

**SANTANDER UK PLC**  
**(the Ring-Fenced Bank (“RFB”))**

**BOARD AUDIT COMMITTEE**  
**(the “Committee”)**

**TERMS OF REFERENCE**

Approved by the Board of Directors of Santander UK plc (the “**Board**”) on 17 October 2024.

**1. PURPOSE**

1.1 The purpose of the Committee is to review and monitor, for the RFB, its subsidiaries and subsidiary undertakings (together the “**RFB Sub-group**”), the:

1.1.1 Integrity of the RFB financial statements, and related announcements.

1.1.2 Effectiveness of related internal financial controls including those over capital and liquidity regulatory reporting.

1.1.3 Audit scope and statutory audit of the annual and half year financial statements.

1.1.4 External Auditor's independence, and objectivity and the effectiveness of the audit process.

1.1.5 Effectiveness of the Internal Audit function.

1.1.6 Effectiveness of whistleblowing arrangements.

1.1.7 Recovery and Resolution planning.

**2. RESPONSIBILITIES**

The key responsibilities of the Committee are to:

2.1 Financial Reporting

2.1.1 Monitor and review the integrity of the financial statements of the RFB including its annual and half-yearly reports and any other formal announcement relating to its financial performance.

2.1.2 Review the significant financial reporting issues and judgments and estimates contained in the financial statements of the RFB.

2.1.3 Report to the Board significant financial reporting issues and judgements they contain.

2.1.4 Review any financial information contained in other relevant documents, such as announcements of a price sensitive nature.

2.1.5 Review and challenge where necessary:

- i) the consistency of, and any changes to, significant accounting policies on a year on year basis across the RFB Sub-group;
- ii) the methods used to account for significant or unusual transactions where different approaches are possible;
- iii) whether the RFB Sub-group has followed appropriate accounting standards and made appropriate estimates and judgements, considering views of the external auditor;
- iv) the clarity and completeness of disclosure in the RFB's financial reports and the context in which statements are made; and

- v) all material information presented with the financial statements, such as the business and financial review and the corporate governance statement.
- 2.1.6 Where the Committee is not satisfied with any aspect of the proposed financial reporting by the RFB, it shall report its views to the RFB Board.
  - 2.1.7 Review the content of the annual report and accounts including the going concern assumptions and the viability statement 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 RFB's performance, business model and strategy.
  - 2.1.8 In relation to regulatory financial reporting, consider regulatory controls or reports commissioned by the Committee from the external auditor reports (including but not limited to those required in accordance with the Client Assets Sourcebook).
- 2.2 Non-Financial Reporting
- 2.2.1 Monitor and review non-financial reporting (including any within the Strategic Report, the Corporate Governance statement, the Directors' Report, the ESG Supplement and any others that come within scope) of the RFB including its annual and half-yearly reports and relevant quarterly management statements together with the Investor Updates and any other formal announcement relating to its non-financial performance taking into account reports from other committees including Responsible Banking Committee, Board Risk Committee and Remuneration Committee where those committees have primary responsibility for considering and approving the relevant content.
  - 2.2.2 Report to the Board significant non-financial reporting issues and judgements the Annual Reports and Accounts, Half Year Accounts, Quarterly Management Statement and Investor Update contain.
- 2.3 Internal Financial Controls
- 2.3.1 Review the adequacy and effectiveness of the RFB Sub-group's systems for internal financial control and financial reporting.
- 2.4 Whistleblowing
- 2.4.1 In consultation with the HoldCo Board Audit Committee, review, adopt and oversee the implementation of the HoldCo Whistleblowing Policies and Frameworks, with such amendments as reasonably required to reflect the best interest and circumstances of the RFB Sub-group (designed to achieve compliance with applicable law and regulation).
  - 2.4.2 Review the RFB Sub-group's arrangements for its employees and contractors to raise concerns about possible wrongdoing in financial reporting or other matters and the arrangements to achieve confidentiality, protection and fair treatment of whistleblowers.
  - 2.4.3 Consider the design of these arrangements allow for facilitation of proportionate and independent investigation of such matters and appropriate follow-up action.
  - 2.4.4 Receive biannual reports from the Head of Whistleblowing on whistleblowing matters, including material instances of disclosure and where appropriate reports to the regulator.
- 2.5 Internal Audit
- 2.5.1 Monitor, review and evaluate the effectiveness of the RFB's Internal Audit function.
  - 2.5.2 In respect of the Chief Internal Auditor ("CIA"):
    - i) approve their appointment and removal; and

