

**RENEW ENERGY GLOBAL PLC**  
**NOMINATION AND BOARD GOVERNANCE COMMITTEE CHARTER**

This Nomination and Board Governance Committee Charter (this “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of ReNew Energy Global plc (the “*Company*”), effective as of August 23<sup>rd</sup>, 2021.

**I. PURPOSE**

The purpose of the Nomination and Board Governance Committee (the “*Committee*”) is to identify individuals qualified to become members (other than Investor / Founder nominee directors appointed in terms of the Articles of Association of the Company) of the Board consistent with criteria approved by the Board, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board.

**II. COMPOSITION**

Subject to the Company’s Articles of Association, the Committee shall consist of three directors, of which at least one shall satisfy the independence requirements of the NASDAQ Stock Market (“*NASDAQ*”) and shall be the chair of the Committee (“*Chair*”), and meet all other eligibility requirements of applicable laws. Committee members shall be appointed to and may be removed from the Committee, with or without cause, by the Board.

**III. MEETINGS, PROCEDURES AND AUTHORITY**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Articles of Association (the “*Articles*”) and the U.K. Companies Act 2006, as amended, to the extent that such provisions are applicable to the Committee.

The Board shall appoint the Chair. The Chair (or in the Chair’s absence, a member designated by the Chair or, if no such designation is made, a member designated by a majority of the Committee members present) shall preside at each meeting of the Committee. The Committee shall meet periodically as circumstances dictate. Meetings of the Committee may be called by the Chair of the Committee or the Chairman of the Board, by giving a notice of three clear days and such notice may be waived by the Chair of the Committee for emergency meetings if all members who would be entitled to attend (including observers, if any) consent. The Committee shall establish its own agenda and shall maintain minutes of its meetings.

Two members shall constitute a quorum of the Committee, and the Committee shall act only on the affirmative vote of a majority of the members at a meeting or in writing.

All non-management members (including observers) of the Board that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management or any other persons whose presence the Committee believes to be necessary or appropriate.

The Committee may, in its sole discretion, retain or obtain advice from any search firm to be used to identify director candidates, independent legal counsel or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of any search firm, counsel or adviser it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such search firm, counsel or adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles and NASDAQ rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request that any officer, employee or advisor of the Company meet with the Committee or any advisers engaged by the Committee.

The Company Secretary or his or her nominee shall act as the Secretary of the Committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

#### **IV. DUTIES AND RESPONSIBILITIES**

1. *Director Nominees.* The Committee shall identify individuals qualified to become members (other than Investor / Founder nominee directors appointed in terms of the Articles of Association of the Company) of the Board with the goal of ensuring that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. Prior to the appointment of such director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending such directors and by the Board in nominating such directors are as set forth in the Corporate Governance Guidelines.

3. *Succession Planning.* The Committee shall periodically review management development and succession plans for the Executive Officers, and such other officers and employees as the Committee may determine is advisable.

4. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval, directors to serve as members of each committee.

5. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Board Evaluations.* The Committee shall oversee the periodic self-evaluations of the Board and / or its members.

7. *Reporting.* The Committee shall review and approve any disclosure and reporting (including in financial statements) relating to the appointment and nomination of directors, the composition of the Board and succession planning.

8. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

9. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

10. *Review of this Charter.* The Committee shall annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

#### **V. DELEGATION OF DUTIES**

In fulfilling its responsibilities, the Committee may delegate any or all of its responsibilities to a subcommittee of the Committee.

#### **VI. SHAREHOLDERS' AGREEMENT**

For so long as the shareholders' agreement dated August 23<sup>rd</sup>, 2021 and any amendments thereto is in effect, this Charter shall be interpreted to be consistent with such agreement, as amended, and such agreement, as amended, shall prevail in the event of any inconsistency between such agreement and this Charter.