

NEXTENERGY SOLAR FUND LIMITED

(the “Company”)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE (THE “COMMITTEE”)

Last reviewed: 19 November 2024

Approved on: 17 June 2024

1. THE COMMITTEE’S ROLE AND RESPONSIBILITIES

- 1.1 Develop a policy for director remuneration for recommendation to the Company’s shareholders for approval, determine the remuneration of the chair of the Board and make recommendations to the Board on the remuneration of the other non-executive directors, in each case within the limits set out in the Company’s articles of incorporation. No director shall be involved in any decisions as to their own remuneration, provided that this shall not prevent a director from being involved in making recommendations on or deciding the level of remuneration to be paid to non-executive directors generally or to non-executive directors carrying out particular additional Board responsibilities.
- 1.2 Review the ongoing appropriateness and relevance of remuneration levels and give due regard to published or other available information relating to remuneration in companies which are comparable to the Company and to remuneration trends generally.
- 1.3 Determine the policy for authorising claims for expenses from the directors.
- 1.4 To report formally to the Board on the Committee’s proceedings and on how it has discharged its duties and responsibilities (unless it would be inappropriate to do so) and to make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 1.5 To have regard in the performance of its duties to any published guidelines or recommendations regarding the remuneration and terms and conditions of directors of listed companies (in particular the principles and provisions of the UK Corporate Governance Code, the Association of Investment Companies Code of Corporate Governance (the AIC Code), and any relevant requirements of the Financial Conduct Authority’s Listing Rules, which the Committee considers relevant or appropriate. To ensure that all provisions regarding disclosure of remuneration are fulfilled.
- 1.6 Consider the need to appoint external remuneration consultants and be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee and to commission or purchase any reports, surveys or other information which it deems necessary.

2. COMPOSITION AND QUORUM

- 2.1 Members of the Committee shall be appointed by the Board in consultation with the Chair of the Nomination Committee and shall consist of the Chair of the Committee and at least two other members, all of whom shall be non-executive directors of the

Company who are considered to be independent by the Board. A quorum shall be two members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

- 2.2 The Chair of the Committee shall be appointed by the Board and shall not be the Chair of the Board. In the absence of the Chair of the Committee, the remaining members present shall elect one of themselves to chair the meeting.
- 2.3 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.

3. MEETING ADMINISTRATION

- 3.1 The Committee shall 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, but such written consent must be approved and signed by a majority of members based in Guernsey.
- 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.
- 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 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 The Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility. 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 compile a report to shareholders to be included in the Company's Annual Report on its activities, including its membership, frequency of, and attendance at, its meetings as well as details of the directors' remuneration policy and practices, to be put to the shareholders for approval at the AGM.

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;
- (a) 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;
- (b) oversee any investigation of activities which are within its terms of reference; and
- (c) 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.