

**TERMS OF REFERENCE OF THE AUDIT COMMITTEE (THE "COMMITTEE") OF THE
BOARD OF DIRECTORS (THE "BOARD") OF ABRDN UK SMALLER
COMPANIES GROWTH TRUST PLC (THE "COMPANY")**

1.	Membership
1.1	The Committee shall comprise at least three members who shall be independent non-executive directors of the Board. 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.
1.2	At least one of the members of the Committee shall have recent and relevant financial experience. The Committee as a whole should have competence relevant to the sector in which the Company operates. Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as employees of the Manager and the Chairman of the Board, may be invited to attend all or part of any meeting as and when appropriate and necessary.
1.3	The External Auditor will be invited to attend meetings of the Committee on a regular basis.
1.4	The Board shall appoint the Committee Chairman who shall be an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
2.	Secretary
	The Company Secretary or their nominee shall act as the Secretary of the Committee.
3.	Quorum
	The quorum necessary for the transaction of business shall be two members. 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
	The Committee shall meet at least two times a year at appropriate times in the reporting and audit cycle and otherwise as required.
5.	Notice of Meetings
5.1	Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members or at the request of the External Auditor if they consider it necessary.

5.2	Unless otherwise agreed, 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, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
6.	Minutes of the Meeting
6.1	The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
6.2	Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.
7.	Annual General Meeting
	The Committee Chairman should attend the Annual General Meeting to answer shareholder questions on the Committee's activities.
8.	Principal Responsibilities
	<p>The principal responsibilities of the Committee are:</p> <ul style="list-style-type: none"> • to review the half-yearly and annual reports; • to review the Company's internal financial controls and the internal control and risk management systems of the Company and its third party service providers; • to make recommendations to the Board in relation to the appointment of the External Auditor and their remuneration; • to review the scope, results, cost effectiveness, independence and objectivity of the External Auditor; and • to develop and implement a policy on the engagement of the External Auditor to supply non-audit services and taking into account relevant guidance regarding the provision of non-audit services by the External Auditor. <p>The Committee shall report to the Board on how it has discharged its responsibilities.</p>
9.	Duties
	The Committee should carry out the duties below for the Company:

<p>9.1</p>	<p><i>Financial reporting</i></p>
	<p>9.1.1 The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain.</p>
	<p>9.1.2 In particular, the Committee shall review and challenge where necessary:</p> <ul style="list-style-type: none"> (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 basis of the going concern and long term viability assumptions of the Company. In particular, where requested by the Board, the Committee shall provide advice on whether it is considered appropriate to adopt the going concern basis of accounting in preparing the accounts and to identify any material uncertainties to the Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements. In addition, where requested by the Board, the Committee shall provide advice on the longer-term viability of the Company; (e) the clarity of disclosure in the Company's financial reports and the context in which statements are made; and (f) all material information presented with the financial statements, such as the Strategic Report and the Corporate Governance statement (insofar as it relates to the audit and risk management).
	<p>9.1.3 The Committee shall make recommendations to the Board on the level of dividends to be paid by the Company.</p>
	<p>9.1.4 Where requested by the Board, the Committee shall provide advice on whether the annual report and financial statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.</p>

9.2	<i>Internal controls and risk management systems</i>
	<p>The Committee shall:</p> <p>9.2.1 keep under review the adequacy and effectiveness of the Company's internal financial controls and internal control and risk management systems and, where relevant, the internal financial controls and internal control and risk management systems of service providers to the Company; and</p>
	<p>review and approve the statements to be included in the annual report concerning internal controls and risk management, including the assessment of principal risk and emerging risks, and the viability statement.</p>
9.3	<i>Compliance, whistleblowing and fraud</i>
	<p>The Committee shall:</p> <p>9.3.1 review the adequacy and security of the Manager's arrangements for its employees and 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;</p>
	<p>9.3.2 review the Manager's procedures for detecting fraud;</p>
	<p>9.3.3 review the Manager's systems and controls for the prevention of bribery and receive reports on non-compliance; and</p>
	<p>9.3.4 review regular reports from the Manager's compliance function and keep under review the adequacy and effectiveness of the Manager's compliance function.</p>
9.4	<i>Internal audit</i>
	<p>The Committee shall:</p> <p>9.4.1 periodically monitor and review the effectiveness of the Manager's internal audit function in the context of the Company's overall risk management system and meet the Manager's Head of Internal Audit or a suitably senior representative of the Manager's Head of Internal Audit at least once a year to discuss their remit and internal audit plan and any issues arising from relevant internal audits carried out. In addition, the Manager's Head of Internal Audit shall be given the right of direct access to the Chairman of the Board and to the Committee; and</p>
	<p>9.4.2 review reports addressed to the Committee from the Manager's internal audit function.</p>

9.5	External audit
	<p>The Company shall:</p> <p>9.5.1 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. The Committee shall oversee the selection process for a new auditor and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required;</p>
	<p>9.5.2 oversee the relationship with the External Auditor including (but not limited to):</p> <ul style="list-style-type: none"> (a) recommendations on their remuneration, whether fees 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 issued at the start of each audit and the scope of the audit; (c) assessing annually their independence and objectivity taking into account relevant UK professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any 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 External Auditor's compliance with relevant ethical and professional guidance on the rotation of audit partner, 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 the qualifications, expertise and resources of the auditor and the effectiveness of the audit process, which shall include a report from the External Auditor on their own internal quality procedures.
	<p>9.5.3 meet regularly with the External Auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the External Auditor at least once a year, without management being present, to discuss the auditor's remit and any issues arising from the audit;</p>
	<p>9.5.4 review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;</p>
	<p>9.5.5 review the findings of the audit with the External Auditor. This shall include but not be limited to, the following:</p> <ul style="list-style-type: none"> (a) a discussion of any major issues which arose during the audit;

	<p>(b) any accounting and audit judgements;</p> <p>(c) levels of errors identified during the audit; and</p> <p>(d) the effectiveness of the audit.</p>
	9.5.6 review any representation letter(s) requested by the External Auditor before they are signed by the Board;
	9.5.7 review the representation letter from the Manager and the Manager's response to the auditor's findings and recommendations; and
	9.5.8 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.
10.	Reporting Responsibilities
10.1	The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
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 produce a report on its activities to be included in the Company's annual report.
11.	Other Matters
	The Committee shall:
11.1	have access to sufficient resources in order to carry out its duties, including access to the Company secretariat 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 laws and regulations, the provisions of the UK Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable Rules, as appropriate;
11.4	oversee any investigation of activities which are within its terms of reference; and
11.5	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 reasonably requires from a representative of any third party service provider in order to perform its duties;
12.2	request a representative of a third party service provider to attend any meeting of the Committee;
12.3	obtain at the Company's expense outside legal or other professional advice on any matters within its terms of reference; and
12.4	have timely and unrestricted access to relevant documents relating to the affairs of the Company.

Approved by the Board of abrdn UK Smaller Companies Growth Trust plc on 18 May 2023