

Ecofin U.S. Renewables Infrastructure Trust PLC (the Company)

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

In these Terms of Reference the following terms shall have the following meanings:

Administrator shall mean the administrator of the Company;

Board shall mean the Board of Directors of the Company;

Committee shall mean the Audit Committee; and

Investment Manager shall mean the investment manager of the Company.

1 Introduction

- 1.1 These Terms of Reference have been produced to identify and formalise the roles, tasks and responsibilities of the Committee for compliance with the UK Corporate Governance Code and to assist the Committee in achieving best practice in corporate governance for the Company and its subsidiaries (the **Group**).
- 1.2 The Committee has the delegated authority of the Board in respect of the functions and powers set out in these Terms of Reference.
- 1.3 The Committee may sub-delegate any or all of its powers and authority as it thinks fit to one or more of its members or the Company Secretary, including, without limitation, the establishment of sub-committees which are to report back to the Committee.

2 Membership and Attendance

- 2.1 The Committee shall be appointed by the Board on the recommendation of the Company's Nomination Committee in consultation with the chairman of the Committee (other than in respect of the initial members of the Committee as set out in paragraph 2.2 below) and shall comprise at least two members, each of whom shall be independent non-executive directors of the Company. At least one member of the Committee shall have recent and relevant financial experience with competence in accounting and/or auditing. The Committee shall include, where possible, one member of the Remuneration Committee (if the Company established a Remuneration Committee it being noted that initially the board as a whole will fulfil the responsibilities typically undertaken by a remuneration committee). The Committee as a whole must have competence relevant to the sector in which the Company invests. The requirements for independence, financial experience and competence may be satisfied by the same members or different members of the Committee.
- 2.2 The Board shall appoint the Committee Chairman who shall be an independent non-executive director. The Board shall determine the period for which he/she shall hold office. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair any meeting of the Committee. The chairman of the Board may

be a member of, but not chair, the Committee provided he/she is independent on appointment as chairman.

- 2.3 The Committee Chairman should have recent and relevant financial experience ideally with a professional qualification from one of the professional accountancy bodies.
- 2.4 Appointments to the Committee shall be for a period for up to three years, which may be extended by further three year periods, provided the members continue to be independent.
- 2.5 Members of the Committee may attend meetings of the Committee in person or through the medium of conference telephone or similar form of communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.
- 2.6 Only members of the Committee shall have the right to attend and vote at Committee meetings. However, others may be invited to attend meetings of the Committee on a regular basis (for example, the external auditors) and other non-members may be invited to attend for all or part of any meeting as and when appropriate and necessary.
- 2.7 In the event that the Committee or any member of the Committee requires access to independent professional advice in connection with his duties, a request may be made to the Committee Chairman.
- 2.8 Every member of the Committee shall give sufficient time and attention to his/her duties as a member of the Committee. He/she shall give the Company the benefit of his/her skills and expertise through regular attendance and active participation.

3 Secretary

- 3.1 A representative of the Company Secretary or its nominee shall act as the secretary of the Committee (Secretary) 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.

4 Quorum and voting arrangements

- 4.1 The quorum necessary for the transaction of business shall be two members (including, wherever possible, at least one member with recent and relevant financial experience and competence in accounting and/or auditing) present in person or through the medium of conference telephone or similar form of communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.
- 4.2 A duly convened Committee meeting 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.

- 4.3 Each Committee member shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting (whether in person or by audio or video conference).
- 4.4 If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly, has a personal interest, that member shall not be counted towards the quorum or be permitted to vote at the meeting.

5 Frequency of Meetings

- 5.1 The Committee shall meet at least two times a year at appropriate intervals in the financial reporting and audit cycle and at such other times as the Committee Chairman or other Committee member shall require.
- 5.2 Outside of the formal meeting programme, the Committee Chairman and, to a lesser extent the other Committee members, will maintain a dialogue with key individuals involved in the Company's governance, including the Chairman of the Board, the Investment Manager, the external audit lead partner and the Risk Committee Chairman.

