

# Foxtons Group plc

## Policy on the supply of non-audit services by the external auditor

### 1 Basic Principle

The Group's policy on non-audit services provided by the external auditor is designed to ensure that the provision of such services does not impair, or be seen to impair, the external auditor's independence and objectivity.

Subject to the delegations set out below, all non-audit services provided by the external auditor are subject to prior approval by the Audit Committee. Approval will only be given on the basis that the service will not compromise independence and is either a natural extension of the audit or that there is an overriding business or efficiency reason making the external auditor the most suited to provide the service.

The Group may only use the Auditor for non-audit related work in cases where these services or the levels of fees involved do not:

- create a mutuality of interest or conflict of interest between the Auditor and the Group;
- place the Auditor in a position of auditing their own work;
- result in the Auditor acting in a management capacity or as an employee of the Group;
- involve the Auditor in making decisions which are the preserve of management; or
- place the Auditor in the position of advocate for the Group.

No service provided by the Auditor should be the subject of a contingent fee.

### 2 Services

#### Audit and audit related services

In addition to statutory audit services which include the audit of the annual accounts and other services pursuant to legislation, the Auditor is permitted to provide audit-related services where the work involved is closely related to the work performed in the audit. These include:

- reviews of interim financial information;
- reporting on internal financial controls when required by law or regulation;
- reporting required by law or regulation to be provided by the Auditor; and
- prospectus/capital markets reporting.

#### Other (non-audit) services

Provided there is no apparent threat to independence the following non-audit services are amongst those that may also be provided by the Auditor:

- issuance of assurance opinions in connection with documents or data published by the Company;
- issuance of comfort letters (e.g. over audited numbers in a capital raising prospectus) and fairness opinions;
- review and advice on accounting policies, changes in legislation relating to reporting, the impact of new accounting standards and accounting for acquisitions and other one-off transactions;
- due diligence related to mergers and acquisitions, disposals and joint ventures and any transaction related services permitted by the Ethical Standard;
- reporting on working capital statements;

- benchmarking services;
- non-IT consultancy services;
- assurance work relating to compliance and corporate governance;
- preparation of completion accounts that are not subject to audit;
- advice on risk management;
- investigations (where not material, e.g. of a forensic nature); and
- other non-audit services not prohibited by the Ethical Standard.

### **Excluded services**

Certain services (excluded services) are not permitted. These are services which are either specifically excluded by regulations or which have the potential to impair the external auditor's independence. Independence may be impaired if these services were to result in work which would be subject to audit by the external auditor.

Excluded services include:

- Tax services relating to:
  - i) preparation and/or review of tax forms;
  - ii) payroll tax;
  - iii) customs duties;
  - iv) identification of public subsidies and tax incentives unless support from the audit firm in respect of such services is required by law;
  - v) support regarding tax inspections by tax authorities unless support from the audit firm in respect of such inspections is required by law;
  - vi) calculation of direct and indirect tax and deferred tax; and
  - vii) provision of tax advice;
- Bookkeeping or other services related to the accounting records or financial statements;
- Payroll administration services;
- Management functions;
- Executive recruiting and human resource services;
- Broker-dealer services, promoting, dealing in or underwriting shares in the audited entity;
- Expert services unrelated to their audit function such as:
  - i) legal services;
  - ii) services related to the Group's internal audit function (if in existence);
  - iii) services relating to the design and implementation of internal control or risk management procedures related to the preparation and/or control of financial information or designing and implementing financial IT systems; and
  - iv) services linked to the financing, capital structure and allocation, and investment strategy of the audited entity;
- Actuarial or valuation services;
- Executive remuneration advice; and
- any other service that the Audit Committee determines is not permissible.

The Audit Committee Chairman should be consulted before any assignment is agreed if there is any doubt whether it would fall into one of these categories.

### **3 Limits of Authority and Delegations**

The Audit Committee is authorised, to the extent permitted by law and regulations, to engage the Auditor to perform non-audit services and shall ensure that such services do not impair the Auditor's independence or objectivity..

The Audit Committee has delegated authority to the Chief Financial Officer for other (non-audit) services engagements, other than excluded services, that individually do not exceed £7,500. .

When considering whether to approve any non-audit services, the Audit Committee (or its delegate) should consider:

- threats to the independence and objectivity of the external auditor and any safeguards in place to eliminate or reduce these threats to a level where they would not compromise the Auditor's independence and objectivity, taking into account the relevant regulations and ethical guidance in this regard;
- the nature of the non-audit services;
- whether the external Auditor is the most suitable supplier of the non-audit service;
- the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
- the criteria governing compensation.

#### **4 Review**

The Audit Committee, in accordance with its terms of reference, will annually review the independence and objectivity of the Auditor. The Committee will require the Auditor to report annually to the Committee on all aspects concerning independence, including possible conflicts with this policy, if any, and to confirm their independence in writing.

This policy will be reviewed at least annually by the Audit Committee and its application will be monitored. The Committee will also report to the Board on any improvement or action required in relation to this policy.

#### **5 Disclosure**

In the Group's Annual Report and Accounts, the Group will provide a summary of the fees incurred in respect of audit and non-audit services performed by the Auditor and will explain how, when the external auditor provides non-audit services, independence and objectivity is safeguarded.

This Policy was approved by the Audit Committee on 13 November 2019 and was last reviewed on 18 February 2020.