

SDCL ENERGY EFFICIENCY INCOME TRUST PLC
(the "**Company**")

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE
(the "**Committee**")

1 MEMBERSHIP

- 1.1 All members of the Board shall be members of the Committee (the "**Members**").
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, the Remuneration Committee has discretion to invite professional service providers to attend meetings as and when required.
- 1.3 Members of the Committee shall be appointed by the Board and consist of at least 3 members, all of whom should be independent Non-Executive Directors of the Company.
- 1.4 Subject to the annual re-election of directors, appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods, so long as members continue to be independent and meet the criteria for membership of the Committee.
- 1.5 The Chairman of the Committee shall be appointed by the Board and shall be an independent Non-Executive Director. In the absence of the Committee chairman and/or an appointed deputy, the remaining members present shall elect one of their members to chair the meeting. The Company Chairman may be a member of, but not Chair, the Committee.
- 1.6 In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2 SECRETARY

- 2.1 The company secretary, or its nominee, shall act as the secretary of the Committee (the "**Committee Secretary**") and shall attend all its meetings and will ensure that the members of the Committee receive information and papers in a timely manner to enable full and proper consideration to be given to the issues to be considered at the relevant meeting.

3 QUORUM

- 3.1 The quorum necessary for the transaction of business shall be 2 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. All reasonable efforts shall be made to give notice of meetings of the

Committee to all members and invitees and to arrange such meetings so that all members and invitees are able to attend.

4 CONSTITUTION AND PURPOSE

- 4.1 The Committee does not hold any executive authority save as expressed herein.
- 4.2 The Committee shall consider the required levels of remuneration sufficient to attract, retain and motivate directors of the quality required to run the Company successfully, but avoid paying more than is necessary for this purpose.
- 4.3 In accordance with AIC Code of Corporate Governance the Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board. This requirement could be met by including the information on the Company's website.

5 AUTHORITY

- 5.1 The Committee is authorised to investigate and review any matter within its terms of reference and to consider any matter the Committee deems relevant to the discharge of its duties.
- 5.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and to secure the attendance of outsiders with relevant expertise or experience as it considers necessary.

6 RESPONSIBILITY

The responsibilities of the Committee shall be:

- i. To recommend the Board policy for the remuneration of the directors of the Company;
- ii. To review any proposed changes to the remuneration of the directors of the Company;
- iii. To review and consider any additional ad-hoc payments in relation to duties undertaken over and above normal business, e.g. a new share issue, etc.;
- iv. The Committee shall make remuneration recommendations to the Board of the Company for ultimate approval by the shareholders of the Company at each Annual General Meeting;
- v. The Chairman of the Committee or their appointed deputy should be available to answer questions about its work at the Annual General Meeting of the Company; and
- vi. The Committee may engage independent professional remuneration advice.

Amendments may be made to the duties of the Committee by the Board from time to time.

7 REPORTING PROCEDURES

- 7.1 The Secretary shall circulate the minutes of the meetings to all members of the Committee following approval by the Chairman of the Committee and to the Board of Directors by way of inclusion in the relevant quarterly Board pack(s).
- 7.2 The Chairman of the Committee shall make a brief report of the findings and recommendations of the Committee to the Board of Directors after each Committee meeting.
- 7.3 The Committee in making remuneration recommendations for ultimate approval by the Shareholders of the Company at each Annual General Meeting should make a statement as to its recommendations (with justification) in the Company's annual report.

8 FREQUENCY OF MEETINGS

- 8.1 A meeting shall be held at least once a year and where appropriate coincide with the key date(s) in the Company's financial reporting cycle and at such other times as the Chairman of the Committee deems appropriate.

9 OTHER

- 9.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.