6 Notice of Meetings and Proceedings at Meetings

- 6.1 Meetings of the Committee shall be convened by the Secretary at the request of any of its members or at the request of the Company's external audit lead partner or head of internal audit if they consider it necessary.
- 6.2 At least 5 working days' notice of any meeting of the Committee shall be given, although such notice period may be waived or shortened with the consent in writing of all the members of the Committee for the time being. Notice of the meeting shall confirm the venue, time and date together with an agenda of items to be discussed. Notice shall be sent to each member of the Committee and any other person required to attend. Supporting papers shall be sent to Committee members and to 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.
- 6.4 All documentation will be prepared to the highest standards of confidentiality to protect the security of the information.
- 6.5 Meetings of the Committee may be conducted when the members are physically present or in the form of video or audio conferences or some other electronic means enabling attendance and participation in the meeting.

7 Minutes of Meetings

- 7.1 The Secretary shall minute the proceedings and decisions of all Committee meetings (including the names of those present and in attendance).
- 7.2 In the absence of the secretary of the Committee, the members present at the meeting of the Committee shall elect another person to act as the secretary for the purposes of that meeting.
- 7.3 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest, or any personal financial interest (either than as a shareholder) in any matter to be decided on, or any other matter which may compromise independence as a non-executive director and minute them accordingly.
- 7.4 Draft minutes of Committee meetings shall be agreed with the Committee Chairman and then circulated promptly to all members of the Committee and, once approved, to all other members of the Board, unless it would be inappropriate to do so in the opinion of the Committee Chairman.
- 7.5 Once agreed, minutes of the Committee meetings shall be kept by the secretary of the Committee and shall be available for inspection by any member of the Committee or Director at any reasonable time on reasonable notice.

8 Annual General Meeting

The Committee Chairman shall attend the Company's Annual General Meeting to answer any shareholder questions on the Committee's activities and areas of responsibility.

9 Duties

- 9.1 The Committee should have oversight of the Group as a whole and, unless required otherwise by regulation, carry out the duties below for the Company, major subsidiary undertakings and the group as a whole.

Financial Reporting

- 9.2 The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, and any other formal announcements relating to its financial performance, and review and report to the Board on significant financial reporting issues and judgements which those statements or announcements contain having regard to matters communicated to it by the auditor.
- 9.3 In particular, the Committee shall review and challenge where necessary:
- (a) the application of significant accounting policies and any changes to them both on a year on year basis and (as applicable) across the Group;

- (b) the methods used to account for significant or unusual transactions where different approaches are possible;
- (c) whether the Group has followed appropriate accounting policies and made appropriate estimates and judgements taking into account the views of the external auditor on the financial statements;
- (d) all material information presented with the financial statements, including the strategic review and the corporate governance statements relating to the audit and risk management; and
- (e) the clarity and completeness of disclosures in the Group's financial reports and the context in which statements are made.

9.4 Where the Committee is not satisfied with any aspect of the proposed financial reporting by the Group, it shall report its views to the Board.

Narrative reporting

9.5 Where requested by the Board, the Committee shall review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy, and whether it informs the Board's statement in the annual report on these matters that is required under the UK Corporate Governance Code.

Internal Controls and Risk Management Systems

9.6 The Committee shall:

- (a) keep under review the Company's internal financial controls and internal control and risk management systems that identify, assess, manage and monitor financial risks, and other integral control and risk management systems;
- (b) review and approve the statements to be included in the annual report concerning internal control, risk management and the viability statement;
- (c) review and approve statements explaining how assets have been invested with a view to spreading investment risk;
- (d) recommend the level of any proposed dividend to the Board;
- (e) recommend the level of any proposed Net Asset Value to the Board;

- (f) liaise with the Board and ensure that other statements regarding the Investment Manager including relevant details of its remuneration and appointment and its continued appointment are, included in the annual report; and
- (g) ensure that the annual report includes:
 - (i) the full text of the Company's published investment policy;
 - (ii) a detailed and meaningful analysis of the Company's investment portfolio; and
 - (iii) a summary of the valuation of its portfolio made in accordance with the Listing Rules published by the Financial Conduct Authority.

