

**ATRATO ONSITE ENERGY PLC
(THE “COMPANY”)**

MANAGEMENT ENGAGEMENT COMMITTEE TERMS OF REFERENCE

1. MEMBERSHIP

1.1 The management engagement committee (the “Committee”) shall be comprised of a minimum of any two Directors of the Company. Members of the Committee shall be appointed by the Board of Directors of the Company (the “Board”), in consultation with the Chair of the Committee.

1.2 Only members of the Committee have the right to attend and vote at Committee meetings. However, other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary.

1.3 Appointments to the Committee shall be for a period of up to three years, extendable by additional three year periods, so long as members continue to be independent.

1.4 The Board shall appoint the Committee Chair and determine the period for which he or she shall hold office. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

1.5 Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence. Where possible, the Chair and members of the Committee should be rotated on a regular basis.

2. QUORUM

2.1 The quorum necessary for the transaction of business shall be two members. 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.

3. FREQUENCY OF MEETINGS

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

3.2 Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals involved in the Company’s governance, including the Company Secretary, the Investment Adviser, the Alternative Investment Fund Manager (“AIFM”), and their Directors, officers, partners and senior employees (as appropriate).

4. NOTICE OF MEETINGS AND PROCEEDINGS AT MEETINGS

4.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members.

4.2 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, any other person required to attend, no later than three working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time. Papers required by the Committee may be provided electronically.

4.3 Meetings of the Committee may be conducted when the members are physically present together or in the form of either video or audio conferences.

5. MINUTES OF MEETINGS

5.1 The secretary of the Committee shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

5.2 The Chair of the Committee should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

5.3 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless, in the opinion of the Committee Chair, it would be inappropriate to do so.

6. ANNUAL GENERAL MEETING

6.1 The Committee Chair should attend the annual general meeting to answer shareholder questions on the Committee's activities, if any.

7. DUTIES

7.1 The Committee will carry out the duties below for the Company. The Committee shall, in conducting all of its duties in accordance with these terms of reference, act in a way it considers in good faith would be in the best interests of the Company.

7.2 The Committee shall monitor and evaluate the Investment Adviser's investment performance and, if necessary, provide appropriate guidance.

7.3 The Committee shall review, at least annually, the performance of the AIFM and the Investment Adviser and the continued retention of the AIFM and the Investment Adviser's services.

7.4 The Committee shall consider the merit of obtaining, on a regular basis, an independent appraisal of the AIFM and the Investment Adviser's services.

7.5 The Committee shall review any attribution analysis provided by the Investment Adviser and consider whether it should be published at least annually.

7.6 The Committee shall review the level and method of remuneration, the basis of performance fees (if any) and the notice period of the AIFM and the Investment Adviser.

7.7 The Committee shall consider whether management fees should be based on gross assets, net assets or market capitalisation.

7.8 The Committee shall consider the basis on which to charge fees on cash or other funds managed by the Investment Adviser.

7.9 If there is a performance related element, or the introduction of a performance fee is under consideration, the Committee shall ensure that the basis does not encourage excessive risk and that it aligns the interests of the Investment Adviser with that of the shareholders to reward the Investment Adviser if certain criteria are met.

7.10 The Committee shall ensure that processes have been put in place to review the Company's risk management and internal control systems designed to safeguard shareholders' investment and the company's assets.

7.11 The Committee shall monitor and evaluate other service key service providers (such as the company secretary, registrar and broker) to ensure their continued competitiveness and effectiveness.

8 REPORTING RESPONSIBILITIES

8.1 The Committee Chair shall report formally to the Board on its 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.

8.2 The Committee shall compile a report on its activities to be included as a separate section in the Company's annual report, including the reasons for recommending the continuing appointment of the AIFM and the Investment Adviser (if such recommendation is given).

9 OTHER MATTERS

The Committee shall:

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

9.2 give due consideration to applicable laws and regulations, including the provisions of the AIC Code of Corporate Governance and the requirements of the rules of London Stock Exchange plc, EU Regulation 596/2014 as it forms part of the domestic law of the United Kingdom (the Market Abuse Regulation), Prospectus Rules, and Disclosure Guidance and Transparency Rules, and any other applicable rules as appropriate;

9.3 oversee any investigation of activities which are within its terms of reference;

9.4 work and liaise as necessary with all other Board Committees; and

9.5 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board.

10 AUTHORITY

The Committee is authorised to:

- 10.1 seek any information it requires from any director or employee of the AIFM or Investment Adviser of the Company in order to perform its duties;
- 10.2 investigate and review any matter within its terms of reference and consider any matter the Committee deems relevant to the discharge of its duties;
- 10.3 obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- 10.4 call on the AIFM or Investment Adviser to be questioned at a meeting of the Committee as and when required; and
- 10.5 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.

Approved: 5 July 2023

SCHEDULE 1

Members of the Committee:

Faye Goss (Chair)

Juliet Davenport

Duncan Neale