



FOR APPROVAL

BOARD FINANCE, AUDIT, RISK, AND PROCUREMENT COMMITTEE CHARTER

SUSTAINABLE ENERGY FOR ALL ADMIN BOARD MEETING – 31/03/2023

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1. INTRODUCTION

- 1.1 This Charter for the Board Finance, Audit, Risk, and Procurement Committee (the "FARPCOM"/ the "Committee") sets out the membership, responsibilities, principles and operations of the FARPCOM and identifies the interaction with the Governance Board (Board), Executive Management and the External Auditors.

2. ROLE OF FARPCOM

- 2.1 Assist the Board in fulfilling its oversight responsibilities vis-à-vis the financial statements and reporting framework in addition to external audit procedures and key findings and adherence to legal and regulatory requirements.
- 2.2 Assist the Board in evaluating the risk management and control mechanisms as well as review financial performance of SEforALL to ensure financial sustainability.
- 2.3 Assist the Board in overseeing procurement-related activities of SEforALL.

3. REPORTING LINES

- 3.1 The FARPCOM shall report to the Board.

4. MEMBERSHIP COMPOSITION

- 4.1 FARPCOM members shall be appointed by the Chairperson of the Governance Board.
- 4.2 The Committee will comprise of a minimum of **three (3)** members.
- 4.3 The Chairperson of FARPCOM shall be appointed through consensus by the members of the Committee at the first meeting. In case consensus is not attained, the matter shall be presented to the Board for consideration.
- 4.4 The term of service of the FARPCOM members shall be co-terminus with their service to the Board.
- 4.5 In the event of vacancy arising from voluntary resignation, member ceasing to be on the Board, or for any other reason, the Chairperson shall appoint another member at its subsequent meeting.

5. COMMITTEE SECRETARY

- 5.1 The Board Secretary will act as the Secretary to the FARPCOM (the "Secretary").

6. MEETINGS AND QUORUM

- 6.1 The FARPCOM shall meet as often as it determines, but at least quarterly, prior to each Board meeting, or as and when required to undertake its role effectively. The FARPCOM Chairperson will call a meeting of the FARPCOM if so requested by the CEO of SEforALL, any member of the FARCOM, the Chairperson of the Board, and/or external auditor.
- 6.2 A quorum will be at least **two (2)** members.
- 6.3 The FARPCOM Chairperson will chair all regular sessions of the FARPCOM meetings and set the agenda for the meetings. The Secretary of the FARCOM shall provide the members with an agenda and necessary documentation as early as possible and in general, at least seven (7) days before a meeting takes place.
- 6.4 In the absence of the FARPCOM Chairperson at a meeting, the Chairperson shall nominate a member of FARPCOM to chair the meeting.
- 6.5 The FARPCOM members must attend **75%** of all meetings to remain on the FARPCOM. Non-compliance with attendance requirements can only be approved under special request to and approved by the Board.
- 6.6 Tele/ video-conferencing and circular resolutions are permitted.
- 6.7 The CEO is required to attend the meetings, however, would not have a right to vote in any such meeting attended.
- 6.8 The FARPCOM may request, at SEforALL's expense, any employee of SEforALL or the organization's outside counsel or independent public accounting firm, or external experts to attend a meeting of the FARPCOM.

7. VOTING RIGHTS

- 7.1 A duly convened meeting of the FARPCOM at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the FARPCOM.
- 7.2 All decisions of the FARPCOM will be based on a simple majority of the members present at the meeting (i.e., at least two members).
- 7.3 Any attendee who is not a member of the FARPCOM shall not vote on any matter coming before the FARPCOM for a vote.

8. RESOURCES AND AUTHORITY

- 8.1 The FARPCOM is authorised to obtain, at SEforALL's expense, outside advice on any matters within its Charter and in accordance with the approved Authority Matrix.

- 8.2 The FARPCOM shall oversee the selection, remuneration (and termination) of the external auditor, subject to Board and General Assembly approval.
- 8.3 The FARPCOM shall have full access to SEforALL's information, records, properties and personnel.
- 8.4 The FARPCOM is authorised to investigate any activity within the scope of this Charter.
- 8.5 The FARPCOM is authorised to have direct communication channels with external auditors carrying out the audit function and to be able to convene meetings with the external auditors, without the presence of Executive Management.
- 8.6 The FARPCOM shall have immediate access to reports on fraud / irregularities.
- 8.7 The FARPCOM may order inspections and specific audit examinations on any areas of SEforALL's operations.

9. DUTIES AND RESPONSIBILITIES

- 9.1 The duties and responsibilities of the FARPCOM are detailed in **Appendix 1**.

10. MINUTES OF MEETING

- 10.1 The Secretary to the Committee will be responsible for preparing minutes of the FARPCOM meetings. The minutes of the FARPCOM meetings will be tabled and approved at the subsequent meeting and signed-off by the FARPCOM Chairperson.
- 10.2 The minutes of the FARPCOM meetings should be circulated to all members of the Committee.

11. REPORTING

- 11.1 The FARPCOM Chairperson shall submit a report to the Board at the earliest scheduled Board meeting after each FARPCOM meeting. Reports will cover any matters that in the opinion of the FARPCOM should be brought to the attention of the Board and any recommendations requiring Board approval and/or action.