Compliance, whistleblowing and fraud

9.7 The Committee shall review:

- (a) the adequacy and security of the Investment Manager's or Administrator's arrangements for its employees, contractors and other members of its workforce to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- (b) the Company's and/or Investment Manager's procedures for detecting fraud;
- (c) the Investment Manager's systems and controls for the prevention of bribery, and receive reports on non-compliance;
- (d) regular reports from the Investment Manager's and/or Administrator's compliance team and keep under review the adequacy and effectiveness of the Investment Manager's compliance function, including any reports on anti-money laundering.

External Audit

9.8 The Committee shall consider and make recommendations to the Board, to be put to shareholders for approval at the Annual General Meeting, as regards the appointment, re-appointment and removal of the Company's external auditor. If the Board does not accept the Committee's recommendation(s), the Committee shall prepare a statement for inclusion in the Company's annual report, and in any papers recommending appointment or re-appointment, explaining the recommendation and setting out the reasons why the Board has taken a different position.

9.9 The Committee shall develop and oversee the selection process for the appointment of the external audit firm, ensuring that the audit services' contract is put to tender and all tendering firms have access to all necessary information and individuals during the tendering process. The

Committee is responsible for organising the selection process for a new external auditor and must select at least two potential audit firms to be put forward to the Board, expressing a preference for one of them (and giving reasons for the preference identified). The Committee must state in its recommendation that its recommendation is free from influence from a third party and that no contractual term restricting the choice by the general meeting of the Company's shareholders to certain categories or lists of statutory auditors or audit firms (as fully described in Article 16 (6) of Regulation (EU) No.537 (2014)) has been imposed on the Company.

- 9.10 If an external auditor resigns, the Committee shall investigate the issues leading to this and decide whether any action is required.
- 9.11 The Committee shall develop and implement a policy on the engagement of the external auditor to supply non-audit services, taking into account relevant guidance regarding the provision of non-audit services by the external audit firm, and regarding the prohibition of certain non-audit services and to report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.
- 9.12 The Committee shall oversee the relationship with the external auditor and shall:
- (a) approve their remuneration, including both fees for audit and non-audit services, and ensure that the level of fees is appropriate to enable an effective and high quality audit to be conducted and that the levels of such remuneration is in accordance with the relevant requirements;
 - (b) approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
 - (c) assess annually the external auditor's independence and objectivity taking into account relevant UK law, regulation, the FRC's Ethical Standard and other professional requirements and the relationship with the auditor as a whole, including any threats to the auditor's independence and the provision of any non-audit services (including satisfying itself that the auditor appointed by the Company is not conflicted by any work carried out by it for the Investment Manager and that any potential conflict of interest has been satisfactorily resolved);
 - (d) satisfy itself that there are no relationships (such as family, employment, investment, financial or business) between the external auditor and the Company or the Investment Manager (other than in the ordinary course of business) which could adversely affect the external auditor's independence and objectivity;
 - (e) agree with the Board a policy on the employment by the Investment Manager of former employees of the Company's external auditor, taking into account the FRC's Ethical Standard and legal requirements, and monitor the implementation of that policy;

- (f) monitor the auditor's processes for maintaining independence, its compliance with relevant UK law, regulation, other professional requirements and the FRC's Ethical Standard, including the guidance on the rotation of audit partner and staff, ;
- (g) monitor the level of fees paid by the Company to the external auditor compared to the overall fee income of the firm, office and partner and assess these in the context of relevant legal, professional and regulatory requirements, guidance and the FRC's Ethical Standard;
- (h) assess annually the qualifications, expertise and resources, and independence of the external auditor and the effectiveness of the external audit process, which shall include a report from the external auditor on their own internal quality procedures;
- (i) seek to ensure co-ordination of the external audit with the activities of the appointed Administrator;
- (j) review the report provided by the external auditor to the Committee and considering whether to request a meeting with the external auditor to discuss the matters in such report; and
- (k) evaluate the risks to the quality and effectiveness of the financial reporting process in light of the external auditor's communications with the Committee and consider the need to include the risk of the withdrawal of their external auditor from the market in that evaluation.

