

NEXTENERGY SOLAR FUND LIMITED

(the "Company")

Board Diversity Policy

1. Introduction

1.1 The Board diversity policy sets out the approach that will be adopted to ensure that Board membership remains appropriately balanced, and relevant to the Company's operations. In line with this the Board commits, as far as reasonably possible, to the implementation of the measures set out below, which seek to promote responsible and sustainable leadership of the Company, through supporting and embracing an inclusive Board culture¹.

2 Maintaining a Diverse Board

2.1 The Board commits to the following areas:

a. Identify the Company's needs

The operation and composition of the Board and its Committees will be subject to annual review by the Board as a whole. This will include monitoring the structure and composition of the Board and its Committees, including the balance of:

- skills,
- knowledge,
- experience,
- regular refreshment, and
- diversity (including gender).

The Board will use this information to recommend any change in membership or succession planning requirements.

b. Director Appointment

Prior to any new appointments, the Board as a whole will review the current balance and diversity of the Board and identify any specific skills or qualities which are required to ensure the continued effective operation of the Board. The desired selection criteria will be set out to ensure a formal and transparent appointment process.

c. Pool of Candidates

The Company is committed to attracting a broad range of candidates. Should the Board choose to use an external adviser to facilitate the search, the Board as a whole will work with those deemed to be best placed to provide diverse and experienced candidates aligned to the Board's needs.

¹ This document has been prepared using information from the Institute of Chartered Secretaries and Administrators, guidance and reference materials.

d. Recruiting on Merit

Following the creation of a shortlist of candidates, the Board and its committees will operate in a respectful and inclusive manner. The decision-making process will be based on merit, with due consideration of the criteria identified and consideration that the candidates appointment will enhance the overall capabilities of the Board.

e. Board and Committee Culture

The Board and its committees will operate in a respectful and inclusive manner, where differences of perspective will be welcomed and constructive challenge encouraged. Advice will be sought from external advisers where requested to ensure a broad range of views are available and to prevent groupthink developing.

f. Supporting Diversity

The Board and its committees will monitor corporate governance developments in relation to diversity and ensure that these are considered by the Board when succession planning or recruiting new directors to the Board.

3. Monitoring and Reporting

3.1 The Board as a whole will monitor compliance and progress against the Board Diversity policy and report annually on:

- a. How the Board Diversity Policy has been applied and implemented; and
- b. The process used in relation to any Board appointments (if applicable).

Approved by the Board: 15 June 2023