
Terms of Reference of the Territory Leadership Team

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1. Introduction

The governance structure of PwC Ireland comprises two main internal elements: a Territory Leadership Team responsible for directing and implementing the policies and strategies of the Firm and for its day-to-day management and a Committee of the Board which is the Firm's Governance entity.

PwC Ireland also has a Public Interest Board, pursuant to the Irish Audit Firm Governance Code. This consists of up to four external independent members, the Firm Senior Partner and the Chairman of the Committee of the Board.

2. Membership

The Territory Leadership Team comprises:

- the Senior Partner; and
- such partners and/or other persons as are appointed by the Senior Partner, such appointments being for such periods of time and on such other terms and conditions, and such appointees having such powers, functions and responsibilities, as the Senior Partner considers appropriate. The Senior Partner may at any time remove any person as a member of the Territory Leadership Team.

Members of the Territory Leadership Team are ineligible to stand for election to the Committee of the Board.

3. General Powers

The Territory Leadership Team:

- is responsible for the policies, strategy, direction and management of the Firm; and
- has the authority to enter into transactions, commitments, and arrangements in the ordinary course of business of the Firm.

4. Risk and Quality

The Territory Leadership Team has overall responsibility for establishing systems of internal control and for reviewing and evaluating their effectiveness. It oversees the internal audit and finance functions of the Firm.

The Territory Leadership Team has overall responsibility for the quality of the Firm's work, for the maintenance of a culture upholding the values of, and high standards in, quality, integrity, independence, professional ethics and professional competence and for setting an appropriate 'tone from the top' in respect of these values.

5. Financial Matters

The Territory Leadership Team has overall responsibility for the financial affairs of the Firm including budgeting, periodic forecasting and the monitoring of performance.

The Territory Leadership Team determines the form (within legal requirements) of the Firm's books of account and related records and the accounting principles in accordance with which the Firm's accounts are to be prepared.

6. Partner-related Matters

The Territory Leadership Team is responsible for the management of partner-related matters including:

- the nomination of individuals for approval by the partners as:
 - o Income Oversight Partners; and

- o Members of the Territorial Admissions Committee;
- convening at least three General Meetings of the partners in each accounting period;
- managing matters relating to partnership affairs; and
- setting rules, including for establishing and maintaining the Firm's independence.

7. *Other Matters*

The Territory Leadership Team is responsible for ensuring the Firm's compliance with PwC Network obligations.

The Territory Leadership Team manages legal affairs of the Firm.

8. *Meetings*

The Territory Leadership Team normally meets at least monthly and conducts formal business at additional meetings as required and maintains minutes of these meetings.

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