INTERNAL AUDIT CHARTER

May 2026

1. INTRODUCTION

This Internal Audit Charter defines the purpose, authority, and responsibilities of the internal audit function of Peel Hunt Limited (the "Company") and its subsidiary undertakings (together, "Peel Hunt" or the "Group"), and establishes the framework for an effective internal audit function that creates, protects, and sustains value.

1.1 PURPOSE

The purpose of the internal audit function is to strengthen Peel Hunt's ability to create, protect, and sustain value by providing the Board and senior management with independent, risk-based, and objective assurance, advice, insight, and foresight.

Internal audit activities are delivered through a fully outsourced internal audit service provider ("Internal Audit Provider"), appointed and overseen by the Audit Committee. Outsourcing does not diminish the Board's or management's accountability for governance, risk management, and internal control.

The internal audit function enhances Peel Hunt's:

- achievement of strategic objectives
- governance, risk management, and control processes
- decision-making and oversight
- reputation and credibility with stakeholders

2. CONFORMANCE WITH THE GLOBAL INTERNAL AUDIT STANDARDS

The internal audit function operates in conformance with the Institute of Internal Auditors' Global Internal Audit Standards, including the Core Principles, Code of Ethics, and Topical Requirements.

A Quality Assurance and Improvement Programme (QAIP) is maintained to evaluate conformance and performance. This includes:

- ongoing monitoring of internal audit performance
- periodic internal self-assessments
- external quality assessments at least every five years

Results of the QAIP, including any corrective actions, are reported to the Audit Committee at least annually.

Where full conformance with the Standards is not practicable, the Internal Audit Provider will disclose the rationale and alternative actions to the Audit Committee.

All internal audit activities are performed in accordance with principles of integrity, objectivity, competence, due professional care, and confidentiality.

3. MANDATE AND SCOPE OF WORK

3.1 MANDATE

Internal audit supports the Board and management by providing independent assurance on the effectiveness of governance, risk management, and internal control processes.

3.2 SCOPE OF WORK

The scope of internal audit is unrestricted and includes all activities of Peel Hunt.

Internal audit evaluates and provides assurance on:

- identification and management of risks
- governance arrangements and oversight processes
- design and operating effectiveness of internal controls
- risk and control culture
- compliance with legal and regulatory requirements
- integrity and reliability of information
- safeguarding of assets, including financial crime risks
- achievement of strategic objectives
- significant business changes, transactions, and outsourcing arrangements

Internal audit also assesses the adequacy and effectiveness of fraud risk management arrangements.

Internal audit operates as the third line within the Three Lines Model.

3.3 TOPICAL REQUIREMENTS

Where applicable, internal audit applies relevant Topical Requirements of the Global Internal Audit Standards when delivering assurance engagements.

4. AUTHORITY

The internal audit function has authority to:

- have full, free, and unrestricted access to all records, systems, property, and personnel
- determine the scope, frequency, and methodology of internal audit work
- allocate resources and apply appropriate audit techniques
- access appropriate technology and data analytics tools
- obtain specialised support where required

All information obtained is subject to strict confidentiality requirements.

5. INDEPENDENCE, OBJECTIVITY AND REPORTING

5.1 ORGANISATIONAL INDEPENDENCE

The Internal Audit Provider is functionally independent of management and reports directly to the Audit Committee.

Administrative coordination is facilitated through a designated senior executive (“Internal Audit Oversight Owner”), who does not influence audit scope, conclusions, or opinions.

The Internal Audit Provider:

- has unrestricted access to the Audit Committee Chair and Board
- may attend Board and Committee meetings as appropriate
- confirms its independence to the Audit Committee at least annually

5.2 OBJECTIVITY AND INTEGRITY

Internal auditors:

- maintain objectivity and professional scepticism

- avoid conflicts of interest
- disclose any impairments to independence promptly

Material impairments and any restrictions on internal audit activity are reported to the Audit Committee.

5.3 RESTRICTIONS

Internal audit does not:

- undertake operational management responsibilities
- design or implement internal controls
- assume accountability for systems or processes under review

6. OUTSOURCED INTERNAL AUDIT ARRANGEMENTS

The Audit Committee:

- authorises the appointment and removal of the Internal Audit Provider
- approves fees, scope of services, and resourcing arrangements
- assesses the provider’s independence and potential conflicts of interest

The Internal Audit Provider:

- maintains confidentiality of all information
- does not undertake other services without Audit Committee approval
- may engage directly with regulators where appropriate, keeping the Audit Committee informed

7. BOARD AND AUDIT COMMITTEE OVERSIGHT

To ensure effective internal auditing, the Audit Committee will:

- approve this Charter at least annually
- approve the risk-based internal audit plan
- ensure the internal audit function has sufficient authority and independence
- ensure sufficient human resources with appropriate knowledge, skills and competencies are deployed to deliver the internal audit plan, and be informed of any resource constraints (in accordance with Standard 10.2)
- authorise the appointment and removal of the Internal Audit Provider and approve associated fees, scope, and resourcing
- review the performance of the Internal Audit Provider at least annually, including effectiveness and quality of services (in accordance with Standard 8.1)
- review results of the QAIP and monitor conformance with the Standards
- ensure unrestricted access to the Audit Committee, including private sessions
- assess whether tenure of the provider may impair independence
- make appropriate enquiries of management and the Internal Audit Provider regarding scope or resource limitations

8. ROLES AND RESPONSIBILITIES

8.1 INTERNAL AUDIT PROVIDER

The Internal Audit Provider is responsible for:

- developing a risk-based internal audit plan for approval

- delivering the plan in accordance with the Global Internal Audit Standards
- maintaining an internal audit methodology and QAIP
- reporting findings, themes, and opinions to the Audit Committee
- escalating unacceptable risk exposures to the Audit Committee
- coordinating with external auditors and other assurance providers
- supporting regulatory engagement as required

8.2 INTERNAL AUDIT OVERSIGHT OWNER

Peel Hunt appoints a senior executive to:

- act as primary liaison with the Internal Audit Provider
- facilitate access to information and personnel
- ensure timely tracking of management actions
- escalate issues to the Audit Committee

9. MANAGEMENT RESPONSIBILITIES

Management is responsible for:

- maintaining effective governance, risk management, and control frameworks
- responding to internal audit findings
- implementing agreed actions within agreed timelines
- providing timely access to information and personnel

10. SCOPE AND TYPES OF INTERNAL AUDIT SERVICES

Internal audit provides:

- Assurance services: independent assessments of governance, risk management, and control
- Advisory services: support and insights, provided independence is not impaired

The scope includes all entities, activities, and functions of Peel Hunt.

Internal audit may rely on other assurance providers only after assessing their effectiveness.

11. ADVISORY AND CONSULTING SERVICES

Advisory services may be performed where approved by the Audit Committee and where independence is not adversely impacted.

Internal audit does not assume management responsibility in any advisory engagement.

12. CHANGES TO THE CHARTER

The Audit Committee will review and approve this Charter at least annually.

Additional review may be triggered by:

- changes in the Global Internal Audit Standards
- significant organisational changes
- changes in risk profile or regulatory environment

APPROVAL

Approved by the Audit Committee on 27 May 2026