

VOLTA FINANCE LIMITED

(THE "COMPANY")

TERMS OF REFERENCE OF THE NOMINATION AND REMUNERATION COMMITTEE

ADOPTED: 5 JULY 2024

1. CONSTITUTION

The Nomination and Remuneration Committee (the "**Committee**") has been established by resolution of the board of directors of the Company (the "**Board**").

2. MEMBERSHIP

2.1 The Committee shall be appointed by the Board and shall be made up of at least three members, the majority of whom should be independent non-executive directors.

2.2 Only the Members have the right to attend Committee meetings. However, other Directors who are not members of the Committee and others such as representatives of the Company's external advisers may from time to time be invited to attend all or part of any meeting of the Committee.

2.3 The Board shall appoint the Chair of the Committee (the "**Chair**"). If, at any meeting of the Committee, the Chair is absent, and there is no appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

2.4 No one other than the Chair and members of the Committee are entitled to vote at a meeting of the Committee.

2.5 The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship. No director shall be involved in any decisions as to his or her own remuneration.

2.6 The Board shall regularly review the membership of the Committee to ensure that undue reliance is not placed on particular individuals.

3. QUORUM

3.1 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. The Committee may authorise a sub-committee of one Member to act on behalf of the Committee with respect to any specified matter.

4. SECRETARY

BNP Paribas S.A, Guernsey Branch (the "**Company Secretary**") shall act as Secretary of the Committee.

5. **FREQUENCY OF MEETINGS**

- 5.1 Meetings shall be held at such times as the Committee deems appropriate, and in any event shall be held at least once a year.

6. **PROCEEDINGS**

- 6.1 Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by those provisions of the Company's Articles of Association which regulate meetings and proceedings of directors.
- 6.2 Meetings of the Committee shall be called by the Secretary at the request of the Chair or any member thereof.
- 6.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be sent to each member of the Committee, any other person required to attend and all other non-executive directors no later than five working days prior to the date of the meeting.
- 6.4 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute the same. The Secretary shall minute the proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance. The Secretary shall circulate draft minutes of the meetings to all members of the Committee promptly. Once agreed, the minutes shall be circulated by the Secretary to all members of the Board.

7. **AUTHORITY**

- 7.1 The Committee is authorised by the Board at the expense of the Company to investigate any matter within its terms of reference. It is authorised to seek any information that it requires from any director of the Company or third party.
- 7.2 The Committee is authorised by the Board to obtain external legal or other professional advice at the expense of the Company and to secure the attendance of third parties with relevant experience and expertise at meetings of the Committee if it considers this necessary.
- 7.3 These terms of reference may be amended from time to time by the Board.

8. **DUTIES**

8.1 **Nomination duties**

The Committee shall:

- 8.1.1 regularly review the structure, size and composition of the Board (including the balance of skills, experience, independence, knowledge and experience on the Board), taking into account the Company's current requirements, the results of the Board performance evaluation process that relate to the composition of the Board, and the future development of the Company, and make recommendations to the Board with regard to any adjustments that are deemed necessary.
- 8.1.2 ensure that the Chair of the Board is an independent non-executive director;

- 8.1.3 ensure that a majority of the Board is independent of the Investment Manager;
- 8.1.4 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 8.1.5 ensure that the Board has a policy on tenure, which is disclosed in the annual report;
- 8.1.6 ensure that Directors are submitted for re-election at regular intervals, with nomination for re-election not being assumed but, rather being based on disclosed procedures and continued satisfactory performance;
- 8.1.7 at least once a year undertake a formal and rigorous annual evaluation of its own performance and Terms of Reference and that of the other Board Committees and individual directors and recommend any changes it considers necessary to the Board for approval, in accordance with the UK Corporate Governance Code (the “**Governance Code**”);
- 8.1.8 ensure the directors are offered relevant training, as appropriate, including induction training for new directors;
- 8.1.9 identify, nominate and recommend for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 8.1.10 before beginning to search for candidates for a particular appointment, to prepare a written description of the role and capabilities required, and the time commitment expected, for that appointment, having evaluated the balance of skills, experience, independence and knowledge already on the Board;
- 8.1.11 seek advice from external advisers and/or use open advertising, if appropriate, in relation to seeking and selecting candidates for any appointments, having regard to the requirement to give an explanation in the annual report if neither external consultants nor open advertising have been relied upon;
- 8.1.12 when identifying suitable candidates, the Committee shall;
 - 1. seek to strengthen any areas where any gaps or potential weaknesses have been identified. This could be to add skills in investment management, performance analysis, corporate finance, marketing, legal, accounting etc;
 - 2. consider candidates on merit and against objective criteria;
 - 3. ensure that appointees identified can devote sufficient time to the Company to carry out their duties effectively;
 - 4. consider and where feasible, enhance the diversity of the Board, including gender;
- 8.1.13 review a candidate’s other commitments and ensure that, on appointment, a candidate has sufficient time to undertake the role;
- 8.1.14 obtain from any proposed appointee details regarding any other business interests which may result in a conflict of interest and to ensure that these are brought to the attention of the Board prior to any appointment;

