



NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Adopted by the Board of Directors on June 14, 2021

1 PURPOSE

The Nominating and Governance Committee (the “**Committee**”) assists the board of directors (the “**Board**”) of VerticalScope Holdings Inc. (the “**Company**”) in (i) subject to any investor rights agreement or similar agreements which may exist, from time to time, between the Company and certain shareholders (the “**Investor Agreements**”), identifying individuals qualified to become Board members, selecting or recommending that the Board select director nominees for the next annual meeting of shareholders and determining the composition of the Board and its committees, (ii) developing and overseeing a process to evaluate the Board, the Board committees and individual directors, and (iii) overseeing succession planning with respect to executive officers and directors.

The composition and meetings of the Committee are subject to the requirements set forth in the articles and by-laws of the Company, in any Investor Agreements, as well as in applicable laws, rules and regulations and listing requirements (the “**Applicable Laws**”).

2 COMPOSITION, QUALIFICATION AND APPOINTMENT

- 2.1** The Committee consists of such number of directors as the Board may, from time to time, by resolution determine, in no event to be less than three (3). Every Committee member must be a director of the Company.
- 2.2** Every Committee member must meet the independence test under Applicable Laws, as determined by the Board.
- 2.3** Committee members are appointed by the Board. The members of the Committee are appointed promptly after each annual shareholders’ meeting.
- 2.4** Any member of the Committee may be removed and replaced at any time by the Board and also automatically cease to be a member of the Committee as soon as such member ceases to be a director. If and whenever a vacancy exists, the remaining members may exercise all the powers of the Committee as long as a quorum remains in office.
- 2.5** Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee and will be filled by the Board if the membership of the Committee falls below three (3) directors.

3 DUTIES AND RESPONSIBILITIES

The Committee shall perform the functions customarily performed by nominating and governance committees and any other functions assigned by the Board. In furtherance of its purpose and in addition to such responsibilities as may be required by Applicable Laws, the Committee assumes the following duties and responsibilities:

3.1 Director Criteria and Selection

- (a) Subject to the nomination rights set out in the Investor Agreements, develops and recommends to the Board in consultation with the Chair of the Board and the Chief Executive Officer (the “**CEO**”), criteria for selecting potential director candidates that strive to attain a diversity of competencies, genders, personal qualities, geographical representations, business backgrounds, cultural backgrounds, experience, overall expertise, financial competency and independence, taking into account the Company’s circumstances and needs, for the Board’s consideration and approval.
- (b) Develops a succession plan for the Board and committees thereof, including maintaining a list of qualified candidates for nomination to the Board and committees thereof.
- (c) Subject to the nomination rights set out in the Investor Agreements, identifies and recommends suitable candidates for nomination to the Board and committees thereof, and assesses their qualifications in light of Applicable Laws and this Charter.
- (d) Subject to the nomination rights set out in the Investor Agreements, reviews criteria relating to tenure as a director, such as term limits and mandatory retirement age.
- (e) Subject to the nomination rights set out in the Investor Agreements, reviews and recommends to the Board criteria relating to directors’ tenure and retention of directors unrelated to age or tenure, such as attendance at Board and committee meetings, health or the assumption of responsibilities¹ which are incompatible with effective Board membership.
- (f) Subject to the nomination rights set out in the Investor Agreements, recommends to the Board the removal of a director in exceptional circumstances.
- (g) Considers resignations by a director submitted pursuant to the Company’s majority voting policy and recommends to the Board the action to be taken with respect to such tendered resignation.
- (h) Develops, monitors and ensures the adequacy of the orientation and continuing education program for members of the Board with respect to the business of Company and with respect to their duties as directors.
- (i) Reviews proposed amendments to the Company’s by-laws and Investor Agreements before making recommendations to the Board.

3.2 Board and Committee Evaluations and Composition

- (a) At least annually, conducts the process for the assessment of the Board, each committee and each director regarding his, her or its performance, effectiveness and contribution and reports on such review and assessment to the Board, taking into consideration (i) in the case of the Board or a committee, its mandate or charter, and (ii) in the case of an individual director, any applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the Board.
- (b) At least annually, assesses the current composition, operation and organization of the Board and the committees of the Board in light of legal and regulatory requirements, including considering the appropriate size of the Board and its committees with a view to

¹ NTD: Diane, this could include VS’ existing outside activities policies.

facilitating effective decision making, and making recommendations regarding the foregoing to the Board for approval.

- (c) Creates and maintains a list of the skills and competencies necessary and desirable for the Board as a whole and committees thereof and tracks the skills and competencies of existing Board members relative to such list.
- (d) Annually reviews the qualifications of each director to serve on the Board and any committees thereof.

3.3 Management Succession Planning

- (a) Considers and recommends for approval by the Board a succession plan with respect to each executive officer, as may be required.
- (b) Reviews the CEO's assessment of existing management resources and plans for ensuring that qualified personnel will be available as required for succession of each executive officer, and reports on this matter to the Board.

