

EUROMONEY INSTITUTIONAL INVESTOR PLC AUDIT COMMITTEE MANDATE

The following mandate was approved by the Board on November 12, 2008 and re-affirmed by the board in July 2011.

Constitution and reporting procedures

Pursuant to its powers under Article 115.1 of the Company's Articles of Association the Board hereby resolves to establish a committee of the Board to be known as the Audit Committee and which shall operate subject to the following terms:

Membership and attendance at meetings

The Committee shall be appointed by the Board and shall consist of no fewer than three members. The Committee members shall be non-executive directors of the Company or other individuals the Board deems appropriately skilled. At least one member of the Committee shall have recent and relevant financial experience and be a member of a recognised professional accounting body.

The Combined Code on Corporate Governance recommends that all members of the Committee should be independent non-executive directors and where this is not the case requires explanation in the annual report under the comply or explain regime.

The chairman of the Committee shall be appointed by the Board and shall be, at the determination of the Board, an independent non-executive director. The chairman will be present at the AGM to answer any relevant questions arising.

Each new committee member will be required to take part in an induction program which will consist of a series of meetings with the finance director, the internal audit manager, the external audit partner and any other person necessary. These meetings will cover: the role of the Committee and its terms of reference; expected time commitments by its members; and an overview of the group's business, identifying the main business and financial dynamics and risks;

At the invitation of the Committee chairman, the Company chairman, managing director, finance director and other relevant persons may be invited to attend all or part of meetings of the Committee.

The secretary to the Committee shall be the group financial controller or such person as is designated.

A quorum shall be two members, one of whom must be the chairman of the Committee or his duly appointed alternate.

Frequency of meetings

Meetings shall be held at least three times a year, and more frequently if circumstances require. Meetings shall be held at a sufficient interval before Company board meetings to approve the half year and year end results.

The external auditors may request a meeting with the Committee or its chairman, without the presence of executive management, at any time. The external auditors will be invited to attend all or part of meetings of the Committee as appropriate, and would be expected to attend most meetings.

The Committee, or its Chairman, may meet with the internal and external auditors, without the presence of executive management, at any time.

Authority

The Committee is authorised by the Board to:

- investigate any activity within its terms of reference;

- seek any information that it requires from any employee, and all employees are directed to co-operate with any request made by the Committee;
- obtain outside legal, accounting or other independent professional advice if required.

Duties

The duties of the Committee shall be to:

External audit

- recommend to the Board the appointment, resignation or dismissal of the external auditor;
- assess annually the qualification, expertise and resources, and independence of the external auditor;
- discuss and approve the nature and scope of the external audit with the external auditor including their reliance on the internal audit function;
- review the independence and objectivity of the auditors and matters related to the provision of non-audit services, including setting and applying a formal policy for non-audit work:
 - for which the use of the external auditors is pre-approved;
 - for which specific approval from the audit committee is required before the external auditor is contracted;
 - for which the external auditor is excluded.
- ensure appropriate rotation of the lead audit partner;
- review and consider the results of the external audit and its cost effectiveness;
- review the audit representation letters before signature by management;
- approve the audit fee and ensure that fee levels will lead to adequate levels of service and assurance;
- consider the external auditors' communications including their findings on material weaknesses in accounting and internal control;
- agree with the board the company's policy for the employment of former employees of the external auditor;
- discuss any difficulties, reservations or other matters arising from the external auditors' work;

Published information

- review and discuss with management any public announcements concerning the Company's financial results and activities;
- review the significant financial reporting issues and judgements made in connection with the preparation of the company's financial statements, interim reports, preliminary announcements and related formal statements;
- review the group's annual report, prior to consideration by the Board, including:
 - the operating and financial review;
 - corporate governance statements relating to the audit, and to internal control and risk management, notwithstanding the fact that it is the Board, and not the Committee, which is responsible for risk management;
 - the role and responsibilities of the Audit Committee;

- report to the Board where the Committee is not satisfied with any aspect of the proposed financial reporting;

Internal audit

- approve the appointment or termination of the internal audit manager;
- have the internal audit function accountable jointly to it and the Finance Director, with the internal audit manager having direct unfettered access to the Committee chairman;
- monitor and review the effectiveness of the group's internal audit function including agreeing the internal audit timetable and focus;
- ensure the framework in which the internal audit function operates, and the resources available to it, are appropriate given its role, work plan and objectives;
- consider the key findings and conclusions of any relevant internal investigations into control weaknesses, fraud and misconduct, making recommendations to the Board where appropriate;

Relationship with executive management

- maintain a frank, open working relationship with the Board, executive management, and external and internal auditors;

Internal controls

- review the recommendations of the external and internal auditors regarding the group's internal financial control system;

Whistle blowing

- review arrangements by which employees may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control or any other matters;

Terms of reference

- regularly review and update its own terms of reference and effectiveness, requesting board approval for all proposed changes.

Remuneration and training

The remuneration of Audit Committee members is included in their annual director's fee. The chairman of the Committee shall receive an additional fee, to be approved by the Board.

Committee members must undergo appropriate training that provides and maintains a reasonable degree of financial literacy, corporate governance matters, relevant legislation (e.g. Bribery Act) and shareholder rights.

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