

INTERNAL AUDIT & RISK FUNCTIONAL CHARTER

Introduction

This document contains the Internal Audit & Risk Functional Charter for Marks & Spencer plc (M&S) and defines the purpose, authority, responsibilities and position of the Internal Audit & Risk (IA&R) function.

Purpose and Role

The purpose of the IA&R function is to strengthen M&S's ability to create, protect and sustain value by providing the Audit & Risk Committee (A&RC) with independent, risk-based and objective assurance, advice and insight.

IA&R supports the A&RC in the discharge of its responsibility to ensure that there is:

- An adequate and effective system of internal controls and risk management;
- Timely follow up of control deficiencies; and
- Appropriate safeguarding of assets, activities and interests of the Group.

IA&R works with the business to help achieve its strategic objectives, through improving the overall control environment, and assisting in identifying emerging risks requiring mitigation.

From a risk perspective, IA&R's role is to establish the risk management framework, related policies, procedures and guidance, provide risk oversight across the Group and report on the risk profile to senior management and the Board.

Remit and Types of Services

The remit of the function incorporates all activities of the Group and considers all types of risk, including operational, financial, fraud, compliance, strategic, ethical, social, governance and brand risk.

The scope of the function encompasses, but is not limited to, objective examinations of evidence to provide independent assurance and advisory services to the A&RC and management on the adequacy and effectiveness of governance, risk management, and control processes for the Group.

The nature and scope of advisory services may be agreed with the party requesting the service, provided the internal audit function does not assume management responsibility.

The function also supports M&S in fulfilling its corporate governance requirements to provide a confidential reporting mechanism for colleagues and the investigation of matters raised.

The function may carry out special investigations, including investigations into suspected or actual frauds, as requested by the A&RC or management.

Professionalism

Members of the function must exhibit the highest level of professional objectivity in gathering, evaluating and communicating information about the activity or process being examined. In performing their duties, the team must always exercise due professional care.

The IA&R function will adhere to the mandatory elements of the Institute of Internal Auditors' International Professional Practices Framework (comprising the Global Internal Audit Standards and Topical Requirements) and to the Group's relevant policies and procedures, including the Code of Conduct and Behaviours.

Functional standards and ways of working are set out in the M&S Internal Audit Methodology and Guidance manual and the Group Risk Management Policy and Guidelines (which are subject to periodic review and update).

Authority and Access

IA&R derives its authority from the Board through the A&RC. The A&RC grants IA&R the mandate to provide the A&RC, Board and senior management with objective assurance, advice and insight. IA&R is authorised full, free and unrestricted access to all the Group's records, physical properties, and personnel pertinent to carrying out any engagement. Authority for access is vested in the Head of Internal Audit & Risk (HIAR) who is responsible for making sure this authority is exercised responsibly.

All colleagues are requested to assist IA&R in fulfilling its roles and responsibilities. IA&R will also have free and unrestricted access to the Board. In return, IA&R will operate with strict accountability for confidentiality and safeguarding records and information.

In addition, the HIAR:

- Should be informed promptly by management of any significant potential or actual control failures (including 'whistleblower' related incidents or those identified by external third parties);
- Should be invited to attend any committee meeting relevant to the function's responsibilities; and
- Should be informed promptly by management of any major corporate activity that may have a material impact on the risk and control environment of the Group.

Independence and Objectivity

The independence of IA&R from day-to-day line management responsibility is fundamental to its ability to deliver objective coverage of all parts of the Group. IA&R must have an impartial, unbiased attitude and avoid any conflict of interest.

IA&R will remain free from interference by any element in the organisation, including matters of audit selection, scope, procedures, frequency, timing or report content to permit maintenance of a necessary independent and objective mental attitude; if necessary, the HIAR must disclose any such interference and its related implications to the A&RC.

Members of the function will have no direct operational responsibility or authority over any of the activities audited and will not implement internal controls, develop procedures, install systems, prepare records, or engage in any other activity that may impair their judgment or compromise their independence.

Should a colleague transfer from the business into IA&R, safeguards will be formally established to ensure any audits of the areas, department or activities associated with their previous role are not impacted by a conflict of interest and IA&R's impartiality / independence is not affected.

While the HIAR has responsibility for overseeing the facilitation of risk management and reporting processes across the Group, the individual is not responsible for setting risk appetite, identifying and prioritising risks, or taking decisions on risk mitigation, acceptance or management.

