ROSEBANK INDUSTRIES PLC (the "Company")

AUDIT COMMITTEE
(the "Committee")

Approved by the Board on 11 December 2025

Composition and Terms of Reference

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Purpose

The purpose of the Audit Committee (the "**Committee**") is to satisfy itself on the integrity of financial statements of the Company and the group as a whole (the "**Rosebank Group**"), to review accounting policies and procedures, to monitor the effectiveness of financial reporting, internal control and risk management systems, to ensure compliance with statutory requirements, to ensure the independence and effectiveness of the internal and external audit functions and to oversee the relationship with external auditors and to consider any matters raised by the external auditors.

The Committee is established in accordance with article 28.1 of the Articles of Association of the Company.

1. Membership

1.1 The Committee shall consist of not less than three members and, where possible, one member of the Remuneration Committee.

1.2 Members of the Committee shall be appointed by the Board of the Company, on the recommendation of the Nomination Committee and in consultation with the Chairman of the Audit Committee.

1.3 All members of the Committee shall be independent non-executive Directors at least one of whom shall have recent and relevant financial experience. The audit committee as a whole shall have competence relevant to the sector in which the

Company operates. The Chairman of the Board of the Company shall not be a member of the Committee.

1.4 No one other than a Committee Member is entitled to attend meetings of the Committee but upon invitation the Chairman, Chief Executive, other Directors of the Company and other persons may attend meetings of the Committee whenever considered appropriate by the Committee.

1.5 The Group Finance Director, head of internal audit and external audit lead partner will be invited to attend meetings of the Committee on a regular basis. At least one meeting a year, or part thereof, the external and internal auditors shall attend without management present to discuss the auditor's remit and any issues arising from the audit.

1.6 Appointments to the Committee shall be for a period of up to three years, subject to annual re-election as a board member, which may be extended by two further three-year periods, provided the member remains independent.

1.7 The Chairman of the Committee shall be appointed by the board, from amongst the independent non-executive directors. In the absence of the Committee Chairman the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

The Secretary of the Committee shall be the Secretary of the Company and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. Quorum and Procedural Matters

3.1 A quorum shall be any two members of the Committee.

3.2 It is not necessary for all members of the Committee to be present in the same physical location, provided that each member can communicate with the others.

3.3 Decisions will be taken on a majority basis.

3.4 A resolution in writing which is signed by all members of the Committee entitled to receive notice of a Committee meeting, who would have been entitled to vote and not being less than a quorum, will be as effective as a resolution passed at a Committee meeting. Any written resolution will be tabled and noted at the next meeting of the Committee.

4. Frequency of Meetings

4.1 Meetings shall be held not less than three times a year at appropriate times in the financial reporting and audit cycles, and otherwise as required.

4.2 Outside of the formal meeting programme, the Committee Chairman will maintain a dialogue with key individuals involved in the Company's governance, including the Board Chairman, the Chief Executive, the Finance Director, the external audit partner and the head of internal audit.

5. Notice of Meetings

5.1 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 an executive Director, the external auditors, or the head of internal audit if they consider it necessary.

5.2 Unless otherwise agreed, the notice of each meetings confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee and any other person required to attend, generally no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members at the same time.

5.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

6. Minutes

6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

6.3 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;
- any potential conflict of interest;
- any other matter which may compromise their status as an independent non-executive director.

A member will abstain from voting on resolutions of the Committee in relation to which an interest or conflict exists and from participating in the discussions concerning such resolutions and, if so requested by the Board, will resign from the Committee.

6.4 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.

7. Annual General Meeting

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

8. Duties

The Committee should have oversight of the group as a whole and, unless otherwise required by regulation, should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

8.1 ***Financial reporting***

The Committee shall:

8.1.1 review and monitor the integrity of the financial statements of the Rosebank Group, including its half-yearly report and the annual report, interim management statements (if produced) and any other formal announcements relating to the financial performance of the Rosebank Group, and review and report to the board on significant financial reporting issues and judgements which they contain having regard to matters communicated to it by the auditor;

8.1.2 focus particularly on and review and challenge where necessary:

- the application and consistency of, and any changes to, significant accounting policies both on a year on year basis and across the Company/Rosebank Group;
- the methods used to account for significant or unusual transactions where different approaches are possible, including any significant areas where the Directors' judgement has been exercised;
- the going concern assumption and the assessment forming the basis of the longer term viability statement;
- whether the Company has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the views of the external auditor;
- the clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made;
- all material information presented with the financial statements, such as the strategic report and the corporate governance statement (insofar as it relates to the audit and risk management functions);
- significant adjustments resulting from the audit; and
- other legal requirements;

8.1.3 where requested by the Board, review any other statements requiring Board approval which contain material financial information first, where to carry out a review prior to Board approval would be practicable and consistent with any prompt reporting requirements under any law or regulation including the UK Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules;

8.1.4 where the Committee is not satisfied with any aspect of the proposed financial reporting by the Company, it shall report its views to the Board; and

8.1.5 submit the documents referred to in paragraph 8.1.1 to the Board for its approval and to determine what information should be brought to the Board's attention in connection with that submission.

