

**Invensys plc**  
**Audit Committee**  
**Terms of Reference**

As adopted on 4 November 2009

*The Audit Committee (“the Committee”)*

*The Board of Directors of Invensys plc (“the Board”)*

*Invensys plc (“the Company”)*

**1. Constitution**

- 1.1 The Committee is a sub-committee of the Board appointed in accordance with Article 131 of the Company’s Articles of Association.
- 1.2 The Terms of Reference for the Committee are defined by the Board and may be amended by the Board at any time.
- 1.3 The function of the Committee is oversight; executive directors and management are responsible for preparation and presentation of the Company’s financial statements.

**2. Membership**

- 2.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Audit Committee. The Committee shall be made up of at least 3 members.
- 2.2 All members of the Committee shall be independent non-executive directors at least one of whom shall have recent and relevant financial experience. An independent non-executive director is defined in Combined Code provision A. The Chairman of the Board shall not be a member of the Committee.
- 2.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, Chief Executive Officer, CFO, other directors, the heads of risk, compliance and internal audit and representatives from the finance function may be invited to attend all or part of any meeting.
- 2.4 The external auditors will be invited to attend meetings of the Committee on a regular basis.
- 2.5 Appointments to the 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.
- 2.6 The Board shall appoint the Committee Chairman who shall be an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2.7 Each member of the Committee will disclose to the Committee any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee, or any potential conflict of interest arising from a cross-directorship. Any such member will abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so requested by the Board) will resign from the Committee.

### **3. Secretary**

3.1 The Company Secretary or their nominee shall act as the secretary of the Committee.

3.2 The Company Secretary will ensure that these Terms of Reference are publicly available.

### **4. Quorum**

4.1 The quorum necessary for the transaction of business shall be 2 members. A duly convened meeting of the Committee at which a quorum is present (in person or by telephone) shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

### **5. Frequency of Meetings**

5.1 The Committee shall meet at least four times a year and otherwise as required.

### **6. Notice of Meetings**

6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members or at the request of external or internal auditors if they consider it necessary.

6.2 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, any other person required to attend and all other non-executive directors, no later than 5 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.

### **7. Minutes of Meetings**

7.1 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

- 7.2 The existence of any conflicts of interest shall be disclosed and minuted accordingly.
- 7.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

## **8. Annual General Meeting**

- 8.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

## **9. Duties**

The Committee should carry out the duties below for the parent company major subsidiary undertakings and the group as a whole and make reports and recommendations to the Board on matters reserved for the Board and otherwise, as appropriate.

### **9.1 Financial Reporting**

- 9.1.1 The Committee shall monitor the integrity of the financial statements of the Company, including its annual and interim reports, interim management statements, preliminary results' announcements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain. The Committee shall also 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.
- 9.1.2 The Committee shall review and challenge where necessary:
- 9.1.2.1 the consistency of, and any changes to, accounting policies both on a year on year basis and across the Company/group;
  - 9.1.2.2 the methods used to account for significant or unusual transactions where different approaches are possible;
  - 9.1.2.3 whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
  - 9.1.2.4 the clarity of disclosure in the Company's financial reports and the context in which statements are made; and
  - 9.1.2.5 all material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management);

- 9.1.3 The Committee shall (to the extent necessary) review the annual financial statements of the pension funds where not reviewed by the Board as a whole.

## **9.2 Internal Controls and Risk Management Systems**

The Committee shall:

- 9.2.1 keep under review the effectiveness of the Company's internal controls and risk management systems; and
- 9.2.2 review the statements to be included in the annual report concerning internal controls and risk management where not reviewed by the Board as a whole.

## **9.3 Ethics compliance and Whistleblowing**

The Committee shall:

- 9.3.1 review the Company's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- 9.3.2 review the Company's procedures for detecting fraud; and
- 9.3.3 review the Company's Compliance Programme.

## **9.4 Internal Audit**

The Committee shall:

- 9.4.1 monitor and review the effectiveness of the Company's internal audit function in the context of the Company's overall risk management system;
- 9.4.2 approve the appointment and removal of the head of the internal audit function;
- 9.4.3 consider and approve the remit of the internal audit function and be advised as to whether it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate standing and is free from management or other restrictions;
- 9.4.4 review and assess the annual internal audit plan;
- 9.4.5 review reports on the Company from the internal auditors;
- 9.4.6 review and monitor management's responsiveness to the findings and recommendations of the internal auditor; and

- 9.4.7 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. In addition, the head of internal audit shall be given the right of direct access to the Chairman of the Board and to the Committee respectively.

## **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 AGM, in relation to the appointment, re-appointment and removal of the Company's external auditor. The Committee shall oversee the selection process for new auditors and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required;
- 9.5.2 oversee the relationship with the external auditor including (but not limited to):
- 9.5.2.1 approval of their remuneration, whether fees for audit or non-audit services and that the level of fees is appropriate to enable an adequate audit to be conducted;
  - 9.5.2.2 approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
  - 9.5.2.3 assessing annually their independence and objectivity taking into account relevant UK professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
  - 9.5.2.4 satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the Company (other than in the ordinary course of business);
  - 9.5.2.5 monitoring the auditor's compliance with 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; and
  - 9.5.2.6 assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures;
  - 9.5.2.7 seeking to ensure co-ordination with the activities of the internal audit function;

- 9.5.2.8 considering the risk of the withdrawal of the Company's present auditor from the market.
  - 9.5.3 meet with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The 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;
  - 9.5.4 review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;
  - 9.5.5 report to the Board and, where appropriate, make recommendations following a review of the findings of the audit with the external auditor. This shall include but not be limited to, the following:
    - 9.5.5.1 a discussion of any major issues which arose during the audit,
    - 9.5.5.2 any accounting and audit judgements, and
    - 9.5.5.3 levels of errors identified during the audit.
- The Committee shall also review the effectiveness of the audit.
- 9.5.6 review any representation letter(s) requested by the external auditor before they are signed by management;
  - 9.5.7 review the management letter and management's response to the auditor's findings and recommendations; and
  - 9.5.8 develop and implement a policy on the supply of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter.

## **9.6 Reporting Responsibilities**

- 9.6.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.6.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.6.3 The Committee shall compile a report to shareholders on its activities to be included in the Company's annual report.

## **9.7 Other Matters**

The Committee shall:

- 9.7.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;
- 9.7.2 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;
- 9.7.3 give due consideration to laws and regulations, the provisions of the Combined Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules as appropriate;
- 9.7.4 promote and review the role of the internal and external auditors;
- 9.7.5 at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 9.7.6 have no management responsibilities with regard to its supervisory role, findings and its recommendations and it shall be the responsibility of management to take appropriate actions.

## **10. Authority**

The Committee is authorised:

- 10.1 to seek any information it requires from any employee of the Company in order to perform its duties;
- 10.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference; and
- 10.3 to call any employee to be questioned at a meeting of the Committee as and when required.