

RIGHT OF FIRST OFFER – INVESTMENT COMMITTEE

Terms of reference of the Right of First Offer – Investment Committee (“ROFO-ICOM”)

The terms of reference of the ROFO-ICOM shall include, amongst others, the following:

- (i) Approving any proposal in relation to submission of a non-binding offer (by whatever name called), including terms and any subsequent amendment(s) thereof, in relation to any transaction which shall constitute a ROFO Transaction
- (ii) Reviewing investment decisions or proposals with respect to any transaction which shall constitute a ROFO Transaction, and recommending to the Audit Committee and / or to the Board
- (iii) Approving any proposal in relation to undertaking due diligence / obtaining third party opinion for any transaction which shall constitute a ROFO Transaction, including budget for incurring costs for due diligence, appointment of consultants, advisors, or any other vendors
- (iv) Undertaking / approving all actions, or authorizing the management to undertake / approve all actions as may be required in relation to transactions specified above
- (v) Formulating any policy for the Investment Manager and/ or the Trust as necessary, in relation to its functions, as specified above

Where “ROFO Transaction” shall mean any acquisition of / investment into assets or projects or companies, by the Trust or any of its SPVs, under the Right of First Offer Agreement, dated December 12, 2023 entered into between the Trustee (acting on behalf of the Trust), the Investment Manager and the Sponsors, including any amendments thereof.