EXPRO LTD
CHARTER OF THE NOMINATING & GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS
(Adopted as of May 20, 2016;
Last reviewed and affirmed on July 21, 2026)

The Board of Directors (the "Board") of Expro Ltd (the "Company") has established the Nominating & Governance Committee of the Board (the "Committee") with authority, responsibility and specific duties as described in this Nominating & Governance Committee Charter (this "Charter").

I. Purposes

The purposes of the Committee are to:

A. Advise the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in implementing those practices;

B. Assist the Board by identifying individuals qualified to become members of the Board, consistent with the criteria approved of by the Board, and recommending director nominees to the Board for election at the annual meetings of stockholders or for appointment to fill vacancies on the Board;

C. Advise the Board regarding the appropriate composition of the Board and its committees;

D. Review corporate governance guidelines annually and confirm or amend as required to maintain best practices;

E. Lead the Board in the annual performance evaluation of the Board and its committees;

F. Direct all matters relating to the succession of the Company's Chief Executive Officer ("CEO");

G. Review the Company's programs, policies and practices relating to environmental, social and governance issues and impacts;

H. Oversee the Company's underlying guidelines and policies with respect to enterprise risk management and assessment of enterprise and strategic risks; and

I. Perform such other functions as the Board may assign to the Committee from time to time.

II. Membership

The Committee must consist of not less than three members of the Board. Notwithstanding the foregoing membership requirement, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and its Chair will be selected annually by the Board, based on the recommendation of the Committee, and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed with or without cause by, an affirmative vote of a majority of the Board. If a Chair is not designated by the Board or present at a meeting, the Committee may designate a Chair by majority vote of the Committee members then in office.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

A. *Authority*

The Committee has the authority to:

1. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

2. Retain and determine funding for independent legal counsel and other experts and advisors, including the sole authority to retain, approve the fees payable to, amend the engagement with, and terminate any search firm to assist the Committee in identifying director candidates, as it deems necessary or appropriate to fulfill its responsibilities. The Committee may also utilize the services of the Company's regular outside legal counsel or other advisors to the Company. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any advisors employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

3. Delegate to its Chair, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees do not have the authority to engage independent legal counsel and other experts and advisors unless expressly granted such authority by the Committee. Each subcommittee will keep minutes and regularly report to the Committee.

B. ***Responsibilities***

The Committee has the following responsibilities:

Corporate Governance

1. The Committee will periodically assess the need for changes to the Company's stock ownership guidelines and recommend any proposed changes to the Board for approval**.**

Director Nominations

Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee will perform the following actions:

2. Identify individuals qualified to become members of the Board, consistent with the criteria approved by the Board, and recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of stockholders, and the persons to be elected by the Board to fill any vacancies on the Board.

3. The Committee will treat recommendations for directors that are received from the Company's stockholders equally with recommendations received from any other source; *provided, however*, that in order for such stockholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement for its annual meeting of stockholders.

4. The Committee will actively seek individuals qualified to become members of the Board for recommendation to the Board. The Board believes that an important component of a Board is diversity including not only background, skills, experience and/or expertise, but also gender, race, ethnicity and/or culture. In identifying the most qualified individuals as candidates for membership to the Board, the Committee will also seek to attain diversity in the composition of the Board. Any search firms retained to assist the Committee will be specifically advised to include qualified, diverse candidates, including women and minorities, from traditional and nontraditional environments.

5. At least annually, the Committee will review the criteria for the nomination of director candidates and recommend changes to the criteria to the Board, as appropriate.

Environmental, Social and Governance

6. The Committee will review with management the Company's policies, programs, and practices relating to environmental, social and governance issues, including climate- and human capital-related matters, and receive from management relevant environmental, social and governance reports involving the Company.

Enterprise Risk Management

7. The Committee will oversee the Company's underlying guidelines and policies with respect to enterprise risk management and assessment of enterprise and strategic risks. In addition, the Committee will review and discuss with management the Company's significant enterprise risk exposures, including risks related to matters including compliance, and information technology and cybersecurity as well as artificial intelligence, and assess the actions that management has taken to monitor and mitigate such exposures.

Director Independence

Each year, the Committee will:

8. Review the relationships between the Company and each director and report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards; and

9. Determine whether or not each director serving on a Board committee is independent, disinterested, a non-employee director or an outside director under the standards applicable to the committees on which such director is serving or may serve and report the results of its review to the Board, which will then determine which directors, if any, qualify as independent, disinterested, non-employee or outside directors under applicable standards.

Board and Committee Structure

Each year, the Committee will:

10. Review the advisability or need for any changes in the number and composition of the Board and the Board's leadership structure, and recommend changes to the Board as appropriate; and

11. Review the advisability or need for any changes in the Board's committee structure.

Committee and Board Performance Evaluations

Each year, the Committee will:

12. Request that the Chair of each committee, including this Committee, report to the full Board or the Chair about the committee's annual evaluation of its performance and evaluation of its committee's charter following the end of each fiscal year; and

13. Each year, the Committee will assist the Board in its oversight of the annual self-evaluation of the Board and its committees.

Succession Planning

Each year, the Committee will:

14. Meet on succession planning, whereby the Committee will identify, and periodically update, the qualities and characteristics necessary for an effective CEO and monitor and review the development and progression of potential candidates against these standards; and

15. Consult with the Board and CEO on other senior management succession planning.

Other Powers and Responsibilities

Each year, the Committee will:

16. Direct management to develop and evaluate an orientation program for new directors and a continuing education program for current directors, and present a report to the Board and make appropriate recommendations for final Board action regarding this program;

17. Make a recommendation to the Board concerning the selection and designation of a "Lead Director", as applicable, to preside over the meetings of the non-management directors in executive session;

18. Review the Board's policy regarding the structure of the offices of Chair of the Board and CEO; and

19. Review and recommend to the Board proposed changes to the Company's Articles of Association.

IV. Procedures

A. ***Meetings***. The Committee will meet at the call of its Chair, two or more members of the Committee or the Chair of the Board. The Committee will meet as frequently as circumstances dictate. Meetings of the Committee will be held at such time and place, and upon such notice, as its Chair may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent advisors and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

B. ***Quorum and Approval***. A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

C. ***Rules***. The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chair and designation of a secretary of the Committee at any meeting thereof.

D. ***Reports***. The Committee will maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chair, of its actions and any recommendations to the Board.

E. ***Review of Charter***. Each year, the Committee will review the need for changes in this Charter and recommend any proposed changes to the Board for approval.

F. ***Performance Review***. Each year, the Committee will review and evaluate its own performance and will submit itself to a review and evaluation by the Board.

V. Posting Requirement

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement for its annual meeting of stockholders or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.