Thrive Renewables

Schedule 5
Terms of Reference for the Audit Committee
(approved by the Board of Thrive Renewables plc on 5 August 2026)

1. Constitution

1.1 The Board has established a Committee known as the Audit Committee. The purpose of the Committee is to ensure the ongoing monitoring and review of internal and financial control systems within the Group, as well as liaising with and monitoring external auditors.

2. Membership

2.1 The members of the Audit Committee shall be appointed by the Board on the recommendation of the Nomination Committee in consultation with the Chair of the Audit Committee.

2.2 The Committee shall comprise at least two members, each of whom shall be independent, and at least one member shall have recent and relevant financial experience. The Chair of the Board can be a member, but not Chair, of the Committee, provided he or she was considered independent on appointment.

2.3 The Chair of the Committee, who shall have previous experience at a comparable company and shall be an independent non-executive director, shall be appointed by the Board. In the absence of the Chair of the Audit Committee (and/or an appointed alternate member), the members present at any meeting of the Committee shall elect one of their number to chair the meeting.

2.4 If any member of the Audit Committee is unable to act for any reason, the Chair of the Audit Committee may appoint another non-executive director of the Company agreed by the other members of the Audit Committee, to act as that member's alternate.

2.5 The Chair and members of the Committee shall be listed each year in the Company's Annual Report.

2.6 The Company Secretary or their nominee shall be the secretary of the Audit Committee.

3. Attendance at meetings

3.1 No one other than the Chair and members of the Audit Committee is entitled to be present at a meeting of the Audit Committee. The Chair and members of the Audit Committee shall, however, have the discretion to decide if non-members should be invited to attend for a particular meeting or a particular agenda item and, subject to clause 3.3 below, should invite the CEO and CFO to attend all meetings.

3.2 It is expected that the external audit lead partner will be invited regularly to attend meetings.

3.3 The Committee should meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage; and at least once a year, the Audit Committee shall meet with the auditors, without management, to discuss matters relating to its remit and any issues arising from the audit relating to accounting or internal control systems.

4. Meetings

4.1 Meetings shall be held not less than four times a year, to coincide with key dates within the financial reporting and audit cycle, and in all events prior to year end reporting, interim reporting, at audit planning stage and for budget approval. A meeting shall be held as soon as is reasonably practicable upon a request for such meeting by the Company's external or internal auditors.

4.2 The quorum for meetings of the Audit Committee shall be two members present throughout the meeting in person, by telephone or videoconference.

4.3 Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting papers where appropriate shall be forwarded to each member of the Audit Committee no fewer than four working days prior to the date of the meeting where reasonably possible.

4.4 In the event of equality of votes, the Chair of the Audit Committee shall have a casting vote.

4.5 The secretary of the Committee shall prepare minutes of any meeting of the Audit Committee and, after approval and signature by the Chair of the Committee, shall circulate them to all members of the Board (unless a conflict of interest exists) and any invited attendees, if applicable.

4.6 The Chair of the Audit Committee shall be available to answer questions about the Committee's activities at the Annual General Meeting of the Company.

4.7 The Chair of the Committee shall report to the Board on its activities and findings after each meeting of the Committee. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where it considers that action or improvement is needed.

5. Authority

5.1. The Audit Committee is authorised by the Board to obtain outside legal, accounting or other independent professional advice and to secure the attendance of outside advisors with relevant experience and expertise if it reasonably considers this necessary, at the Company's expense.

5.2 The Audit Committee shall have access to the services of the company secretariat on all Committee matters including (but not limited to) assisting the Chair in planning the Committee's work, drawing up meeting agendas, maintenance of minutes, drafting of material about its activities for the Annual Report, collection and distribution of information and provision of practical support.

5.3 The Audit Committee is authorised by the Board to investigate any activity within the scope of its duties, and to seek any information it requires from any employee.

6. Duties

The duties of the Audit Committee shall be:

6.1 Financial Reporting

6.1.1 To review and, where necessary, challenge the integrity of the financial statements of the Company, and any formal announcements relating to the Company's financial performance, reviewing significant financial reporting issues and judgements contained in them, having regard to matters communicated to it by the auditor, focusing particularly on:

(i) considering significant accounting policies, any changes to them and any significant estimates and judgements (taking into account the views of the external auditor);

(ii) where the accounting treatment is open to different approaches, considering whether the Company has adopted appropriate accounting policies and, where necessary, made appropriate estimates and judgements (taking into account the views of the external auditor); and

(iii) reviewing the clarity and completeness of disclosures in the financial statements and considering whether the disclosures made are set properly in context, and satisfying itself that the financial statements give a fair, balanced and understandable view of the Company's profit, assets, liabilities and financial position;

(iv) assessing the basis on which the Company has been determined as a going concern in the Company's Annual Report and Accounts and the assumptions used over a period of at least 12 months from the date at which the statement is expected to be made, including assessing the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity, and how they are managed and mitigated;

(vi) whether the financial statements are in compliance with statutory and legal requirements;

6.1.2 To prepare a report to shareholders on its activities during the year for inclusion in the Company's Annual Report.

