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## Committees Charters



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ENLIGHT RENEWABLE  
ENERGY LTD.

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## 01. Nominating Committee Charter

The board of directors (the “Board”) of Enlight Renewable Energy Ltd. (the “Company”) has constituted and established a nominating committee (the “Committee”) with the authority, responsibility and duties as described in this Nominating Committee Charter (this “Charter”).

### I. Purpose

The purpose of the Committee is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual general meeting of shareholders.

### II. Composition

The Committee must consist of at least two directors. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

### III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities. 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 Companies Law 5759-1999 (the “Companies Law”) and the Company’s Amended and Restated Articles of Association, as in effect from time to time (the “Articles of Association”). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the

Committee may act by unanimous written consent in lieu of a meeting.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

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 of Association and applicable Nasdaq rules.

#### IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual general meeting of shareholders.
2. *Criteria for Selecting Directors.* The Committee will recommend to the Board for its approval the criteria to be used by the Committee in recommending directors and by the Board in nominating directors (the "Criteria"). The initial Criteria are set forth in the Company's Corporate Governance Guidelines.
3. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

4. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.
5. *Review of this Charter.* The Committee must 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 has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

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## 02. Audit Committee Charter

The board of directors (the “Board”) of Enlight Renewable Energy Ltd. (the “Company”) has constituted and established an audit committee (the “Committee”) with the authority, responsibility and duties as described in this Audit Committee Charter (this “Charter”).

#### I. Purpose

The purpose of the Committee is to (i) oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company; (ii) approve certain acts and transactions requiring the approval of the Committee under the Israeli Companies Law 5759-1999 (the “Companies Law”); and (iii) oversee certain matters and make certain determinations, as prescribed under the Companies Law.

The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with International Financial Reporting Standard

("IFRS") and other applicable reporting and disclosure standards and for preparing the Company's financial statements. The Company's independent auditors are responsible for auditing and reviewing those financial statements.

## II. Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC ("Nasdaq") and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the "SEC"), subject to any available exception and meet all other eligibility requirements of applicable laws. Each Committee member must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be an "audit committee financial expert" as defined under SEC rules.

Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership and meet all other eligibility requirements of applicable laws.

## III. Meetings, Procedures and Authority

The Committee must meet at least once during each fiscal quarter. The Committee must meet separately, periodically, with management, with the internal auditor and with the independent auditor.

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 Companies Law and the Company's Amended and Restated Articles of

Association, as in effect from time to time (the “Articles of Association”). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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 of Association and applicable 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 any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### IV. Duties and Responsibilities

##### **Interaction with the Independent Auditor**

1. *Appointment and Oversight.* Subject to approval of the Board and, in the case of retention, the shareholders as well, the Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.
2. *Annual Report on Independence.* The Committee must ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

### **Annual Financial Statements and Annual Audit**



3. **Audit Problems.** The Committee must discuss with the independent auditor any audit problems or difficulties and management's response.
4. **Form 20-F** The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Operating and Financial Review and Prospects" in its Annual Report on Form 20-F.

#### **Other Duties and Responsibilities**

5. *Related Party Transactions.* Review and approve transactions (other than transactions related to the compensation or terms of services) that require the Committee's approval under the Companies Law and the rules of Nasdaq. The Committee shall review and discuss with the Company's independent auditor any matters required to be discussed with the Committee by applicable auditing standards, including with respect to related party transactions.
6. *Internal Auditor.* The Committee must (i) recommend to the Board the retention and termination of the internal auditor, and the internal auditor's engagement fees and terms, in accordance with the Companies Law; (ii) approve the yearly or periodic work plan proposed by the internal auditor; and (iii) review and discuss the results of internal auditor activities, including significant findings and management's responses to significant findings.
7. *Quarterly Financial Statements.* The Committee must review and discuss the quarterly financial statements with management and the independent auditor.
8. *Review of Earnings Releases.* The Committee must discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

9. *Risk Assessment and Risk Management.* The Committee must discuss the Company's policies with respect to risk assessment and risk management.
10. *Hiring of Independent Auditor Employees.* The Committee must set clear hiring policies for employees or former employees of the Company's independent auditor.
11. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the submission by Company employees of concerns regarding questionable accounting or auditing matters.
12. *Review of Code of Business Conduct and Ethics (the "Code of Ethics").* The Committee must, at least annually, consider and discuss with management and the independent auditor the Company's Code of Ethics and the procedures in place to enforce the Code of Ethics. The Committee must also consider and discuss waivers from the Code of Ethics brought to the attention of the Committee consistent with the procedures specified in the Code of Ethics.
13. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
14. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.
15. *Review of this Charter.* The Committee shall annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.
16. *Other Duties and Responsibilities.* The Committee shall perform such other activities and functions as are required by applicable law, Nasdaq rules or provisions

in the Articles of Association, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

#### V. Delegation of Duties

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

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### 03. Compensation Committee Charter

The board of directors (the "Board") of Enlight Renewable Energy Ltd. (the "Company") has constituted and established a compensation committee (the "Committee") with the authority, responsibility and duties as described in this Compensation Committee Charter (this "Charter").

