

VH GLOBAL SUSTAINABLE ENERGY OPPORTUNITIES PLC
(the “Company”)

ROLE OF THE CHAIR OF THE BOARD

1. The Chair leads the Board and is responsible for its overall effectiveness in directing the Company. The Chair should:
 - 1.1. set Board agendas primarily focused on strategy, performance, value creation, 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. shaping 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. providing 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. leading the annual Board evaluation, with support from the Senior Independent Director as appropriate, and acting on the results of the evaluation by recognising the strengths and weaknesses of the Board;
 - 1.9. 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;
 - 1.10. ensure that the Board as a whole has a clear understanding of the views of shareholders;
 - 1.11. represent the Company to its stakeholders and considers ways of reaching out to increase the visibility of non-executive Directors to them; and
 - 1.12. leading on the annual evaluation of the performance of the Board, its Committees and individual Directors, and acting on the results of the evaluation by recognising the strengths and addressing any weaknesses of the Board.
2. The Chair should not chair the Nomination Committee meetings when the Committee is dealing with the appointment of their successor.
3. On appointment, and throughout their tenure, the Chair should have no relationships that may create a conflict of interest between the Chair’s interest and those of the shareholders.
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.