

Social and Ethics Committee Terms of Reference

7 May 2026

1 Purpose

- 1.1 The Company is required to appoint a social and ethics committee in order to meet regulatory requirements arising from the Johannesburg Stock Exchange ("JSE") Listings Requirements, as a primary issuer on the JSE.
- 1.2 The social and ethics committee ("**Committee**") of Greencoat Renewables Plc (the "**Company**") is constituted as a committee of the board of directors of the Company (the "**Board**").
- 1.3 The purpose of these terms of reference is to set out the Committee's role and responsibilities as well as the requirements for its composition and meeting procedures.

2 Membership

- 2.1 Members of the Committee shall be appointed by the board of directors of the Board. The Committee shall be made up of at least 3 directors¹ of the Company, all of whom are non-executive.
- 2.2 Only members of the Committee have the right to attend committee meetings. However, other individuals may be invited to attend all or part of any meeting as and when appropriate.
- 2.3 Appointments to the Committee shall be for a period of up to 3 years², which may be extended for 2 further 3-year periods, or as the Board otherwise determines.
- 2.4 The Board shall appoint the Committee Chairperson.

3 Responsibilities and functions

- 3.1 The Committee must oversee the Company's organisational ethics, responsible corporate citizenship, sustainable development and stakeholder relationships, and in particular perform the following functions:

(a) to monitor the Company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice applicable to Irish companies, with regard to matters relating to –

- (i) social and economic development, including the Company's standing in terms of the goals and purposes of (to the extent applicable);
 - the ten principles set out in the United Nations Global Compact Principles as set out in Appendix 1.
 - the Organisation of Economic Co-Operation and Development ("**OECD**") recommendations regarding corruption, as set out in Appendix 2.

(ii) good corporate citizenship, including to the extent applicable the Company's –

¹ A minimum of 3 Directors is required as per the JSE Listing requirements.

² This is not regulated by the JSE but recommended as best practice.

- promotion of equality, prevention of unfair discrimination, and reduction of corruption;
 - contribution to development of the communities in which the Company's assets are predominantly conducted or within which its products or services are predominantly situated ; and
 - record of sponsorship, donations and charitable giving;
- (iii) the environment, health and public safety, including the impact of the Company's activities;
- (iv) customer relationships, in relation to the provision of renewable energy and any services provided by the Company in compliance with applicable laws (to the extent applicable).
- (b) consider the impact and outcomes of the Company's activities on the environment and its stakeholders;
- (c) to draw matters within the mandate of the Committee to the attention of the Board as occasion requires; and
- (d) report on the above matters to its shareholders within the Company's Annual Report and Accounts and at its annual general meeting.

4 Authority and powers

- 4.1 The Committee is authorised by the Board to seek any information it requires from any member of the Investment Management Team, or adviser to, the Company in order to perform its duties.
- 4.2 In connection with its duties the Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice.

5 Meetings

- 5.1 The Committee shall meet at least annually and at such times as the Committee Chairperson shall require.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be summoned by the Company Secretary of the Committee at the request of any of its members.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no later than 2 working days (or such lesser period that the Committee members may agree) 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.

7. Minutes of Meetings

- 7.1 The Company Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including the names of those present and in attendance.
- 7.2 Minutes of meetings of the Committee shall be circulated promptly to all members of the Committee.

8. Quorum

- 8.1 A representative quorum for meetings is a majority of members. Individuals in attendance at Committee meetings by invitation may participate in discussions, but do not form part of the quorum for Committee meetings.

9. Decisions

- 9.1 All decisions to be taken by the Committee will be taken by a majority of the members of the Committee present and voting on the relevant matter.

10. Evaluation

- 10.1 The effectiveness of the Committee is evaluated on an annual basis by way of a self-evaluation and an evaluation by the Board.

Appendix 1:

Human Rights	
Principle 1	Businesses should support and respect the protection of internationally proclaimed human rights.
Principle 2	Businesses should make sure that they are not complicit in human rights abuses.
Labour	
Principle 3	Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining.
Principle 4	Businesses should eliminate all forms of forced and compulsory labour.
Principle 5	Businesses should effectively abolish child labour.
Principle 6	Businesses should eliminate discrimination in respect of employment and occupation.
Environment	
Principle 7	Businesses should support a precautionary approach to environmental challenges.
Principle 8	Businesses should undertake initiatives to promote greater environmental responsibility.
Principle 9	Businesses should encourage the development and diffusion of environmentally friendly technologies.
Anti-corruption	
Principle 10	Businesses should work against corruption in all its forms, including extortion and bribery.

Appendix 2: the Organisation of Economic Co-Operation and Development ("OECD") recommendations regarding corruption

- the development and adoption of adequate internal controls, ethics and compliance programmes or measures for the purpose of preventing and detecting bribery;
- the making of statements in the Company's annual reports or otherwise public disclosure of internal controls, ethics and compliance programmes or measures (including those which contribute to preventing and detecting bribery) adopted by the Company;
- the provision of channels for communication by, and protection of, persons not willing to violate professional standards or ethics under instructions or pressure from hierarchical superiors, as well as for persons willing to report breaches of the law or professional standards or ethics occurring within the Company in good faith and on reasonable grounds, and the taking of appropriate action (including the making of recommendations to the Board) based on such reporting; and
- internal monitoring of the Company's implementation of the OECD "Good practice guidance on internal controls, ethics, and compliance."