- ii) participate in setting their objectives and annually review their performance against those objectives.
- 2.5.3 Consider and approve the remit of the Internal Audit function in so far as it relates to the RFB Sub-group. Consider the adequacy of resourcing, and its access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also consider whether the function has adequate standing, suitable expertise and experience, and is free from the influence of management or other restrictions.
- 2.5.4 Review and recommend for approval to the Board the RFB's annual Internal Audit plan.
- 2.5.5 Receive regular reports on the findings of the Internal Audit function's work.
- 2.5.6 Review and monitor management's responsiveness to the findings and recommendations of the Internal Audit function.
- 2.5.7 Meet the Chief Internal Auditor at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out in respect of the RFB Sub-group. In addition, the Chief Internal Auditor shall be given the right of direct access to the Chair of the Board and the Committee Chair.
- 2.5.8 Obtain an independent external assessment of the Internal Audit function at least once every five years in accordance with the Chartered Institute of Internal Auditor Standards.

## 2.6 External Audit

- 2.6.1 Recommend to the RFB Board (for subsequent approval by the shareholder) the appointment, re-appointment and removal of the RFB's External Auditor. The Committee shall oversee the selection process for a new auditor, whilst having due regard to any Group-wide audit tender. If an External Auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required.
- 2.6.2 Oversee the relationship with the External Auditor including (but not limited to):
- i) approval of their remuneration and terms of engagement (including any engagement letter issued at the start of each audit) and the scope of the audit;
  - ii) considering whether fees (and the level of fees) for audit or non-audit services are appropriate to enable an effective and high-quality audit to be conducted;
  - iii) regularly reviewing their independence and objectivity considering relevant UK professional and regulatory requirements and the relationship with the external auditor as a whole, including the provision of non-audit services;
  - iv) satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the RFB Sub-group (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
  - v) monitoring compliance with a policy on the employment of former employees of the RFB Sub-group's External Auditor;
  - vi) monitoring the External Auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the RFB compared to the overall fee income of the firm, office and partner and other related requirements;
  - vii) developing and implementing a policy on the supply of non-audit services by the External Auditor to avoid any threat to auditor objectivity and independence, considering any relevant ethical guidance on the matter. Monitoring compliance with the policy including

approval of all non-audit fees and considering any risks and safeguards in relation to the External Auditors independence;

viii) assessing annually the qualifications, expertise and resources of the External Auditor and the effectiveness of the audit process, which shall include a report from the external auditor on its own internal quality procedures; and

ix) monitoring co-ordination of activities with the Internal Audit function.

2.6.3 Meet regularly with the External Auditor including, at least once a year, without management being present, to discuss the External Auditor's remit and any issues arising from the audit.

2.6.4 Review and approve the annual external audit plan and ensure that it is consistent with the scope of the audit engagement.

2.6.5 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, including whether they have been subsequently resolved or remain unresolved;

ii) any key accounting and audit judgements;

iii) levels of errors identified during the audit and consideration as to whether they are individually or in aggregate material for adjustment; and

iv) the effectiveness of the audit process.

v) Review the management letter and management's response to the auditor's findings and recommendations.

2.6.6 Review representation letters relating to financial statements requested by the External Auditor before they are signed by management.

## 2.7 Other Matters

2.7.1 Review the Resolvability Assessment Framework, the Recovery Plan and Resolution Pack.

2.7.2 Upon request, the Committee will support the Board Remuneration Committee in exercising its discretion regarding remuneration risk adjustments.

2.7.3 In consultation with the HoldCo Board Audit Committee, review, adopt and oversee the implementation of the HoldCo Tax Strategy as applicable to the RFB Sub-group.

2.7.4 Request a summary of significant issues considered by audit committees of the material subsidiaries within the RFB Sub-group and review reports referred by their respective committee chairs.

## 3. **MEMBERS**

3.1 The Committee shall comprise at least two members, all of whom shall be Independent Non-Executive Directors<sup>1</sup>.

3.2 Members of the Committee shall be appointed by the Board upon the recommendation of the Board Nomination and Governance Committee and in consultation with the Committee Chair.

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<sup>1</sup> Independent Non-Executive Director ("INED") has the meaning set out at section D.2.(ii) (B) of the Santander UK Group Framework.

3.3 The Chair of the Board shall not be a member of the Committee. The Committee shall include at least one member of the Board Risk Committee. At least one member of the Committee shall have recent and relevant financial experience in accordance with the Financial Reporting Council's guidelines and be a financial expert as defined in the rules of the US Securities Exchange Act of 1934, and as amended, (a "**Financial Expert**"), with all other members having appropriate financial expertise to sit on the Committee.

#### **4. ATTENDEES**

4.1 Only the members of the Committee have the right to attend Committee meetings, but the other RFB Non-Executive Directors are entitled to observe any meetings at their discretion.

