



Internal Audit Charter

Table of contents

1. Introduction.....	1
2. Purpose and Adherence to Professional Standards.....	1
3. Authority.....	1
4. Board Oversight.....	2
5. Roles and Responsibilities.....	2
6. Quality Assurance and Improvement Program.....	3
7. Scope.....	4
Document Version Control.....	5

The document is hereby reviewed and approved by:

Chair, Audit & Risk Committee
Date: 10th September 2026

Chief Financial Officer
Date: 1st September 2026

Director of Audit and Risk
Date: 1st September 2026



1. Introduction

The purpose of Internal Audit (IA) is to enhance the Wickes Group's success by providing the Board and Senior Management with objective assurance and advice.

The purpose of the internal audit charter is to articulate the role of the IA function in a formal document that defines the purpose, authority, responsibilities, and governance of IA

The Internal Audit Charter will be reviewed annually and presented to the Audit and Risk Committee for approval as a standing agenda item each year.

2. Purpose and Adherence to Professional Standards

The purpose of the IA function is to strengthen the Wickes Group's (the "Group") ability to enhance, sustain, and protect value by providing the Executive Committee (ExCo), Audit & Risk Committee, and the Board members of the Group, with independent, risk-based, and objective assurance, advice, insight, and foresight.

IA achieves this by systematically evaluating and contributing to the improvement of the Group's governance, risk management, and internal control frameworks. This ensures that key risks are managed within the approved appetite and that the Group's strategic objectives are pursued and achieved efficiently and effectively.

The function performs its work in conformance with the mandatory elements of the Institute of Internal Audit's (IIA's) International Professional Practices Framework, which comprises the Global Internal Audit Standards and the Topical Requirements. and is committed to making objective assessments free from undue influence.

By conforming to the Standards, the function inherently upholds the Purpose of Internal Auditing and the Principles of Ethics and Professionalism. The Director of Audit and Risk will report at least annually to the Audit & Risk Committee regarding the function's conformance with the Standards and applicable Topical Requirements, which will be assessed through a [quality assurance and improvement program \(QAIP\)](#).

3. Authority

The Board grants the IA function the mandate to provide the Board and Senior Management with objective assurance, advice, insight, and foresight. The IA function's authority is created by its direct reporting relationship to the Board. Such authority allows for unrestricted access to the Board.

To ensure independence and organisational stature, the Director of Audit and Risk reports functionally to the Chair of the Audit & Risk Committee and administratively to the Chief Financial Officer. The Director of Audit and Risk also has unrestricted access to the Chair of the Board. This positioning provides the necessary authority to bring matters to Senior Management and escalate them directly to the Audit & Risk Committee or the Board, when necessary, without interference.

The Board and the Audit & Risk Committee authorise the IA function to:

- Have full, free, and unrestricted access to all of the Group's functions, data, records, information systems, physical property, and personnel required to perform its duties.
- Allocate resources, set frequencies, select subjects, determine the scope of work, and apply the techniques required to accomplish the function's objectives.



- Obtain assistance from the necessary personnel within the Group for relevant engagements, as well as specialised services from within or outside the organisation.

The IA function and its team members are accountable for maintaining the confidentiality and safeguarding of all records and information they access.

The Director of Audit and Risk will confirm the organisational independence of the IA function to the Audit & Risk Committee at least annually. Any interference encountered in the scope, performance, or communication of IA work will be disclosed to the Chair of the Audit & Risk Committee, along with the implications of such interference.

To facilitate IA's work, management and/or any other parties within the Group are required to inform the function on a timely basis of any significant control failures or suspected fraudulent activities.

4. Board Oversight

To ensure the IA function has sufficient authority to fulfill its duties, the Audit & Risk Committee will:

- Approve the Internal Audit Charter.
- Approve the risk-based internal audit plan.
- Approve the IA budget and resource plan.
- Receive communications from the Director of Audit and Risk on the function's performance relative to its plan and other matters.
- Approve all decisions regarding the appointment, removal, and remuneration of the Director of Audit and Risk.
- Make appropriate inquiries of management and the Director of Audit and Risk to determine whether scope or resource limitations are inappropriate.
- Approve the Quality Assurance and Improvement Program (QAIP) and external assessment results.
- Safeguard the independence of the IA function and ensure the Director of Audit and Risk has unrestricted access to the Board.

5. Roles and Responsibilities

IA acts as the third line in Wickes' "Three-Line Model" risk governance framework. In this capacity, IA is accountable for developing and delivering a programme of objective assurance that validates the effective management of key business risks, the effectiveness of the risk management framework, and the integrity of governance arrangements.

The Director of Audit and Risk is responsible for developing and implementing a strategy for the IA function that supports the organisation's strategic objectives and aligns with the expectations of senior management and the Board. A core part of this responsibility is to develop and submit, at least annually, a risk-based internal audit plan for review and approval. This plan is based on a risk assessment of key processes and functions, and it is developed with input from senior management and the Board. The Director of Audit and Risk will review and adjust the plan as necessary in response to changes in the organisation's business, risks, or operations and will communicate with senior management and the Board of the impact of resource limitations on the plan.

To execute this plan, the Director of Audit and Risk is responsible for managing the activity appropriately for it to fulfill its mandate. This includes ensuring the IA activity has access to



appropriate resources with regard to competency and skill, whether through in-house teams or co-sourcing arrangements. The Director of Audit and Risk will also ensure that IA has a defined scope of coverage. While it is not within IA's remit to question policy or strategic decisions, it is required to examine the arrangements by which such decisions are made, monitored, and reviewed.

