Rathbones Group Plc – Internal Audit Charter

1. Internal Audit's statement of purpose and mission

The purpose of the Internal Audit function is to provide an independent, objective assurance and consulting service designed to add value and improve the group's operations.

The mission of internal audit is to enhance and protect organisational value by providing risk-based and objective assurance, advice, and insight. This includes providing independent assurance over the group's compliance with applicable regulatory requirements, including the FCA's Consumer Duty, and the effectiveness of arrangements to deliver good customer outcomes. We help the group to accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes. We act as the third line of defence within the risk management and control framework, providing independent assurance to both senior management and the Audit Committee.

As a trusted independent advisor, we aim to provide a professional, responsive service to assist management in their identification and mitigation of risks which could materially detract from the achievement of business objectives. This requires participation with the Audit Committee and local business units in a process of continuous improvement to result in a sound control environment.

2. Standards for the professional Practice of Internal Auditing

The Internal Audit function will govern itself by adherence to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, including the Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics, the International Standards for the Professional Practice of Internal Auditing, and the Definition of Internal Auditing.

The Head of Internal Audit is responsible for ensuring the function conforms to the IIA Code of Ethics and Standards and reports periodically to senior management and the Audit Committee regarding the Internal Audit function's conformance to each.

3. Three Lines of Defence

Rathbones Group Plc (Rathbones) has formally adopted a three lines of defence model, to improve the effectiveness of its risk management and control framework, by identifying and documenting through the model, responsibilities and accountabilities for risk management and internal control across individuals and business units operating within the group. Internal Audit sits wholly within the third line of the model providing independent assurance over the operation of the controls implemented and operated by the first line and monitored by the second line of defence.

4. Relationship with Audit Committee

The Head of Internal Audit reports functionally to the Chair of the Audit Committee; and administratively to the Chief Executive. The Audit Committee will approve the decisions regarding the appointment and removal of the Head of Internal Audit as well as their annual remuneration.

The Head of Internal Audit will report to the Audit Committee for approval on audit scope, policy, budget and administration. The Head of Internal Audit will also provide reports to the Audit Committee on significant recommendations, as well as the operations of the Internal Audit function.

Internal Audit will have direct access to the Audit Committee and its Chairman, and Executive Management, regarding matters that Internal Audit believe to be of sufficient magnitude and importance to require the immediate attention of the Audit Committee and/or its Chair; and the Chief Executive.

5. Relationship with other assurance functions

The Internal Audit function will consider, and where appropriate coordinate with, the work of other assurance functions within Rathbones, as well as required from external bodies such as the external auditors and regulators when determining the level of internal audit activity in any business area.

A level of informed judgement will be applied by the Head of Internal Audit when assessing the level of reliance which can be placed on the work of other assurance functions. In cases where the Internal Audit function performs similar testing to those undertaken by other assurance providers in the first and second lines of defence, this is undertaken as part of Internal Audit's independent assessment of first or second line of defence activities.

The Internal Audit function will evaluate the effectiveness of other relevant third-party assurance providers and control functions through periodic due diligence and assurance assessments.

6. Independence and Objectivity

The independence of Internal Audit from business and operating units is fundamental to the effectiveness of the department. The Head of Internal Audit will confirm to the Audit Committee, at least annually, the organisational independence of the Internal Audit function. To preserve this independence, we will not:

- develop, install or operate procedures, prepare records or engage in any other line responsibility except in particular pre-defined circumstances; or

- have authority over any function, process or procedure subject to review nor will they direct the activities of persons responsible for any aspect of the associated work.

In line with the IIA Standards, it is recognised that the Head of Internal Audit may have a role and/or responsibilities that fall outside of internal auditing. In such instances, appropriate safeguards will be put in place to limit impairments to independence or objectivity.

Internal auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively and in such a manner that they believe in their work product, that no quality compromises are made, and that they do not sub-ordinate their judgement on audit matters to others.

Internal auditors will:

- disclose any impairment of independence or objectivity, in fact or appearance, to appropriate parties.

- exhibit professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined.

- make balanced assessments of all available and relevant facts and circumstances.

- take necessary precautions to avoid being unduly influenced by their own interests or by others informing judgements.

- refrain from auditing specific operations for which the internal auditor was previously responsible, for a period of at least 12 months.

The Internal Audit function is free from interference in determining the scope of internal auditing, performing work, and communicating results. Any interference will be disclosed to the Audit Committee.

It is the responsibility of the Head of Internal Audit to ensure that the Internal Audit function has sufficient resources and appropriately trained and experienced staff. The Head of Internal Audit will communicate any resource limitations to the Audit Committee. The continued professional competence of Internal Auditors will be ensured by way of systematic and relevant training and sufficient up to date knowledge of auditing techniques and financial services activities.

