CORDIANT DIGITAL INFRASTRUCTURE LIMITED

AUDIT COMMITTEE

TERMS OF REFERENCE

(as adopted on 27 February 2024)

1 DEFINITIONS

1.1 In these terms of reference:

(a) reference to the "**Board**" shall mean the board of directors of the Company;

(b) unless otherwise stated, reference to "**Chairman**" shall mean the Chairman of the Committee;

(c) reference to the "**Committee**" shall mean the Audit Committee;

(d) reference to the "**Company**" shall mean Cordiant Digital Infrastructure Limited;

(e) reference to the "**Market Abuse Regulation**" shall mean the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council on 16 April 2014 on market abuse, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018;

(f) reference to the "**Prospectus Regulation**" shall mean the UK version of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended by The Prospectus (Amendment, etc) (EU Exit) Regulations 2019;

(g) unless otherwise stated, reference to "**Secretary**" shall mean the Secretary of the Committee; and

(h) unless otherwise stated, a reference to:

(i) any EU directive, EU regulation, EU decision, EU tertiary legislation or provision of the EEA agreement (an "**EU Matter**") which is to form part of UK domestic law by application of section 3 of the European Union (Withdrawal) Act 2018 shall be read as a reference to that EU Matter as it forms (by virtue of section 3 of the European Union (Withdrawal) Act 2018) part of UK domestic law and as modified by domestic law from time to time; and

(ii) any EU entity shall be read as a reference to the UK institution, authority or body to which its functions were transferred,

and words and expressions used in this paragraph (h) shall have the meanings given

to them respectively in the European Union (Withdrawal) Act 2018.

2 MEMBERSHIP

2.1 The Committee shall comprise at least three members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Committee. The Board shall appoint the Chairman.

2.2 All members of the Committee shall be independent non-executive directors, at least one of whom shall have recent and relevant financial experience, ideally with a professional qualification from an internationally recognised professional accountancy body and with competence in accounting and/or auditing, or experience in internal audit management and previous listed investment company audit committee experience. As a whole, the Committee should have competence relevant to the sector in which the Company operates and experience of corporate financial matters. The Chairman of the Board may also serve on the Committee as an additional member if he or she was considered independent on appointment as Chairman of the Board, but shall not chair the Committee. Any member who fails to remain independent will step down from the Committee.

2.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals (if not members of the Committee) such as other directors of the Company, representatives of the investment manager or other external advisers may be invited to attend all or part of any meeting, as and when appropriate and necessary.

2.4 The external auditor of the Company, as appropriate, will be invited to attend meetings of the Committee on a regular basis. The Committee should have at least one annual meeting, or part thereof, with the external auditor without representatives of the investment manager, the company secretary or any other external advisers being present should the Committee deem that to be necessary.

2.5 The Board may fill vacancies in the Committee by appointment from amongst the Board.

2.6 Each member of the Committee shall disclose to the Committee:

(a) any personal financial or other interest in any matter to be decided by the Committee; or

(b) any potential conflict of interest arising from a cross-directorship or otherwise,

and any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee.

3 SECRETARY

3.1 The company secretary, or his or her nominee, 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.

3.2 The Committee shall have access to the services of the Secretary on all Committee matters, including: assisting the Chairman in planning the Committee's work, drafting meeting agendas, maintaining minutes, drafting of material about its activities for the annual report and interim reports, collection and distribution of information and provision of any necessary practical support.

4 QUORUM AND VOTING ARRANGEMENTS

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

4.2 Members may participate in a meeting of the Committee by means of a telephone or other communication equipment.

4.3 Any matters to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting of the Committee. Any action of the Committee may also be taken by an instrument or instruments in writing, including via email or other electronic means, signed, including via the use of electronic signatures, by all members of the Committee (including in counterparts) and any such action shall be as effective as if it had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.

4.4 Except where he or she has a personal interest, the Chairman shall have a casting vote.

4.5 In the absence of the Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

5 FREQUENCY OF MEETINGS

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

5.2 Outside of the formal meeting programme, the Chairman, and to a lesser extent the other Committee members, shall maintain a dialogue with key individuals involved in the Company's governance, including the Chairman of the Board and the external audit lead partner.

5.3 Meetings can be requested by the external auditor if they consider that to be necessary.

5.4 A sufficient interval should be allowed between Committee meetings and main Board meetings to allow any work arising from the Committee meeting to be carried out and reported to the Board as appropriate.

6 NOTICE OF MEETINGS

6.1 Meetings of the Committee shall be convened by the Secretary at the request of any of its

members.

