

**NB DISTRESSED DEBT INVESTMENT FUND LIMITED**  
**(the "Company")**

**AUDIT COMMITTEE**

**TERMS OF REFERENCE**

In this document, unless the context requires otherwise:

"**Administrator**" means U.S. Bank Global Fund Services (Guernsey) Limited and U.S. Bank Global Fund Services (Ireland) Limited;

"**Board**" means the Board of Directors;

"**Code**" means the AIC Code of Corporate Governance;

"**Committee**" means the Audit Committee;

"**Company Secretary**" means Suntera (Guernsey) Limited; and

"**Investment Manager**" means Neuberger Berman.

**1. MEMBERSHIP, COMPOSITION, AND PROCEDURES**

- 1.1 The Committee shall consist of a minimum of two members, comprising a Chair and at least one other member. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chair of the Committee.
- 1.2 Membership shall be confined to independent non-executive Directors at least one of whom shall have recent and relevant financial experience and competence in accounting and/or auditing and the Committee as a whole shall have competence relevant to the sector in which the Company operates. The chair of the Board shall not be a member of the Committee.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chair of the Board, other Directors and senior representatives of the Investment Manager and the Administrator may be invited to attend all or part of any meeting as and when appropriate and necessary. The external auditor will be invited to attend meetings of the Committee on a regular basis.
- 1.4 Care should be taken by the Committee to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.
- 1.5 The Board shall appoint the Committee Chair who shall be an independent non-executive director. In the absence of the Committee Chair and/or an appointed deputy at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting. The Chair of the Board shall not be Chair of the Committee.

## **2. SECRETARY**

- 2.1 A nominee of the Company Secretary shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

## **3. QUORUM**

- 3.1 The quorum necessary for the transaction of business shall be two members, provided that a majority of the Committee members present are not present in the United Kingdom. A duly convened meeting of the Committee 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 Committee.

## **4. FREQUENCY OF MEETINGS**

- 4.1 The Committee shall meet at least three times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required. Meetings of the Committee may be held by telephone, so long as no member attending the meeting is physically present in the United Kingdom.
- 4.2 Outside of the formal meeting programme, the Committee Chair, and to a lesser extent the other Committee members, will maintain dialogue with key individuals involved in the Company's governance, including the Board Chair, the Investment Manager, the Administrator, and the external auditor.

## **5. NOTICE OF MEETINGS**

- 5.1 Any member of the Committee may request that a meeting be convened by the Company Secretary. The Company's external auditors may request that a meeting be convened if they deem it necessary.
- 5.2 Unless otherwise agreed by the Committee, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no later than five business days before the date of the meeting. Supporting papers shall be sent to Committee members at the same time.
- 5.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

## **6. MINUTES OF MEETINGS**

- 6.1 The Company Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. The Company Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.2 Draft minutes of Committee meetings shall be agreed with the Committee Chair and then circulated promptly to all members of the Committee, unless, exceptionally it would be inappropriate to do so in the opinion of the Committee Chair.

## **7. ANNUAL GENERAL MEETING AND ENGAGEMENT WITH SHAREHOLDERS**

- 7.1 The Committee Chair should be available to attend the annual general meeting to answer shareholder questions but in a case of unavoidable absence shall nominate another Committee member to attend. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

## **8. DUTIES**

The Committee should carry out the duties below for the Company and its subsidiaries (if any).

### **8.1 Financial Reporting**

- 8.1.1 The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, interim management statements, preliminary announcements, viability statement and any other formal statements relating to its financial performance, and review and report to the Board on significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the external auditor.

- 8.1.2 In particular, the Committee shall review and challenge where necessary:

- 8.1.2.1 the application of significant accounting policies and any changes to them;
- 8.1.2.2 the methods used to account for significant or unusual transactions where different approaches are possible;
- 8.1.2.3 whether the Company has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements;
- 8.1.2.4 the clarity and completeness of disclosure in the financial statements and the context in which statements are made;
- 8.1.2.5 all material information presented with the financial statements, including the strategic report and the corporate governance statements relating to the audit and to risk management;

- 8.1.3 The Committee shall review any other statements requiring board approval which contain financial information first, where to carry out a review prior to board approval would be practicable and consistent with any prompt reporting requirements under any law or regulation including the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook.