9.13 The Committee shall develop and recommend to the Board the Company's formal policy on the provision of non-audit services by the auditor, including prior approval of non-audit services by the Committee and specifying the types of non-audit services to be pre-approved, and assessment of whether non-audit services have a direct or material effect on the audited financial statements. The policy should include consideration of the following matters:

- (a) threats to the independence and objectivity of the external auditor and any safeguards in place, taking into account relevant UK law, regulation, the FRC's Ethical Standard and other professional requirements;
- (b) the nature of the non-audit services;
- (c) whether the external audit firm is the most suitable supplier of the non-audit service;
- (d) the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
- (e) the criteria governing compensation.

9.14 The Committee shall meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and, at least once a year, meet

with the external auditor without any representatives of the Investment Manager being present to discuss the auditor's remit and any issues arising from the audit.

- 9.15 The Committee shall discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team.
- 9.16 The Committee shall review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
- (a) a discussion of any major issues which arose during the audit;
 - (b) the auditor's explanation of how the risks to audit quality were addressed;
 - (c) key accounting and audit judgements; and
 - (d) levels of errors identified during the audit.
- 9.17 The Committee shall review any representation letter(s) requested by the external auditor before they are signed by management.
- 9.18 The Committee shall review the management letter and management's response to the auditor's findings and recommendations.
- 9.19 The Committee shall review the effectiveness of the audit process taking into account relevant UK law, regulation, the FRC's Ethical Standard and other professional requirements, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to the questions from the Committee.

10 Reporting Responsibilities

- 10.1 The Committee Chairman 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. This report shall include:
- (a) the significant issues that it considered in relation to the financial statements (required under paragraph 9.2) and how these were addressed;
 - (b) its assessment of the effectiveness of the external audit process (required under paragraph 9.19), the approach taken to the appointment or reappointment of the external auditor, length of tenure of the external audit firm, when a tender was last conducted and advance notice of any retendering plans;

- (c) any key matters raised by the external auditors in its report to the Committee as discussed at paragraph 9.12(j);
- (d) if the external auditor provides non-audit services, an explanation of how auditor objectivity and independence are safeguarded; and
- (e) any other 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 to be included in the Company's annual report. The Committee's report shall include:

- (a) the significant issues the Committee considered in relation to the financial statements and how these issues were addressed;
- (b) an explanation of how the Committee has assessed the independence and effectiveness of the external audit process, the approach taken to the appointment or reappointment of the external auditor, information on the length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans;
- (c) an explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services; and
- (d) all other information requirements set out in the UK Corporate Governance Code and/or the AIC Code of Corporate Governance.

10.4 In compiling the reports referred to in paragraphs 10.1 and 10.3, the Committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but should at least include those matters that have informed the Board's assessment of whether the Company is a going concern and the inputs to the Board's viability statement. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts, but could provide cross-references to that information.

10.5 Through the Chairman of the Board, the Committee shall ensure that the Company maintains contact as appropriate and required with its principal shareholders in respect of audit and financial issues.

11 Other Matters

11.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required with a view to ensuring that procedures of the Committee and all applicable rules and regulations are followed.

- 11.2 The Committee shall 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 The Committee shall give due consideration to relevant laws and regulations, the provisions of the UK Corporate Governance Code, the AIC Code of Corporate Governance and requirements of the Financial Conduct Authority's Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebooks, and any other applicable rules, as appropriate.
- 11.4 The Committee shall be responsible for co-ordination with external auditors.
- 11.5 The Committee shall oversee any investigation of activities which are within its terms of reference.
- 11.6 The Committee shall work and liaise as necessary with all other Board Committees.
- 11.7 The Committee should arrange for periodic reviews of its own performance, and, at least annually, review its constitution and these Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board.

12 Authority

- 12.1 The Committee is authorised to:
- (a) seek any information it requires from any member of the Board and/or any director or any employee of the Investment Manager in order to perform its duties;
 - (b) investigate and review any matter within its terms of reference and consider any matter the Committee deems relevant to the discharge of its duties;
 - (c) call on the Investment Manager to be questioned at a meeting of the Committee as and when required;
 - (d) obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so; and
 - (e) 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.