7. Authority, access and confidentiality

To accomplish our activities, Internal Audit are authorised to have full, free and unrestricted access to all business, functions, activities, operations, records, data files, computer programmes/systems, property and personnel. Under appropriate circumstances, Internal Audit is specifically authorised to communicate directly to the Chief Executive and/or the Rathbones Group Plc Board of Directors. It is expected that all members of the Internal Audit function will exercise discretion in the review of records to ensure confidentiality of all matters that come to their attention.

The Head of Internal Audit has the right to attend Plc Board meetings, the Group Executive Committee and any other key management and decision-making fora, as considered necessary for the discharge of their responsibilities.

8. Role and scope of Internal Audit activities

The function is recognised as an integral part of the company's internal control environment and is responsible for assisting the Audit Committee in discharging its responsibility to monitor the adequacy of the company's internal control systems.

We also perform our function as a service to management who, at all levels, are responsible for establishing and maintaining systems of internal accounting and administrative controls. In discharging our role, we will:

- independently examine and evaluate the adequacy and effectiveness of these systems of risk management and the internal control environment as operated by the business.

- provide advice and consultancy to business units on the systems of risk management and internal control.

- provide independent assurance over the group's approach to delivering good customer outcomes, including compliance with the FCA's Consumer Duty. This includes assessing whether governance, culture, processes and controls are appropriately designed and operating effectively to meet regulatory expectations.

In setting audit scope, the function will take into account business strategy and form an independent view of whether the key risks to the group have been identified, including emerging and systematic risks, and assess how effectively these risks are being managed.

We will provide advice, review and report on:

- the design, adequacy and operating effectiveness of the systems of financial, operational and management control and their operation in practice in relation to the business, operational and financial risks to be addressed.

- the extent of compliance with relevance of, and financial effect of, policies, standards, plans and procedures established by the Plc Board and the extent of compliance with external laws and regulations, including reporting requirements of regulatory bodies. Note: reliance may be placed on the work undertaken by second line assurance teams. The extent of any reliance will be assessed and reported to management.

- the extent to which the assets and interests are acquired economically, used efficiently, accounted for and safeguarded from material financial loss arising from waste, extravagance, inefficient administration, poor value for money, fraud or other cause and that adequate business continuity plans exist.

- the suitability, accuracy, reliability and integrity of financial and other management information and the means used to identify, measure, classify and report such information; and in particular to the strategic and management information presented to the Plc Board, the Group Executive Committee, and the Regulators.

- the integrity of processes and systems, including the outcomes of such processes to ensure that controls offer adequate protection against error, fraud and material financial and reputational loss; and that the process aligns with the organisation's strategic goals. This will encompass those processes and systems under development.

- the suitability of the organisation of the units audited for carrying out their functions, and to ensure that services are provided in a way which is economical, efficient and effective.

- the follow-up action taken to remedy weaknesses identified in previous Internal Audit reviews, ensuring that good practice is identified and communicated widely.

- the design and operating effectiveness of the group's corporate governance structures and processes.

- the risk and control culture of the group, including the setting of, and adherence to risk appetite.

- key corporate events, including new products and services, outsourcing decisions, and acquisitions /divestments.

- the risks associated with poor customer outcomes. We will evaluate whether the group is acting with integrity in its dealings with clients and in its interaction with relevant markets.

The Head of Internal Audit will consider relying upon the work of other internal and external assurance and consulting service providers as needed. The Internal Audit function may perform advisory and client related service activities. The nature and scope of which will be agreed with the relevant business unit and provided the Internal Audit function does not assume management responsibility for considering the output of such activities and deciding what action should be taken The Audit Committee, where relevant, will be kept informed of these activities which will be subject to Internal Audit's quality assurance procedures, and where relevant, the outputs graded in the same manner as other Internal Audit reports.

Opportunities for improving the efficiency of governance, risk management, and control processes may be identified during engagements. These opportunities will be communicated to the appropriate level of management.

9. Working practices of Internal Audit

The following working practices have been adopted:

- We will design and maintain a risk-based audit plan for all company-owned operations, including subsidiaries or joint ventures in which the company owns a significant equity stake, and significant outsourced relationships. The audit plan shall include both audit scope, objectives and audit frequency.

- The annual audit plan will be presented to the Audit Committee for approval. Material changes to the plan, such as the postponement or removal from the plan of assignments require the prior, documented, consent of the Audit Committee.

- During the course of the year, the plan may be varied as necessary, by the Head of Internal Audit, or the Audit Committee, to take account of altered circumstances, and new or emerging risks, including evolving regulatory expectations such as the FCA's Consumer Duty.

- Once the audits have been completed, we will submit written reports to appropriate members of management containing all findings relating to deficiencies in internal procedures, policies and controls, root cause analysis, and recommendations for management to correct the noted deficiencies.

- As considered applicable, we will include in audit reports comment on the risk management and control framework and on the appropriateness, or otherwise, of the risk assessment as performed by management, for the area under review.