3.4 Corporate Governance

- (a) Reviews and evaluates the Company's code of business conduct and ethics (the "**Code**") at least annually and recommends any necessary or appropriate changes to the Board for consideration.
- (b) Monitors adherence to the Code and reviews potential situations related thereto brought to the attention of the Committee, in order to recommend or not, in certain circumstances, to the Board to grant or reject waivers from compliance with the Code. The Committee also ensures that violations of the Code and waivers granted in respect thereof are disclosed in accordance with Applicable Laws (or as otherwise deemed appropriate by the Board).
- (c) At least annually, reviews the corporate governance trends and best practices applicable to the Company and the adequacy and effectiveness of the Board's governance policies, practices and procedures and, following such review, recommends to the Board, as appropriate, new corporate governance policies, practices and procedures with a view to maintaining high standards of corporate governance.
- (d) Advises the Board on the disclosure to be contained in the Company's public disclosure documents on matters of corporate governance.
- (e) Prepares and recommends to the Board, on an annual basis, a statement of corporate governance practices to be included in the Company's annual report, annual information form or management proxy circular.
- (f) At least annually, reviews the Board mandate and the charters of each committee thereof, and proposes any changes that are deemed appropriate to the Board for consideration.
- (g) Reviews and makes recommendations to the Board with respect to the Company's principal corporate policies, including without limitation with regards to matters relating to disclosure, insider trading, governance, diversity, ethics, the environment and health and safety, from time to time.
- (h) Without limiting the generality of the foregoing, on a periodic basis:

- (i) assesses the effectiveness of the Board nomination process at achieving the Company's diversity objectives; and
 - (ii) measures the annual and cumulative progress in achieving its gender and other diversity targets.
- (i) Assists the Board, as required, in interpreting and applying the Code, Board mandate and committee charters and other matters of corporate governance.
 - (j) Generally advises the Board on matters of corporate governance.

3.5 Shareholder Proposals

Reviews all shareholder proposals submitted to the Company in connection with meetings of shareholders (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof, and recommends to the Board appropriate action on each such proposal.

3.6 Compensation of Directors

- (a) At least annually:
 - (i) Reviews the adequacy, amount and form of compensation to be paid to each director;
 - (ii) Considers whether that compensation realistically reflects the time commitment, responsibilities and risks of being effective directors; and
 - (iii) Makes recommendations to the Board, as appropriate.
- (b) Where the Committee considers it appropriate, the Committee may engage a compensation consultant to report on director's compensation.
- (c) In making its recommendations, the Committee may also consider comparative data derived from a survey of board compensation at other companies conducted periodically.

3.7 Shareholding Guidelines

Reviews and monitors any executive and director share ownership requirements and any public disclosure relating to executive and director share ownership, and make recommendations to the Board in this respect.

3.8 ESG Matters

- (a) Oversees the Company's strategy and initiatives relating to environmental, social and corporate governance and ethics ("**ESG**") matters that are significant to the Company.
- (b) Takes steps to resolve failures, if any, by a member of the Board or of an executive officer to comply with policies relating to ESG matters, as well as the Code.
- (c) Monitors and reports to the Board on emerging trends, risks or issues related to ESG relevant to the Company.
- (d) Reviews the Company's public disclosures with respect to ESG matters, including any ESG disclosures for inclusion in the Company's annual report, annual information form,

management proxy circular and other documents which are intended to be disclosed to the public and/or the Company's shareholders, and the Company's engagement with stakeholders on ESG matters.

3.9 Other Responsibilities

Performs such other functions as may from time to time be assigned to the Committee by the Board.

4 PROCEDURAL MATTERS

4.1 Committee Chair

The Board appoints one (1) Committee member to act as its chair (the "**Committee Chair**"), provided that if the Board does not so designate a Committee Chair, the Committee, by a majority vote, may designate a Committee Chair. The Committee Chair may be removed at any time at the discretion of the Board. The incumbent Committee Chair continues in office until (i) a successor is appointed, (ii) he or she is removed by the Board, or (iii) he or she ceases to be a director of the Company. If the Committee Chair is absent from a meeting, the Committee will, by majority vote, select another Committee member to preside at that meeting.

The Committee Chair has the following responsibilities and duties:

- (a) Effectively leads the Committee in discharging all duties set out in this Charter.
- (b) Chairs meetings of the Committee.
- (c) In consultation with the chair of the Board (the "**Board Chair**") and the secretary of the Company (the "**Company Secretary**"), develops and sets the agenda for Committee meetings and determines the time, place and frequency of Committee meetings.
- (d) Ensures, in consultation with the Board Chair, that (i) meeting materials are delivered to Committee members in sufficient time in advance of Committee meetings for a thorough review, (ii) all matters requiring the Committee's approval are properly tabled and presented for consideration at Committee meetings, and (iii) Committee members are free to express their viewpoints.
- (e) Ensures the Committee meets as frequently as necessary to carry out its duties effectively and ensures that there is sufficient time during Committee meetings to fully discuss all business properly put before the Committee.
- (f) In consultation with the CEO, the CFO, the Company Secretary and others, as required, reviews the Committee's annual work plan.
- (g) Reports to the Board on the matters reviewed by, and on any decisions or recommendations of, the Committee at the next meeting of the Board following any meeting of the Committee.
- (h) Ensures that the Committee works as a cohesive group, including by maintaining effective communication and working relationships between members of the Committee, the Board, management and advisors.
- (i) Ensures that the resources available to the Committee (in particular, timely and relevant information) are adequate to support its work.

