

## NEXTENERGY SOLAR FUND LIMITED

(the “Company”)

### TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE (THE “COMMITTEE”)

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In this document, unless the context requires otherwise:

“**Administrator**” and “**Company Secretary**” means Ocorian Administration (Guernsey) Limited;

“**Board**” means the Board of Directors of NextEnergy Solar Fund Limited;

“**Code**” means the UK Corporate Governance Code and the AIC Code of Corporate Governance;

“**Company**” means NextEnergy Solar Fund Limited;

“**Committee**” means the Management Engagement Committee;

“**Investment Adviser**” means NextEnergy Capital Limited; and

“**Investment Manager**” means NextEnergy Capital IM Limited.

#### **1. THE COMMITTEE'S ROLE AND RESPONSIBILITIES**

##### ***Board composition and succession planning***

- 1.1 To monitor and assess regularly the structure, size and composition, including the skills, knowledge, independence, experience and diversity, of the Board and its committees, and the length of service of the Chair, individual directors and the Board as a whole, and make recommendations to the Board with regards to any changes that are deemed necessary.
- 1.2 To conduct a regular and proactive process of planning and assessment for orderly succession to Board and oversee the development of a diverse pipeline for succession, taking into account the Company’s purpose, values, strategy and culture, and the main trends and factors affecting the long-term success and future viability of the Company.

##### ***Board appointments***

- 1.3 To develop and apply a formal, rigorous and transparent procedure for Board appointments, based on merit and objective criteria and promoting diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
- 1.4 To lead the process for Board appointments and reappointments and make recommendations to the Board in relation to them.
- 1.5 In relation to any specific appointment process, to prepare specifications of the role and responsibilities (including expected time commitments) and, in the case of the Chair and non-executive directors, to use open advertising and/or an external search consultancy to facilitate the search.
- 1.6 To require proposed appointees to the Board to disclose:

- (a) all significant commitments, with an indication of the time involved; and
- (b) the nature and extent of any actual or potential conflicts of their interests with the interests of the Company;

and make recommendations to the Board as appropriate.

- 1.7 To ensure that non-executive directors receive a formal letter of appointment recording the Company's expectations on Board meetings, committee service, training, information, time commitments, and other expected involvement in the Company's activities.

***Director's continuation in office***

- 1.8 To make recommendations to the Board about (a) any matters relating to the continuation in office of any director, and (b) the annual re-election of directors, in each case, having due regard to the provisions of the Association of Investment Companies Code of Corporate Governance (the **AIC Code**), the director's performance and ability to contribute to the Board and the long-term success of the Company.

***The senior independent director and Board committees***

- 1.9 To make recommendations to the Board in relation to the role of senior independent director.
- 1.10 To make recommendations to the Board in relation to the composition of the Audit and Remuneration Committees and any other Board committees as appropriate, including considering the skills and knowledge of members, in consultation with the Board and the Chair of the relevant committee.

***Directors' conflicts of interest***

- 1.11 To require directors to disclose the nature and extent of any actual or potential conflicts of their interests with the interests of the Company, to monitor and assess such disclosures regularly, and make recommendations to the Board as appropriate.

***Directors' external commitments***

- 1.12 To require directors to the Board to disclose all significant commitments, with an indication of the time involved, to monitor and assess such disclosures regularly, and make recommendations to the Board as appropriate in relation to the approval of such commitments and the disclosure of the reasons for approval of any approved commitment.

***Board training and evaluation***

- 1.13 To oversee appropriate induction training for new directors and ongoing training as appropriate for the Board, its committees and individual directors. The induction programme will be provided by the Administrator.

- 1.14 To oversee, with the Board, a formal and rigorous annual evaluation of the performance of the Board, its committees and individual directors and, in particular, to determine with the Board whether the Board evaluation should be externally facilitated and, if so, the nature and extent of an external evaluator's contact with the Board, its committees and individual directors.
- 1.15 To review and assess the results of the evaluation process and make recommendations to the Board in relation to outcomes and further actions.

### ***Diversity and inclusion***

- 1.16 To be responsible for identifying, from a variety of sources including the possible use of search consultants, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise with a continued focus on Board diversity.

### ***Shareholder engagement***

- 1.17 To seek effective engagement through the Chair of the Committee with shareholders on significant matters related to the areas of the Committee's responsibilities.