- 8.1.4 Where the Committee is not satisfied with any aspect of the proposed financial reporting by the Company, it shall report its views to the Board.

## 8.2 **Narrative reporting**

Where 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 and whether it conforms with the Board's statement in the annual report on these matters that is required under the Code.

## 8.3 **Internal Controls and Risk Management Systems**

The Committee shall:

- 8.3.1 keep under review the Company's internal financial controls systems that identify, assess, manage and monitor financial risk, and other internal control and risk management systems;
- 8.3.2 review and approve the statements to be included in the annual report concerning internal control, risk management, including the assessment of principal risks and emerging risks, and the viability statement.

## 8.4 **Compliance, speaking-up and fraud**

The Committee shall:

- 8.4.1 review the adequacy and security of the Company's arrangements for its employees, contractors and external parties to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matter. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- 8.4.2 review the Company's procedures for detecting fraud;
- 8.4.3 review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance;
- 8.4.4 review regular reports from the Money Laundering Reporting Office and the adequacy and effectiveness of the Company's anti-money laundering systems and controls;
- 8.4.5 review regular reports from the Compliance Officer and keep under review the adequacy and effectiveness of the Company's compliance function;
- 8.4.6 review the effectiveness of the Company's risk management framework, in relation to the Investment Policy of the Company;
- 8.4.7 review the Company's procedures concerning the prevention and detection of fraud and financial crime.

8.4.8 review the Company's arrangements for regulatory compliance and consider any material findings from regulatory reviews.

## **8.5 Internal Audit**

The Committee shall consider once a year whether there is a need for an internal audit function.

The Committee shall:

- 8.5.1 approve the appointment or termination of the head internal audit;
- 8.5.2 review and approve the role and mandate of internal audit, monitor and review the effectiveness of its work, and annually approve the internal audit charter ensuring it is appropriate for the current needs of the organisation;
- 8.5.3 review and approve the annual internal audit plan to ensure it is aligned to the key risks of the business, and receive regular reports on work carried out;
- 8.5.4 ensure internal audit has unrestricted scope, the necessary resources and access to information to enable it to fulfil its mandate, ensure there is open communication between difference functions and that the internal audit function evaluates the effectiveness of these functions as part of its internal audit plan, and ensure that the internal audit function is equipped to perform in accordance with appropriate professional standards for internal auditors;
- 8.5.5 ensure the internal audit has direct access to the Board Chair and to the Committee Chair, providing independence from the executive and accountability to the Committee;

## **8.6 External Audit**

The Committee shall:

- 8.6.1 consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment and removal of the Company's external auditor;
- 8.6.2 ensure that at least 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 develop and oversee the selection procedure for the appointment of the audit firm, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process; should the audit not be out our for tender after 10 years ensure that full disclosure of the reason why such a decision has been made is included in the Audit Committee Report in the year-end financial statements;
- 8.6.3 if an external auditor resigns, investigate the issues leading to this and decide whether any action is required;

- 8.6.4 oversee the relationship with the external auditor. In this context the Committee shall:
- 8.6.4.1 agree their remuneration for recommendation to the Board, including both fees for audit and non-audit services, and ensure that the level of fees is appropriate to enable an effective and high-quality audit to be conducted; and
  - 8.6.4.2 agree their terms of engagement for recommendation to the Board their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
- 8.6.5 assess annually the external auditor's independence and objectivity taking into account relevant UK and Guernsey law, regulation, the Ethical Standard and other professional requirements and the relationship with the external auditor as a whole, including any threats to the auditor's independence and the safeguards applied to mitigate those threats, including the provision of any non-audit services;
- 8.6.6 satisfy itself that there are no relationships between the external auditor and the Company (other than in the ordinary course of business), which could adversely affect the external auditor's independence and objectivity;
- 8.6.7 agree with the Board a policy on the employment of former employees of the Company's auditor, taking into account the Ethical Standard and legal requirements, and monitor the application of this policy;
- 8.6.8 monitor the external auditor's process for maintaining independence, its compliance with relevant UK and Guernsey law, regulation, other professional requirements and the Ethical Standard, including the guidance on the rotation of audit partner and staff;
- 8.6.9 monitor the level of fees paid by the Company to the external auditor compared to the overall fee income of the firm, office and partner and assess these in the context of relevant legal, professional and regulatory requirements, guidance and the Ethical Standard;
- 8.6.10 assess annually the qualifications, expertise and resources, and independence of the external auditor and the effectiveness of the external audit process, which shall include a report from the external auditor on their own internal quality procedures;
- 8.6.11 seek to ensure coordination of the external audit with the activities of the internal audit function;
- 8.6.12 evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the Committee;