12. ANNUAL GENERAL ASSEMBLY MEETING

- 12.1 The Chairman of the FARPCOM shall attend the Annual General Meeting in order to respond to any member of the General Assembly inquiries on the FARPCOM's activities.

13. CONFIDENTIALITY

- 13.1 Members of the FARPCOM and other persons who attend the FARCOM meetings must maintain confidentiality on all documents they receive as well as on the contents of deliberations and on all confidential information of SEforALL and its partners, particularly operating and business information that are disclosed to them in the course of their work on the FARPCOM.

14. REVIEW AND AMENDMENT OF THIS CHARTER

- 14.1 The Members of the FARPCOM and/or the CEO, whenever deemed necessary, may review this Charter and recommend proposed amendments to the Board for approval.
- 14.2 No amendments to the provisions of the Charter shall be inconsistent with the provisions of the Board rules of procedure.

APPENDIX 1 – DUTIES AND RESPONSIBILITIES

GENERAL

1. Review financials, financial reports, and any other reports on issues arising from audit, risk, procurement, and compliance activities.
2. Maintain effective working relationships and open avenue for communication between the Board, Executive Management, and the External Auditors.
3. Review SEforALL's whistle-blowing policy and ensure that reports made pursuant to the policy are dealt with appropriately and the rights of those making the reports are protected.
4. The FARPCOM must be provided with a status report on all recommendations provided by the external auditors for which actions have been agreed upon. These reports should identify responsible persons/ functions and implementation dates.
5. Review any other matter referred to it by the Board.
6. Make recommendations to the Board for approval.

INTERNAL CONTROLS

7. Ensure adequate oversight of risks faced by SEforALL and the system of internal controls and reporting of those risks within the business.
8. Monitor and review the effectiveness and integrity of internal control systems.
9. Review compliance systems to ensure compliance with legislation including relevant filings and compliance with accounting standards.

10. Ensure policies and procedures are in place for the security of computer systems and applications, and the business continuity and disaster recovery plans.
11. Discuss with External Auditors on any fraud, illegal acts, deficiencies in internal control or other similar issues, as identified.
12. Ensure control recommendations by External Auditors have been implemented.

FINANCIAL REPORTING

13. Ensure processes are established and maintained to address critical financial reporting risks and transparency of financial reporting.
14. Review the integrity of SEforALL's financial reporting, including accounting policies and principles.
15. Discuss with the Executive Management and the external auditor, any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding SEforALL's financial statements or accounting policies.
16. Examine the process of preparation of annual and interim financial statements including adherence to accounting standards.
17. Prior to approval by the Board, review with Executive Management and external auditors the annual financial statements and determine whether they are complete, consistent with the information known to the FARPCOM members and reflect appropriate accounting principles.

18. Meet with Executive Management and the external auditors to review the financial statements, the results of the audit, management letter and the annual report before its release.
19. Review any legal matters, including any pending litigation, which could significantly impact SEforALL's financial condition.

EXTERNAL AUDIT

20. Oversee the selection and compensation of the External Auditor for appointment and approval at the Board and the General Assembly.
21. Review the performance of the External Auditor and provide a recommendation on the reappointment or termination of the engagement with the External Auditor.
22. Assess the independence, accountability and effectiveness of the External Auditor as well as its performance in relation to generally accepted audit standards.
23. Monitor the rotation arrangements for audit partners.
24. Review the External Auditor's proposed audit scope of work, plan and approach, engagement letter, letters of representation (giving particular consideration to matters that relate to non-standard issues) as well as ensure there are no unjustified restrictions or limitations on the scope of work.
25. Meet with the External Auditor separately from Executive Management to discuss any matters that the FARPCOM or External Auditor believe should be discussed privately.
26. Ensure that significant findings and

recommendations made by the External Auditor are received and discussed on a timely basis.

27. Ensure that Executive Management responds to recommendations made by the External Auditor and that there are no restrictions on the audit scope or access to information.
28. Review, at least annually, the cost effectiveness of the audit and the qualification, expertise, independence and objectivity of the External Auditor, including the nature and extent of non-audit and consultancy services.

RISK MANAGEMENT

29. Assist the Board in identifying and overseeing the management of principal risks of SEforALL, namely financial and compliance risks.
30. Monitor and assess whether SEforALL's risk, control, and governance processes are sound and conform to best practices.
31. Review all risk and financial policies prior to submission to the Board for approval.
32. Discuss with Executive Management the risk reports submitted covering the risk profile of SEforALL.

COMPLIANCE WITH INTERNAL AND EXTERNAL REGULATORY FRAMEWORKS

33. Evaluate the adequacy and effectiveness of SEforALL's procedures and systems for ensuring compliance with legal and regulatory requirements and internal policies.
34. Review compliance with all relevant laws, regulations and business practices, and ensure SEforALL communicates with members and relevant stakeholders (internal and external) openly and

promptly.

35. Monitor whether regulatory information, if applicable, is submitted on time.
36. Review reports and disclosures of related party transactions.
37. Review, supervise and monitor the implementation of SEforALL's Code of Conduct including compliance thereof.
38. Review arrangements for whistle-blowing and ensure that whistle blowers are heard and their rights are safeguarded.

PROCUREMENT

39. Oversight over SEforALL's procurement activities.
40. Approve procurement-related proposals that are submitted by the Executive Management, as per the Authority Matrix.
41. Review, supervise, and monitor the procurement process within SEforALL to ensure optimal robustness and internal control.