



# POLICY ON CORPORATE GOVERNANCE, NOMINATIONS & RE-ELECTION

WindForce PLC

[Abstract](#)

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## 1. Introduction

This Corporate Governance, Nominations, and Re-election Policy (the "Policy") of Wind Force PLC (the "Company") outlines the principles and procedures governing the nomination and re-election of directors and board members in accordance with best practices and applicable laws and regulations.

## 2. Governance Framework

- (a) Governance Structure: The Board is responsible for overseeing the Company's governance framework, ensuring that its practices are aligned with both the Company's strategic objectives and regulatory obligations.
- (b) Board Committees: The Company will establish and maintain committees in accordance with legal requirements and best practices, including but not limited to the Remuneration Committee, Audit Committee, Related Party Transactions Review Committee, and Nominations and Governance Committee, each with clearly defined roles and responsibilities.

## 3. Nomination Process

- (a) Nominations and Governance Committee: In accordance with specific Terms of Reference, the Nominations and Governance Committee is tasked with identifying and recommending candidates for the Board of Directors and its committees. All new Board appointments must follow the Committee's recommendations. The Committee ensures that nominations are based on a comprehensive evaluation of candidates' qualifications, experience, and their alignment with the Company's requirements.

The Company recognizes the importance of shareholder input in the nominations process. Shareholders may submit recommendations for board nominations within a specified period.

- (b) Assessment: The Nominations and Governance Committee will conduct an annual evaluation of the Board's composition against predefined criteria for skills and knowledge, ensuring that the Board's collective expertise aligns with the strategic needs of the Company.
- (c) Selection Criteria: Board candidates will be assessed based on their expertise, experience, independence, and capacity to contribute effectively to the Company's governance. The selection process will also consider diversity and inclusivity.
- (d) Nomination Procedure: The Committee will implement a thorough and transparent nomination process, including reviewing resumes, conducting interviews, and performing reference checks. Final recommendations will be submitted to the Board for approval.

(e) Succession: The Committee is responsible for ensuring a succession plan is in place for the chief executive officer and other key management personnel. It will also determine the training and development needs for those identified in succession planning.

**4. Election Process**

The election of directors shall be conducted through a transparent and fair process, typically at the annual general meeting, following established legal requirements and best practices and in accordance with the Articles of Association of the Company.

**5. Re-election and Resignations**

Directors seeking re-election shall be assessed based on their performance, contribution to the company's success, and adherence to corporate governance principles. The Nominations and Governance Committee shall make recommendations regarding re-election and the following information should be disclose

- Date of first appointment as a director
- Date of last re appointment as a director
- Directorships or Chairpersonships and other principal commitments both present and those held over the preceding three years in other listed entities
- Any relationships including close family relationships between the candidate and the directors of the Company

In the event of a resignation of a director prior to completion of his/her appointed term, the director should provide a written communication to the board of his/her reasons for resignation.

**6. Term Limits**

To promote board renewal and fresh perspectives, directors may serve a limited number of terms.

**7. Conflicts of Interest**

Directors involved in the nominations process must disclose any conflicts of interest. Conflicted directors shall not participate in discussions or decisions related to nominations.

**8. Review and Amendment**

This Policy shall be reviewed periodically or at least every two years to ensure alignment with Articles of Association of the Company, evolving corporate governance best practices and regulatory requirements. Amendments may be made when necessary.