

**GREENCOAT UK WIND PLC**  
**(the “Company”)**

**NOMINATIONS COMMITTEE TERMS OF REFERENCE**

**1. Establishment and Purpose**

- 1.1 The Board established a committee of the Board to be known as the Nomination Committee (the “**Committee**”) at its meeting on 1 November 2018. The principal function of the Committee is to plan for board succession and to review annually the structure, size and composition of the Board and make recommendation to the Board with regard to any changes that are deemed necessary.

**2. Membership and Quorum**

- 2.1 The Committee shall be appointed by the Board. A quorum shall be two members. Members may attend meetings of the Committee by telephone.
- 2.2 Only members of the committee have the right to attend committee meetings. However, other individuals such as external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 2.3 Subject to paragraph 2.4, the Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 2.4 The Chair of the Board shall not chair the Committee when it is dealing with the matter of the succession of the chairmanship of the Board.
- 2.5 The membership of the Committee shall consist of a minimum of 3 members. Membership shall be confined to independent Directors.

**3. Meetings**

- 3.1 At least one meeting shall be held each year and at such other times as required by the Board. Any Committee member or the secretary may call a meeting.
- 3.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of the items to be discussed, shall be forwarded to each member of the committee no later than three working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time
- 3.3 The company secretary shall be the secretary of the Committee.

**4. Minutes of Meetings**

- 4.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 4.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.

**5. Annual General Meeting**

- 5.1 The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee’s activities.

## **6. Authority**

- 6.1 The Committee is authorised by the Board 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.
- 6.2 The Committee is authorised by the Board to obtain, at the Company's expense, legal or other independent professional advice in relation to any matters within its terms of reference. However, prior to doing this the Committee should consult with the Chair of the board to agree fee levels.

## **7. Duties**

- 7.1 The duties of the Committee shall be to:
  - 7.1.1. regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendation to the Board with regard to any changes that are deemed necessary;
  - 7.1.2. give full consideration to succession planning for directors, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
  - 7.1.3. be responsible for identifying, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
  - 7.1.4. before any appointment is made by the Board, evaluate the balance of the Board's skills, knowledge and experience on the Board, as well as the Board's diversity (including gender and ethnicity), and in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall
    - a. consider the use of open advertising or the services of external advisers to facilitate the search;
    - b. consider candidates from a wide range of backgrounds; and
    - c. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board.
  - 7.1.5. formulate plans for succession planning, and ensure that appropriate processes and plans are in place with regard to Board appointments, in particular for the key roles of Chair and Audit Committee Chair;
  - 7.1.6. assess and articulate the time needed to fulfil the role of Chair and of a non-executive director, and undertake an annual performance evaluation to ensure that all the members of the Board have devoted sufficient time to their duties, and also to review their contribution to the work of the Board and the breadth of experience of the Board as a whole;
  - 7.1.7. ensure on appointment that a candidate has sufficient time to undertake the role and, if applicable, review his or her commitments and training;
  - 7.1.8. ensure that the Secretary on behalf of the Board has formally written to any appointees detailing the role and supplying a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee services and involvement outside meetings; and

7.1.9. work and liaise as necessary with all other Board committees.

7.2. It shall also make recommendations to the Board:

- 7.2.1. with regard to the Chair, having assessed at least every three years whether the present incumbent shall continue in post, taking into account the needs of continuity versus freshness of approach;
- 7.2.2. as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office; especially when they have concluded their second term;
- 7.2.3. concerning the re-election by shareholders of any non-executive directors yearly at the Annual General Meeting;
- 7.2.4. concerning any matters relating to the continuation in office as a non-executive director of any non-executive director at any time;
- 7.2.5. with regard to the membership of the other board committees as appropriate, in consultation with the Chair of the relevant committee; and
- 7.2.6. detailing items that should be published in the Company's Annual Report relating to the activities of the Committee, including
  - a. a description of the board's policy on diversity, including gender and ethnicity, and any measurable objectives that it has set out for implementing the policy and progress on achieving such objectives; and
  - b. if external advice or open advertising has not been used, an explanation as to why not.

## **8. Other Matters**

8.1 The Committee Shall:

- 8.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;
- 8.1.2 give due consideration to laws and regulations, the provisions of the AIC Code of Corporate Governance and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure, Guidance and Transparency Rules and any other applicable Rules, as appropriate; and
- 8.1.3 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.

## **9. Reporting Responsibilities**

9.1 The Committee Chair shall report to the Board on its 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.

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

Approved by the Board:

Signed by:  
  
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9 December 2025

Lucinda Riches

Chair