POLICY ON DIVERSITY OF BOARD OF DIRECTORS

OF

SEMBCORP GREEN INFRA LIMITED

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DEFINITIONS AND INTERPRETATION

1. *Definitions*

"**Applicable Law**" means all applicable laws, statutes, enactments, acts of central or state legislature, ordinances, rules, regulations, notifications, guidelines, directions, directives, policies, circulars, decisions and any other pronouncements issued in accordance with the Companies Act, SEBI Act, Listing Regulations or any other law applicable to the jurisdiction of India by any central, state, local, or other governmental, administrative or regulatory authority exercising executive, legislative, judicial, regulatory or administrative functions, including but not limited to the RBI and Ministry of Corporate Affairs;

"**Board**" means the Board of the Directors of the Company;

"**Board Diversity Policy**" / "**Policy**" means this policy, as amended from time to time;

"**Companies Act**" means the Companies Act, 2013, and rules and regulations made thereunder, as amended from time to time;

"**Company**" means Sembcorp Green Infra Limited (formerly known as Sembcorp Green Infra Private Limited);

"**Candidate**" means any person assessed by the NRC for recommendation to the Board for appointment as Director;

"**Director(s)**" means a member of the Board;

"**Listing Regulations**" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

"**NRC**" / "**Committee**" means the Nomination and Remuneration Committee of the Company;

"**RBI**" means the Reserve Bank of India;

"**SEBI Act**" means the Securities and Exchange Board of India Act, 1992, as amended from time to time.

2. *Interpretation*

Unless defined expressly herein, all capitalised terms used in this Policy shall have the meanings assigned to them under the Companies Act, the SEBI Act, as amended from time to time, the Listing Regulations, the Securities Contracts (Regulation) Act, 1956, as amended from time to time, the Depositories Act, 1996, as amended from time to time.

In the event of any conflict between this Policy and Applicable Law, the Applicable Law shall prevail. Any amendment / modification to the Applicable Law shall automatically apply to this Policy to the extent applicable.

INTRODUCTION

3. *Background*

Pursuant to the Regulation 19(4) read with Part D of Schedule II of the Listing Regulations, the NRC of the Board of a listed entity is required to devise a policy on diversity of Board of Directors. In compliance with the Listing Regulations, the Company has formulated this Board Diversity Policy.

4. *Objectives*

The Company is committed to dealing with all stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.

The Board Diversity Policy is framed to aid balanced Board decision making, with the ability to propose, evaluate and implement effective management solutions by leveraging the unique individual experiences of Directors to further the strategic and commercial goals of the Company.

The Company believes that a diverse board of directors will enhance the breadth of perspective and quality of the Board decisions by harnessing, inter-alia, the differences in thought, knowledge, skills, age, gender, industry experience, educational and professional qualifications, social, and cultural and geographical backgrounds of the Directors, which will ensure that the Company retains its competitive advantage, make corporate governance more effective, enhance quality of decision making capability, ensure sustainable development while fulfilling its social responsibilities and enhance the reputation of the Company and also to develop a transparent and merit-based process for the nomination, appointment, and evaluation of Directors.

BOARD DIVERSITY POLICY

5. *Scope*

The Board Diversity Policy shall be read along with the Nomination and Remuneration Policy of the Company and applies to the Board only and does not apply to employees of the Company.

6. *Board Diversity*

The NRC shall consider the Board Diversity Policy along with the Nomination and Remuneration Policy in assessing the Board composition and making recommendation(s) to the Board for appointment of Director(s).

The NRC is, inter-alia, responsible for identifying and recommending persons to the Board for appointment as Director and for reviewing the performance of the Board. The NRC shall make recommendations to the Board for appointment as Director by assessing the profile of a Candidate against the knowledge, skills, experience, financial literacy / expertise, global market awareness and diversity required on the Board to maintain high level of ethical standards. The NRC and Board shall ensure fairness and non-discrimination in the remuneration, recruitment, and promotion of Directors.

The NRC shall ensure that the Board shall always have :

a. has an optimum combination of executive, non-executive, and independent directors as required under the Companies Act, and Listing Regulations.
b. comprises individuals with diverse backgrounds, including expertise in finance, law, management, leadership, corporate governance, industry experience, and sustainability etc.
c. encourages gender diversity, ensuring fair representation of women directors as required by the applicable law.
d. includes members from varied cultural, geographical, and professional backgrounds, enabling a broader perspective in decision-making.
e. maintains a balance of skills and experience to enhance the Board's effectiveness and governance standards.
f. utilizes external agencies or professional search firms, if necessary, for identifying suitable candidates for Board appointments.

7. Review and Amendments

The NRC shall review and may modify, amend, and / or supplement the Board Diversity Policy from time to time and make appropriate recommendations to the Board to ensure the effectiveness of the Board Diversity Policy, subject to the provisions of Listing Regulations and the Companies Act and rules framed thereunder and any other Applicable Law.

Any change / amendments in Applicable Laws regarding diversity in the composition of the Board shall be deemed to be covered in this Policy without any revision.

8. Disclosure

The Policy shall be made available on the Company's website as applicable.

9 Effective Date

This Policy has been adopted by the Board of Directors on 29th July 2026 and will come into force with immediate effect from the date of commencement of listing of the equity shares of the Company on recognised stock exchange(s) in India.

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Version Control:

Sr. No.	Version No.	Date of approval
1	V-1	29th July 2026