

OCTOPUS RENEWABLES INFRASTRUCTURE TRUST PLC
(the “Company” or “ORIT”)

DIVISION OF RESPONSIBILITIES

(APPROVED BY THE BOARD 17 March 2023)

The following sets out the division of responsibilities between the Chair, Senior Independent Director (the “SID”), Board and Committee Chairs. Terms of Reference of the Committees are available on the Company’s website <https://octopusrenewablesinfrastructure.com/>

The Chairman is responsible for leading the Board, creating conditions for overall Board and individual director effectiveness, and promoting constructive debate. The role of the Chair includes:

- Leadership of the Board, ensuring its effectiveness in all aspects of its role;
- Ensuring the Board is provided with sufficient and timely information in order to ensure it is able to discharge its duties;
- Ensuring each Board member’s views are considered, and appropriate action taken;
- Ensuring that each Committee has the support required to fulfil its duties;
- Engaging the Board in assessing and improving its performance;
- Overseeing the induction and development of directors;
- Overseeing the investment manager and other service providers;
- Seeking regular engagement with major Shareholders in order to understand their views on governance and performance against the company’s investment objective and investment policy;
- Ensuring that the Board as a whole has a clear understanding of the views of Shareholders;
- Ensure that the Board complies with its obligations under section 172 Companies Act 2006, by taking into account the needs of the Company’s wider stakeholders;
- Ensuring regular engagement with each service provider; and
- Keeping up to date with key developments.

The role of SID is principally to support the Chairman in his role and to work with him and other Directors to resolve any significant issues that may arise. The role of SID includes:

- Providing a sounding board for the Chair;
- Serving as an intermediary for the other directors and shareholders; and
- Leading annual appraisal of the Chair’s performance.

The role of the Committee Chair includes:

- Ensuring appropriate papers are considered at the meeting;
- Ensuring committee members’ views and opinions are appropriately considered;
- Seeking engagement with Shareholders on significant matters related to their areas of responsibility;
- Maintaining relationships with advisers and external service providers; and
- Considering appointing independent professional advice where deemed appropriate.

The role of the Board includes:

- Reviewing the Board pack ahead of the meeting;
- Providing appropriate opinion, advice and guidance to the Chair and fellow Board members;

- Supporting the Chair, SID, fellow Board members and service providers in fulfilling their role, providing effective challenge as appropriate; and
- Providing appropriate support at the Annual General Meeting.