

OAKLEY CAPITAL INVESTMENTS LIMITED

AUDIT COMMITTEE

1 PURPOSE

The purpose of the Committee is to provide oversight of the financial reporting process, the audit process, the system of internal controls and compliance with laws and regulations. The Committee has received delegated authority from the Company Board.

Oakley Capital Investments Limited is a closed ended company governed by the provisions of the Companies Act 1981 of Bermuda. It is has been established to provide investors with exposure to the investment strategy being pursued, principally by Oakley Capital Private Equity L.P (“Fund I”), OCPE II Master L.P (“Fund II”), and OCPE III Master L.P (“Fund III”) successor funds to Funds I, (collectively the “Funds”) through an AIM traded company.

2 MEMBERSHIP

- 2.1 Unless otherwise determined by the Board, the member of the Committee shall be a minimum of two person selected from all such persons who, for the time being, are appointed as Directors of the Company including the Chairperson of the Board. In the event of a member of the Committee having a conflict of interest with an external appointment then the Director should make this known and if required stand down from the Committee for that part of the meeting.
- 2.2 All members of the Committee shall be independent directors at least one of whom shall have recent and relevant financial experience ideally with a professional qualification.
- 2.3 Only members of the Committee have the right to attend Committee meetings. However, the external auditor will be invited to attend meetings of the Committee on a regular basis and other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 2.4 The Board shall appoint the Committee Chairperson. In the absence of the Committee Chairperson and/or appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

3 MEETINGS OF THE COMMITTEE

- 3.1 The Committee will meet at least two times a year at appropriate intervals in the financial reporting and audit cycle, with papers circulated at least three working days before the meeting.
- 3.2 The Chairperson may call an ad-hoc meeting of the Committee at any time providing that at least 48 hours prior notice is given to each member of the Committee and that papers are distributed at least 24 hours before the meeting.
- 3.3 Quorum shall be two members including the Chair.
- 3.4 A copy of the minutes, as approved by the Chairperson of the Committee, will be circulated to all members of the Committee as soon as practicable.

4 AUTHORITY OF THE COMMITTEE

The Committee is authorised by the Board to:

- 4.1 Investigate any matters within its terms of references and the Board shall provide it with all the resources it requires to do so;
- 4.2 Seek any information it requires from any employee of the Company and all such employees will be directed to co-operate with any request made by the Committee;
- 4.3 Obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary; and
- 4.4 Make recommendations to the Board on any matters within its terms of reference.

The Board will provide the Committee with sufficient resources to undertake its duties (see section 7 below).

5 ANNUAL GENERAL MEETING

The Committee Chairperson should attend the annual general meeting to answer shareholder question on the Committee's activities.

6 DUTIES

Financial Reporting:

- 6.1 The Committee shall monitor the integrity of the financial statements of the company, including its annual and interim reports and any other formal announcement relating to its financial performance, reviewing and reporting to the Board on significant financial reporting issues and judgements which they contain having regard to matters communicated to it by the auditor.
- 6.2 The Committee shall review and challenge where necessary:
 - a) The consistency of, and any changes to, accounting policies both on a year on year basis and across the company;
 - b) The methods used to account for significant or unusual transactions where different approaches are possible
 - c) Whether the company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
 - d) The clarity of disclosure in the company's financial reports and the context in which statements are made;
 - e) All material information presented with the financial statements, such as the director's report and corporate governance statements (insofar as these relate to audit management).

6.3 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.

Internal Control and Risk Management Systems:

The Committee shall:

- 6.4 Keep under review the effectiveness of the company's internal financial controls and, unless expressly addressed by the Risk Committee, or by the Board itself, to review the Company's internal control and risk management systems;

Compliance, whistleblowing and fraud:

The Committee shall:

- 6.5 Review the adequacy and security of the company's arrangements for its Directors and the employees of the Investment Adviser and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action
- 6.6 Review the company's systems and controls for the prevention of bribery and receive reports on non-compliance

Internal Audit:

- 6.7 The Committee shall consider annually whether there should be an internal audit function.

External Audit:

It is a requirement under AIM rules that an AIM listed company must publish annual audited accounts without delay and in any event not later than six months after the end of the financial year to which they relate.

The Committee shall:

- 6.8 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.
- 6.9 Consider and make recommendations to the Board, that the external audit is put out to external tender as appropriate in accordance with applicable law, rules, regulation and best practice, and initiate and oversee as required fair tendering and selection processes; This shall be assessed on an annual basis by the Committee;
- 6.10 If an auditor resigns, the Committee shall investigate the issues leading to this and decide whether any action is required;
- 6.11 Oversee the relationship with the external auditor including (but not limited to):
 - a) Approval of their remuneration, whether fees are for audit or non-audit services and that the level of fees is appropriate to enable an adequate audit to be conducted;
 - b) Approval of their terms of engagement, including any engagement letter issues at the start of each audit and the scope of the audit;
 - c) Assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of non-audit services;

- d) Satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the company (other than in the ordinary course of business);
 - e) Monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the company compared to the overall fee income of the firm, office and partner and other related requirements; and
 - f) Assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures;
- 6.12 The Committee shall meet the external auditor at least once a year to discuss the auditor's remit and any issues from the audit;
- 6.13 Review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team; and
- 6.14 Review the findings of the audit the external auditor. This shall include but not limited to, the following:
- a) a discussion of any major issues which arose during the audit;
 - b) any accounting and audit judgements, and
 - c) levels of errors identified during the audit.
- 6.15 Review any representation letter requested by the external auditor before it is signed by a director
- 6.16 Review the management letter and management's response to the auditor's findings and recommendations; and
- 6.17 Develop and implement a policy on the supply of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter.

7 REPORTING RESPONSIBILITIES

- 7.1 The Committee Chairperson shall report formally to the Board on its proceedings after each meetings on all matter within its duties and responsibilities. This report shall include:
- a) the significant issues that it considered in relation to the financial statements and how these were addressed;
 - b) its assessment of the effectiveness of the external audit process and its recommendations on the appointment or reappointment of the external auditor; and
 - c) any other issues on which the Board has requested the Committee's opinion.
- 7.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or involvement is needed.
- 7.3 The Committee shall compile a report to shareholders on its activities to be included in the Company's Annual Report. The report should include:
- a) The significant issues that the Committee considered in relation to the financial statements and how these issues were addressed;

- b) An explanation of how it has assessed the effectiveness of the external audit process, the approach taken to the appointment or re-appointment of the external auditor, information on the length of tenure of the current audit firm and when a tender was last conducted and

8 OTHER MATTERS

The Committee shall:

- 8.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 8.2 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;
- 8.3 Give due consideration to laws and regulations, the requirements of the AIM Listing Rules; AIFMD requirements and any other applicable rules, as appropriate;
- 8.4 Oversee any investigation of activities which are within its terms of reference and act as a court of the last resort; and
- 8.5 At least once a year, assist the Board's evaluation of the Committee's performance and 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.