

WARNER ESTATE HOLDINGS PLC
(“The Company”)

AUDIT COMMITTEE

Terms of Reference

1.00 Constitution

1.01 The Audit Committee (“the Committee”) was established at the Board meeting held on 29 July 1993.

2.00 Membership

2.01 The Committee shall be appointed by the Board from amongst the non-executive directors of the Company and shall consist of not less than three members. At least one member shall have recent and relevant financial experience.

2.02 The chairman of the Committee shall be appointed by the Board.

3.00 Attendance at meetings

3.01 A quorum shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3.02 The finance director and a representative from the external auditors shall normally attend meetings, but at the invitation of the Committee.

3.03 The chairman of the Board and other Board members may also attend if invited by the Committee.

3.04 At least once per year, the Committee shall meet with the external auditors without executive Board members present.

3.05 The secretary of the Committee shall be appointed by the Board.

4.00 Frequency of meetings

4.01 Meetings shall be held not less than four times per year, coinciding with key dates in the Company’s financial reporting cycle as appropriate. Two meeting per year should concentrate on internal audit matters.

5.00 Notice of meetings

5.01 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 external or internal auditors if they consider it necessary.

5.02 Unless otherwise agreed, notice of each 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 5 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.

6.00 Minutes of meetings

- 6.01 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.02 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.03 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.

7.00 Duties

The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the Group as a whole, as appropriate.

7.01 Financial reporting

7.01.1 The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, interim management statements, preliminary results' announcements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain. The Committee shall also review summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature.

7.01.2 The Committee shall review and challenge where necessary

- (a) the consistency of, and any changes to, accounting policies both on a year on year basis and across the Company/Group
- (b) the methods used to account for significant or unusual transactions where different approaches are possible
- (c) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor
- (d) the clarity of disclosure in the Company's financial reports and the context in which statements are made; and
- (e) all material information presented with the financial statements, such as the operating and financial reviews and the corporate governance statement (insofar as it relates to the audit and risk management).

7.02 Internal controls and risk management systems

The Committee shall

- 7.02.1 keep under review the effectiveness of the Company's internal controls and risk management systems; and
- 7.02.2 review and approve the statements to be included in the annual report concerning internal controls and management systems.

7.03 Whistle blowing and fraud

The Committee shall

- 7.03.1 review the Company's arrangements for its employees 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
- 7.03.2 review the Company's procedure for detecting fraud.

7.4 Internal Audit

The Committee shall

- 7.04.1 monitor and review the effectiveness of the Company's internal audit function in the context of the Company's overall risk management system.
- 7.04.2 approve the appointment and removal of the head of the internal audit/ internal audit firm.
- 7.04.3 consider and approve the remit of the internal audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate standing and is free from management or other restrictions.
- 7.04.4 review and assess the annual internal audit plan.
- 7.04.5 review promptly all reports on the Company from the internal auditors.
- 7.04.6 review and monitor management's responsiveness to the findings and recommendations of the internal auditors; and
- 7.04.7 meet the head of internal audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out. In addition, the head of internal audit shall be given the right of direct access to the chairman of the Board and to the Committee.

7.05 External Audit

The Committee shall

- 7.05.1 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 Company's external auditor. The Committee shall oversee the selection process for new auditors and if an auditor resigns, the Committee shall investigate the issues leading to this and decide whether any action is required.
- 7.05.2 oversee the relationship with external auditor including (but not limited to);
 - (a) approval of their remuneration, whether fees for audit or non- audit services and that the level of fees is appropriate to enable an adequate audit to be conducted.

- (b) approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit.
- (c) assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services.
- (d) satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the Company (other than in the ordinary course of business).
- (e) agreeing with the Board a policy on the employment of former employees of the Company's auditor, then monitoring the implementation of this policy.
- (f) monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the Company to the overall fee income of the firm, office and partner and other related requirements.
- (g) assessing annually their 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.
- (h) seeking to ensure co-ordination with the activities of the internal audit function.

7.05.3 meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit.

7.05.4 review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement.

7.05.5 review the findings of the audit with the external auditor. This shall include but not be limited to, the following

- (a) a discussion of any major issue which arose during the audit.
- (b) any accounting and audit judgements.
- (c) levels of errors identified during the audit.

The Committee shall also review the effectiveness of the audit and:

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

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

7.05.8 develop and implement a policy on the supply of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter.

7.06 Reporting responsibilities

7.06.1 The Committee chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

7.06.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

7.06.3 The Committee shall compile a report to shareholders on its activities to be included in the Company's annual report.

7.07 Other matters

The Committee shall

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

7.07.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

7.07.3 give due consideration to laws and regulations, the provisions of the Combined Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules as appropriate.

7.07.4 be responsible for co-ordination of the internal and external auditors

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

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

8.00 **Authority of the Committee from the Board**

8.01 To investigate any activity within these terms of reference.

8.02 To seek any information which the Committee properly may require from any employee in the fulfilment of its duties. All employees are directed to co-operate with any request made by the Committee.

8.03 To obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if the Committee considers this to be necessary.

5 June 2008