

# Internal Audit Charter

April 2025

## Function

The purpose of Internal audit is to provide independent, objective assurance services designed to provide insight and add value to improve the organisation's operations. It helps the organisation accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

Responsibility for Internal Audit within Tesco Personal Finance Group (TPFG) lies with the Head of Audit. The Head of Audit is responsible for maintaining a professional audit staff with sufficient knowledge, skills and experience to carry out the plan.

Internal Audit operates within the International Professional Practices Framework (IPPF) established by the Institute of Internal Auditors (IIA), in accordance with the guidance issued by the IIA for "Effective Internal Audit in the Financial Services Sector" and in accordance with all local laws and regulations applicable to the industry and jurisdiction in which Insurance and Money Services (IMS) operate.

## Independence and objectivity

Internal Audit is independent of the activities which it audits to ensure the unbiased judgements essential to its proper conduct. If the Head of Audit determines that independence or objectivity may be impaired in fact or appearance, the details of impairment will be disclosed to appropriate parties, including the Audit Committee.

Internal Audit will be objective in discharging their responsibilities. This requires that Internal Audit is not involved in the management of the operations or in selecting or implementing internal control measures. However, Internal Audit may make recommendations as to where internal controls need to be strengthened. Objectivity requires that Internal Audit do not subordinate their judgement on audit matters to others, nor take the role of management in setting up internal controls so that they are reluctant to criticise or test them effectively.

## Role and scope of Internal Audit

The work of Internal Audit covers the whole of TPFG comprising Tesco Personal Finance (TPF) and Tesco Underwriting (TU).

Internal Audit provides assurance services to TPFG. Specifically, the role of Internal Audit is to assess the adequacy and effectiveness of internal controls and the system of risk management.

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The primary role of Internal Audit is to help the Board and Executive Management protect the assets, reputation and sustainability of the organisation by:

- assessing whether all significant risks are identified and appropriately reported by management and the Risk function to the Board and Executive Management;
- assessing whether they are adequately controlled; and
- challenging Executive Management on the effectiveness of governance, risk management and internal controls.

Internal Audit will achieve this through the following core responsibilities:

- to propose an audit plan based on its understanding of the significant potential risks to which the organisation could be exposed;
- to carry out audits of functions and processes in accordance with the audit plan and any additional special investigations requested by management, the Board or the Audit Committee;
- to assess the adequacy and effectiveness of the controls in the functions and processes audited and to issue recommendations for where and why improvement is required (where appropriate) based on the result of work carried out;
- to provide reports, findings, recommendations and management-agreed actions on:
  - significant control weaknesses and breakdowns together with a robust root-cause analysis;
  - any thematic issues identified across the organisation;
  - independent views of Management's reporting on the risk management of the organisation, including a view on Management's remediation plans (which might include restricting further business until improvements have been implemented), highlighting areas where there are significant delays;
  - any 'lessons learned' analysis if a significant adverse event has occurred (for example, a regulatory breach). Any such review should assess both the role of the First and Second lines of defence and Internal Audit's own role;
  - at least annually, an assessment of the overall effectiveness of the governance, and risk and control framework of the organisation, and its conclusions on whether the organisation's risk appetite framework is being adhered to, together with an analysis of themes and trends emerging from Internal Audit work and their impact on the organisation's risk profile; and
  - whether the risk appetite has been established and reviewed through the active involvement of the Board and Executive Management. Internal Audit is not responsible for setting the risk appetite but should assess whether risk appetite is embedded within the activities, limits and reporting of the organisation; and it should report annually to the Audit Committee its conclusions on whether the organisation's risk appetite framework is being adhered to.
- to verify implementation by management of agreed actions;
- to develop and implement a strategy for the IA function which:
  - supports the strategic objectives and success of the organisation;
  - aligns with the expectations of the Board, Senior Management and other key stakeholders; and

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- sets out actions designed to achieve a long-term or overall objective.to report to the TPF/TU Audit Committees in relation to Internal Audit matters;
- to provide input to the Tesco plc Internal Audit department's reporting to the Tesco plc Audit Committee;
- to conform with the Global Internal Audit Standards, including the principles of Ethics and Professionalism: integrity, objectivity, competency, due professional care, and confidentiality;

In addition to the above, Internal Audit also provide feedback and challenge on the effectiveness of the organisations control framework through attendance at relevant governance committees and through stakeholder management meetings.

