

**TSB BANK PLC (THE 'COMPANY')  
BOARD AUDIT COMMITTEE  
TERMS OF REFERENCE**

In these Terms of Reference:

'**TSB**' means the Company together with its subsidiaries and subsidiary undertakings from time to time (as defined in the Companies Acts 2006).

'**Ring-Fenced Bank**' ('**RFB**') or the '**Parent**' means Santander UK Plc.

'**HoldCo**' means Santander UK Group Holdings Plc.

## **1. PURPOSE**

**1.1.** The Board of Directors of the Company (the '**Board**') has established an Audit Committee (the '**Committee**') to assist with the oversight of, and report its conclusions to the Board on :

- i) the integrity of TSB's financial statements and narrative reporting;
- ii) the audit (including scope) together with the qualifications, effectiveness and independence of the External Auditors;
- iii) the effectiveness of the Internal Audit function;
- iv) the effectiveness of internal financial controls;
- v) the effectiveness of whistleblowing arrangements; and
- vi) compliance with legal and regulatory requirements pertaining to items i) through v).

In carrying out its responsibilities, the Committee shall promote the success of TSB for the benefit of its shareholder and having due regard to its wider stakeholders. It will also make whatever recommendations or escalations to the Board on any area within its remit, including but not limited to matters that are reserved for the Parent. Any material issues shall be reported to the RFB Board Audit Committee Chair.

**1.2.** The Committee is a committee of the Board and as such is authorised by the Board to:

- a) delegate any of its responsibilities to a sub-committee including one established solely for that purpose, whilst maintaining accountability. Any such instances of delegation shall be reported to the Board;
- b) seek any information that it requires or request attendance at a meeting from any employee or director of the Company or any other member of TSB, and all employees and directors are directed to co-operate with any requests made by the Committee; and
- c) obtain outside legal or other independent professional advice in relation to matters falling within its responsibilities set out below and to approve the fees and other terms of any such retainer.

## **2. RESPONSIBILITIES**

The Committee shall carry out the duties below for TSB as appropriate:

### **2.1. Financial Reporting**

**2.1.1** The Committee shall monitor the integrity of the annual financial statements prior to submission to the Board, and any other formal announcement or reporting relating to TSB's financial performance (including any half-year reports and/or interim financial statements, and

half-year and full-year Pillar 3 disclosures<sup>1</sup>), reviewing and reporting to the Board on significant financial reporting issues and judgements and estimates which they contain having regard to matters communicated to it by the External Auditor.

2.1.2 In particular the Committee shall review and challenge where necessary:

- a) the application and consistency of, and any changes to, significant accounting policies;
- b) the methods used to account for significant or unusual transactions where different approaches are possible;
- c) the Going Concern statement included in the annual financial statements;
- d) any Viability Statement included in the annual financial statements;
- e) whether TSB has followed appropriate accounting standards and made appropriate estimates and judgements, including but not limited to matters related to provision adequacy and taking into account the views of the External Auditor;
- f) the clarity and completeness of disclosure in TSB's financial reports and the context in which the statements are made; and
- g) all other material information presented with the financial statements, including the strategic report, directors' report and the corporate governance statement.

2.1.3 The Committee shall inform the Board of the outcome of the statutory audit of the annual financial statements and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the Committee was in that process.

2.1.4 Where the Committee is not satisfied with any aspect of the proposed financial reporting by TSB, it shall report its views to the Board.

## **2.2. Narrative Reporting**

2.2.1 When requested by the Board, the Committee shall review the content of the annual reports and accounts of any TSB company 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 relevant company's position and performance, business model and strategy.

## **2.3. Internal Financial Controls**

2.3.1 The Committee shall keep under review the adequacy and effectiveness of TSB's internal financial controls, taking into account assessments from TSB's Second Line Oversight function, Internal Audit and TSB's External Auditor on how risks are identified and managed.

2.3.2 The conclusions from the Committee's review of internal financial controls shall be taken into account in the Board Risk Committee's wider assessment and recommendation to the Board of any statements on risk management and internal controls to be included within the Company's annual report & accounts.