The Director of Audit and Risk will ensure all activities conform with the Global Internal Audit Standards, including the principles of integrity, objectivity, competency, and confidentiality. The function will remain free from conditions that threaten unbiased work, and auditors will not have operational responsibility for any activities they review. Any impairments to independence or objectivity, in fact or appearance, will be disclosed to the appropriate parties.

The Director of Audit and Risk concurrently serves as the Head of Risk Management. To safeguard the independence and objectivity of the Internal Audit activity, the Director of Audit and Risk will not manage, direct, or participate in the internal audit of any risk management activities or functions for which they have operational or design responsibility. In the event that an audit of the Risk Management function is required, the execution and oversight of this engagement will be delegated to a qualified, independent third party, a co-sourced audit provider, or an alternative independent member of senior management. This alternative arrangement must be pre-approved by, and report directly to, the Audit Committee. Furthermore, the Director of Audit and Risk remains obligated to immediately disclose any actual, potential, or perceived conflicts of interest arising from this dual role to the Audit Committee to ensure appropriate safeguards are consistently maintained.

As part of its duties, IA is responsible for coordination with other assurance providers, such as external auditors, to ensure optimal audit coverage and avoid duplication of effort. The Director of Audit and Risk is also responsible for communicating the results of its work and following up on agreed-to corrective actions. This involves timely reporting of any significant control weaknesses to management and the Board, as well as performing follow-up procedures to verify the implementation of management's action plans.

6. Quality Assurance and Improvement Program

The Director of Audit and Risk will develop, implement, and maintain a quality assurance and improvement program (QAIP) that covers all aspects of the IA function.

The QAIP will include external and internal assessments of the IA function's conformance with the Global Internal Audit Standards and applicable Topical Requirements. It will also measure performance to assess the IA function's progress toward the achievement of its objectives and promotion of continuous improvement. The QAIP also will assess, where applicable, compliance with laws and/or regulations relevant to auditing. If the assessment identifies areas of nonconformance or opportunities for improvement, the Director of Audit and Risk will develop and implement an action plan to address them, communicating the results and action plans to Senior Management and the Audit & Risk Committee.

Annually, the Director of Audit and Risk will communicate with the Board and Senior Management about the IA function's QAIP, including the results of internal assessments (ongoing monitoring and periodic self-assessments) and external assessments. External assessments will be conducted at least once every five years by a qualified, independent assessor or assessment team from outside the Group.



7. Scope

The scope of IA services covers the entire breadth of the organisation, including all of the Group's activities, assets, and personnel. No area of the Group is out of scope and IA activities encompass, but are not limited to, objective examinations of evidence for the purpose of providing independent assessment on the adequacy and effectiveness of the Group's governance, risk management, and control processes. This includes evaluating whether:

- Risks relating to the achievement of the Group's strategic objectives are appropriately identified and managed.
- The actions of the Group's officers, directors, management, employees, and contractors comply with the Group's policies, procedures, and applicable laws, regulations, and governance standards.
- Established processes and systems enable compliance with the policies, procedures, laws, and regulations that could significantly impact the Group.
- Significant financial, managerial, and operating information is accurate, reliable, and timely, and the means used to identify, measure, classify, and report such information is effective.
- Resources and assets are acquired economically, used efficiently and sustainably, and protected adequately.

IA provides two primary types of services to the Group:

1. Assurance Services

Assurance services involve an objective examination of evidence for the purpose of providing an independent assessment on governance, risk management, and control processes for the Group. The nature and scope of assurance engagements are determined by the Director of Audit and Risk in accordance with the risk-based internal audit plan approved by the Audit and Risk Committee.

2. Advisory Services

Advisory services are advisory in nature and are generally performed at the specific request of the Group. The nature and scope of advisory services shall be subject to agreement with management. When performing advisory services, the IA function will not assume management responsibility. Opportunities for improving the efficiency of governance, risk management, and control processes may be identified during advisory engagements and will be communicated to the appropriate level of management. Significant advisory engagements may be reported to the Audit and Risk Committee for their information.

The Director of Audit and Risk will consider any special requests from management for assurance or advisory reviews that are outside the scope of the approved internal audit plan. These requests will be evaluated to ensure that they do not compromise the cyclical audit coverage of high-risk areas.

Document Version Control

Version Number	Date	Author (Title)	Description of changes made
v0.1	31 July 2025	Neeraj Hingorani (Senior Audit Manager)	First draft
v0.9	4 August 2025	Alison Fletcher (Director of Audit and Risk)	Approved document
v1.0	13 September 2025	Audit and Risk Committee	Document made final following approval from the Audit and Risk Committee.
v1.1	4 August 2026	Neeraj Hingorani (Senior Audit Manager)	Improvements to wording in the following sections (1. Introduction, 2. Purpose and ..., 4. Board Oversight, 5. Roles and Responsibilities; and 6. QAIP) for clarity and to align with Global Internal Audit Standards and 'Topical Requirements'. Added safeguards in Section 5 (R&R) to protect internal audit independence, specifying that audits of the Risk Management function must be delegated to an independent third party since the Director of Audit and Risk also serves as the Head of Risk Management.
v2.0	10 September 2026	Audit and Risk Committee	Document made final following approval from the Audit and Risk Committee.