

## Riverstone Energy Limited

### Nomination and Remuneration Committee Terms of Reference

Primary responsibility	To assist the Board in filling vacancies on the Board and its committees and to review and make recommendations regarding the Board structure, size and composition, remuneration and external evaluation.
Membership	<p>The Committee shall comprise at least three members. The members of the Committee shall be appointed by the Board, with the majority of members being independent directors of the Company.</p> <p>The Chair of the Committee shall be appointed by the Board, from amongst the Chair of the Board and the independent directors of the Company. In the absence of the Committee Chair and/or an appointed deputy, the remaining members of the Committee present shall elect one of themselves to chair the meeting. The Chair of the Board shall not chair a Committee meeting concerning the appointment of a successor to the Chair.</p> <p>Any member who is determined by the Board no longer to be independent shall cease to be a member of the Committee if this would result in a majority of the Committee not being independent.</p>
Frequency and location of meetings	<p>The Committee shall meet no less than once a year. Additional ad hoc meetings or informal discussions shall be convened, at any other times during the year that the Committee determine appropriate or at the request of any of its members.</p> <p>Meetings of the Committee shall be held in Guernsey or elsewhere outside of the United States and any other country in which REL or any of its portfolio companies operate.</p>
Quorum and attendance at meetings	<p>The quorum necessary at a meeting of the Committee for the transaction of business shall be two members of the Committee.</p> <p>Interested persons may be invited by the Committee to attend all or part of any meeting, as and when appropriate.</p>
Secretary	The Administrator shall act as the secretary to the Committee.
Training	An induction programme is provided by the Investment Manager for new Nomination and Remuneration Committee members and ongoing training is available for existing members of the Committee.
Authority	<p>The Committee is authorised by the Board to:</p> <ul style="list-style-type: none"><li>• investigate and undertake any activity within these terms of reference;</li><li>• obtain, at the Company's expense, outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary;</li><li>• delegate any of its powers to one or more of its members or the Secretary.</li></ul>

Duties	<p>The duties of the Committee shall be:</p> <ul style="list-style-type: none"> <li>• responsible for identifying and nominating, for the approval of the Board, suitable candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession for Directors, in particular with respect to the Chair, including preparing a description of the role and capabilities required for the particular vacancy, in light of evaluating the balance of skills, knowledge, independence and experience on the Board;</li> <li>• review regularly the Board structure, size and composition (including the skills, knowledge, independence, diversity and experience of the Board) and make recommendations to the Board about any adjustments;</li> <li>• recommend to the Board whether to reappoint a Director at the end of their term of office;</li> <li>• make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of a Director as an employee of the Company; and</li> <li>• make recommendations to the Board about suitable candidates for membership of the audit and the management engagement committees of the Board in consultation with the Chair of those committees.</li> <li>• determine and make recommendations to the Board regarding the remuneration of the Directors.</li> </ul>
Reporting procedures	<p>The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.</p> <p>The Committee Chair shall communicate as necessary to the Board after each meeting, identifying any matters in respect of which the Committee considers that action or improvement is needed and making recommendations as to the steps to be taken.</p> <p>A report on the Committee's processes and activities shall be disclosed in the Annual Report.</p> <p>The Committee Chair shall attend the annual general meeting of the Company prepared to respond to any shareholder questions on the Committee's activities.</p>
Self-evaluation	<p>The Committee shall arrange for periodic review of its own performance and, at least annually, review these terms of reference and recommend any changes it considers necessary to the Board for approval.</p>