of the Committee shall require.
- 4.2 Meetings shall be arranged at an appropriate time, consistent with the publication of the Company's financial statements, such that the Committee reviews financial matters before such statements are approved by the Board.
- 4.3 Meetings may be requested by the external or internal auditors if they consider one is necessary.

5. Notice of meetings

- 5.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any member of the Committee 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 shall be forwarded to each member of the Committee and any other person attending the meeting no less than 3 working days before the date of the meeting.

6. Minutes of meetings

- 6.1 The secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 The secretary should ascertain at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
- 6.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and to the other members of the Board, unless a conflict of interest exists.

7. Annual General Meeting

The chair of the Committee shall attend the Annual General Meeting to respond to any shareholder questions on the Committee's activities.

8. Duties

8.1 Internal control and risk assessment

- 8.1.1 The Committee shall keep under review the effectiveness of the Company's financial reporting and internal control policies and procedures for the identification, assessment and reporting of risks.
- 8.1.2 The Committee shall review the Company's statement on internal financial control before endorsement by the Board.

8.2 Internal audit

- 8.2.1 The Committee shall consider applications for the post of and approve the appointment to the role of Group Audit Manager. Any dismissal of the post holder should be considered by the Committee.
- 8.2.2 The Committee shall consider and approve the terms of reference of the internal audit function and shall be advised of the planned programme of audits and the reason for any change or delay in the programme.
- 8.2.3 The Committee shall review the management of financial matters and focus upon the freedom allowed to the internal audit function, the resources available and its standing within the Company.
- 8.2.4 The Committee shall review twice a year a summary of the reports on the Company from the internal auditors, including the major findings of internal investigations and management's response.
- 8.2.5 The Group Audit Manager shall be given the right of direct access to the chair of the Committee.

8.3 External audit

- 8.3.1 The Committee shall consider and make recommendations to the Board as regards the appointment and re-appointment of the Company's external auditors (taking into account the requirement that the external audit contract should be put out to tender at least every ten years and the external audit firm must be rotated at least every twenty years).
- 8.3.2 The Committee shall ensure that key partners within the appointed firm are rotated from time to time.
- 8.3.3 The Committee shall discuss with the external auditors:
- (a) the nature and scope of the audit, in particular, their approach to perceived risk areas; and
 - (b) any problems and reservations arising from the interim and final audits and any matters that the external auditors may wish to discuss, including their observations on the system of internal financial control (in the absence of management where necessary).
- 8.3.4 The Committee shall meet with the external auditors at least twice each year, once after completion of the "hard close" external audit and once after completion of the "year end" external audit, and shall ensure that any auditor's management letters and management's responses (including timetable and any responsibilities assigned for remedial actions, if any) are reviewed.
- 8.3.5 The Committee shall keep under review the relationship with external auditors including, but not limited to:
- (a) the independence and objectivity of the external auditors;
 - (b) the consideration of audit fees which should be paid as well as any other fees which are payable to auditors for non-audit activities, in accordance with the requirements of legislation; and
 - (c) discussions with the external auditors concerning such issues as compliance with accounting standards and any proposals which the external auditors have made regarding the Company's standards of internal auditing.
- 8.3.6 The Committee shall oversee the selection process for new external auditors, ensuring that all tendering firms have such access as is necessary to information and individuals during the tendering process.

8.4 Financial statements

- 8.4.1 The Committee shall keep under review the consistency of accounting policies both on a year-to-year basis and across the Company/Group.
- 8.4.2 The Committee shall review and challenge where necessary the Company's financial statements, focussing in particular on:
- (a) any changes to accounting policies and practices;
 - (b) decisions requiring a major element of judgement;
 - (c) the extent to which the financial statements are affected by any unusual transactions or any fluctuations in balances, ratios and statistics;

- (d) the clarity of disclosures;
- (e) significant adjustments or additional disclosures resulting from the audit;
- (f) the going concern assumption;
- (g) the viability statement;
- (h) compliance with accounting standards; and
- (i) compliance with the Financial Conduct Authority, Financial Reporting Council, London Stock Exchange and legal requirements.

8.5 Reporting responsibilities

- 8.5.1 The Committee or its chairman shall meet formally with the Board at least once a year to discuss such matters as the Annual Report and Accounts and the relationship with the external auditors and to report to the Board on how it has discharged its responsibilities.
- 8.5.2 Where requested by the Board, the Committee should provide advice on whether the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy. The Committee should also support the Board in relation to statements in the Annual Report and Accounts of the Company's ability to continue in operation for a specified period of time and of the robust assessment undertaken of the emerging and principal risks facing the Company.
- 8.5.3 In the light of its other duties, the Committee shall make whatever recommendations to the Board it deems appropriate and shall compile a separate report to shareholders to be included in the Company's Annual Report and Accounts which should describe the work of the Committee in discharging its responsibilities including:
 - (a) the significant issues that it considered in relation to the financial statements, and how these issues were addressed;
 - (b) an explanation of how it has assessed the effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, and information on the length of tenure of the current audit firm and when a tender was last conducted and advance notice of any retendering plans, and any contractual obligations that acted to restrict the Committee's choice of external auditors; and
 - (c) if the auditor provides non-audit services, an explanation of how auditor objectivity and independence is safeguarded.

8.6 Other matters

- 8.6.1 The Committee shall give due consideration to the requirements of the UK Listing Authority's Listing Rules, Prospectus Rules, Disclosure Rules and Transparency Rules as appropriate.
- 8.6.2 The Committee shall be responsible for co-ordination of the internal and external auditors.
- 8.6.3 The Committee will review the Company's procedures for detecting fraud and corruption.

8.6.4 The Committee shall oversee any investigation of activities that are within its terms of reference and act as an adjudicator of last resort.

8.6.5 The Committee shall, on a regular basis, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

9. Authority

The Committee is authorised:

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

9.2 to obtain, at the Company's expense, external legal or other professional advice on any matters within its terms of reference within an agreed budget; and

9.3 to call any employee to be questioned at Committee meetings as and when required.