

NOMINATION COMMITTEE TERMS OF REFERENCE

ADOPTED 14 DECEMBER 2021

THOMASLLOYD ENERGY IMPACT TRUST PLC

NOMINATION COMMITTEE TERMS OF REFERENCE

1 DEFINITIONS

- 1.1 Reference to the "**Company**" shall mean ThomasLloyd Energy Impact Trust PLC.
- 1.2 Reference to the "**Committee**" shall mean the Nomination Committee.
- 1.3 Reference to the "**Board**" shall mean the board of directors of the Company.
- 1.4 Unless otherwise stated, reference to "**Chair**" shall mean the Chair of the Committee.
- 1.5 Reference to the "**Market Abuse Regulation**" shall mean the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council on 16 April 2014 on market abuse, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018.
- 1.6 Reference to the "**Prospectus Regulation**" shall mean the UK version of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended by The Prospectus (Amendment, etc) (EU Exit) Regulations 2019.
- 1.7 Unless otherwise stated reference to "**Secretary**" shall mean the Secretary of the Committee.
- 1.8 Unless otherwise stated, a reference to:
- (a) any EU directive, EU regulation, EU decision, EU tertiary legislation or provision of the EEA agreement (an "**EU Matter**") which is to form part of UK domestic law by application of section 3 of the European Union (Withdrawal) Act 2018 shall be read as a reference to that EU Matter as it forms (by virtue of section 3 of the European Union (Withdrawal) Act 2018) part of UK domestic law and as modified by domestic law from time to time; and
 - (b) any EU entity shall be read as a reference to the UK institution, authority or body to which its functions were transferred, and words and expressions used in this paragraph 1.8 shall have the meanings given to them respectively in the European Union (Withdrawal) Act 2018.

2 CONSTITUTION AND PURPOSE

- 2.1 The Committee has been established by resolution of the Board and is to be known as the Nomination Committee.
- 2.2 The role of the Committee is to assist the Board by leading the process for appointments to the Board, ensure plans are in place for orderly succession to the Board, and oversee the development of a diverse pipeline for succession. The Committee will assist the Board in ensuring the Board's composition is regularly reviewed and refreshed, having regard to statutory and regulatory requirements applicable to the Company and in accordance with the articles of incorporation of the Company (the "Articles").
- 2.3 These terms of reference may be amended from time to time by a resolution of the Board.

3 MEMBERSHIP

- 3.1 The Committee shall comprise at least three members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chair of the Committee. The Board shall appoint the Chair who shall be an independent non-executive director.
- 3.2 All members of the Committee shall be independent non-executive directors. The chair of the Board may also serve on the Committee and as Chair but shall not act as Chair when it is dealing with the appointment of their successor.
- 3.3 Appointments to the Committee shall be for a period of up to three years, which may be extended by further three year periods, provided the members continue to be independent.
- 3.4 The Board shall regularly review the membership of the Committee to ensure that its membership is refreshed and undue reliance is not placed on particular individuals
- 3.5 Only members of the Committee have the right to attend Committee meetings. However, other individuals (if not members of the Committee) such as other directors of the Company, representatives of the alternative investment fund manager, the investment manager or other external advisers may be invited to attend all or part of any meeting, as and when appropriate and necessary.
- 3.6 The Board may fill vacancies in the Committee by appointment from amongst the Board.
- 3.7 Each member of the Committee shall disclose to the Committee:
- (a) any personal financial or other interest in any matter to be decided by the Committee; or
 - (b) any potential conflict of interest arising from a cross-directorship or otherwise,
- 3.8 and any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee.
- 3.9 Members of the Committee shall at all times give due consideration to the Association of Investment Companies Code of Corporate Governance as applicable to the Company (the "**AIC Code**") and any other laws, codes, rules and regulations applicable to the Company.

4 SECRETARY

- 4.1 The company secretary, or its nominee, shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.
- 4.2 The Committee shall have access to the services of the Secretary on all Nomination Committee matters, including: assisting the Chair in planning the Committee's work, drafting meeting agendas, maintaining minutes, drafting of material about its activities for the annual report, collection and distribution of information and provision of any necessary practical support.

5 QUORUM AND VOTING ARRANGEMENTS

- 5.1 The quorum necessary for the transaction of business shall be two members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 5.2 Members may participate in a meeting of the Committee by being physically present together or by means of a telephone or video conference or other communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. Any matters to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting of the Committee. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all members of the Committee (including in counterparts) and any such action shall be as effective as if it had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.
- 5.3 Except where he or she has a personal interest, the Chair shall have a casting vote.
- 5.4 In the absence of the Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 5.5 A resolution in writing or via email and signed or otherwise approved via electronic signature by all Committee members will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next meeting of the Committee.

6 FREQUENCY OF MEETINGS

The Committee shall meet at least once a year and otherwise at any such time as deemed appropriate by the Committee.

7 NOTICE OF MEETINGS

- 7.1 Meetings of the Committee shall be convened by the Secretary at the request of any of its members.
- 7.2 Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the provisions of the Articles regulating the meetings and proceedings of directors.
- 7.3 Unless otherwise agreed by the Committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend and all other non-executive directors no later than five working days before the date of the meeting. The Secretary or its nominee shall ensure that supporting information and papers shall be sent to Committee members and other attendees as appropriate at the same time.
- 7.4 Notices, agendas and supporting papers will be sent in electronic form.

8 MINUTES OF MEETINGS

- 8.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 8.2 The Secretary shall ascertain at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
- 8.3 Draft minutes of Committee meetings shall be agreed with the Chair and then circulated promptly to all members of the Board, unless it would be inappropriate to do so in the opinion of the Chair.