6.1.3 To review any related party transactions and consider the adequacy of disclosure of those transactions in the Company's Annual Report.

6.1.4 To recommend approval of the Company's Annual and Half Year Reports, to the Board.

6.2 Internal Controls and Risk Management systems

6.2.1 To monitor and review the effectiveness of the Company's internal controls and the systems and policies established to identify, assess, manage and monitor risks, understand the threats and opportunities and their potential impact through a review of the risk register twice a year, assign responsibility for monitoring risks and assess any material uncertainties as to the Company's ability to adopt the going concern basis of accounting.

6.2.2. To review and approve the statements included in the Annual Report in relation to audit, internal control and the management of risk.

6.2.3 To review arrangements by which staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters, so as to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.

6.2.4 To review the Company's procedures for detecting fraud and preventing bribery.

6.2.5 To review the Company's office and Directors' and Officers' insurance renewal offer annually.

6.2.6 To review the adequacy, effectiveness and completeness of the Company's overall insurance arrangements as part of the Company's risk management framework. Operational insurance shall be reviewed by the OHSE Committee, and included in the Audit & Risk Committee's completeness review.

Thrive Renewables

6.3 Internal Audit

6.3.1 To commission and review the results of an annual audit of internal controls, which shall be conducted by an independent third party, and to ensure that any recommendations are acted upon by management.

6.3.2 To annually consider the need for an internal audit function, where no such function exists, and make a recommendation to the Board as to whether such a function should be established. The reasons for the absence of a function should be explained in the Company's Annual Report.

6.3.3 Where there is an internal audit function, the Committee will monitor and review the effectiveness of the internal audit programme in the context of the overall risk management system to ensure that internal audit is operating efficiently and effectively, review and assess the internal audit plan and reports, recommendations and management responses.

6.4 External Audit

6.4.1 To oversee the Company's relations with the external auditors and consider and make recommendations to the Board, for it to put to the shareholders for their approval in general meeting in relation to the appointment, re-appointment and removal of the external auditors and to approve the remuneration and terms of engagement of the external auditor.

6.4.2 To be responsible for the selection procedure and oversee the selection process for new auditors. If the Board does not accept the Audit Committee's recommendation on the appointment, reappointment and removal of external auditors, prepare a statement explaining the Committee's recommendation which shall be included in the Annual Report and in any papers recommending appointment or re-appointment together with the Board's reasons for taking a different position.

6.4.3 If the external auditor resigns, to investigate the issues leading to such resignation and to consider whether any action is required.

6.4.4 To review and agree the engagement letter with the external auditor at the start of each audit; to discuss with the external auditors before the audit commences and keep under review, the scope and results of the audit as well as whether the level of fee payable is appropriate for the provision of those services.

6.4.5 To review and monitor the external auditor's qualification, expertise, resources, independence and objectivity annually, taking into consideration relevant UK professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services.

6.4.6 Agree with the Board a policy on the employment of former employees of the Company's auditor, then monitor the implementation of this policy.

6.4.7 To monitor 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.

6.4.8 To develop and implement policy on the provision of non-audit services by the external auditor, taking into account relevant ethical guidance; and to report to the Board identifying any matters in respect of which it considers that action or improvement is needed and make recommendations as to the steps to be taken (so as to ensure that the provision of such services does not impair the external auditor's independence and objectivity).

6.4.9 To consider the auditors' work plan for the annual and any interim audit and proposed resources in light of the scope of the audit and ensure it is consistent with the scope of the audit engagement.

6.4.10 To review with the external auditors, the results of their work in conducting the annual and any interim audit, including:

(i) any major issues that arose during the course of the audit;

(ii) key accounting and audit judgements;

(iii) levels of errors identified during the audit, obtaining explanations from management, and where necessary the external auditors, as to why certain errors might remain unadjusted; and

(iv) any reservations that the external auditors may have and other matters that they wish to raise;

6.4.11 Report to the Board identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

6.4.12 To review any representation letter(s) requested by the external auditor before they are signed by management.

6.4.13 To review the management letter and management's response to the auditor's findings and recommendations.

6.4.14 At the end of the annual audit cycle, to review and assess the effectiveness of the audit process.

6.5 Other Duties

6.5.1 To consider the major findings of internal investigations in relation to activities which are within its terms of reference and management's response thereto.

6.5.2 To review its own performance periodically, and to review its own constitution and terms of reference at least once a year, to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.