

GREENCOAT UK WIND PLC
COMMUNICATIONS AND DISCLOSURE COMMITTEE (THE “COMMITTEE”)
TERMS OF REFERENCE

Approved by the Board: 22 July 2024

1. Membership

Members	One of Stephen Lilley and Matt Ridley The Chair of the Board (or one other director)
In attendance	Representatives (as required) from the Company’s: External legal advisers Brokers Other, as relevant

Additional members of the Committee may be appointed and existing members removed by the Committee. The membership of the Committee will be reviewed by the Board on a periodic basis and at least once a year.

2. Purpose

The Company is required to make timely and accurate disclosure of all information that is required to be so disclosed to meet the legal and regulatory obligations and requirements arising from its listing on the London Stock Exchange.

The Company is also required to maintain an insider list, being a list of those persons working for the Company with access to inside information concerning the Company.

The Committee is constituted to assist the Company to meet the aforementioned requirements. The Committee has responsibility for, among other things, determining on a timely basis the disclosure treatment of material information, and assisting in the design, implementation and periodic evaluation of disclosure controls and procedures. The Committee also has responsibility for the identification of inside information for the purpose of maintaining the Company’s insider list.

3. Duties

The Committee has been established to:

- (A) consider whether the conditions for delaying disclosure of inside information are satisfied and, where appropriate, implement and monitor the delay procedure;
- (B) generally review and advise on the scope and content of disclosure in relation to the above (including any selective disclosure);
- (C) review any announcements dealing with significant developments in the Company's business and ensure their accuracy; and

The Committee has delegated the following actions to the Investment Manager, Schroders Greencoat LLP:

- 1. the design, implementation and evaluation of disclosure controls and procedures;
- 2. monitor compliance with the Company's disclosure controls and procedures;
- 3. alert the Company Secretary to the existence of inside information giving rise to the need for amendments to the Company's insider list;
- 4. consider generally the requirement for announcements of inside information, including in the following circumstances: (a) interim steps in a protracted process (e.g., a project); (b) a change in circumstances during the period when disclosure of inside information is delayed; (c) rumours relating to the Company; and (d) in the case of a leak of inside information and, in particular, the need to issue holding announcements.

The Schroders Greencoat LLP team is also responsible for ensuring that an appropriate verification process is established in relation to all announcements for release by the Company.

4. Organisation and Procedures

Quorum

The general quorum for a meeting of the Committee is the Chair (or in their absence, one other director) and one of Stephen Lilley or Matt Ridley. However, in the case of any significant event or issue, the Chair will take steps to ensure that in addition to their attendance, one other director participates as well.

The Committee members present at a Committee meeting will elect one member to chair the meeting.

If at any relevant time it is impractical to convene a quorate meeting of a Committee, any Committee member may take a decision on behalf of the Committee. If any member of the Committee exercises the power granted under this paragraph, he shall notify the other Committee members as soon as practicable.

The Committee may invite any of the Company's directors, employees or external advisers to attend all or any part of any meeting of the Committee, as appropriate.

Operating Procedures

The Committee will meet (including by telephone or video conference) at such times as shall be necessary or appropriate.

Meetings of the Committee may be called by any member of the Committee.

A decision of the Committee (including any decision to approve an announcement) must be approved by one director and one representative from the Investment Manager.

Minutes of the matters considered and decisions taken at all Committee meetings, including the names of those present and in attendance, must be kept and circulated to all Committee members.

External Advice

The Committee is authorised to take external professional advice as necessary and in particular from the Company's, legal advisers, brokers, external auditors and other relevant advisers.

In particular, the Committee will consult with the Company's corporate brokers and legal advisers when appropriate to assess whether information may constitute inside information and, if so, the nature and scope of any disclosure obligation as well as the basis on which any disclosure can be delayed. The Committee will ensure that a summary of any such advice is recorded and circulated to all Committee members.

Access to Company records and personnel

The Committee will be given full access, as appropriate and necessary, to the Company's books and records for the purpose of discharging its responsibilities.

Authority

The Committee is authorised to approve ad hoc announcements for immediate release. However, any such ad hoc announcement needs to be approved by the Schroders Greencoat compliance team prior to release.

Reporting

The Committee will be responsible for keeping the Board apprised of material developments in connection with the identification, treatment and disclosure of inside information.

The Committee will make whatever recommendations to the Board that it deems appropriate on any area within the Committee's remit where action or improvement is needed.

Review

The Committee will review these terms of reference and its operating procedures as required in response to any changes in regulation, regulatory guidance and developing best practice and report and proposed changes to the Company's existing processes to the Board in response to such developments and events.