EENERGY GROUP PLC

AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

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EENERGY GROUP PLC

(the "Company")

Audit and Risk Committee: Terms of Reference

The audit committee (the "**Audit Committee**") has been established as a board committee by the resolution of the board of directors of the Company (the "**Board**") in order to establish formal and transparent arrangements for considering how the Board should apply the financial reporting and internal control principles of the Company and to maintain an appropriate relationship with the Company's auditors as well as to oversee the disclosure of information by the Company to meet its obligations under Regulation (EU) No 596/2014 ("MAR") as described in the Company's Guide to Disclosure Procedures ("Guide").

1. **Membership**

1.1 The members of the Audit Committee shall be appointed by the Board from amongst the non-executive directors, on the recommendation of the Board's nomination committee (the "**Nomination Committee**") in consultation with the Audit Committee's chairman.

1.2 The Audit Committee shall have at least two members. The members shall be non-executive directors who are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement. At least one member shall have recent and relevant financial experience, ideally with a professional qualification from one of the professional accountancy bodies. A quorum shall be two members, one of whom shall have recent and relevant financial experience.

1.3 The Audit Committee's chairman (the "**Chairman**"), who shall be an independent non-executive director, shall be appointed by the Board on the recommendation of the Nomination Committee. The Board shall determine how long the Chairman shall hold office.

1.4 In the absence of the Chairman or an appointed deputy at any meeting of the Audit Committee, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these Terms of Reference to be appointed to that position by the Board.

1.5 Appointments to the Audit Committee shall be for a period of up to three years, which may be extended for two further three year periods provided the director remains independent and continue to meet the criteria for membership of the Audit Committee.

1.6 If a member is unable to act for any reason, the Chairman may appoint another non-executive director as an additional member, provided always that all of the members of the Audit Committee are independent and otherwise meet the criteria described in paragraph 1.2.

2. **Secretary**

2.1 The Company secretary or his or her nominee shall act as the secretary of the Committee (the "**Secretary**") 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.

2.2 The Secretary shall also act as a co-ordinating intermediary between the Board and the Committee.

2.3 In the absence of the Secretary, the members present at the meeting of the Audit Committee shall elect another person as the secretary.

3. **Attendance at meeting**

3.1 Only the members of the Audit Committee have the right to attend meetings of the Audit Committee. However the Audit Committee may invite any person it thinks appropriate to join the members of the Audit Committee at its meetings.

3.2 The Chief Financial Officer of the Company and a representative of the external auditors shall normally attend meetings of the Audit Committee.

3.3 At least once a year, the Audit Committee shall meet with the external auditors without the Chief Financial Officer or any other executive director present (except at the invitation of the Audit Committee).

3.4 The Chairman shall attend the Company's annual general meeting and shall be prepared to respond to any shareholder questions on the Audit Committee and its activities and responsibilities.

4. **Frequency and conduct of meetings**

4.1 The Audit Committee shall meet at least three times a year at appropriate intervals in the financial reporting and auditing cycle and otherwise as required. These meetings shall be convened by the Secretary, at the request of the Chairman.

4.2 Additionally, any member of the Audit Committee, the Chief Financial Officer or the external auditors may ask the secretary of the Audit Committee to convene a meeting if he or they consider that such a meeting is necessary or appropriate.

4.3 At least 21 days' notice of any meeting of the Audit Committee shall be given, although such notice period may be waived or shortened with the written consent of all of the members of the Audit 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 Audit Committee, any other person required to attend and all other non-executive directors. Supporting papers shall be sent to Audit Committee members and to other attendees, as appropriate, at the same time.

4.4 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

4.5 Any member may validly participate in a meeting of the Audit Committee through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A member so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. All business transacted in such manner by the Audit Committee shall for the purposes of these Terms of Reference

be deemed to be validly and effectively transacted at a meeting of the Audit Committee notwithstanding that a quorum of members is not physically present in the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting is.

4.6 Outside the formal meeting programme, the Chairman will maintain a dialogue with key individuals involved in the Company's governance, including the Chairman of the Board, Chief Executive, Chief Financial Officer and the external audit lead partner.

5. **Voting arrangements**

5.1 Each member of the Audit Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Audit Committee.

5.2 If a matter that is considered by the Audit Committee is one where a member of the Committee, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting.

5.3 Save where, because of a personal interest he is not permitted to vote on any matter under consideration, in the case of an equality of votes for and against any matter being considered by the Audit Committee the Chairman will have a casting vote.

