

## HICL Nomination Committee – Terms of Reference

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### **HICL INFRASTRUCTURE PLC** **(“the Company”)**

#### **NOMINATION COMMITTEE**

**CHAIR:** M Bane

**MEMBERS:** All Directors

**IN ATTENDANCE:** The Company Secretary

**MEMBERSHIP  
AND QUORUM:**

The Nomination Committee has discretion to invite individuals or professional service providers to attend meetings as and when required.

Members of the Committee shall be appointed by the Board and consist of at least three members, all of whom should be independent Non-Executive Directors of the Company.

The Chair of the Committee shall be appointed by the Board and shall be an independent Non-Executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their members to chair the meeting. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the role of Chair of the Board.

**CONSTITUTION  
AND PURPOSE:**

A quorum shall be two members of the Committee.

The Committee does not hold any executive authority save as expressed herein.

The Committee shall lead the process for board appointments and make recommendations to the Board.

The Committee should evaluate the balance of skills, experience, independence and knowledge on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.

In accordance with AIC Code of Corporate Governance the Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board. This requirement could be met by including the information on the Company's website.

**AUTHORITY:**

The Committee is authorised 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.

The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and to secure the attendance of outsiders with relevant expertise or experience as it considers necessary.

**RESPONSIBILITY:** The responsibilities of the Committee shall be:

- a. To regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- b. To give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
- c. To be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- d. Before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
  - i. use open advertising or the services of external advisers or known contacts to facilitate the search;
  - ii. consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position by considering other demands on the candidates time;
  - iii. keep under review the leadership needs of the organisation with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- e. To review periodically the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- f. To receive, consider and, if thought fit, approve whether additional external appointments may be undertaken by Directors;
- g. Annually, to review all Directors' external appointments and to confirm to the Board whether it considers that any of the Directors' external appointments, and changes to workload within existing external appointments, impairs any of the Directors' effectiveness as a director of the Company;
- h. To ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings;
- i. To formulate plans for succession, in particular for the key roles of Chair and Audit Committee Chair;
- j. To consider and recommend suitable candidates for the role of senior independent director;
- k. To consider the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- l. To consider the re-election by shareholders of any director under the 'retirement by rotation provisions in the Company's articles of incorporation having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required; and

m. Any matters relating to the continuation in office of any director at any time.

The Board has adopted a diversity policy as set out in the Appendix to these Terms of Reference.

Amendments may be made to the duties of the Committee by the Board from time to time.

**REPORTING  
PROCEDURES:**

The Secretary shall circulate the minutes of the meetings to all members of the Committee following approval by the Chair of the Committee and to the Board of Directors by way of inclusion in the relevant quarterly Board pack(s).

The Chair of the Committee shall make a brief report of the findings and recommendations of the Committee to the Board of Directors after each Committee meeting.

The Committee should make a statement as to its recommendations in the Company's annual report about its activities and the process used to make appointments.

The Committee should report all approvals made in respect of Directors' external appointment to the Board for ratification.

The Committee should make a statement in the Company's annual report explaining the reasons for permitting Directors to take on significant additional external appointments.

The Committee should report to the Board whether it considers that any of the Directors' external appointments, and changes to workload within existing external appointments, impairs any of the Directors' effectiveness as a director of the Company.

**FREQUENCY  
OF MEETINGS:**

A meeting shall be held at least once a year and where appropriate coincide with the key date(s) in the Company's financial reporting cycle and at such other times as the Chair of the Committee deems appropriate.

**OTHER:**

The Committee shall, at least once a year, review its own performance, 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 and engage with an external Evaluator at least every three years.

Updated: February 2024

## HICL Nomination Committee – Terms of Reference: Appendix 1

### HICL Nomination Committee – Diversity policy

The Board believes that a diversity of viewpoints and personal experiences, along with broad professional expertise, lead to better decisions, are critical to innovation and provide a competitive advantage in the Company's marketplace. When recruiting new Directors, the Board searches for candidates from a diverse range of backgrounds and communities to attract the widest breadth of talent, skills and outlook. The Board's policy is to appoint individuals on merit, based on their skills, experience and expertise.

The Company meets the key targets of the Hampton-Alexander Review and the Parker Review. These are that 33% of the Board of Directors should be women by the end of 2020 and that the Company should have at least one Director from an ethnic minority by 2024. As at 31 January 2024, 43% of the Directors were women, and 14% of the Directors were from an ethnic minority.

The Company notes the FCA's policy statement, published on 20 April 2022, which requires most UK-listed companies (including HICL) to make certain diversity-related disclosures in their annual reports for financial years starting on or after 1 April 2022. Specifically, the 'comply or explain' statement targets are as follows:

- At least 40% of the board should be women.
- At least one of the senior board positions (Chair, Chief Executive Officer (CEO), Chief Financial Officer (CFO) or Senior Independent Director (SID) should be a woman.
- At least one member of the board should be from an ethnic minority background excluding white ethnic groups (as set out in categories used by the Office for National Statistics)

For the above FCA requirement for a listed company to disclose in its annual report whether it has met the target of at least one senior position on its board of directors (i.e. Chair, Chief Executive, Senior Independent Director or Chief Financial Officer) being held by a woman, the Listing Rules recognise that the requirement might not be appropriate in the context of Chapter 15 closed-ended investment companies, the boards of which are typically comprised wholly of non-executive directors. Accordingly it is permitted, and HICL has publicly reported, that the HICL Board believes it important that this target should be substantively met, and accordingly highlights that both the Chair of the Audit Committee and the Investment Manager's CFO are female.

HICL is an investment company and as such does not have a senior management team. Day-to-day management of the Company is delegated to InfraRed Capital Partners ("InfraRed"), the Company's Investment Manager. InfraRed's approach to diversity is published at: <https://www.ircp.com/talent/diversity-equity-inclusion-dei/>.