9 ANNUAL GENERAL MEETING

- 9.1 The Chair shall attend the Company's annual general meeting prepared to respond to any shareholder questions on the Committee's activities.
- 9.2 A section of the Annual Report shall describe the work of the Committee as required by the AIC Code, which shall be approved by the Committee. It shall include:
- (a) The activities of the Committee, including its membership and frequency of and attendance at its meetings;
 - (b) the process in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
 - (c) how the Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the outcomes and actions taken, and how it has or will influence Board composition;
 - (d) the policy on diversity and inclusion, its objectives and linkage to the Company's strategy, how it has been implemented and progress on achieving the objectives; and
 - (e) to the extent that an external search consultancy has been engaged, the name of such external search consultancy and a statement about any other connection it has with the Company or the directors of the Company.

10 DUTIES

- 10.1 The Committee should have oversight of, and carry out the duties below for, the Company, major subsidiary undertakings (if any)

and the group as a whole, as appropriate.

10.2

The Committee shall:

- (a) annually conduct a formal review of the structure, size, composition (including the skills, knowledge, experience and diversity) and performance of the Board as a whole (including the chair and its committees) and make recommendations to the Board with regard to any changes;
- (b) prepare a policy on the tenure of the chair and the Board;
- (c) to satisfy itself with regard to succession planning, give full consideration to the development of a diverse pipeline for orderly succession of appointments for directors in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;
- (d) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (e) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- (f) before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity 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) consider the use of open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds;
 - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, social and ethnic backgrounds, cognitive and personal strengths; and
 - (iv) consider candidates' other commitments and ensure appointees have enough time available to devote to the position;
- (g) to seek advice from external advisers or use open advertising (or both), if appropriate, in relation to seeking and selecting candidates for any appointments;
- (h) prepare and maintain the Company's diversity and inclusion policy and make recommendations to the Board regarding the policy on diversity and inclusion;
- (i) for the appointment of a Chair of the Board, the Committee should prepare a job specification, including the time commitment expected recognising the need for availability in the event of a crisis. A proposed Chair of the Board's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair of the Board's commitments should be reported to the Board as they arise;
- (j) prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- (k) ensure that on appointment to the Board, 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;
- (l) assist the chair of the Board with considering having a regular externally facilitated board evaluation, in line with the recommendations of the AIC Code;
- (m) assist the chair of the Board with the implementation of an annual evaluation process to assess the overall and individual performance and effectiveness of the Board and its committees, including consideration of balance of skills, experience, independence and knowledge of the Company, its diversity, including gender, social and ethnic backgrounds, how the Board works together as a unit and other factors relevant to the Board's effectiveness;
- (n) review the results of the Board performance evaluation process that relate to the composition of the Board;
- (o) to investigate and make recommendations to the Board concerning any matters relating to the continuation in office as a director of any director at any time, including the suspension or termination of service of a director subject to the Articles and the provisions of applicable law and their letter of appointment (where applicable);
- (p) to make recommendations to the Board on the proposal for the re-election by shareholders of any director under the AIC Code 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 the need for progressive refreshing of the Board;
- (q) as regards the re-election of any director, to review the performance of the director, taking into account the results of the performance evaluation conducted by the Board, to assist the Board in making the disclosures required under the AIC Code;
- (r) ensure that the Company maintains a dialogue with shareholders about succession planning, the appointment of directors, the re-election of any directors under the retirement provisions in the Articles and the work of the Nomination Committee;
- (s) review annually the time required from non-executive directors. A performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- (t) review any proposed changes to the remuneration of the directors of the Company;
- (u) work and liaise as necessary with all other Board committees; and

- (v) make whatever recommendation to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10.3 The Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for non-executive directors and in particular for the key role of Chair of the Board;
- (b) suitable candidates for the role of senior independent director (if appointed);
- (c) the re-election by shareholders of directors under the annual re-election provisions in the AIC Code, 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 the need for progressive refreshing of the Board (particularly in relation to directors being re-elected);
- (d) membership of the audit and risk committee, remuneration committee and management engagement committee and any other Board committees as appropriate, in consultation with the chair of those committees; and
- (e) the re-appointment of any non-executive director at the conclusion of their specified term of office, if any, having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required.

11 REPORTING RESPONSIBILITIES

11.1 The Chair shall report formally to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities. This report shall include any issues on which the Board has requested the Committee's opinion.

11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12 OTHER MATTERS

The Committee shall:

- 12.1 have access to sufficient resources in order to carry out its duties, including access to the Secretary for assistance as required;
- 12.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 12.3 give due consideration to relevant laws and regulations, the provisions of the AIC Code and the requirements of the Listing Rules published by the Financial Conduct Authority, the Prospectus Regulation Rules and the Disclosure Guidance and Transparency Rules made by the Financial Conduct Authority under section 73A of the Financial Services and Markets Act 2000, as amended, the Prospectus Regulation, the UK version of Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No. 1095/2010; the Commission Delegated Regulation (EU) No 231/2013 of 19 December 2012 supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended by The Alternative Investment Fund Managers (Amendment etc.) (EU Exit) Regulations 2019, the Market Abuse Regulation and any other applicable rules, as appropriate;
- 12.4 oversee any investigation of activities which are within its terms of reference;
- 12.5 work and liaise as necessary with all other Board committees; and
- 12.6 arrange for periodic reviews of its own performance and, at least annually, review its 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.

13 AUTHORITY

The Committee is authorised to:

- 13.1 seek any information it requires from any member of the Board or any director or employee of the alternate investment fund manager, investment manager or any other adviser (from time to time) in order to perform its duties;
- 13.2 obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter within its terms of reference;
- 13.3 call any officers of the Company to be questioned at a meeting of the Committee as and when required; and
- 13.4 have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the Committee and the Board.

14 PUBLICATION OF TERMS OF REFERENCE

These Terms of Reference shall be made available on the Company's website.