

# Role of the Chair of the Board

## Atrato Onsite Energy Plc ("the Company")

---

1. The Chair leads the Board and is responsible for its overall effectiveness in directing the Company. The Chair should:
  - 1.1. provide input and liaise with the company secretary and investment adviser to set Board agendas primarily focused on strategy, performance, value creation, sustainability, culture, stakeholders and accountability, and ensuring that issues relevant to these areas are reserved for Board's decision;
  - 1.2. demonstrate objective judgement throughout their tenure;
  - 1.3. shape the culture in the boardroom and promoting openness and debate;
  - 1.4. facilitate constructive Board relations and the effective contribution of all non-executive Directors by drawing on their skills, experience and knowledge;
  - 1.5. ensure that Directors receive accurate, high-quality, timely and clear information;
  - 1.6. provide guidance and mentoring to new Directors, as appropriate;
  - 1.7. ensure that all Directors continually update their skills, knowledge and familiarity with the Company to fulfil their role both on the Board and the Committees;
  - 1.8. in addition to formal general meetings, seek regular engagement with major shareholders in order to understand their views on governance and performance against the Company's investment objective and investment policy;
  - 1.9. ensure that the Board as a whole has a clear understanding of the views of shareholders;
  - 1.10. represent the Company to its stakeholders and consider ways of reaching out to increase the visibility of non-executive Directors to them;
  - 1.11. lead on the annual evaluation of the performance of the Board, its Committees and individual Directors, and act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the Board; and

- 1.12. consider having a regular externally facilitated board evaluation.
2. The Chair should not chair the meetings when the Board is dealing with the appointment of their successor.
3. On appointment, and throughout their tenure, the Chair should disclose all relationships that may create a conflict of interest between the Chair's interest and those of the shareholders and ensure that any such conflict is managed effectively to ensure their judgement remains objective.
4. The Chair should be independent on appointment when assessed against the circumstances set out in Provision 13 of the AIC Code of Corporate Governance.
5. The Chair may be a member of the Audit Committee if they were independent on appointment, but cannot be the chair of that Committee.
6. The Chair may be a member of, and may chair, the Management Engagement Committee, provided that they are independent of the Investment Adviser.