Nomination Committee

NAME: **THE RENEWABLES INFRASTRUCTURE GROUP LIMITED**

NOMINATION COMMITTEE

CHAIRMAN	Richard Morse
MEMBERS:	All Directors
IN ATTENDANCE:	The Company Secretary The Nomination 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 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. The Chairman of the Board shall not chair then Committee when it is dealing with the matter of succession to the chairmanship of the Board. 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. The Committee shall lead the process for board appointments and make recommendations to the Board. Appointments to the audit committee are made by the Board on the recommendation of the nomination committee, in consultation with the audit committee chairman. The Committee should evaluate the balance of skills, experience, independence and knowledge on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. 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 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 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes. In considering the composition of the Board, the Nomination Committee considers the balance of the following skills, knowledge and experience particularly relevant in supporting the strategy and long-term success of the Company:
   - i. Investment Company management, including dividend policy and regulations;
   - ii. Investors and stewardship, including fund raising, shareholder engagement and defence;
   - iii. Strategy;
   - iv. Transaction and investments;
   - v. Finance, including valuation, audit and accounting;
   - vi. Risk;
   - vii. Investor Relations including Comms, PR and Distribution;
   - viii. Legal and regulatory;
   - ix. Health, safety, quality and environment;
   - x. Sustainability, including Environment, Social & Governance and Diversity & Inclusion;
   - xi. Construction and operational delivery;
   - xii. Cyber and information security;
   - xiii. AI usage and governance;
   - xiv. Geographic experience:
     - a) UK & Ireland,
     - b) Core Europe,
     - c) Nordics,
     - d) Iberia;
   - xv. Technologies:
     - e) Onshore wind,
     - f) Offshore wind,
     - g) Solar,
     - h) Storage,
     - i) Other Energy Infrastructure including Other forms of energy technologies (or infrastructure that is complementary to, or supports the roll-out of, renewable energy generation).

b. To give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;

c. To be responsible for identifying, nominating and recommending candidates to the Board for approval to fill Board vacancies as and when they arise. The Board will not discriminate on the basis of race, colour, national origin, gender, sexual orientation, religion, or disability in selecting nominees. The Board will appoint all directors on merit. When the Nomination Committee considers Board succession planning and recommends appointments to the Board, it will take into account a variety of factors. Knowledge, experience, skills, personal qualities, residency and governance credentials play an important part. Consideration will also be given to the gender, ethnicity, colour, national origin, sexual orientation, religion, age and disability of individuals. The Nomination Committee will also be cognisant of the role it can play in promoting social mobility. In making recommendations to the Board, the Nomination Committee will also seek to follow the recommendations of the Hampton-Alexander and Parker Reviews.

d. To be responsible for identifying, nominating and recommending the removal of directors and the company secretary to the Board for approval by the Board.

e. Before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the committee shall:

    i. use open advertising or the services of external advisers or known contacts to facilitate the search;

    ii. consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position; and

    iii. keep under review the leadership needs of the organisation with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

f. To review periodically the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;

g. To receive, consider and, if thought fit, approve whether additional external appointments may be undertaken by Directors;

h. Annually, to review all Directors' external appointments and to confirm to the Board whether it considers that any of the Directors' external appointments, and changes to workload within existing external appointments, impairs any of the Directors' effectiveness as a director of the Company;

i. To ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;

j. To formulate plans for succession, in particular for the key roles of chairman and audit committee chairman;

k. To consider and recommend suitable candidates for the role of senior independent director;

l. To consider the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

m. To consider the continuation (or not) in service of any director who has reached the age of 70;

n. To consider the re-election by shareholders of any director under the 'retirement by rotation provisions in the Company's articles of incorporation having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required; and

o. Any matters relating to the continuation in office of any director at any time.

The Company aspires to equal representation of men and women on the Board. However, gender, knowledge, skills, experience, residency and governance credentials are all considered by the Nomination Committee when recommending appointments to the Board and in formulating succession plans.

In particular, to encourage gender diversity the Committee will, when selecting candidates for an appointment, consider the current make-up and where appropriate proactively seek to have a balance of men and women represented. The selection of the preferred individual to invite onto the Board will however, always be based on merit, i.e. the best person for the job, regardless of gender.

Amendments may be made to the duties 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 recommendations in the Company's annual report about its activities and the process used to make appointments.

FREQUENCY OF MEETINGS:

A meeting shall be held at least once 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 and at least every 3 years arrange to facilitate a review of the Board's performance by an external reviewer.