

## **TERMS OF REFERENCE**

### **NOMINATIONS, COMPENSATION AND HUMAN RESOURCES COMMITTEE**

#### **1. POLICY STATEMENT**

The Board of Directors of Wigton Windfarm Limited (“WWFL” or the “Company”) has established a Nominations, Compensation and Human Resources Committee (hereinafter called the “Committee” or the “NCHR”) as a standing committee of the Board to oversee the appointment of Directors to the Board; monitor the composition of the Board; succession planning at the senior management level; to guide and govern certain human resource matters including policy review, human resource budget review, employee performance management, employee training/development, the compensation structure of the Company and to establish the remuneration for Independent/Non-Executive Directors.

#### **2. ROLES AND RESPONSIBILITIES**

The Committee shall:

- (a) Identify and nominate candidates for appointments to fill vacancies on the Board of Directors.
- (b) Make recommendations for the appointment of Independent/Non-Executive Directors at the stated term of office and considering the proposed Director’s performance on the Board. In making recommendations in this regard the Committee shall consider the following in respect of any nominee:
  - (i) Maturity of judgment
  - (ii) Management and leadership experience
  - (iii) Diversity of professional skills
  - (iv) Integrity and professionalism
  - (v) Gender diversity
  - (vi) Financial literacy
  - (vii) Time available to dedicate to WWFL
  - (viii) Governance knowledge
  - (ix) Networking/contacts
  - (x) Degree of independence
  - (xi) Any professional skills that may be necessary to fill competency gap(s) on the Board
- (c) Support the Board in discharging its responsibilities for maintaining an annual competency profile by conducting an annual review of the existing skills and competencies of Board members, identifying gaps and submitting same to the Board for review and action.

- (d) At least once per year review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes.
- (e) Review the results of the Board performance evaluation process that relate to the composition of the Board.
- (f) Make recommendations regarding the requirements for re-election of any Director under retirement or by rotation based on the provisions of the Company's Articles of Incorporation.
- (g) Make recommendations regarding Directors to be selected for chairmanship and/or membership on, or removal from, the various Board sub-committees based on performance.
- (h) Develop and annually review a succession plan for Directors, the Managing Director and the Chairman and review and make recommendations in respect of the succession plan for the senior management team.
- (i) Report to the Board on the advisability of permitting a member of the Board to become a member of another company's Board and develop a policy on whether and how to cap the number of directorships a Director may hold.
- (j) Make recommendations on the membership of the audit and remuneration sub-committees of the Board, and any other Board sub-committees as appropriate, in consultation with the chairpersons of those committees.
- (k) Make recommendations on the appointment of any Director to the executive or other office.
- (l) Oversee the Company's compensation and benefits structure in keeping with its strategic direction and organizational goals and to ensure that WWFL is competitive in the job market and capable of engaging and retaining talent.
- (m) Research and recommend the remuneration for Independent/Non-Executive Directors which reflect the time, commitment, and responsibilities of the role.
- (n) Review and recommend the approval of all human resource policies and programmes to the Board of Directors through the Corporate Governance Committee.
- (o) Review the Company's management training and development programs ensuring they meet the strategic objectives.
- (p) Monitor and ensure that the Company is compliant with Occupational Health and Safety Standards.
- (q) Recommend, following management's consideration and recommendations, mechanisms for continuous improvement in employee relations.

- (r) Make recommendations on the annual and long-term objectives of the Managing Director and oversee the conduct his/her annual performance review.
- (s) Review and make recommendations on the acquisition and utilization of appropriate technology to support the Company's human resources data and information management systems.
- (t) Enforce and monitor the Company's Whistleblowing Policy ensuring the anonymity or confidentiality and impartiality of the process associated therewith.
- (u) Oversee the Company's pension plan.
- (v) Enforce the Company's Sexual Harassment Policy and ensure that any instances of sexual harassment that are reported are dealt with promptly, effectively and confidentially.
- (w) Perform any other activities relevant to these Terms of Reference, at the request of the Board or as required by the Company's Corporate Governance Policy.

### **3. COMPOSITION**

- (a) The NCHR shall be comprised of a minimum of three (3) independent/non-executive directors.
- (b) The Board shall appoint, on the recommendation of the NCHR, the members and chairman of the Committee who shall serve until the end of their tenure, resignation or removal.
- (c) Members of the Committee shall be appointed for a five (5)-year tenure provided the Director still meets the criteria for membership.
- (d) The Chairman of the Committee shall at all times be an independent non-executive director as defined in the Company's Board Charter and may serve for a maximum period of five (5) consecutive years.
- (e) The Chairman of the Board shall not be the chairman of the Committee but may be invited to attend meetings from time to time.

### **4. MEETINGS**

- (a) The NCHR will meet at least four times per year or more frequently as circumstances require.
- (b) The Chairman of the NCHR or a majority of the members of the Committee may call a special meeting of the NCHR through the Company Secretary who will ensure that adequate notice is provided.
- (c) Senior management or other persons, whose advice and counsel are sought by the NCHR, may be invited to meetings of the Committee to provide such pertinent information as the NCHR requests.

- (d) All committee members are expected to attend and participate at each meeting in person or via electronic means.
- (e) The Committee has the power to require any member of staff of the Company to attend meetings as required. Such staff attendance should be scheduled through the Managing Director.
- (f) Decisions of the Committee will be taken by a simple majority. In the event of equal votes, the Chairman of the Committee will have a second or casting vote.
- (g) In the absence of the Chairman of the Committee for any meeting, the remaining members shall elect one (1) of themselves who qualifies under these Terms of Reference to be appointed to chair the meeting.