6.2 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 and any other person required to attend and all other non-executive directors no later than five working days before the date of the meeting, unless approval is required at short notice. The Secretary or his or her nominee shall ensure that supporting information and papers shall be sent to Committee members and other attendees as appropriate at the same time.

6.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

7 MINUTES OF MEETINGS

7.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

7.2 The Secretary shall ascertain at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.

7.3 Draft minutes of Committee meetings shall be agreed with the Chairman and then circulated promptly to all members of the Board, unless it would be inappropriate to do so in the opinion of the Chairman.

7.4 A resolution in writing or via email and signed or otherwise approved via electronic signature by all Committee members will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next meeting of the Committee.

8 SHAREHOLDER ENGAGEMENT

8.1 The Chairman (or his or her nominated representative) shall attend the Company's annual general meeting or any general meeting relating to their area of responsibility prepared to respond to any shareholder questions on the Committee's activities.

8.2 The Chairman should seek engagement with shareholders on significant matters related to the Committee's area of responsibility.

9 DUTIES

The Committee should have oversight of, and carry out the duties below for, the Company, major subsidiary undertakings (if any) and the group as a whole (if a group is in existence), as appropriate.

9.1 Financial reporting

(a) The Committee shall monitor the integrity of the financial statements of the Company,

including its annual and half-yearly reports and any other formal announcements 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.

(b) In particular, the Committee shall review and challenge where necessary the Company's financial statements taking into account:

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

(ii) decisions requiring a major element of judgement;

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

(iv) whether the Company has followed appropriate accounting standards and, where necessary, made appropriate estimates and judgements, taking into account the views of the external auditor;

(v) any significant adjustments resulting from the audit;

(vi) compliance with applicable regulatory and legal requirements;

(vii) compliance with best practice in the area of corporate governance;

(viii) the clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made; and

(ix) all material information presented with the financial statements, such as the strategic report and the corporate governance statement (in so far as it relates to the audit and to risk management).

(c) The Committee shall review other published financial reports or data produced by the Company from time to time, including, but not limited to net asset value announcements and financial data included in any circulars issued in respect of takeovers and other major non-routine transactions.

(d) The Committee shall review press statements and advertisements relating to financial matters prior to their issue.

(e) For the purposes of the viability statement, the Committee shall assess:

i) the current position of the Company's emerging and principal risks, including those that would threaten its business model, future performance, solvency or liquidity and reputation, and how they are managed and mitigated;

ii) going concern; and

iii) the prospects of the Company over such period deemed appropriate.

(f) 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 (to the extent the Company has determined to voluntarily comply) (the "**Listing Rules**") (including, but not limited to the financial terms of any related party transactions) or the Disclosure Guidance and Transparency Rules (the "**Disclosure Guidance and Transparency Rules**"), each of which made by the Financial Conduct Authority (the "**FCA**") under section 73A of the Financial Services and Markets Act 2000, as amended, and the Market Abuse Regulation.

(g) 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.

9.2 **Narrative reporting**

The Committee should review the content of the annual report and accounts and advise the Board (where requested by 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 position and performance, business model and strategy and whether it informs the Board's statement in the annual report on these matters that is required under the AIC Code of Corporate Governance (the "**Code**"). Final approval of the annual report and accounts and half year report remains with the Board.

In addition, the Committee should:

(a) liaise with the Board and ensure that other statements regarding the investment manager including relevant details of their remuneration and appointment and continued appointment, are included in the annual report; and

(b) ensure that the annual report includes:

(i) the full text of the Company's published investment policy;

(ii) a detailed and meaningful analysis of the Company's investment portfolio; and

(iii) a summary of the valuation of the Company's investment portfolio made in accordance with the Listing Rules (to the extent the Company has determined to voluntarily comply).

9.3 **Internal controls and risk management systems**

The Committee shall, as appropriate given the nature of the Company:

(a) keep under review the Company's internal financial controls and review the adequacy and effectiveness of the Company's internal control and risk management systems

and monitor the proposed implementation of such controls;

(b) review and approve the statements to be included in the annual report concerning internal controls and risk management;

(c) review and approve statements explaining how assets have been invested with a view to spreading investment risk;

(d) consider at least annually whether there is a need for an independent valuation of the Company's investment portfolio; and

(e) consider annually whether there is a need for the Company to have its own internal audit function.

9.4 **Compliance, whistleblowing and fraud**

The Committee shall as appropriate given the nature of the Company:

(a) review the adequacy and security of the Company's arrangements for its contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;

(b) review the Company's procedures for detecting fraud;

(c) review the Company's systems and controls for the prevention of bribery and tax-evasion and receive reports on non-compliance;

(d) review the adequacy and effectiveness of the Company's anti-money laundering systems and controls; and

(e) review the adequacy and effectiveness of the Company's compliance function.

