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POLARC14 (1st) 14/1 - 14/3

POST OFFICE LIMITED (Company no. 2154540) (the Company)

Minutes of a meeting of the AUDIT, RISK AND COMPLIANCE SUB-COMMITTEE held on Tuesday 11 February 2014 by conference call

Present:

Alasdair Marnoch

Neil McCausland

Chairman of Committee Senior Independent Director Non-Executive Director

Tim Franklin

In attendance:

Alice Perkins

Company Chairman

Paula Vennells

CEO **CFO**

Chris Day Chris Aujard

General Counsel (GC)

Belinda Crowe

Project Sparrow Programme Director

Angela Van-Den-Bogerd

Head of Partnerships Legal Consultant

David Oliver Alwen Lyons

Company Secretary

POLARC

INTRODUCTION

14/1

A quorum being present, the Chairman of the Committee opened the meeting and welcomed all those present.

POLARC 14/2

PROSECUTIONS POLICY

The Committee received a report which outlined the proposed changes to the prosecutions policy and the way in which Post Office would prosecute criminal cases in the future. The GC explained that the recommended policy would limit criminal prosecutions to cases of egregious misconduct taking into account the factors laid out in the paper.

ACTION: Company Secretary

- The ARC discussed the three options as laid out in the paper and supported the recommended option, asking for a review in a year's time.
- Angela Van-Den-Bogerd explained her work on Business Improvement (c) and the effect this had on reducing cases coming to prosecution. The ARC asked if this had increased the risk in the business, but it was explained that earlier detection of possible problems along with a more pragmatic approach to suspensions was having a positive effect.

ACTION: Angela VDB

Angela Van-Den-Bogerd clarified that this would not stop criminal prosecutions through the civil courts. A detailed paper on Business Improvement would be provided for the next Board meeting.

ACTION: **Mark Davies**

The ARC asked for a paper to explain the most appropriate way to (e) communicate the prosecutions policy to be provided for the next Board.

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(f) The Committee approved the recommendations outlined the paper.

POLARC 14/3 CLOSE

There being no further business, the meeting was declared closed.

Alasdair Marnoch