- (j) Ensures that a process is in place for the evaluation on an annual basis of the effectiveness and performance of the Committee and the contribution of each Committee member, and that the results are reviewed with the Board Chair. Leads the Committee in each such assessment.
- (k) Meets with all Committee members and seeks their feedback on Board and committee performance and other matters.
- (l) Exercises all powers of the Committee between meetings, while attempting to involve all other members as appropriate prior to the exercise of any powers and, in any event, advises all other members of any decisions made or powers exercised.
- (m) Carries out any other or special assignments or any functions as may be requested by the Board.

4.2 Meetings

- (a) Meetings of the Committee may be called at the request of any member of the Committee, the CEO, the CFO or otherwise as required by law. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested. The Committee shall fix its own procedure at meetings and for the calling of meetings. The Committee meets at least each quarter and otherwise as necessary.
- (b) The CEO and the Board Chair shall receive notice of and have the right to attend all meetings of the Committee, except in each case such part of the meeting, if any, which is a private session not involving all or some of these officers as determined by the Committee.
- (c) Unless otherwise determined, from time to time, by resolution of the Board, a majority of the Committee constitutes a quorum. No business may be transacted by the Committee except by resolution in writing signed by all the Committee members (whether in writing or electronically) or at a Committee meeting at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communication facilities that permits all participants to communicate adequately with each other during the meeting. At Committee meetings, Committee actions shall require approval of a majority of the votes cast by Committee members, except where only two (2) directors are present, in which case any question shall be decided unanimously.
- (d) The Committee and the Committee Chair may invite any directors, officers or employees of the Company and any advisors or such other persons as it sees fit, from time to time, to attend Committee meetings (or any part thereof) and assist in the discussion and consideration of matters relating to the Committee, and may exclude from all or any portion of its meetings any person it deems appropriate in order to carry out its responsibilities.
- (e) The Committee meets *in camera*, in the absence of management, at each regularly scheduled meeting.
- (f) The Company Secretary will be the secretary of all meetings. If the Company Secretary is not in attendance at any meeting, the Committee appoints a secretary to the Committee who need not be a director or officer of the Company. Minutes of Committee meetings will be recorded and maintained by the Committee's secretary and will be presented to the Committee Chair for review and approval.

4.3 Reporting to the Board

The Committee will report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

5 DELEGATION

The Committee has the authority to delegate to subcommittees, provided however that the Committee shall not delegate any power or authority required by Applicable Laws to be exercised by the Committee as a whole.

6 LIMITATIONS ON DUTIES

Notwithstanding the foregoing and subject to Applicable Laws, nothing contained in the present Charter is intended to require the Committee to ensure the Company's compliance with Applicable Laws.

The Committee shall discharge its responsibilities and shall assess the information provided by the Company's management and any external advisors, in accordance with its business judgment. Directors are entitled to rely, absent knowledge to the contrary, on the integrity of the persons from whom they receive information and the accuracy and completeness of the information provided.

Nothing in this Charter is intended or may be construed as to impose on any Committee member or the Board a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject under Applicable Laws. This Charter is not intended to change or interpret the Company's constating documents, Investor Agreements or Applicable Laws to which the Company is subject, and this Charter should be interpreted in a manner consistent with all such Applicable Laws. The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Company's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

Any action that may or is to be taken by the Committee may, to the extent permitted by law or regulation, be taken directly by the Board.

7 RESOURCES

To fulfill its roles, duties and responsibilities effectively, the Committee may communicate directly with the Company's officers, employees or external parties and request Company information and documentation from these persons. The Committee may investigate any matter relating to the Company's nominating or corporate governance practices, or anything else within its scope of responsibility, and obtain full access to all Company books, records, facilities and personnel. In addition, the Committee may, in its sole discretion, retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. The Committee may set the compensation and oversee the work of any outside counsel and other advisors to be paid by the Company.

8 EVALUATION OF COMMITTEE AND CHARTER REVIEW

On an annual basis, the Committee shall review and evaluate its performance. In conducting this review, the Committee shall address such matters that the Committee considers relevant to its performance and evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The review and evaluation shall be conducted in such a manner as the Committee deems appropriate. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its review

and evaluation, including any recommended changes to this Charter and any recommended changes to the Company's or the Board's policies or procedures, as it deems necessary or appropriate.

Upon termination of the Investor Agreements in accordance with their terms, adjustments to this Charter shall be recommended by the Committee (which will continue to exist in accordance with this Charter) for approval by the Board as appropriate.

This Charter is not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

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