## **5. AUTHORITY**

The Committee has the authority to conduct or authorize investigations into any nominations, compensation and human resources related matters within its scope of responsibility. In so doing it is empowered to:

- (a) Investigate any matter within the scope of its terms of reference brought to its attention with full access to all books, records, facilities, and personnel of WWFL. Any matter brought to the attention of the NCHR which is outside the scope of NCHR's responsibility, will be referred in writing by the Chairman of the NCHR to the chairman of the subcommittee responsible for addressing the matter;
- (b) Seek any information it requires from any officer or employee of WWFL and such officers or employees shall be instructed by the Board to respond to such enquiries;
- (c) Meet with officers/employees of WWFL for the purpose of furthering its investigations; and
- (d) retain outside counsel or other experts to advise the Committee or assist in the conduct of an investigation, provided that the approval of the Board is first obtained.

## **6. REPORTING RESPONSIBILITIES**

- (a) The Committee will report regularly to the Board:
  - (i) at the sitting of the Board immediately following the relevant meeting date of the Committee, on the Committee's deliberations, findings and any actions taken by it.
  - (ii) With respect to other matters as are relevant to the Committee's discharge of its responsibilities.
  - (iii) With respect to such recommendations as the Committee may deem appropriate.
- (b) Reports to the Board shall be written by the Chairman of the Committee or any other member designated by the Committee to make such report.

- (c) An annual Nominations, Compensation and Human Resources Report, which speaks to the state of WWFL's overall human resources functions will be delivered to the Board by the Committee.

## **7. QUORUM**

A quorum shall consist of a majority of the Committee's independent/non-executive members. 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. A member participating in a meeting by electronic means shall be counted for the purposes of a quorum.

## **8. COMMITTEE SECRETARY AND MINUTES**

- (a) The Company Secretary will be the assigned Secretary for the Committee. In the absence of the Company Secretary, the Chairman of the NCHR may make alternate arrangements with the Managing Director for a member of the Company's staff to act as Secretary to the Committee.
- (b) The Secretary for the Committee may assign an in-house staff-member to take the Minutes of the meetings. The need for confidentiality will be requested of the assigned staff member.
- (c) The Committee Secretary is required to:
  - (i) On the instruction of the Chairman of the Committee convene Committee meetings;
  - (ii) Circulate the notices and minutes of the Committee meetings;
  - (iii) Distribute to Committee members, three (3) working days prior to the meetings of the Committee, all agendas and documents of meetings, reports and/or related documents which are prepared for consideration by the Committee;
  - (iv) Keep detailed records of the Committee's meetings; and
  - (v) Perform such other duties as may be assigned by the Committee from time to time.
- (d) The Committee shall keep detailed records of its meetings and such records shall be made available to the Board as required.
- (e) Minutes of each meeting will be tabled at the next meeting of the Committee and if approved by the Committee, will be signed by the Committee Chairman and the Committee Secretary.
- (f) Minutes, once approved and signed, should be circulated to all other members of the Board.

**9. REMUNERATION**

The Company shall make provisions for remuneration of Committee members in line with the Board's compensation policy.

**10. DECLARATION OF INTERESTS**

(a) Where any Committee Member has an interest in any matter, transaction or arrangement being discussed or determined by the Committee, the Committee Member so affected shall declare his/her interest to the Committee and the details of the interest are to be recorded by the Committee Secretary.

(b) The Committee Member who has an interest shall not participate in the deliberations on the particular matter or exert any influence on the voting on the resolution in respect of the matter, transaction or arrangement, and shall excuse himself from the discussions by leaving the room in respect of those interests during the period of discussion of the matter. The Committee Member shall not be counted for the quorum of the meeting and if that Committee Member votes, it shall not be recorded as valid or otherwise.

**11. CONFIDENTIALITY OF COMMITTEE INFORMATION**

All information received by the Committee is confidential and is the property of WWFL and cannot be disclosed to parties outside of the Company without prior approval of the Board.

**12. AUTHORITY TO ENGAGE ADVISORS**

The NCHR, with the prior approval by the Board and at the Company's expense, may engage outside advisors as it deems appropriate and necessary to assist it in the effective discharge of its functions.

**13. COMMITTEE EVALUATION**

An annual evaluation of the performance of the Committee and individual members will be done taking into consideration the Committee's goals and objectives established at the beginning of the fiscal year.

**14. DELEGATION**

The Committee shall be entitled to delegate certain of its responsibilities, where appropriate, to the Chairman of the Committee or to one (1) or more members of the Committee, subject to the policies and/or procedures of the Company, which shall be consistent with applicable legal and regulatory requirements.

**15. REVIEW AND ASSESSMENT OF TERMS OF REFERENCE**

The Board will conduct a review and assessment of the NCHR Terms of Reference at least every two (2) years in such manner as the Board deems fit.

## 16. ENTRY INTO FORCE OF TERMS OF REFERENCE

This Terms of Reference will come into force upon its adoption by the Board and shall supersede all previous versions. It may be amended at any time by a decision of the Board.

### DOCUMENT CONTROL

<i>Version</i>	<i>Date</i>	<i>Date Approved by Board</i>	<i>Area Changes made</i>
<i>1<sup>st</sup></i>	July, 2020	July, 2020	N/A
<i>2<sup>nd</sup></i>	November 10, 2021	November 10, 2021	Name change and inclusion of human resource oversight functions
<i>3<sup>rd</sup></i>	April 27, 2023	April 27, 2023	Full review and changes throughout