8.2 ***Narrative Reporting***

8.2.1 Where requested by the Board, the Committee should advise the Board on whether, taken as a whole, the annual report and accounts are fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy and whether it informs the Board's statement in the annual report on these matters that is required under the UK Corporate Governance Code (the "**Code**").

8.2.2 After completing a review of the Rosebank Group's financial statements and/or any formal announcements relating to the Rosebank Group's financial performance, make a recommendation to the Board regarding their approval.

8.3 ***Internal controls and risk management systems***

The Committee shall:

8.3.1 monitor and assess the effectiveness of the Company's internal financial controls systems that identify, assess, manage and monitor financial risks and other internal control and risk management systems; Ensure that a robust annual review is undertaken, with appropriate documentation, testing, and reporting of control effectiveness;

8.3.2 consider, and make such recommendations to the Board as necessary regarding, an acceptable risk appetite level for the Rosebank Group; and

8.3.3 review and approve any statement on internal control and/or risk management, including the assessment of principal risks and emerging risk, the viability statement and the declaration on the effectiveness of all material controls to be included in the annual report before submission to the Board for its approval.

8.4 ***Compliance, whistleblowing and fraud***

The Board of the Company retains responsibility for oversight of whistleblowing activity and receives an annual summary report from the Workforce Advisory Panel and reviews and challenges the findings of such investigations and the appropriateness of such follow-up action as it may deem necessary.

The Committee shall:

8.4.1 review the adequacy and security of the Company's arrangements for its employees, contractors, and external parties 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 and review the findings of any material investigations that are reported to it by management as it may deem necessary;

8.4.2 review the Company's procedures for detecting fraud; and

8.4.3 review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance.

8.5 ***Internal audit***

The Committee shall:

8.5.1 approve the appointment or termination of appointment of the head of internal audit;

8.5.2 review and approve the role and mandate of the internal audit function, monitor and review the effectiveness of its work and annually approve the internal audit charter ensuring it is appropriate for the current needs of the organisation;

8.5.3 ensure the internal auditor has direct access to the Board Chairman and to the Committee Chairman, providing independence from the executive and accountability to the Committee;

8.5.4 review and approve the annual internal audit plan to ensure it is aligned to the key risks of the business, and receive regular reports on work carried out;

8.5.5 ensure the internal audit function has unrestricted scope, the necessary resources and access to information to enable it to fulfil its mandate, and ensure that there is open communication between different functions and that the internal audit function evaluates the effectiveness of these functions as part of its internal audit plan, and ensure that the internal audit function is equipped to perform in accordance with appropriate professional standards for internal auditors;

8.5.6 carry out an annual assessment of the effectiveness of the internal audit function and as part of this assessment:

- meet with the head of internal audit without the presence of management to discuss the effectiveness of the function;
- review and assess the annual internal audit work plan;
- receive a report on the results of the internal auditor's work;
- determine whether it is satisfied that the quality, experience and expertise of internal audit is appropriate for the business;
- review the actions taken by management to implement the recommendations of internal audit and to support the effective working of the internal audit function;

8.5.7 monitor and assess the role and effectiveness of the Company's internal audit function in the context of the Company's overall risk management system and the work of compliance, finance and the external auditor; and

8.5.8 if the internal audit is an internal function, consider whether an independent, third party review of processes is appropriate.

8.6 ***External audit***

The Committee shall:

8.6.1 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 external auditor;

8.6.2 develop and oversee the selection process for the appointment of the audit firm in accordance with the applicable Code and regulatory requirements, ensuring that, from time to time, the external 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 auditor with those of other audit firms, and in respect of such tender oversee the selection process and ensure that all tendering firms have such access as is necessary to information and individuals during the duration of the tendering process; if an auditor resigns, investigate the issues leading to this and decide whether any action is required;

8.6.3 oversee the relationship with the external auditor including:

- approve their remuneration, whether for audit or non-audit services and ensure that the level of fees is appropriate to enable an effective and high-quality audit to be conducted;
- review and approval of the terms of engagement, the nature and scope of their work including any engagement letter issued at the start of each audit and the scope of the audit;
- assessing annually their independence and objectivity taking into account relevant UK law, regulation, the Ethical Standard and other professional requirements and the relationship with the auditor as a whole, including any threats to the auditor's independence and the safeguards to mitigate those threats including the provision of any non-audit services;
- satisfy itself that there are no relationships between the auditor and the Company (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
- agree with the Board policy on the employment of former employees of the Company's auditors, taking into account the Ethical Standard and legal requirements, then monitoring the implementation and application of this policy;
- monitor the auditor's processes for maintaining independence, its compliance with relevant law, regulation, other professional requirements and the Ethical Standard, including the guidance on the rotation of audit partners and staff, the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and other related requirements;
- assess annually the auditor's 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, and make a recommendation on whether to propose to shareholders that the external auditor be reappointed;