- 8.1.15 satisfy itself with regard to succession planning, particularly that processes and plans are in place for orderly succession for appointments to the Board;
- 8.1.16 ensure that on appointment, all non-executive directors receive formal written terms of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement in outside Board meetings;
- 8.1.17 make recommendations regarding the membership of the Audit Committee in consultation with the chair of that committee;
- 8.1.18 review annually the time needed to fulfil the role of chair, senior independent director and each non-executive director (taking into account committee memberships) and, with reference to the annual performance evaluation, to review whether all members of the Board have devoted sufficient time to their duties;
- 8.1.19 Board tenure: where a Board Member has been appointed by the Board and wishes to continue to serve on the Board, such a Board member will submit himself/herself for re - election at the following annual general meeting of the Company after his/her initial appointment. Subsequently, any Board member who wishes to continue to serve on the Board will submit himself/herself for re-election annually at each annual general meeting. Except in specific and time limited circumstances, the Chair of the Board will not serve for more than nine years, including time both as a non-executive director and Chair.
- 8.1.20 investigate and make recommendations to the Board concerning any matters relating to the continuation in office as a director of any director at any time.

8.2 Remuneration duties

The Committee shall;

- 8.2.1 recommend to the Board the framework or policy for the remuneration (including, where applicable, benefits, pension arrangements and termination payments) of the directors;
- 8.2.2 assess the framework or policy for remuneration and take into account all factors which it deems necessary (including relevant legal and regulatory requirements, the provisions of the Governance Code and associated guidance including where to position the Company in terms of other similar companies. The objective of the policy should be to attract, retain and motivate directors of the quality required to manage the affairs of the Company successfully. The policy should have regard to the risk appetite of the Company and alignment to the Company's long term strategic goals;
- 8.2.3 recommend to the Board a policy regarding the duration of the Company's contracts with non-executive directors, and notice periods and termination payments under such contracts, with a view to ensuring that any termination payments are fair to the individual and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 8.2.4 recommend to the Board, within the terms of the agreed framework, the total individual remuneration package of each director;

- 8.2.5 consider any other matters relating to the remuneration of or terms of employment applicable to any director;
- 8.2.6 obtain reliable, up-to-date information about remuneration in other companies;
- 8.2.7 review the ongoing appropriateness and relevance of the remuneration policy for the directors as regards its operation and effectiveness and against best practice;
- 8.2.8 have regard, in the performance of the duties set out in this clause, to any applicable laws and regulations including to the Governance Code, the Listing Rules, the Disclosure Guidance and Transparency Rules or any published guidelines or recommendations;
- 8.2.9 establish the selection criteria, and to select, appoint and set out the terms of reference for any remuneration consultants that the Committee deems it necessary to engage;
- 8.2.10 draft and present to the Board for approval the annual directors' remuneration report, having regard to the provisions of the Listing Rules and the Governance Code, and ensure that all provisions regarding disclosure of remuneration are fulfilled; and
- 8.2.11 recommend to the Board as appropriate changes to the policy for authorising claims for expenses of all directors appointed to the Board.

8.3 Reporting Responsibilities

- 8.3.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.3.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3.3 The Committee shall make a statement in the Company's annual report that provides:
 1. Information about its activities during the financial year;
 2. An explanation of the process used to make appointments, if any, its approach to succession planning and how both support building a diverse pipeline;
 3. A statement as to whether or not external search consultancy or open advertising was used during the selection process and, if not, an explanation why. If any external search consultancy was engaged it should be identified alongside a statement about any other connection it has with the Company or individual directors;
 4. A description of the Board's policy on diversity and inclusion, its objective and link to Company strategy, how it has been implemented and progress on achieving the objectives;
 5. A description of the Board's policy on tenure; and

6. A description of how the Board evaluation has been conducted, the nature and extent of an external evaluator's (if utilised) contact with the Board and individual Directors, the outcomes and actions taken, and how it has or will influence Board composition

8.3.4 The Committee shall promptly provide the Board with such information as may be necessary or desirable in the opinion of the Board to enable the Board to monitor its conduct in order that each member of the Board may fulfil his duties and responsibilities as a director;

8.4 **Other Matters**

The Committee shall:

8.4.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;

8.4.2 give due consideration to laws and regulations, the provision of the AIC Code of Corporate Governance, the UK Corporate Governance Code, the requirements of the Euronext Listing Rules and the UKLAS's Listing, Prospectus and Disclosure Guidance and Transparency Rules as appropriate; and

8.3.3 oversee any investigation of activities which are within its terms of reference and act as a court of last resort.

9. **ANNUAL GENERAL MEETING**

The chair of the Committee, or in his/her absence, a duly authorised representative of the Committee shall be available at the Annual General Meeting to answer shareholder questions on the activities and procedures of the Committee.