

MINOAN GROUP PLC (the "Company")

AUDIT COMMITTEE TERMS OF REFERENCE

1. OBJECTIVES

- 1.1 To increase shareholder confidence and to ensure the credibility and objectivity of published financial information.
- 1.2 To assist the Board in meeting its financial reporting responsibilities.
- 1.3 To assist the Board in ensuring the effectiveness of the Company's internal accounting and financial controls.
- 1.4 To strengthen the independent position of the Company's external auditors by providing channels of communication between them and the non-executive directors.
- 1.5 To review the performance of the Company's Internal and external auditing functions.