4.2 Standing attendees shall be the Board Chair, Chief Executive Officer, Company Secretary, Chief Financial Officer, Chief Risk Officer, Chief Internal Auditor and the External Auditors.

4.3 The Committee Chair retains the discretion to invite any other individual to attend for all or part of any meeting as a presenter or observer (subject to any conflicts of interests).

#### **5. CHAIR**

5.1 Upon the recommendation of the Board Nomination and Governance Committee, the Board shall appoint the Committee Chair who shall be an Independent Non-Executive Director.

5.2 In the absence of the Committee Chair, or in situations where the Committee Chair is precluded from chairing a meeting due to a conflict of interest, the remaining members present shall elect one of themselves to chair the meeting.

#### **6. QUORUM**

6.1 The quorum necessary for the transaction of business shall be two members, one of whom must be a Financial Expert and one of whom must be a Double Independent Non-Executive Director. 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.

#### **7. AUTHORITY**

7.1 The Committee is a committee of the Board from which it derives its authority and to which it regularly reports.<sup>2</sup>

7.2 The Committee may sub-delegate all or any of its responsibilities as it sees fit, including without limitation, to a sub-committee established for a specific purpose or by delegating any authority to the Chair or any other member.

7.3 The Committee is concerned with the business of the RFB Sub-group within the scope of its Terms of Reference has the authority to obtain such information as it may require from any Director, officer, employee of the RFB Sub-group or Santander UK Group Holdings plc (the "**HoldCo**") and its subsidiaries and subsidiary undertakings, (together the "**HoldCo Group**").

#### **8. SECRETARY**

8.1 The Committee Secretary shall be a member of the Corporate Governance Office as agreed with the Committee Chair.

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<sup>2</sup> The Committee has delegated authority from the Board to undertake the role and responsibilities prescribed in these terms of reference.

## **9. MINUTES**

- 9.1 The Committee Secretary shall minute the proceedings of Committee meetings, which shall be circulated promptly to all members of the Committee, once agreed by the Committee Chair (subject to any actual or potential conflicts of interest restricting such circulation).

## **10. NOTICE AND FREQUENCY OF MEETINGS**

- 10.1 The Committee shall meet at least four times a year at appropriate times as determined by the Committee Chair and otherwise as required. Meetings of the Committee and the HoldCo Board Audit Committee may be held concurrently where it is considered appropriate to do so but at least twice each year the Committee shall consider separately from the HoldCo Board Audit Committee matters specific to the RFB alone.
- 10.2 Meetings of the Committee shall be convened by the Committee Secretary at the request of the Committee Chair or any of the Committee's members.
- 10.3 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, as appropriate, any other person required to attend, not later than five business 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.

## **11. ADVICE**

- 11.1 The Committee is authorised to obtain any information it requires from any employee of the HoldCo Group in order to perform its duties and, at the RFB's expense, obtain external legal or other professional advice on any matter within its Terms of Reference. The Committee is also authorised to select, appoint and set the terms of appointment for any external advisers to the Committee.

## **12. GENERAL MATTERS**

- 12.1 The Committee shall:
- 12.1.1 Have access to sufficient resources to carry out its duties, including access to external advisors and the Corporate Governance Office for assistance as required, and shall ensure the proper involvement of such functions as are necessary to ensure that the Committee is appropriately advised.
- 12.1.2 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.
- 12.1.3 Give due consideration to relevant legislation, regulation, best practice guidance, industry practice and developing trends affecting issues within the Committee's remit.
- 12.1.4 Oversee any investigation of business activities which are within its Terms of Reference.
- 12.1.5 Ensure that a periodic evaluation of the Committee's own performance is carried out.
- 12.1.6 Promote the success of the RFB Sub-group for the benefit of its shareholders, whilst having due regard to its wider stakeholder group (including employees, regulators, communities, customers, and suppliers), as set out in the Companies Act 2006. During its deliberations, the Committee shall consider the long-term consequences of its decisions, and the need to act to deliver good customer outcomes, foster good relationships, demonstrate acts of fairness, maintain a reputation of high standards of business conduct and mindfulness of environmental impacts.

12.1.7 Work and liaise as necessary with other committees of the Board. Where there is a perceived overlap of responsibilities, the respective committee chairs shall have discretion to determine the most appropriate committee to fulfil the obligation.

**13. REPORTING RESPONSIBILITIES**

13.1 The Committee Chair (or their elected nominee) shall report to the Board on the Committee's proceedings after each meeting.

13.2 The Committee shall, where appropriate, make such recommendations to the Board with respect to any area within its remit.

**14. CHANGES TO THE TERMS OF REFERENCE**

14.1 These Terms of Reference shall be reviewed periodically and at least every two years by the Committee and any proposed amendments will be recommended to the Board for approval.