9.5 **Audit**

The Committee shall:

(a) 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 Company's external auditor. The Committee shall oversee the selection process for new external auditors;

(b) 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 external auditor with those of other audit firms and, in respect of such tender, oversee the selection procedure ensuring that all tendering firms have such access to all necessary information and individuals during the tendering process;

(c) if any external auditor resigns, investigate the issues leading to this and decide whether any action is required;

(d) oversee the relationship with the external auditor including but not limited to:

(i) making recommendations on their remuneration, 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

(ii) approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;

(e) assess annually the external auditor's independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the external auditor as a whole, including any threats to the external auditor's independence and the safeguards applied to mitigate those threats and the provision of any non-audit services;

(f) satisfy itself that there are no relationships (such as family, employment, investment, financial or business) 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;

(g) monitor the external auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners;

(h) 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 ethical standards;

(i) assess annually the qualifications, expertise and resources, and independence of the external auditor and the effectiveness of the audit process taking into consideration relevant professional and regulatory requirements, which shall include a report from the external auditor on their own internal quality procedures;

(j) develop and recommend to the Board the Company's formal policy and thereafter implement such policy on the provision of non-audit services by the external 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:

(i) threats to the independence and objectivity of the external auditor and any safeguards in place, taking into account any relevant regulations and ethical guidance in this regard;

(ii) the nature of the non-audit services;

(iii) whether the audit firm is the most suitable supplier of the non-audit service;

(iv) the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and

(v) the criteria governing compensation;

(k) 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 meet with the external auditor at least once a year specifically to discuss the external auditor's remit and any issues arising from the audit;

(l) discuss with the external auditor the factors that could affect 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;

(m) review the findings of the audit with the external auditor. This shall include but not be limited to, the following:

(i) a discussion of any major issues which arose during the audit;

(ii) the external auditor's explanation of how the risks to audit quality were addressed;

(iii) any accounting and audit judgements;

(iv) the external auditor's view of their interactions with the Board, the investment manager and the administrator, as applicable;

(v) levels of errors identified during the audit; and

(vi) the effectiveness of the audit;

(n) review any representation letter(s) requested by the external auditor before they are signed by the Board;

(o) review any response from the Board, the investment manager and/or the administrator to the external auditor's findings and recommendations; and

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

10 REPORTING RESPONSIBILITIES

10.1 The Chairman shall report formally to the Board on the Committee's 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:

(a) the significant issues that it considered in relation to the financial statements (required under paragraph 9.1(a)) and how these were addressed;

(b) its assessment of the effectiveness of the audit process (required under paragraph 9.5(i)), 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;

(c) any key matters raised by the external auditor in its report to the Company; and

(d) any other issues on which the Board has requested the Committee's opinion.

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10.3 The Committee shall compile a report on its activities, including its membership and frequency of and attendance at its meetings, 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 audit process (including the provision of non-audit services and an explanation of how, if the external auditor provides non-audit services to the Company, external auditor objectivity and independence, is safeguarded); 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 external auditor; its recommendation on the appointment or reappointment of the external auditor, including the length of the incumbent external auditor's tenure, when a tender was last conducted and any contractual provisions restricting the Committee's choice of external auditor, and the amount of fees paid to the external auditor for any of its services; and all information requirements set out in the Code.

10.4 In compiling the reports referred to in paragraphs 10.1 and 10.3, 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 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.

11 OTHER MATTERS

The Committee shall:

11.1 have access to sufficient resources in order to carry out its duties, including access to the Secretary or the external auditors for assistance as required;

11.2 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;

11.3 give due consideration to relevant laws and regulations, the provisions of the Code and the requirements of the Listing Rules (to the extent the Company has determined to voluntarily comply), the Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules,

the Prospectus Regulation, the Market Abuse Regulation and any other applicable rules, as appropriate;

11.4 oversee any investigation of activities which are within its terms of reference;

11.5 work and liaise as necessary with all other Board committees, taking particular account of the impact of any risk management and internal controls being delegated to different committees (if any); and

11.6 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 for approval.

12 AUTHORITY

The Committee is authorised to:

12.1 seek any information it requires from any member of the Board or any director or employee of the investment manager or any other adviser (from time to time) in order to perform its duties;

12.2 obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter within its terms of reference;

12.3 call any officers of the Company to be questioned at a meeting of the Committee as and when required; and

12.4 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, including issues relating to the appointment, reappointment or removal of the external auditor.