

**Email – TM Powell**

7 December 2013

Dear Sir,

I am writing in my capacity as Chairman of two audit Committees of PLCs ( Tui Travel and Supergroup ).

1. In the definition of the role of the Board, the Code talks about "prudent and effective controls"- please could you explain what is a prudent internal control .
- 2.
3. In Para 58 of The Consultation Paper - the words " The board should explain what actions have been or are being taken to remedy any significant failings or weaknesses identified from that review..... " ( being the review of effectiveness )
- 4.

It seems to me that this is akin to introducing SARBOX which may or may not be a good thing. If ,however, the intention is to move to a SARBOX or equivalent ,then I think you need to be much more open and transparent. In addition, you need to explain what will be necessary to enable the Board to make such a statement as set out above especially as it covers ALL internal controls

Yours Faithfully

TM Powell