- 8.6.13 develop and recommend to the Board the Company's formal policy on the provision of non-audit services by the auditor, including approval of non-audit services by the Committee and specifying the types of non-audit service to be pre-approved, and assessment of whether non-audit services have a direct or material effect on the audited financial statements. The policy should include consideration of the following matters:
  - 8.6.13.1 threats to the independence and objectivity of the external auditor and any safeguards in place;
  - 8.6.13.2 the nature of the non-audit services;
  - 8.6.13.3 whether the external audit firm is the most suitable supplier of the non-audit service;
  - 8.6.13.4 the fees for the non-audit service, both individually and in aggregate, relative to the audit fee; and
  - 8.6.13.5 the criteria governing compensation;
- 8.6.14 meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and, and least once year, meet with the external auditor without management being present, to discuss the auditor's remit and any issues arising from the audit;
- 8.6.15 discuss with the external auditor the factors that could affect the audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team;
- 8.6.16 review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
  - 8.6.16.1 a discussion of any major issues which arose during the audit;
  - 8.6.16.2 the auditor's explanation of how the risks to audit quality were addressed;
  - 8.6.16.3 key accounting and audit judgements;
  - 8.6.16.4 the auditor's view of their interactions with senior management; and
  - 8.6.16.5 levels of errors identified during the audit;
- 8.6.17 review any representation letter(s) requested by the external auditor before they are signed on behalf of the Board;
- 8.6.18 review the management letter and management's response to the external auditor's findings and recommendations; and

- 8.6.19 review the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the Committee.

## **9. REPORTING RESPONSIBILITIES**

- 9.1 After each meeting of the Committee the Committee Chair shall report formally to the Board on its proceedings, on all matters within its duties and responsibilities and on how it has discharged its responsibilities. This report shall include:
- 9.1.1 the significant issues that it considered in relation to the financial statements and how these were addressed;
  - 9.1.2 its assessment of the effectiveness of the external audit process, the approach taken to the appointment or reappointment of the external auditor, length of tenure of audit firm, when a tender was last conducted and advance notice of any retendering plans; and
  - 9.1.3 any other issues on which the Board has requested the Committee's opinion.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall compile a report on its activities to be included in the Company's annual report. The report should describe the work of the audit committee including
- 9.3.1 the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed;
  - 9.3.2 an explanation of how the Committee has assessed the independence and effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, information on the length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans;
  - 9.3.3 an explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services, having regard to matters communicated to it by the auditor and all other information requirements set out in the Code.
- 9.4 In the compiling of the reports referred to in 9.1 and 9.3 above, the Committee shall 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 and the inputs to the Board's viability statement. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts but could provide cross-references to that information.

## **10. OTHER MATTERS**

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 10.2 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;
- 10.3 give due consideration to laws and regulations, the provisions of the Code and the requirements of the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate;
- 10.4 be responsible for oversight of the coordination of the internal and external auditors;
- 10.5 oversee any investigation of activities which are within its terms of reference;
- 10.6 work and liaise as necessary with all other Board committees, taking particular account of the impact of risk management and internal controls being delegated to different committees;
- 10.7 ensure that a periodic evaluation of the committee's performance is carried out;
- 10.8 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 for approval

## **11. AUTHORITY**

The Committee is authorised by the Board to:

- 11.1 seek any information it requires from the Investment Manager, the Administrator, any consultant and/or any other service provider of the Company (for example, solicitors, tax advisers, management consultants) in order to perform its duties;
- 11.2 obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes necessary to do so;
- 11.3 call the Investment Manager, the Administrator and/or any other service provider of the Company to be questioned and/or consulted at a meeting of the Committee as and when required; and
- 11.4 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. If the Board has not accepted the Committee's recommendation on the external auditor appointment, reappointment or removal, the annual report should include a statement explaining the Committee's recommendation and the reasons why the Board has taken a different position.

*Adopted by the Board on 20 April 2023*