5.4 All decisions of the Audit Committee shall be formally reported to the Board by the Chairman. The Audit Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

5.5 The recommendations of the Audit Committee must be approved by the Board before they can be implemented.

6. **Authority**

6.1 The Audit Committee is authorised by the Board:

(a) to investigate any activity within its terms of reference;

(b) to obtain any information it requires from any employee or director of the Company or the Company's external auditors, in order to perform its duties;

(c) to obtain, at the Company's expense, outside legal or other independent professional advice on any matter within its terms of reference;

(d) to call any employee to be questioned or instruct external professional advisers to attend, at the Company's expense, any meeting of the Audit Committee, if it considers this necessary or appropriate;

(e) determine on a timely basis whether information is, or is likely to become, inside information for the purposes of applicable law and regulation;

(f) determine on a timely basis the disclosure treatment of inside information; and

(g) seek any information that it reasonably requires from any employee of the Company or subsidiaries of the Company in order to effectively perform its duties.

6.2 A duly convened meeting of the Audit Committee at which a quorum is present shall be competent to exercise all or any authorities, powers and discretions vested in or exercisable by the Audit Committee.

7. **External advice**

The Committee is authorised to take external professional advice as necessary and in particular, from the Company's external auditors, brokers and legal advisers.

8. **Function and Duties**

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

8.2 The Committee shall, in conducting all of its duties in accordance with these Terms of Reference, act in a way it considers in good faith, would be most likely to promote the success of the Company for the benefit of its shareholders as a whole. In doing so, the Committee must have regard (among other matters) to:

(a) the likely consequences of any decision in the long term;

(b) the interests of the Company's employees;

(c) the need to foster the Company's business relationships with suppliers, customers and others;

(d) the impact of the Company's operations on the community and the environment;

(e) the desirability of the Company maintaining a reputation for high standards of business conduct; and

(f) the need to act fairly as between the shareholders of the Company.

8.3 The duties of the Audit Committee shall be:

(a) **Financial reporting**

(i) to monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, interim management statements, and any other formal announcements relating to the Company's financial performance, reviewing any significant financial reporting judgements contained in them;

(ii) to 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;

(iii) to review and challenge, where necessary:

(1) the consistency of, and any changes to, accounting policies, both on a year-on-year basis and across the Company;

(2) the methods used to account for significant or unusual transactions, where different approaches are possible;

(3) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

(4) the clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made; and

(5) all material information presented with the financial statements, such as the corporate governance statement (insofar as it relates to the audit and risk management); and

(iv) where the Audit Committee is not satisfied with any aspect of the proposed financial reporting of the Company, report those views to the Board;

(b) **Internal financial controls and risk managements systems**

Unless expressly addressed by a separate Board risk committee composed of independent directors, or by the Board itself, to review the effectiveness of the Company's internal financial controls and risk management systems and review and approve the statements to be included in the Company's annual report concerning internal financial controls and risk management;

(c) **Compliance, whistleblowing, fraud and money laundering**

(i) to review the Company's arrangements for its employees to raise concerns in confidence about possible wrongdoing in financial reporting or other matters. The Audit Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action;

(ii) to review the Company's procedures for detecting fraud; and

(iii) to review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance and AIM compliance.

(d) **External audit**

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

(ii) at least once in every five year period, consider whether to submit the provision of external audit services to tender to enable the Audit Committee to assess and compare the quality and effectiveness of the services provided by the incumbent external auditor with those of other auditors;

(iii) in respect of the tender process referred to at paragraph 7.3(e)(ii) above, oversee the selection process and ensure that all auditors participating in the tender have such access as is necessary to information and individuals throughout the duration of the tendering process;

(iv) to oversee the relationship with the Company's external auditor, including (but not limited to):

(1) approval of their remuneration, whether in respect of audit or non-audit services, and that the level of fees is appropriate and proportionate having regard to the services to be provided (including the conduct of an adequate audit);

(2) approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;

(3) assessing annually their independence and objectivity, taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;

(4) satisfying itself that there are no relationships (such as family, employment, investment, financial or business relationships) between the auditor and the Company (other than in the ordinary course of business);

(5) agreeing with the Board a policy on the employment of former employees of the Company's auditor, then monitoring the implementation of this policy;

(6) monitoring the 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;

(7) assessing annually the qualifications, expertise and resources of the auditors and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures; and

(8) considering the risk of withdrawal of the Company's present auditor from the market;

(v) to meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The

Audit Committee shall meet the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit;

(vi) to review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;

(vii) to review the findings of the audit with the external auditor. This shall include, but not be limited to:

(1) a discussion of any major issues which arose during the audit;

(2) any accounting and audit judgements; and

(3) levels of errors identified during the audit;

(viii) to review the effectiveness of the audit;

(ix) to review any representation letter(s) requested by the external auditor before they are signed by management;

(x) to review the management letter and management's response to the auditor's findings and recommendations; and