This Charter does not derogate from nor supersede, and instead will be read in conjunction with, the terms set forth in the Company's Compensation Policy for Directors and Officers (the "Compensation Policy"), which was adopted on August 22, 2021 in accordance with the requirements set forth under the Israeli Companies Law, 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (the "Companies Law"). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy, as applicable, will prevail.

#### I. Purpose

The purpose of the Committee is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company's Board members, the Chief Executive Officer and

other “office holders” (as defined under the Companies Law) and the administration of the Company’s equity incentive plans.

## II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

## III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities. 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 Companies Law and the Company’s Amended and Restated Articles of Association, as in effect from time to time (the “Articles of Association”). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The

Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any 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 of Association and applicable 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 any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### IV. Duties and Responsibilities

1. *Compensation Plans and Policies.* The Committee shall approve and recommend to the Board for its approval a Compensation Policy in accordance with the requirements of the Companies Law as well as recommend to the Board for its approval other compensation policies, incentive-based compensation plans and equity-based compensation plans, as applicable (collectively, the "Compensation Plans and Policies") and oversee the development and implementation of the Compensation Plans and Policies in light of all relevant circumstances and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that the Committee deems appropriate, including as required under the Companies Law.

2. *CEO and Other Executive Officer Compensation.* The Committee will establish annual goals and objectives for the Company's Chief Executive Officer and the other executive officers, which shall be reviewed at least annually and assist the Board in discharging its responsibilities relating to (i) the compensation of the Company's Chief Executive Officer and other executive officers and (ii) the overall Company's compensation programs. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
3. *Director Compensation.* The Committee will periodically review and make recommendations to the Board regarding director compensation.
4. *Certain Transactions.* The Committee will approve transactions regarding office holders' compensation pursuant to Sections 272, 273, and 275 of the Companies Law and exempt a transaction with the Company's Chief Executive Officers from the approval of the general meeting of the Company's shareholders pursuant to Section 272(C1)(3) of the Companies Law.
5. *Incentive and Equity Compensation.* The Committee will administer the Company's equity-based compensation plans, including without limitation to approve the adoption of such plans, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards.
6. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
7. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.
8. *Review of this Charter.* The Committee must 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 has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

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### 03. Environmental, Social and Governance Committee

The board of directors (the “Board”) of Enlight Renewable Energy Ltd. (the “Company”) has constituted and established an environmental, social and governance committee (the “Committee”) with the authority, responsibility and duties as described in this Environmental, Social and Governance Committee Charter (this “Charter”).

#### I. Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with regard to environmental, health and safety, corporate social responsibility, sustainability, philanthropy, corporate governance, reputation, diversity, equity and inclusion, community issues, political contributions and lobbying and other public policy matters relevant to the Company (collectively, “ESG Matters”) and to develop and recommend to the Board a set of Corporate Governance Guidelines.

#### II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the

Nasdaq Stock Market LLC (the “Nasdaq”), subject to any available exception. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

### III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities. 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 Israeli Companies Law, 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (the “Companies Law”) and the Company’s Amended and Restated Articles of Association, as in effect from time to time (the “Articles of Association”). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee has the discretion to retain any advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

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 of Association and applicable 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 any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### IV. Duties and Responsibilities

1. *Oversight of ESG Matters.* The Committee will have, without limitation, the following duties and responsibilities:
  - (1) Recommend to the Board the Company's overall general strategy with respect to ESG Matters.
  - (2) Oversee the Company's policies, practices and performance with respect to ESG Matters.
  - (3) Oversee the Company's reporting standards in relation to ESG Matters.
  - (4) Report to the Board on current and emerging topics relating to ESG Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders and, if appropriate, detail actions taken in relation to the same.
  - (5) Advise the Board on shareholder proposals and other significant stakeholder concerns relating to ESG Matters.
2. *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.
3. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Company's 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.

4. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Articles of Association and the charters of the Company's other committees.
5. *Reports to the Board of Directors.* The Committee will report regularly to the Board regarding the activities of the Committee.
6. *Board and Committee Evaluation.* The Committee will oversee a periodic assessment of the Board and its committees.
7. *Committee Self-Evaluation.* The Committee will periodically perform an evaluation of the performance of the Committee.
8. *Review of this Charter.* The Committee will periodically 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 has the authority to delegate any or all of its responsibilities to a subcommittee of the *Committee*.