

**HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.**

**AMENDED AND RESTATED  
NOMINATING, GOVERNANCE AND CORPORATE RESPONSIBILITY  
COMMITTEE CHARTER**

**I. Purpose**

The Nominating, Governance and Corporate Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the “Company”) shall:

- assist the Board by identifying individuals qualified to become Board members;
- recommend to the Board the director nominees to be elected at each annual meeting of the Company’s stockholders;
- recommend to the Board the director nominees to serve on each Board committee;
- if applicable, develop, together with the Compensation Committee of the Board, 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;
- develop and recommend to the Board the corporate governance principles and guidelines applicable to the Company;
- 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
- direct the Board in the annual review of its performance.

The Committee shall report to the Board on a regular basis and in any event not less than once a year.

**II. Composition of the Nominating, Governance and Corporate Responsibility Committee**

1. The Committee shall be comprised of at least two directors as appointed by the Board, each of whom shall meet the independence requirements under the rules and regulations of the New York Stock Exchange (the “NYSE”) as in effect from time to time as well as the Company’s independence standards and shall be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee.

2. The members of the Committee will be appointed, removed and replaced by, and in the sole discretion of, the Board. The members of the Committee shall be appointed annually by the Board on or prior to the date of the Company’s annual meeting of stockholders and shall serve until their successors are duly appointed by the Board or until their earlier resignation or removal. The Board may remove any member from the Committee at any time with or without cause. 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 Chairman.

### **III. Meetings**

1. The Committee shall meet in person or telephonically at such times and from time to time as it deems appropriate. 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. The Committee will report to the Board at all regular meetings of the Board or at such other times as the Committee deems necessary or appropriate.
2. The Committee may request members of the Company's management or others to attend meetings and provide pertinent information as necessary.
3. The Committee will create its own rules and procedures, including rules regarding notice of meetings, quorum and voting. Such rules will be consistent with the Company's Articles of Amendment and Restatement and Bylaws and with this charter.

### **IV. Responsibilities and Duties**

The responsibilities and duties of the Committee shall include the following:

1. Nominating and Governance
  - 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.
  - 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.
  - 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 stockholders (or, if applicable, at any special meeting of stockholders).
  - 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.
  - 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.
  - Consult from time to time with the Chairman 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.
  - Recommend, together with the Compensation Committee of the Board, to the Board the appointment of each of the Company's executive officers.
  - Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
  - If applicable, develop, together with the Compensation Committee of the Board, 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.

- 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.
- Review on an annual basis the Company's Code of Business Conduct and 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 Business Conduct and Ethics. The Company must make disclosure of such waivers as required by the rules of the NYSE and SEC.
- Develop and implement procedures for the Committee to exercise oversight of the evaluation of the effectiveness of the Board, the Board's committees and the Company's management.
- Solicit and receive comments from each director and, following the end of each fiscal year, report to the Board with an assessment of the Board's performance.

## 2. Corporate Responsibility

- Review on a periodic basis, the Company's ESG strategies, activities, policies, practices and related disclosures in public documents and other communications to shareholders.
- Review on an annual basis the Company's investment policy relating to environmental sustainability.
- Review on a quarterly basis the Company's CarbonCount® score or equivalent environmental impact metrics relating to investments in projects during the applicable reporting period.
- Review on an annual basis, the equivalent environmental impact metrics to be included in the Company's Sustainability Report Card and recommend to the Board, based on the results of such review and as deemed appropriate, its inclusion in the Annual Report to shareholders.

## 3. Other Committee Responsibilities

- Prepare and issue the evaluations as required under "Performance Evaluation" below.
- Conduct an annual review of this charter and recommend to the Board any changes that the Committee deems appropriate.
- 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.
- Recommend to the Board, as needed, the Board Member to be appointed as Lead Independent Director.

## **V. Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties, including the authority to retain counsel (which may be counsel to the Company) and other experts or consultants at the expense of the Company. 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. The Committee has the power in its discretion to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

## **VI. Performance Evaluation**

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, including the performance of individual members, which evaluation shall compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall also recommend to the Board any improvements to this charter deemed necessary or desirable by the Committee. This charter may be amended by the recommendation of the Committee and the approval of the Board. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make this report. The Committee will make this charter publicly available.

## **VII. Limitations on Scope**

The Committee members shall serve on the Committee subject to the understanding on their part and the part of the Company's management, external auditors and internal auditors that:

- The Committee members are not employees or officers of the Company and are not directly involved in the Company's daily operations and they will not serve as members of the Committee on a full-time basis.
- To the extent permitted by law, the Committee shall be entitled to rely on the information and opinions of the persons and entities noted above in carrying out its responsibilities.

## **VIII. 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, regulations and listing requirements, as well as in the context of the Company's Articles of Amendment and Restatement and Bylaws, it is not intended to establish by its own force any legally binding obligations.

**As amended and restated by the Board: February 15, 2018**