

THE LOCAL SHOPPING REIT plc

AUDIT COMMITTEE

TERMS OF REFERENCE

It is proposed that the terms of reference of the Audit Committee be amended to bring them into line with the UK Corporate Governance Code. The proposed new terms of reference, which are based on the ICSA standard, are set out below.

1. Membership & Attendance at Meetings

- 1.1 The Committee shall comprise at least two members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the chairman of the Audit Committee.
- 1.2 All members of the Committee shall be independent non-executive directors. At least one of member of the Committee shall have recent and relevant financial experience. The chairman of the Board may not be chairman the Committee.
- 1.3 Only members of the Committee shall be entitled as of right to attend the Committee's meetings. However, other individuals such as the chairman of the Board, executive directors and representatives from the finance function may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 1.4 The external auditor will be invited to attend meetings of the Committee on a regular basis.
- 1.5 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director continues to meet the criteria for membership of the Committee.
- 1.6 The Board shall appoint the Committee chairman who shall be an independent non-executive director. In the absence of the Committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

The company secretary or his or her nominee shall act as the secretary of the Committee and shall ordinarily be in attendance at the Committee's formal meetings.

3. Quorum

The quorum necessary for the transaction of business 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. Committee meetings may be held using telephonic communication or video conferencing facilities.

4. Frequency of meetings

The Committee shall meet at least four times a year at appropriate times in the reporting and audit cycle and otherwise as required.

5. Notice of meetings

- 5.1 The Secretary shall arrange meetings of the Committee in accordance with the reporting and audit cycle. Further meetings 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 auditor if they consider it necessary.
- 5.2 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 five 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. Minutes of meetings

- 6.1 The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.

7. Annual General Meeting

The Committee chairman should attend the annual general meeting of the Company to answer shareholder questions on the Committee's activities.

8. Duties

The Committee 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

- 8.1.1 The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, interim management statements, and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain.
- 8.1.2 In particular, the Committee shall review and challenge where necessary -

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

8.2 Internal controls and risk management systems

The Committee shall

- 8.2.1 keep under review the adequacy and effectiveness of the Company's internal financial controls and internal control and risk management systems; and
- 8.2.2 review and approve the statements to be included in the annual report concerning internal controls and risk management.

8.3 Compliance, whistleblowing and fraud

The Committee shall

- 8.3.1 review the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters, ensuring that these arrangements allow proportionate and independent investigation and appropriate follow up action
- 8.3.2 review the Company's procedures for detecting fraud
- 8.3.3 review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance
- 8.3.4 review the adequacy and effectiveness of the Company's anti-money laundering systems and controls
- 8.3.5 keep under review the adequacy and effectiveness of the Company's compliance arrangements
- 8.3.6 monitor and review the effectiveness of the Company's internal control systems and audit systems in the context of the Company's overall risk management system

8.5 External Audit

The Committee shall

- 8.5.1 consider and make recommendations to the Board, to be put to shareholders for approval at the Company's annual general meeting, in relation to the appointment, re-appointment and removal of the Company's external auditor. The Committee shall oversee the selection process for a new auditor and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required
- 8.5.2 oversee the relationship with the external auditor including (but not limited to)
 - 8.5.2.1 recommendations on 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
 - 8.5.2.2 approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit
 - 8.5.2.3 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
 - 8.5.2.4 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)
 - 8.5.2.5 monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partner, the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and other related requirements
 - 8.5.2.6 assessing annually the qualifications, expertise and resources of the auditor and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures
 - 8.5.2.7 seeking to ensure co-ordination with the activities of the internal audit function
- 8.5.3 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 the auditor's remit and any issues arising from the audit
- 8.5.4 review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement
- 8.5.5 review the findings of the audit with the external auditor. This shall include but not be limited to, the following
 - 8.5.5.1 a discussion of any major issues which arose during the audit
 - 8.5.5.2 any accounting and audit judgements

8.5.5.3 levels of errors identified during the audit

8.5.5.4 the effectiveness of the audit

The Committee shall also

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

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

8.5.8 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.

9. Reporting responsibilities

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

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

9.3 The Committee shall produce a report on its activities to be included in the Company's annual report.

10. Other matters

The Committee shall

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

10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members

10.3 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate

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

10.5 oversee any investigation of activities which are within its terms of reference

10.6 arrange for periodic reviews of its own performance and, at least annually, review its 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.

11. Authority

The Committee is authorised

- 11.1 to seek any information it requires from any employee of the Company in order to perform its duties
- 11.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference
- 11.3 to call any employee to be questioned at a meeting of the committee as and when required
- 11.4 to 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.

**Approved by the Board of Directors of The Local Shopping REIT plc
28 November 2011**