## **2.4. Whistleblowing**

2.4.1 Review and approve at least annually TSB's Speak Up & Be Heard – Whistleblowing Policy.

2.4.2 Review the adequacy and security of TSB's whistleblowing arrangements for its employees and contractors to raise concerns about possible wrongdoing in financial reporting or other matters, taking into consideration the confidentiality, anonymity, protection and fair treatment of whistleblowers under these arrangements.

2.4.3 Ensure that the arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action.

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<sup>1</sup> Authority for signing-off Q1 and Q3 Pillar 3 disclosures was delegated to the Chief Financial Officer by the Committee on 26 April 2022  
May 2026

2.4.4 Review annually reports on whistleblowing matters, including material instances of disclosure and where appropriate reports to the regulators.

## 2.5. Internal Audit

2.5.1 The Committee shall:

- a) support the Committee Chair in reviewing the appointment or dismissal of the Chief Audit Officer and making a recommendation to the Board in relation to the same. In addition, the Committee shall be provided with the opportunity to comment, via the Committee Chair, on setting the objectives for and appraising the performance of the Chief Audit Officer<sup>2</sup>;
- b) review and approve the remit of Internal Audit with reference to the audit principles, policies and scope of the Parent;
- c) approve the Internal Audit Budget, as included in the Internal Audit Plan, and ensure that the function has the necessary resources and access to information to enable it to fulfil its mandate, and is equipped to perform in accordance with appropriate professional standards for internal auditors;
- d) ensure that the Chief Audit Officer has direct access to the Board chair and to the Committee chair, and is accountable to the Committee, in order to ensure their continued independence;
- e) review and approve the Internal Audit Plan, ensuring that it is aligned to TSB's principal, evolving and emerging risks; and ensure that there is adequate internal audit coverage from suitably skilled auditors;
- f) receive opinions on a periodic basis on the results of the work of Internal Audit and the overall effectiveness of the governance, risk and control framework;
- g) review and monitor management's responsiveness to any Internal Audit findings and recommendations and management's actions to support the effective working of the Internal Audit function;
- h) monitor the performance and effectiveness of the Internal Audit function in the context of TSB's overall risk management system and the work of Risk, Finance and the External Auditor;
- i) review and approve the Internal Audit Charter annually to ensure that it is appropriate to the current needs of TSB and the principles of the Chartered Institute of Internal Auditor ('CIIA') Code of Practice;
- j) ensure that Internal Audit has unrestricted scope in its activities and that there is open communication between different functions;
- k) commission an independent external assessment of Internal Audit, in line with the CIIA's Standards, at least once every five years. The appointment process for the independent external quality assurance assessor will be overseen and approved by the Committee Chair, with input as necessary from the Committee as a whole; and
- l) at least once a year, meet with the Chief Audit Officer, without the presence of other management, to discuss any matters relating to the remit of the Internal Audit function.

## 2.6. External Audit

2.6.1 The Committee shall:

- a) consider and, where appropriate, recommend to the Board to be put to the shareholders of the Company for approval at the Annual General Meeting, the appointment, re-appointment, and removal of the External Auditors;
- b) ensure that at least once every ten years, and having regard to the Parent's audit policy, the audit services contract is put out to tender to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent External Auditor with those of other audit firms; and in respect of such tender oversee the selection process

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<sup>2</sup> The Committee Chair is responsible for recommending the remuneration of the Chief Audit Officer to the Board with the assistance of and taking into account the views of the Chief Executive Officer