## **2. COMPOSITION AND QUORUM**

- 2.1 The Committee must have at least three members. Members of the Committee are appointed by the Board in consultation with the Chair of the Committee. A majority of the members of the Committee must be independent non-executive directors.
- 2.2 The Board appoints the Chair of the Committee, who must be either the Chair of the Board or an independent non-executive director. The Chair of the Board must not chair the Committee when it is dealing with the appointment of their own successor. In the absence of the Chair of the Committee and/or an appointed deputy, the remaining members present may elect one of the independent non-executive directors present to chair the meeting.
- 2.3 The quorum necessary for the transaction of business is two members, both of whom must be independent non-executive directors. Only members of the Committee have the right to attend Committee meetings, but the Committee may invite others (including representatives of the Company's Advisor (the **Advisor**) and/or the Company's administrator (the **Administrator**) and other interested persons) to attend all or part of any meeting if it thinks it is appropriate or necessary, but such others shall not count in the quorum.
- 2.4 A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **3. MEETING ADMINISTRATION**

- 3.1 The Committee must meet as often as it deems necessary but, in any case, at least once a year, at such times and places determined by the Chair of the Committee. Additional meetings may be called by the Chair of the Committee or any director.

- 3.2 All meetings of the Committee shall take place in Guernsey. A meeting may be by means of a video link, telephone conference call or other electronic or telephone means of communication which is chaired by a person located in Guernsey and such meeting shall be deemed held at the physical location of the chair of the meeting. The Committee may take decisions without a meeting by unanimous written consent, when the Chair of the Committee considers this to be necessary or desirable.
- 3.3 No member physically present in the United Kingdom at the time of any such meeting shall count in the quorum or may vote in respect of or take part in the making of any decision with respect to any proposal in any meeting (although that shall not, for the avoidance of doubt, preclude participation in any associated discussion or the asking of questions and receipt of answers with respect to any proposal by a director located at that time in the United Kingdom).
- 3.4 Meetings of the Committee are called by the secretary of the Committee at the request of the Chair of the Committee or any director.
- 3.5 Unless otherwise agreed by all Committee members, notice of each meeting confirming the venue, time and date (and dial-in details if required) of the meeting must be sent, with an agenda of the items to be discussed and any supporting papers, to each member of the Committee, any other person required to attend the meeting and all other non-executive directors as soon as practicable, and in any event no later than five business days before the date of the meeting.

#### **4. SECRETARY**

- 4.1 The company secretary or such person as the Committee nominates shall act as the secretary of the Committee and shall attend all meetings.
- 4.2 The secretary must ensure that the Committee receives information and materials in a timely manner to enable full and proper consideration to be given to them.
- 4.3 The secretary must minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

#### **5. SELF-EVALUATION**

- 5.1 The Committee must review its own performance, composition, diversity and terms of reference at least once a year and recommend to the Board any changes it considers necessary or desirable.

#### **6. REPORTING RESPONSIBILITIES**

- 6.1 After each Committee meeting, the Chair of the Committee must report formally to the Board on the Committee's proceedings.
- 6.2 The Committee may make such recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is desirable.
- 6.3 A member of the Committee shall attend the AGM of the Company and be prepared to respond to any shareholder queries on the Committee's activities.

6.4 The Committee shall also make recommendations to the Board detailing items that should be published in the Company's annual report, including:

- (a) the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
- (b) 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; and
- (c) the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives.

## **7. OTHER MATTERS**

The Committee must:

- (a) have access to sufficient resources to carry out its duties and functions including access to the company secretary for assistance as required on all Committee matters.
- (b) be given appropriate and timely training, in the form of an induction programme for new members and on an ongoing basis for all members. The induction programme is provided by the Administrator;
- (c) give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code, the AIC Code, the requirements of the Financial Conduct Authority's Listing Rules, the provisions of the Companies (Guernsey) Law, 2008 (as amended), the Registered Collective Investment Scheme Rules and Guidance, 2021 and any other applicable rules, as appropriate;
- (d) oversee any investigation of activities which are within its terms of reference; and
- (e) work and liaise as necessary with all other Board committees.

## **8. AUTHORITY**

8.1 The Board authorises the Committee to:

- (a) undertake any activity within its terms of reference;
- (b) seek any information that the Committee requires from the Advisor and/or the Administrator in order to perform its duties, and call any such person to be questioned at a Committee meeting, as and when required;
- (c) obtain external legal or other professional advice on any matter within its terms of reference at the Company's expense, and invite persons giving such advice to attend Committee meetings; and

- (d) delegate any of its powers to one or more of its members or the secretary of the Committee.