## Role and scope of the Audit Committee

The Audit Committee are responsible for:

- approval of the Internal Audit Charter;
- establishment of a direct reporting relationship with the Head of Audit which enables the function to deliver against its charter, including private meetings without senior management present;
- appointing the Head of Audit and removing them from post;
- approving the risk-based Internal Audit Plan;
- approving the Internal Audit budget and assessing whether it is satisfied that Internal Audit has appropriate;
- review the Internal Audit strategy periodically;
- assessing annually the independence and effectiveness of Internal Audit;
- approval of plan and timelines for the delivery of periodic external quality assessments of the function; and
- to consider, in the annual appraisal by the Audit Committee Chair, the Head of Audit's objectivity and independence. This should be explicitly discussed with the Audit Committee each year after the Head of Audit has been in post for seven years.

## Role of Management

Senior management are responsible for the following in respect of Internal Audit:

- Provide the Internal Audit function with unrestricted access to the data, records, information, personnel and physical properties necessary to fulfil its obligations;
- Support the organisational independence of the Internal Audit function through its positioning within the organisation; and

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- Engage with and where appropriate, provide input to the Board Audit Committee and Head of Audit to assist with the execution of the obligations of both the Committee and the Audit function.

## Interaction with other assurance providers

Internal Audit operates within a Three Lines of Defence governance framework and, as such, has regular interaction with other providers of controls assurance.

Internal Audit reviews the effectiveness of the Second Line of Defence Risk function and First Line of Defence activity. Internal Audit take account of First and Second Line of Defence activity when planning audits. Regular liaison meetings will be held with Risk in order to avoid unnecessary duplication of effort and to coordinate work as necessary.

## Reporting

The Head of Audit reports to the Chair of the TPF/TU Audit Committee, who is a Non-Executive Director of TPF/TU. The TPF/TU Audit Committees are a sub-committee of the TPF/TU Board. The Group Audit Director for Tesco plc is available to provide consultative support to the Head of Audit and acts as the connection to the Tesco plc Audit Committee.

An audit plan is submitted to the TPF/TU Audit Committees for approval on a regular basis. The Head of Audit makes regular reports to the Audit Committees on the following:

- Internal Audit's assessment of the adequacy and effectiveness of the organisation's systems of risk management and internal control based on the work of Internal Audit;
- results of audit activities and key audit findings;
- progress made by management in addressing audit findings and management's response to risk that, in the Head of Audit's judgement, may be unacceptable to the organisation; and
- the audit plan and progress against the audit plan.

At least annually, the Head of Audit will report on the following:

- the sufficiency of Internal Audit budget and resources;
- independence of the internal audit activity; Conformance with the IIA International Professional Practices Framework (IPPF) comprising the Global Standards and Code of Practice, and action plans to address any significant conformance issues;
- Results of the quality assurance and improvement programme; and
- The Internal Audit Strategy.

A quarterly audit status report is presented to the Executive Risk Committee and Board Audit Committee highlighting audit findings and progress against the audit plan. In addition, a monthly audit status report is presented to the Executive Committee.

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Finally, an external quality assurance assessment will be conducted at least once every five years by a qualified, independent assessor or assessment team from outside of the organisation. The results of this assessment will be reported to the Audit Committees.

## Rights and duties

The principal rights of Internal Audit are as follows:

- direct access for the Head of Audit to the Board and senior management team;
- sufficient and timely access to key management information and a right of access to all of the organisation's records, necessary to discharge its responsibilities;
- right to have questions answered in a timely manner by any employee of the organisation to whom they are addressed;
- a right to address the Board at any meeting and to attend all Board discussions of Audit issues, and to receive agendas, papers and minutes of all meetings of the Boards of TPGF and its subsidiaries; and
- right of attendance at any Executive Committee or subcommittee.

In line with the right of unrestricted access to the organisation's records, Internal Audit will treat all information as Amber/Confidential as a minimum and will comply with the organisation's Information Security Policy. Internal Audit may obtain assistance from experts outside of the organisation where there is a shortfall in necessary resource or expertise. In these circumstances, the organisation's Procurement policies will be followed, and Internal Audit will remain accountable for the quality of the deliverables provided by the third parties.