- and ensure that all tendering firms have such access as is necessary to information and individuals during the duration of the tendering process;
- c) if an External Auditor resigns, investigate the issues leading to this and decide whether any action is required;
  - d) oversee the relationship with the External Auditor including (but not limited to):
    - i. approval of their remuneration, including both fees for audit and non-audit services, and assessing that the level of fees is appropriate to enable an effective and high quality audit to be conducted;
    - ii. approval of the terms of engagement of the External Auditor, including any engagement letter issued at the start of each audit and the scope of the audit;
    - iii. annually assess the effectiveness, qualifications, expertise, resources, independence, integrity and objectivity of the External Auditors, taking into account relevant professional and regulatory requirements and the relationship with the External Auditor as a whole, including matters related to the provision of any non-audit services, and which shall include a report from the External Auditor on their own internal quality procedures;
    - iv. satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the External Auditor and TSB (other than in the ordinary course of business) which could adversely affect the External Auditor's independence and objectivity;
    - v. agreeing a policy on the employment of former employees of the External Auditor, taking into account relevant professional and regulatory requirements, and monitoring the implementation of this policy;
    - vi. assessing reporting from the External Auditor on its compliance with relevant legal, regulatory, ethical and professional requirements, including the revised Ethical Standard published by the Financial Reporting Council ('FRC') in 2024 and guidance on the rotation of the audit partner, as they relate to the External Auditor's processes for maintaining independence and the level of fees paid for the provision of non-audit services compared to the overall fees paid by TSB to the External Auditor;
    - vii. assessing annually the effectiveness of the audit process, including obtaining feedback on the conduct of the audit from key stakeholders;
    - viii. seeking to ensure co-ordination of the activities of the External Auditor with the activities of the Internal Audit function;
    - ix. Ensuring that the External Auditor has full access to TSB staff and records;
    - x. evaluating the risks to the quality and effectiveness of the financial reporting process and consideration of the need to include the risk of the withdrawal of the External Auditor from the market in that evaluation; and
    - xi. reviewing FRC reporting on External Auditor audits subject to FRC review, together with more general information available on the External Auditor.
  - e) 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, meet with the External Auditor without management being present, to discuss the External Auditor's remit and any issues arising from the audit;
  - f) review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team; and
  - g) 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;
    - ii. key accounting and audit judgements;
    - iii. the level of audit misstatements (corrected and uncorrected) identified during the audit;
    - iv. the External Auditor's view of interactions with senior management;
    - v. the effectiveness of the audit process; and
    - vi. the External Auditor's explanation of how the risks to audit quality were addressed.

- h) The Committee shall also:
- i. Consider communications from the External Auditor on audit planning and findings on material weaknesses in accounting and internal control systems that come to the External Auditor's attention;
  - ii. review any representation letter(s) requested by the External Auditor before they are signed by management;
  - iii. review the External Auditor's management letter and management's response to the External Auditor's findings and recommendations;
  - iv. Report to the Board on how it has discharged its responsibilities with respect to the external audit;
  - v. develop, implement and monitor policy on the supply of non-audit services by the External Auditor, ensuring there is prior approval of non-audit services where required<sup>3</sup>, considering the impact this may have on audit objectivity and independence, taking into account the relevant regulation and ethical guidance in this regard, and reporting to the Board on any improvement or action required;
  - vi. review reports prepared by the External Auditor at the Committee's request; and
  - vii. seek to resolve any disagreements between management and the External Auditor regarding financial reporting.

## **2.7. Tax Policy and Strategy**

2.7.1 The Committee shall review and approve TSB's Tax Policy.

2.7.2 The Committee shall review TSB's Tax Strategy, taking into consideration the Tax Strategy of HoldCo, and make a recommendation to the Board in relation to the same.

## **3. COMMITTEE EFFECTIVENESS AND TERMS OF REFERENCE**

3.1. Periodically, the Committee shall review the effectiveness of the Committee and report to the Board thereon.

3.2. At least every two years, or at the request of the Board at any time, the Committee shall review its Terms of Reference, to ensure that they remain appropriate and fit for purpose, and any proposed changes will be recommended to the Board for approval.

## **4. MEMBERSHIP AND OPERATION OF THE COMMITTEE**

4.1. The Committee shall comprise at least three directors, all of whom shall be Independent Non-executive Directors. Membership shall include at least one member of the Company's Board Risk Committee and one member who has recent and relevant financial experience, ideally with a professional qualification from at least one of the professional accounting bodies, and the Committee as a whole shall have competence in the retail banking sector.

