

**Greencoat UK Wind Plc  
(the “Company”)**

**Role, Duties and Responsibilities of the Chair<sup>1</sup>**

The Chair’s primary role is to ensure that the Board is effective in its task of setting and implementing the Company’s direction and strategy. They are responsible for promoting and overseeing the highest standards of corporate governance within the Board and the Company. The Chair has the same legal responsibilities as any other director and the Board as a whole remains responsible for promoting the success of the Company and directing the Company’s affairs.

The Chair will perform the following duties:

**Duties relating to Board meetings:**

- Organising and co-ordinating the Board’s activities by setting the annual plan of work;
- Setting the Agenda for individual Board meetings;
- Ensuring the Board receives accurate, timely and clear information to enable them to monitor performance and make sound decisions;
- Maintaining proper processes to ensure compliance with the Schedule of Matters reserved for the Board;
- Managing conflicts of interest;
- Ensuring that the meetings operate in a timely manner and that sufficient time is allowed for discussion of complex or contentious issues;
- Encouraging active engagement by all members of the Board;
- Keeping track of the contributions of the individual Directors and ensuring that they all have a voice in discussions and decision making;
- Directing discussions towards the emergence of a consensus view and sum up discussions so that it is clear what has been agreed; and
- Ensuring that decisions made by the Board are executed.

**Duties relating to the Board:**

- Being responsible for leadership of the Board and for ensuring all aspects of its effectiveness;
- To Chair, serve or attend the meetings of the Committees of the Board as required;
- Overseeing the induction of any new Directors and the on-going training and development of existing Directors;

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<sup>1</sup> This document has been prepared using guidance set out in the FRC UK Corporate Governance Code 2024, the AIC Corporate Governance Code 2024 as well as s.172 of the Companies Act 2006.

- Engaging the Board in assessing and improving its overall performance;
- Completing annual reviews of the performance of the other Directors;
- Taking a lead role in the overall Board Evaluation process by determining the areas to be addressed and the outcomes desired from the process;
- Taking a lead role in reviewing the composition, skills, size and structure of the Board;
- Taking a lead role in succession planning supported by the Nominations Committee;
- Ensuring that the work of the Board is appropriately divided between the Directors; and
- Acting as the primary channel of communication and point of contact between the Administrator, the Investment Manager and the Board.

**Duties relating to Shareholders:**

- To seek regular engagement with major shareholders to understand their views on governance and performance, and acting to ensure that the Board as a whole has a clear understanding of these views;
- Ensuring that good relations are maintained with the Company's major shareholders;
- Attending both formal and informal meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders;
- Ensuring effective communications with shareholders by chairing General Meetings and any Annual General Meetings of the Company; and
- Acting as a leading representative of the Company at all times.

Approved by the Board: 24 October 2024