

MOBEUS INCOME & GROWTH 2 VCT PLC
(the "Company")

AUDIT COMMITTEE

Terms of Reference

Approved by the Board on 20 September 2013

1. Constitution

The Board of Directors of the Company (the "Board") has resolved to establish a committee of the Board to be known as the Audit Committee (the "Committee").

2. Membership

2.1 The Committee shall comprise the full Board. 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, for a period of up to three years, which may be renewed. At least one member of the Committee shall have relevant and recent accounting experience.

2.2 The Chairman of the Committee shall be appointed by the Board. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting.

3. Secretary

The company secretary shall act as the secretary of the Committee

4. Quorum

The quorum necessary for the transaction of business shall be two.

5. Attendance at Meetings

5.1 Only members of the Committee have the right to attend Committee meetings. The Committee may invite any relevant employee of the Investment Manager and external advisers to attend for all or part of any meeting, as and when appropriate. The Company's auditors will be invited to attend meetings at which the annual accounts are considered and as otherwise appropriate.

5.2 The Committee should have at least one meeting each year with the external auditor without employees of the Investment Manager being present.

6. Frequency of Meetings

The Committee shall meet at least twice a year at appropriate intervals in the financial reporting and audit cycle and as otherwise required.

7. **Notice of Meetings**

7.1 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 the Company's external auditor if they consider it necessary.

7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee and any other person required to attend, no later than four working days before the date of the meeting.

8. **Minutes of Meetings**

8.1 The secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.

8.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee.

9. **Annual General Meeting**

The Committee Chairman shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

10. **Duties**

Financial Reporting

10.1 The Committee shall monitor the integrity of the Company's financial statements, including its annual and half-yearly reports, its interim management statements, and any formal announcement relating to its financial performance, reviewing and reporting to the Board on the significant financial reporting issues and judgements which they contain, having regard to matters communicated to it by the external auditor.

10.2 The Committee shall review and challenge where necessary:

10.2.1 the consistency of, and any changes to, accounting policies both on a year on year basis and across the Company;

10.2.2 the methods used to account for significant or unusual transactions where different approaches are possible;

10.2.3 whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

10.2.4 the clarity of disclosure in the Company's financial reports and the context in which statements are made; and

10.2.5 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).

Narrative Reporting

- 10.3 When requested by the Board, the Committee should review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

Internal Controls and Risk Management Systems

- 10.4 The Committee shall:
- 10.4.1 monitor and report on the adequacy and effectiveness of the Company's internal financial controls and internal control and risk management systems; and
 - 10.4.2 review and approve the statements to be included in the annual report concerning internal controls and risk management.

Compliance, whistleblowing and fraud

- 10.5 The Committee shall:
- 10.5.1 review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance; and
 - 10.5.2 receive reports by exception from the Manager on money laundering and compliance, whistleblowing and fraud issues impacting the Company.

Internal Audit

- 10.6 The Committee shall review the need for an internal audit function at least once a year. Where such a function is deemed to be inappropriate, a statement shall be included in the Annual Report to explain why this is the case.

External Audit

- 10.7 The Committee shall:
- 10.7.1 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 auditors;
 - 10.7.2 ensure that at least once every ten years the audit services contract is put out to tender to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms; and in respect of such tender oversee the selection process and ensure that all tendering firms have such access as is necessary to information and individuals during the duration of the tendering process;
 - 10.7.3 oversee the relationship with the Company's external auditor including:
 - recommendations on their remuneration, including both fees for audit and non-audit services, and that the level of fees is appropriate to enable an effective audit to be conducted;

- approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
- reviewing and monitoring the independence and objectivity of the external audit process, taking into consideration relevant UK professional and regulatory requirements and the relationship with the external auditor as a whole, including the provision of any non-audit services;
- developing and implementing a policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm;
- 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), which could adversely affect the auditor's independence and objectivity;
- 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 compared to the overall fee income of the firm, office and partner and other related requirements;
- 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;
- evaluating the risks to the quality and effectiveness of the financial reporting process and consideration of the need to include the risk of the withdrawal of their auditor from the market in that evaluation;

10.7.4 meet regularly with the external auditor to discuss the auditor's remit and any issues arising from the audit;

10.7.5 review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team;

10.7.6 review the findings of the audit with the external auditor including a discussion of any major issues which arose during the audit, key accounting and audit judgements, levels of errors identified during the audit and effectiveness of the audit process;

10.7.7 review any representation letter(s) requested by the external auditor; and

10.7.8 review the management letter and the Manager's response to the auditors' findings and recommendations.

11. **Reporting Responsibilities**

11.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities. This report shall include:

- 11.1.1 the significant issues that it considered in relation to the financial statements (required under 10.1 above) and how these were addressed;
 - 11.1.2 its assessment of the effectiveness of the external audit process (required under 10.7.3 above) and its recommendation on the appointment or re-appointment of the external auditor; and
 - 11.1.3 any other issues on which the Board has requested the Committee's opinion.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.3 The Committee shall compile a report on its activities to be included in the Company's annual report. The report should include an explanation of how the Committee has addressed the effectiveness of the external audit process; the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed, having regard to matters communicated to it by the auditor; and all other information requirements set out in the Code.
- 11.4 In the compiling the reports referred to in 11.1 and 11.3, the Committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but should include at least those matters that have informed the Board's assessment of whether the Company is a going concern. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts, but could provide cross-references to that information.

12. **Other matters**

12.1 The Committee shall:

- 12.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 12.1.2 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;
- 12.1.3 give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate;
- 12.1.4 oversee any investigation of activities which are within its terms of reference; and
- 12.1.5 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.

13. **Authority**

13.1 The Committee is authorised by the Board to:

- 13.1.1 seek any information it requires from any of the Company's service providers in order to perform its duties and all service providers and advisers are directed to co-operate with any request made by the Committee;
- 13.1.2 obtain at the Company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so; and
- 13.1.3 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.

14. **Publication of these terms of reference**

Copies of these terms of reference shall be made available on request and published on any website that may be established by the Company.