4.2. Members of the Committee shall be appointed by the Board, in consultation with the Committee chair.

4.3. The Board shall appoint the Committee chair who must be an Independent Non-executive Director. In the absence of the Committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

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<sup>3</sup> Authority has been delegated to the Chief Financial Officer, via the annual approval by the Committee of the Non-Audit Services Policy, to approve two non-audit engagements each quarter (subject to a maximum of five in any 12 month period) for permitted services that meet the definition of 'Audit related assurance service' (as defined in the Non-Audit Services Policy) and that do not exceed £50k (ex. VAT) in cost

- 4.4. The Company Secretary or their nominee shall act as the secretary to the Committee.
- 4.5. The quorum necessary for the transaction of business shall be any two members of the Committee.
- 4.6. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair, any other Committee member, the Chief Audit Officer or the External Auditors.
- 4.7. Unless otherwise agreed, notice of the 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 four 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.
- 4.8. Members may attend meetings via teleconference or videoconference if required. Decisions of the Committee may also be taken by way of a unanimous written resolution of all eligible Committee members. Such written resolution is adopted when all eligible members of the Committee have signed one or more copies of it or otherwise indicated their agreement to it in writing (which may include by electronic mail).
- 4.9. The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members (where required) and on an ongoing basis for all members.
- 4.10. Meetings shall be held as circumstances require, but at least four times a year to enable responsibilities to be discharged.
- 4.11. Outside of the formal meeting programme, the Committee chair will maintain a dialogue with key individuals involved in the Company's governance, including the Board chair, the Chief Executive Officer, the Chief Financial Officer, the External Audit Partner, the Chief Audit Officer, the Chief Risk Officer and the RFB Chief Internal Auditor.

## **5. NON MEMBERS/OTHER ATTENDEES**

- 5.1. Only members of the Committee have the right to attend Committee meetings. However, all other Non-executive Directors have an open invitation to observe meetings.
- 5.2. The Chief Executive Officer, the Chief Financial Officer, representatives of the External Auditor and the Chief Audit Officer are expected to attend all meetings of the Committee. Additionally, the Chief Risk Officer, General Counsel and external advisors may be invited to attend all or part of the meeting as appropriate, together with other attendees at the discretion of the Committee chair. Deputies for TSB executives may attend at the discretion of the Committee Chair.

## **6. INPUTS**

- 6.1. In discharging its duties, the Committee will be supported by and have access to the advice and services: internally, of relevant TSB executive members and their functions (including but not limited to Internal Audit, Risk, Legal/Company Secretariat and Finance); and externally, independent professional, technical and/or legal advice or other resources, at the Company's expense, as and when it considers this necessary.

- 6.2. The Committee shall give due consideration to relevant legislation, regulation, best practice guidance, industry guidance and developing trends affecting issues within the Committee's remit.
- 6.3. The Committee shall work and liaise as necessary with all other Board committees, including those temporarily established for a specific purpose. 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.
- 6.4. The Committee shall have regard to the views and procedures of the Parent on matters within the Committee's remit which i) relate to a matter reserved to the Parent, or ii) otherwise, where considered relevant by the Committee to ensure appropriate coordination with the Parent.

## **7. OUTPUTS**

- 7.1. The Committee chair shall report formally to the Board on the Committee's proceedings and how it has discharged its responsibilities, and make whatever recommendations to the Board that it deems appropriate on any area within its remit where action or improvement is needed.
- 7.2. To the extent that it is required by applicable regulation, the Committee shall compile a report on its activities to be included in the Company's annual report & accounts.
- 7.3. In the compiling of the reports referred to in paragraph 6.1 and 6.2, the Committee shall exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but should include at least those matters that will have informed the Board's assessment of whether the Company is a Going Concern and, as required, the inputs to the Board's Viability Statement.
- 7.4. The Committee has the right to publish in the Company's annual report & accounts details of any issues that cannot be resolved between the Committee and the Board. If the Board has not accepted the Committee's recommendation on the External Auditor appointment, reappointment or removal, the annual report & accounts should include a statement explaining the Committee's recommendation and the reasons why the Board has taken a different position.
- 7.5. The secretary of the Committee shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.6. Draft minutes of Committee meetings shall be distributed promptly to all Committee members. Once approved, minutes should be circulated to all other members of the Board, unless in the opinion of the Committee chair it would be inappropriate to do so.
- 7.7. Final signed copies of the minutes of the meetings of the Committee should be maintained for the Company's records. These may be signed electronically and held in soft and/or hard copy.

## **8. MISCELLANEOUS**

- 8.1. References in these Terms of Reference to executive positions are to the individual holding that position for TSB, whether formally appointed by TSB or otherwise.