(xi) to consider and approve in advance the supply of any non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter and considering in particular whether such services may adversely affect the independence of the external auditor;

(e) **Reporting responsibilities**

the Audit Committee chairman 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:

(i) the significant issues that it considered in relation to the financial statements and how these were addressed;

(ii) its assessment of the effectiveness of the external audit process and its recommendation on the appointment or reappointment of the external auditor; and

(iii) any other issues on which the Board has requested the Committee's opinion;

(f) **Narrative reporting**

if requested by the Board, review the content of the financial statements of the Company and advise the Board on whether, when taken as a whole, such financial statements are fair, balanced and understandable and provide the information necessary in order for shareholders to assess the Company's performance, business model and strategy;

(g) **Disclosure**

the Committee shall be responsible for ensuring that the Company's obligations pursuant to applicable law and regulation are carried out and that appropriate policies and procedures are in place. Without prejudice to the foregoing generality, the Committee shall:

(i) assist in the design, implementation and periodic evaluation of disclosure controls and procedures;

(ii) monitor compliance with the Company's disclosure controls and procedures under MAR (including as detailed in the Guide);

(iii) resolve questions about the materiality of information;

(iv) alert the Company Secretary to the existence of inside information giving rise to the need for amendments to the Company's insider lists or additional insider lists;

(v) generally review and advise on whether inside information has arisen or is likely to arise and the scope and content of disclosure;

(vi) review any announcements dealing with significant developments in the Company's business and ensure their accuracy;

(vii) consider generally the requirement for announcements in the case of rumours relating to the Company and, in the case of a leak of inside information, the need to issue holding announcements;

(viii) oversee the training of the Board and the Company's employees in all matters relating to the identification and management of inside information and the Company's disclosure procedures;

(ix) oversee any interaction with the Financial Conduct Authority or any applicable regulator, including with respect to any notification, enquiry, investigation or other proceeding; and

(x) receive and review reports from the Company Secretary in relation to the effectiveness of the Company's insider list regime.

(h) **Other**

(i) to consider such other topics, as may be requested by the Board;

(ii) to receive appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members, and have access to sufficient resources in order to carry out its duties;

(iii) to give due consideration to laws and regulations, including the provisions of the UK Corporate Governance Code, the QCA Corporate Governance Code for Small and Mid-Size Quoted Companies, the Pensions and Lifetime

Savings Association Corporate Governance Policy and Voting Guidelines , Market Abuse Regulation and the requirements of the AIM Rules for Companies, as appropriate;

(iv) to oversee any investigation of activities which are within its terms of reference and act, for internal purposes, as a court of last resort;

(v) to make available its terms of reference explaining clearly its role and the authority delegated to it by the Board;

(vi) to conduct an annual review of the Audit Committee's own work, constitution, performance and these terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval; and

(vii) work and liaise as necessary with other Board Committees.

8.4 The Audit Committee shall have access to sufficient resources in order to carry out its duties including access to the Company Secretary for assistance as required.

9. **Reporting to Shareholders**

9.1 The Audit Committee should report annually on the Board's behalf to the Company's shareholders. Its report should accompany the directors' report in the Company's annual report and accounts.

9.2 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 auditor, and all other information requirements set out in the UK Corporate Governance Code.

9.3 When compiling reports to shareholders pursuant to paragraph 9.1 and 9.2 above, the Audit Committee shall exercise judgment in deciding which of those issues it considers in relation to the financial statements to be significant, provided that the Audit Committee shall, as a minimum, include within such report those matters which have informed the Board's assessment of whether the Company is a going concern. It shall not be necessary to repeat within any report by the Audit Committee to shareholders any information disclosed elsewhere in the annual report and accounts provided such information is cross-referenced in the report by the Audit Committee so as to be identifiable.

9.4 The Chairman should attend the Company's annual general meeting for the purpose of handling any questions or enquiries at the meeting about the latest audit and any other matters within the scope of the Audit Committee's terms of reference.

10. **Minutes**

10.1 The proceedings and resolutions of the meetings of the Audit Committee, including the names of those present and in attendance, shall be minuted by the Secretary.

10.2 If any member of the Audit Committee has or could have a direct or indirect personal interest in any matter to be considered by the Audit Committee, the member concerned shall declare that interest to the meeting at the outset of the meeting and such interest shall be recorded in the minutes of the meeting.

10.3 The Secretary shall circulate the draft minutes of each meeting of the Audit Committee to all committee members and, once agreed, to all members of the Board (unless a conflict of interest exists) and to the external auditors.

11. **Procedure**

Subject to the constitutional documents of the Company and these terms of reference, the Committee shall determine its own procedures.

These terms of reference were approved and adopted by the Board on 25 June 2026.

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Chairman of the Board