

HYDROGENONE CAPITAL GROWTH PLC

REMUNERATION COMMITTEE

TERMS OF REFERENCE

(as approved on 5 November 2024)

1 DEFINITIONS

- 1.1 Reference to the "**Board**" shall mean the board of directors of the Company.
- 1.2 Reference to the "**Committee**" shall mean the Remuneration Committee.
- 1.3 Reference to the "**Company**" shall mean HydrogenOne Capital Growth plc.
- 1.4 Unless otherwise stated, reference to "**Chairperson**" shall mean the Chairperson of the Committee.
- 1.5 Unless otherwise stated, reference to "**Secretary**" shall mean the Secretary of the Committee.

2 MEMBERSHIP

- 2.1 The Committee shall comprise at least three members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairperson of the Committee. The Board shall appoint the Chairperson. Before such appointment, the Board shall satisfy itself that the appointee has relevant experience and understanding of the Company.
- 2.2 All members of the Committee shall be independent non-executive directors. The Chairperson of the Board may also serve on the Committee as an additional member if they were independent on appointment, but shall not chair the Committee. Any member who fails to remain independent will step down from the Committee.
- 2.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals (if not members of the Committee) such as other directors of the Company, representatives of the alternative investment fund manager, the investment manager or other external advisers may be invited to attend all or part of any meeting, as and when appropriate and necessary.
- 2.4 The Board may fill vacancies in the Committee by appointment from amongst the Board.
- 2.5 Each member of the Committee shall disclose to the Committee:
 - (a) any personal financial or other interest in any matter to be decided by the Committee;
or
 - (b) any potential conflict of interest arising from a cross-directorship or otherwise,

and any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee.

3 SECRETARY

3.1 The company secretary, or his or her nominee, shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3.2 The Committee shall have access to the services of the Secretary on all Remuneration Committee matters, including: assisting the Chairperson in planning the Committee's work, drafting meeting agendas, maintaining minutes, drafting of material about its activities for the annual report, collection and distribution of information and provision of any necessary practical support.

4 QUORUM AND VOTING ARRANGEMENTS

4.1 The quorum necessary for the transaction of business 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.

4.2 Members may participate in a meeting of the Committee by means of a telephone or videoconference or other communication equipment.

4.3 Any matters to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting of the Committee. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all members of the Committee (including in counterparts) and any such action shall be as effective as if it had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.

4.4 Except where he or she has a personal interest, the Chairperson shall have a casting vote.

4.5 In the absence of the Chairperson and/or an appointed deputy at a Committee meeting, the remaining members of the Committee present shall elect one of themselves to chair the meeting. The Chairperson of the Board shall not be Chairperson of the Committee.

5 FREQUENCY OF MEETINGS

The Committee shall meet at least twice a year and otherwise as required.

6 NOTICE OF MEETINGS

6.1 Meetings of the Committee shall be convened by the Secretary at the request of any of its members.

- 6.2 Unless otherwise agreed by the Committee, 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 and any other person required to attend and all other non-executive directors no later than five working days before the date of the meeting. The Secretary or his or her nominee shall ensure that supporting information and papers shall be sent to Committee members and other attendees as appropriate at the same time.
- 6.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

7 MINUTES OF MEETINGS

- 7.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2 The Secretary shall ascertain at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
- 7.3 Draft minutes of Committee meetings shall be agreed with the Chairperson and then circulated promptly to all members of the Board, unless it would be inappropriate to do so in the opinion of the Chairperson.

8 ANNUAL GENERAL MEETING

The Chairperson shall attend the Company's annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

9 DUTIES

The Committee should have oversight of, and carry out the duties below for, the Company, major subsidiary undertakings (if any) and the group as a whole (if a group is in existence), as appropriate.

The Committee shall:

- (a) have responsibility for determining and agreeing the remuneration policy for the directors of the Company and the Chairperson of the Board to ensure that the policy supports strategy and promote the long-term sustainable success of the Company;
- (b) in determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the AIC Code of Corporate Governance (the "**Code**") and associated guidance;
- (c) review any proposed changes to the remuneration of the directors of the Company. No Director shall be involved in any decision as to their own remuneration;
- (d) review the ongoing appropriateness and relevance of the remuneration policy;

- (e) review and consider any additional ad-hoc payments to the directors of the Company;
- (f) make recommendations to the Board for approval by shareholders of the Company at the annual general meeting of the Company (advisory vote only);
- (g) have full authority to appoint remuneration consultants and to commission or purchase any reports surveys or information which it deems necessary at the expense of the Company but within any budgetary restraints imposed by the Board;
- (h) be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;
- (i) ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised; and
- (j) agree the policy for authorising claims for expenses from the directors.

10 REPORTING RESPONSIBILITIES

- 10.1 The Chairperson shall report formally to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities. This report shall include any issues on which the Board has requested the Committee's opinion.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall compile a report on its activities, including its membership and frequency of and attendance at its meetings, to be included in the Company's annual report. The report should include all information requirements set out in the Code.
- 10.4 Through the Chairperson of the Board, the Committee shall ensure that the Company maintains contact as required with its principal shareholders about remuneration.
- 10.5 The Committee shall produce a Remuneration Policy which shall be included in the Company's annual report and ensure that it is put to shareholders for approval at the AGM every three years or whenever there is a change to the Remuneration Policy.

11 OTHER MATTERS

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties, including access to the Secretary for assistance as required;
- 11.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

- 11.3 give due consideration to relevant laws and regulations, the provisions of the Code and the requirements of the Listing Rules, the Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules, the UK version of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended in the UK from time to time including by The Prospectus (Amendment, etc) (EU Exit) Regulations 2019 (the "**Prospectus Regulation**"), the Directive 2011/61/EU of the European Parliament and of the Council on Alternative Investment Fund Managers, as amended from time to time (the "**EU Alternative Investment Fund Management Directive**"), the UK version of the EU Alternative Investment Fund Management Directive, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended in the UK from time to time (the "**UK Alternative Investment Fund Management Directive**"), the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council on 16 April 2014 on market abuse, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended in the UK from time to time including by the Market Abuse (Amendment) (EU Exit) Regulations (SI 2019/310) (the "**Market Abuse Regulation**") and any other applicable rules, as appropriate;
- 11.4 oversee any investigation of activities which are within its terms of reference;
- 11.5 work and liaise as necessary with all other Board committees; and
- 11.6 arrange for periodic reviews of its own performance and, at least annually, review its 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.

12 AUTHORITY

The Committee is authorised to:

- 12.1 seek any information it requires from any member of the Board or any director or employee of the alternative investment fund manager, the investment manager or any other adviser (from time to time) in order to perform its duties;
- 12.2 obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter within its terms of reference;
- 12.3 call any officers of the Company to be questioned at a meeting of the Committee as and when required; and
- 12.4 have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the Committee and the Board.