IA&R colleagues with real or perceived conflicts of interest must inform the HIAR as soon as these issues become apparent so appropriate safeguards can be put in place. The HIAR will confirm to the A&RC, at least annually, the organisational independence of the internal audit activity.

The remuneration of the HIAR and the team will be subject to periodic review by the A&RC Chair and the Remuneration Committee.

Once the tenure of the HIAR exceeds 7 years, the A&RC will formally consider the HIAR's continued independence and objectivity on an annual basis.

Reporting lines

To maintain organisational independence, the HIAR will report functionally to the A&RC and administratively (i.e. day to day operations) to the Chief Financial Officer. The HIAR will have unrestricted

access to the A&RC Chair. The A&RC will provide input to the qualifications and competencies expected from the HIAR and will approve all decisions regarding the appointment or removal of the HIAR.

Corporate Responsibilities

Management

- Identifying, understanding and managing risks effectively, in line with Group Risk Appetite;
- Identifying and maintaining a sound system of internal controls (including material controls) over people, processes and systems and key risks facing the business and its operations, the existence of IA&R does not relieve them of this responsibility;
- Taking appropriate and timely action in response to audit findings;
- Fraud prevention and detection;
- Facilitate IA&R processes by engaging with IA&R, providing information requested on a timely basis, attending opening and closing meetings and ensuring relevant colleagues are available during audit engagements;
- Facilitate work of IA&R by providing explanations for actions and unimpeded and timely access to colleagues and records; and
- Where information is of particular sensitivity, management may request that access to the information be restricted only to the HIAR.

Head of Internal Audit and Risk

The HIAR is accountable for all aspects of delivery associated with:

- Group internal audit;
- Risk management and reporting, including coordinating meetings and agendas for the Executive Risk & Compliance Committee;
- Oversight and management of the whistleblowing process;
- Monitoring of reporting and compliance with business integrity matters, such as gifts & hospitality;
- Undertaking targeted investigations for issues of significance at group level;
- Working with the broader risk and assurance community across the business, including how IA&R's work contributes to assurance over material internal controls and compliance with Provision 29 of the UK Corporate Governance Code; and
- Engaging with the audit and risk teams at our joint venture operations.

Full details of the HIAR's accountabilities and responsibilities are outlined in the HIAR remit.

Audit & Risk Committee

- A&RC responsibilities, in terms of evaluating and supporting IA&R, are outlined in the A&RC Terms of Reference.
- In addition, the objectives of the HIAR, and the team, will be approved by the A&RC Chair.

Reporting and Monitoring

The HIAR will report periodically to the A&RC on:

- The annual functional budget and resource plan;
- The results of audit reviews;
- The status of management action plans to address identified control gaps;

- The status of the overall control environment within the Group based on the findings of work completed, including effectiveness of material internal controls identified by the Board in accordance with Provision 29;
- Progress against the audit plan including proposed variations and additions for A&RC approval;
- The risk management process, the Group's Principal Risks and uncertainties, emerging risks, the Group's risk appetite statements, and ad hoc risk updates as required;
- The number and nature of confidential whistleblower contacts received, and the significant whistleblower claims, theft and fraud investigated within the Group;
- Gifts and hospitality offered or accepted by business colleagues; and
- The sufficiency of function resources, in terms of both capacity and skill set.

Periodic Assessment

IA&R will be subject to a formal functional effectiveness review, supported by an external third party, at least every five years, with results reported to the A&RC. In addition, the A&RC will formally consider functional performance on a periodic basis and at least once every three years.

In between the external assessments, IA&R will maintain a quality assurance and improvement programme, including evaluation of conformance with the Standards and assessing efficiency and effectiveness to identify opportunities for improvement. The HIAR will communicate outcomes of the programme to the A&RC.

Approval

The IA&R Functional Charter will be reviewed and approved annually by the A&RC.

Changes to the Charter

Some circumstances may justify changes to the IA&R Functional Charter, to be discussed with the A&RC outside of the annual review cycle. Such circumstances may include but are not limited to:

- A significant acquisition or reorganisation within the Group.
- Significant changes in the HIAR, A&RC, and/or senior management.
- Significant changes to the Group's strategies, objectives, risk profile, or the environment in which the business operates.
- New laws or regulations that may affect the nature and/or scope of internal audit services.
- A significant change in the Global Internal Audit Standards or to regulatory or best practice expectations specifically for internal audit. For example, the Internal Audit Code of Practice.