

GREENBACKER RENEWABLE ENERGY COMPANY LLC
AMENDED AND RESTATED
NOMINATING / CORPORATE GOVERNANCE COMMITTEE CHARTER
(the “Charter”)

Effective as of April 25, 2024

I. Purpose

The Nominating / Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Greenbacker Renewable Energy Company LLC (the “Company”) shall: (1) assist the Board by identifying individuals qualified to become Board members; (2) recommend to the Board the director nominees to be elected at each annual meeting of the Company’s shareholders; (3) recommend to the Board the director nominees to serve on each Board committee; (4) develop, together with the Chairman of the Board and members of senior management, and recommend to the Board succession plans for the Company’s Chief Executive Officer and other senior executive officers; (5) develop and recommend to the Board the corporate governance principles and guidelines applicable to the Company; (6) periodically review the Company’s strategies, activities, policies and communications regarding sustainability and other environmental, social and governance (“ESG”) related matters and make recommendations to the Board; and (7) oversee the Board and its respective committees in the annual review of their performance.

II. Membership

1. The Committee shall be comprised of two or more members of the Board, a majority of whom shall be “independent” in accordance with the provisions of NASDAQ Listing Rule 5605(a)(2), and shall be free of any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee, and qualified under all other applicable laws and regulations and the Company’s independence standards as in effect from time to time.
2. The members of the Committee (a) shall be appointed, removed and replaced by, and in the sole discretion of, the Board at any time, and (b) shall be appointed annually by the Board on or prior to the date of the Company’s annual meeting of shareholders and shall serve until their successors are duly appointed or until their earlier resignation, removal, death or disability.
3. In connection with the annual appointment of the members of the Committee, the Board shall also select a member of the Committee to serve as its Chair (the “Chair”).

III. Meetings

1. The Committee shall meet at least once per year and from time to time as any member of the Committee requests or its Chair deems advisable. The Chair will, in conjunction with the members of the Committee and appropriate members of management, establish the meeting calendar and set the agenda for each meeting.
2. For each Committee meeting, the Committee will appoint a secretary to keep minutes of such meeting. After approval of each set of minutes by the Committee, the Committee will submit such minutes to the Board for review and will cause such minutes to be filed with the minutes of the Board.
3. The Committee may request members of the Company’s management or others to attend meetings and provide pertinent information as necessary.

4. The Committee may create subcommittees to perform particular functions, either generally or in specific instances, provided that such delegation is consistent with applicable laws, rules and regulations.

5. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

6. The Committee is authorized and empowered to create and adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the limited liability company operating agreement, as in effect from time to time (the “Operating Agreement”), of the Company, or (c) the laws of the state of Delaware. To the extent permitted by the Operating Agreement and the laws of Delaware, the Committee may meet either live, telephonically or electronically and may take actions in any manner that is legally binding, whether by verbal action, written consents, approvals transmitted electronically, or otherwise.

IV. Authority

1. The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain counsel (which may be counsel to the Company) and other experts or consultants at the expense of the Company.

2. The Committee shall have the sole authority to select and retain a consultant or search firm, to terminate any consultant or search firm retained by it, and to approve the consultant or search firm’s fees and other retention terms.

3. The Committee has the power in its discretion to conduct any investigation related to any matter within the scope of its responsibilities and duties in this Charter as it deems necessary or appropriate to enable it to carry out such responsibilities and duties.

4. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

5. The Committee will have complete access to the records of the Company and will make requests for such documentation through the office of the Corporate Secretary.

6. The Committee may at any time meet with any employee of the Company, outside counsel to the Company, the Company’s independent auditors or such other advisors to the Company as the Committee determines. The Committee will arrange for such meeting with employees, outside counsel, the independent auditors or other advisors through the office of the Corporate Secretary.

V. Responsibilities and Duties

The Committee will have the following duties and responsibilities, in addition to any others that may be assigned by the Board from time to time:

A. Nominating and Governance

1. Review periodically and make recommendations to the Board as to changes in the size, composition, organization, function and operational structure of the Board and its committees.

2. Review and make recommendations to the Board on the range of qualifications that should be represented on the Board and eligibility criteria for individual Board membership.
3. Make recommendations to the Board with respect to director nominees to stand for election or re-election to the Board at each annual meeting of the Company's shareholders (or, if applicable, at any special meeting of shareholders).
4. When informed that the Board is considering adding a member to fill an existing vacancy or newly created position, or any other time the Committee thinks the Board should consider adding a member, conduct a search to identify a person or persons to be added to the Board and make recommendations to the Board based upon the results of such search.
5. Identify and make recommendations to the Board with respect to directors' nominees for appointment as members to the Board and the Board's respective committees.
6. Consult from time to time with the Chair of the Board and the Chief Executive Officer to obtain his or her views regarding whether new members should be added to the Board and whether current members should be nominated for re-election or replaced.
7. The Committee shall determine annually who is an "executive officer" of the Company within the meaning of Rule 3b-7 promulgated under the Exchange Act and shall recommend the appointment of each of the Company's executive officers to the Board for approval.
8. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the conduct of this annual evaluation.
9. Develop and recommend to the Board succession plans for the Company's Chief Executive Officer and other senior executive officers.
10. Develop and recommend to the Board a set of governance principles applicable to the Company; review those principles periodically and, if appropriate, recommend to the Board changes to the Company's governance policies and procedures.
11. Review on an annual basis the Company's Code of Ethics and recommend to the Board amendments thereto as the Committee deems appropriate, and consider and grant, if appropriate in its sole discretion, any requests for waivers from the Code of Ethics. The Company must make disclosure of such waivers to the extent required by the rules of the SEC or the applicable rules and regulations of any securities exchange or inter-dealer quotation system on which the securities of the Company are listed or traded.
12. Review any shareholder proposals relating to corporate governance and make recommendations to the Board as appropriate.
13. Review on a periodic basis, the Company's ESG strategies, activities, policies, practices and related disclosures in public documents and other communications to shareholders.

B. Other Committee Responsibilities

1. Conduct an annual review of this Charter and recommend any changes that the Committee deems appropriate to the Board for review and approval.

2. Develop, in consultation with the Chairman of the Board, the Chief Executive Officer and the Corporate Secretary an orientation program for newly elected directors and a continuing education program for incumbent directors. Additionally, develop, in consultation with each Board committee chair, continuing education and training opportunities for Board committee members, as necessary.

3. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's nominating, governance and corporate responsibility procedures, policies and programs.

VI. Performance Evaluation

The Committee shall perform an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter and such other matters as the Committee may determine. The Committee shall also oversee the annual performance evaluations of the Board and the other Board committees in accordance with the performance evaluation process proposed by the Committee and approved by the Board.

VII. General

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of applicable laws and regulations, as well as in the context of the Company's Operating Agreement, it is not intended to establish by its own force any legally binding obligations. The Committee will make this Charter publicly available as required by law or regulation.