

**SCHEDULE 2**  
**DIVISION OF RESPONSIBILITIES OF CHAIR AND MANAGING DIRECTOR**  
 (approved by the Board of Thrive Renewables plc on 2 May 2024)

Chair	Managing Director
<b>Reporting Lines</b>	
Reports to the Board.	Reports to the Chair (acting on behalf of the Board) and the Board directly.
<b>Primary Responsibilities</b>	
<p>Leading the Board effectively.</p> <p>Overseeing the adoption, delivery and communication of the Company's corporate governance model.</p> <p>Ensuring strategic objectives are agreed with the Board and implemented, including identifying and monitoring any significant risks in pursuing the agreed strategic objectives, and monitoring how the company fulfils its stated purpose</p>	<p>Overall day-to-day management and leadership of the business, monitoring the performance of the business and reporting to the Board.</p> <p>Ensuring the delivery and communication of the Company's corporate governance model.</p> <p>Developing strategic aims and objectives for the business for discussion by the Board and delivering the strategic objectives agreed and set by the Board</p>
<b>Other Responsibilities</b>	
Setting the agenda for Board meetings following the recommendation from the executive directors and Company Secretary, and ensuring that the agenda concentrates on key issues, both operational and financial	Along with other members of the SMT, recommending agenda items for Board and Committee meetings
<p>Chairing Board meetings effectively to manage Board discussions and ensure there is sufficient time for discussion of complex matters</p> <p>Ensuring that the Board receives accurate, timely and clear information to enable directors to have sufficient time to review reports ahead of meetings</p>	<p>Ensuring that the Chair is aware of significant, complex or sensitive issues which may require significant time for Board discussion</p> <p>Ensuring that the Board receives, in a timely manner, reports which contain accurate and clear information on, amongst other things, the performance of the business and key market factors</p>
<p>Ensuring effective implementation by the Managing Director and SMT of Board decisions</p> <p>Ensuring the effectiveness of the Board as a whole and each individual director, including: encouraging active engagement and involvement by all Board members, ensuring good communications</p>	<p>Ensuring, with the SMT, that the Board's decisions are effectively implemented, and reporting back to the Board</p> <p>Ensuring there is good communication between the SMT and non-executive directors</p>

<p>between Board members, with open and constructive Board discussions, providing challenge where necessary</p>	
<p>Chairing shareholder meetings</p>	<p>Acting as a liaison between the Company and the public, investors and shareholders in accordance with the Communications policy agreed and set by the Board</p>
<p>Ensuring that there is effective communication with the Company's shareholders and ensuring that the Board develops an understanding of view of the shareholders</p>	<p>Leading the communication with shareholders and providing information to the Board on the views of the shareholders</p>
<p>Ensuring that the Company's existing and potential stakeholders are identified and their needs and expectations are understood by the Board</p>	<p>Ensuring that key relationships with suppliers, developers, competitors, brokers, landlords, communities, clients, customers, debt providers, advisors, existing and potential investors and shareholders are fostered</p>
<p>Ensuring that the performance of the Board, its Committees and individual directors is evaluated at least once a year, including conducting an annual appraisal of the Managing Director's performance having obtained input from all directors and the SMT, and that the results of such evaluations are acted upon</p>	<p>Conducting annual appraisals for all members of the SMT, using ongoing input from all directors and any relevant external advisors, to inform the review process.</p>
<p>Addressing the development needs of the Board on the whole</p>	<p>Ensuring that the development needs of the SMT are identified and met, and implementing any succession plans for the SMT</p>
<p>Ensuring that an effective induction programme is available for new Board appointments, and helping to identify the possible training and development needs of the directors</p>	<p>Providing an induction into the Company for all new Board members on the recommendation of the Chair</p>
<p>Ensuring appropriate succession planning and that the Board and Committees have the correct blend of skills and experience</p>	<p>Implementing any succession plans agreed by the Board or Nominations Committee</p>
<p>Ensuring there is a clear structure for and effective running of Board Committees, and that the terms of reference for each Committee are appropriate</p>	<p>With the exception of the list of Matters Reserved for the Board, ensuring the Company has the necessary human and financial resources in order to achieve the aims and objectives set for the business within the framework of the Delegated Authorities agreed by the Board</p>
<p>Ensuring that non-executive directors meet at least once annually without the presence of executive directors</p>	
<p>Providing mentoring, support and advice to the Managing Director</p>	

Leading and managing the SMT. Ensuring that there is a clear performance management framework in place throughout the organisation, and that personal objectives are set for each individual annually which align with the Company's strategic objectives set by the Board

Identifying key areas of risk, threats and opportunities, and reporting to the Audit Committee and the Board

Providing a framework of effective and prudent controls and reporting to the Audit Committee

Making recommendations to the Remuneration Committee on overall remuneration policy for the SMT, including the annual salary review

Proposing and ensuring implementation of Company policies, as agreed and set by the Board