- We will also include in audit reports any appropriate recommendations for more efficient or effective use of company resources.

- We will co-ordinate audit planning with the company's independent external auditors in order to obtain efficiency and effectiveness in the conduct of internal and external audit activities.

- As necessary, external specialist resource will be engaged to support the completion of the audit plan.

- In conducting our audits, we will comply with the Definition of Internal Auditing, the Core Principles for the Professional Practice of Internal Auditing, Code of Ethics, the Standards, and the Effective Internal Audit in the Financial Services Sector (FS Code), as issued by The Chartered Institute of Internal Auditors (CIIA).

- We will conduct special investigations of unusual or irregular activities including suspected and actual cases of fraud, theft or other violations of the company's code of business conduct.

- We will conduct special reviews at the request of management which it believes to be appropriate and relevant to the department's role.

Prior to agreeing to and undertaking any ad hoc audit reviews, which are outside the internal audit plan, the Head of Internal Audit will consider the resource implications for the department. Any additions to the annual audit plan will be submitted to the Audit Committee for approval. It is acknowledged by the committee that such additions to the baseline plan may be urgent, and as these are incremental rather than replacing agreed audits, the prior documented consent of the committee is not required.

10. Quality Assurance activities

No separate quality assurance team has been established within the Internal Audit function. In line with the expectation of the FS Code on segregated quality assurance, a staged review process operates for all internal audit work. This review is performed by a senior member of the function, who is independent of the delivery of the audit assignment with each draft report reviewed in full by the Head of Internal Audit. Where the internal audit function is outsourced to, or co-sourced with, an external provider, the work is subject to the same staged review work as the Internal Audit Department.

On a periodic basis, the Head of Internal Audit will present to the Audit Committee the results of these quality assurance activities.

- **Self-assessment**

On an annual basis, a self-assessment exercise will be undertaken. This exercise will benchmark the working practices of the Internal Audit function against the CIIA Standards and the FS Code to ensure that internal procedures are in line with expected practices.

The results of this internal assessment will be presented to the Audit Committee.

- **External assessment**

On a periodic basis, and as a minimum every 5 years, the Audit Committee will arrange for an independent, external assessment of the Internal Audit function. In line with the FS Code, the Chair of Audit Committee will oversee and approve the appointment process for the independent assessor. This responsibility is detailed in the Audit Committee terms of reference.

11. Reports issues by Internal Audit

A formal report will be issued promptly after each internal audit review. On completion of the review and before the formal report is issued, every effort is made to ensure that management agrees that its factual content is accurate, presented in appropriate context and with proper emphasis. Management is given an opportunity to comment on the internal audit findings as stated in a draft report. The comments are then incorporated into the final report.

Our reports are acknowledged to be confidential documents and are addressed to the manager of the operations which have been examined. Copies are sent to those other executives and senior managers only, who by virtue of their position in the organisation, need to know, and to the external auditors.

Management should provide timely written responses indicating the actions taken with respect to the recommendations set out in the audit report. The manager or head of the division, department, unit or site audited is responsible and the executive team member is accountable for ensuring that corrective action on recommendations made or deficient conditions reported by Internal Audit is either planned or taken. If the proper corrective action is not taken, we will report this to the Chief Executive and/or the Audit Committee. The progress on the implementation of recommendations by management will be monitored at appropriate intervals after the audit report has been issued and no later than the next audit visit.

We will report all key findings to the Audit Committee, escalating to the main Board of Rathbones Group Plc, and subsidiary boards, as considered appropriate. The Head of Internal Audit will attend all relevant meetings to present any critical issues and/or unsatisfactory rated reports.

We will report to the Group Risk Committee on the risk management and control framework and on the appropriateness, or otherwise, of the risk assessments produced by the manager or head of the division, department, unit or site audited.

12. Relationship with external parties

- Co-source partner

To support the proficient and competent delivery of internal audit service, a co-source arrangement has been established. The relationship provides access to additional resource and the necessary expertise to support the deliver the audit plan, as well as wider input into audit strategy and annual planning.

- Regulator(s)

The Internal Audit function will work with regulators in an open, constructive and co-operative manner, which includes the sharing of information to support respective responsibilities.

- External auditors

The Internal Audit function will actively engage with the external auditors, and in applicable areas, we will provide support in terms of audit testing. As part of the annual planning process, we will discuss proposed areas of coverage for the coming year.
Copies of internal audit reports will be issued to the external auditors.

- Other parties

Internal audit reports are acknowledged as confidential documents. Copies of our reports will only be issued to other parties with the consent of the Audit Committee and/or Executive management.

13. Effective date

This charter was approved by the Audit Committee of Rathbones Group Plc on the 15 April 2026. Any subsequent changes to the charter require the approval of the Audit Committee. The Audit Committee will review and approve this charter at least annually.