- monitor the level of fees paid by the Company to the external auditors compared to the overall fee income of the firm, office and partner and assess these in the context of the relevant legal, professional and regulatory requirements, guidance and the Ethical Standard;
- seek to ensure co-ordination with the activities of the internal audit function; and
- evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the Committee and consideration of the need to include the risk of the withdrawal of their auditor from the market in the evaluation;

8.6.4 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 auditor's remit and any issues arising from the audit. Act as a forum for discussion of areas of concern arising from the final audit, or matters the auditors may wish to discuss;

8.6.5 discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan and ensure it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team; and

8.6.6 review the findings of the audit with the external auditor, including:

- how they addressed the risks to audit quality which the Committee identified at the planning stage;
- the auditor's perception of the interaction with senior management and other members of the financial team;
- a discussion of any major issues which arose during the audit;
- the auditor's explanation of how the risks of audit quality were addressed;
- key accounting and audit judgements;
- levels of errors identified during the audit; and
- the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the Committee.

The Committee shall also:

8.6.7 authorise the external auditor to provide non-audit services prior to the commencement of those non-audit services;

8.6.8 review any representation letters requested by the external auditors before they are signed by management;

8.6.9 review management's response to auditor's findings and recommendations; and

8.6.10 develop and recommend to the board the Company's formal policy on the provision of non-audit services by the auditor, including prior approval of non-audit services by the Committee and specifying the types of non-audit service to be pre-approved, and assessment of whether non-audit services have a direct or material effect on the audited financial statements. The policy should include consideration of the following matters:

- threats to the independence and objectivity of the external auditor and any safeguards in place;
- the nature of the non-audit services;
- whether the external audit firm is the most suitable supplier of the non-audit service; and
- the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
- the criteria governing compensation.

8.7 ***Reporting***

The Committee shall:

8.7.1 report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities. This report shall include:

- the significant issues that it considered in relation to the financial statements (required under paragraph 8.1.1) and how these were addressed;
- its assessment of the effectiveness of the external audit process and its recommendation on the appointment or reappointment of the external auditor, length of tenure of audit firm, when a tender was last conducted and advance notice of any retendering plans; and
- any other issues on which the Board has requested the Committee's opinion;

8.7.2 make whatever recommendation to the Board it deems appropriate on any area within its remit where action or improvement is needed;

8.7.3 compile a report to shareholders on its activities to be included in the Company's annual report. The report should include an explanation of how the Committee has assessed the independence and effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, information on the tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans; the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed, having regard to matters communicated to it by the auditor; and all other information requirements set out in the Code; and an explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services, having regard to matters communicated to it by the auditor and all other information requirements set out in the Code, other Financial Reporting Council guidance and any other relevant laws, regulation and guidance; and

8.7.4 in the compiling of the reports in 8.7.1 and 8.7.3, the Committee should 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 have informed the Board's assessment of whether the Company is a going concern and the inputs to the Board's viability statement. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts, but could provide cross-reference to that information.

8.8 ***Other***

The Committee shall:

8.8.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;

8.8.2 be provided with appropriate and timely training, both on induction and ongoing for all members;

8.8.3 give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules and any other applicable rules and guidance, as appropriate;

8.8.4 be responsible for oversight of the internal and external auditors;

8.8.5 oversee any investigation of activities which are within its terms of reference and act for internal purposes as a court of the last resort;

8.8.6 work and liaise as necessary with all other Board Committees, ensuring interaction between committees and with the Board in reviewed regularly, taking particular account of the impact of risk management and internal controls being delegated to different committees;

8.8.7 undertake such other tasks as may be referred to it by the Board; and

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

9. *Authority*

The Committee is authorised by the Board to:

9.1 investigate any activity within its terms of reference;

9.2 obtain independent professional advice on any matter it considers appropriate to its terms of reference;

9.3 seek any information it requires from any employee of the Rosebank Group (and all employees are directed to co-operate with any request made by the Committee);

9.4 invite anyone that it considers to have relevant knowledge and experience to attend its meetings as necessary and call any employee to be questioned at a meeting as and when required; and

9.5 have the right to publish in the Company's annual report, 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 should include a statement explaining the Committee's recommendation and the reasons why the Board has taken a different position.