

**NAME:** THE RENEWABLES INFRASTRUCTURE GROUP LIMITED  
**ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”)  
COMMITTEE**

**CHAIRMAN:** Selina S Sagayam

**MEMBERS:** All Directors

**IN ATTENDANCE:** The Company Secretary

The ESG Committee has discretion to invite individuals or professional service providers to attend meetings as and when required.

**MEMBERSHIP  
AND QUORUM:**

Members of the Committee shall be appointed by the Board of the Company (the “Board”) and consist of at least 3 members, all of whom should be independent Non-Executive Directors of the Company.

Membership shall be for a period of up to 3 years, which may be extended by no more than two additional 3 year periods provided that the majority of the Committee members remain independent.

The Chairman of the Committee shall be appointed by the Board and 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 their members to chair the meeting.

A quorum shall be 2 members of the Committee, neither of whom should be present in the United Kingdom at the time of the meeting.

**CONSTITUTION  
AND PURPOSE:**

The Committee does not hold any executive authority save as expressed herein.

TRIG defines its Purpose as being *To generate sustainable returns from a diversified portfolio of renewables infrastructure that contribute towards a net-zero carbon future.*

TRIG has identified investment in renewable energy and its associated infrastructure as a growth sector as part of the energy transition with the objective of generating sustainable long-term returns for shareholders. The Company business model, which seeks to preserve and enhance long-term returns, is formed of three limbs: (a) Portfolio diversification, (b) Responsible investment and (c) Value enhancement. More details on its approach, including the Company’s Investment Policy, can be found on TRIG’s web site.

The Company and the projects in TRIG’s portfolio impacts communities and the environment. With this comes a responsibility for TRIG and its service providers to act with care, consideration and integrity. TRIG’s strategy to fulfil this responsibility is set by the Board, is contained within the Company’s Sustainability Policy and is framed around four high-level ESG objectives (see below). The Company and its Managers believe that it is when environmental, social and economic sustainability come together in a strong governance framework that the investment proposition can be delivered in the long term.

**The Committee's purpose is to** advise the Board on the implementation of the Company's Sustainability Policy and to review, consider and discuss issues, risks and opportunities relating to the achievement of the Company's sustainability and ESG objectives (as amended from time to time), which are to:

- Mitigate climate change;
- Preserve the natural environment;
- Impact positively the communities in which TRIG works; and
- Maintain ethics and integrity in governance.

The Chairman of the Committee shall report to the Board on any relevant matters that, in the opinion of the Committee, should be brought to the attention of the Board members.

In accordance with AIC Code of Corporate Governance the Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board. This requirement could be met by including the information on the Company's website.

**AUTHORITY:**

The Committee is authorised to investigate and review any matter within its terms of reference and to consider any matter the Committee deems relevant to the discharge of its duties.

The Committee is authorised to obtain, at the Company's expense, outside legal or other technical or professional advice on any matters within its terms of reference and to secure the attendance of outsiders with relevant expertise or experience as it considers necessary.

**RESPONSIBILITY:**

The responsibilities of the Committee shall be:

- a) To keep under review the Company's policies relating to ESG matters, ensuring continued relevance. This includes:
  - Sustainability Policy
  - Modern Slavery and Human Trafficking Statement
  - Whistleblowing Policy\*
  - Criminal Finances Act Statement
  - Data Protection Policy
  - Anti-Money Laundering Policy
  - Anti-Bribery and Corruption Policy\*

\*Primary responsibility for whistleblowing and the review of anti-bribery screening rests with the Audit Committee; however, the ESG Committee Chair will co-ordinate with the Audit Committee Chair in relation to policies and procedures in respect of these items.

- b) To consider the Managers and other service providers approach to sustainability (including ESG and Diversity Equity & Inclusion matters) with advice to Management Engagement Committee of the Board on the annual Service Provider Questionnaire, seeking alignment with TRIG's values.
- c) To consider all regulatory requirements relating to sustainability and ESG which may be relevant directly or indirectly to TRIG;
- d) To consider other current and key upcoming ESG related frameworks, standards and principles alongside objectives, metrics and KPIs which the Company may wish to align with and/or report against (internally or publish externally) or set;

- e) To review high-level performance and disclosure against the Company's sustainability and ESG objectives, metrics and KPIs arising under (c) and (d) above;
- f) To monitor directional changes and developments in regulation, industry practices, innovation and initiatives, with the support of reports and recommendations from the Managers on best practice in ESG, and to provide guidance and insights on key developments in ESG matters including biodiversity, natural capital, the circular economy, climate adaptation and resilience and supply chain management to the Board;
- g) To consider relevant ratings, assurance, certifications to support the Company's sustainability and ESG standing;
- h) To consider participation, membership and/or engagement in relevant charters, networks, groups or other affiliations to support and enhance the Company's insights and contribution to the development of industry thinking on sustainability and ESG matters;
- i) To consider any specific sustainability and ESG related matters, initiatives, risks and opportunities which may arise within TRIG's investments and operations which the Board delegates to the Committee for more detailed consideration;
- j) To identify relevant sustainability and ESG training and development needs of the Board and advise the Board accordingly;

and where necessary or appropriate make recommendations for changes, actions, or considerations to the TRIG Board.

The Chair will make herself available for engagement at key shareholder events such as the AGM to respond to shareholder questions.

Amendments may be made to the responsibilities of the Committee by the Board from time to time.

**REPORTING PROCEDURES:**

The Secretary shall circulate the minutes of the meetings to all members of the Committee following approval by the Chairman of the Committee and to the Board of Directors by way of inclusion in the relevant quarterly Board pack(s).

The Chairman of the Committee shall make a brief report of the findings and recommendations of the Committee to the Board of Directors after each Committee meeting.

The Committee should make a statement as to its work, findings and recommendations in the Company's annual report.

**FREQUENCY OF MEETINGS:**

A meeting shall be held not less than three times a year and where appropriate coincide with the key date(s) in the Company's financial reporting cycle and at such other times as the Chairman of the Committee deems appropriate.

**OTHER:**

The Committee shall, at least once a year, review its own performance, 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.