

## Altus Group Limited

### Corporate Governance and Nominating Committee Charter

#### Purpose

The Corporate Governance and Nominating Committee (the “**Committee**”) of Altus Group Limited (the “**Corporation**”) is appointed by the Board of Directors of the Corporation (the “**Board**”) to assist the Board in fulfilling its oversight and supervision responsibilities with respect to:

- (i) developing the Corporation’s approach to governance issues, policies and practices;
- (ii) reviewing the composition, contribution and performance of the Board and its members and recommending Board nominees and directors for appointment to Board committees;
- (iii) overseeing the orientation and continuing education programs for directors;
- (iv) helping to maintain an effective working relationship between the Board and management; and
- (v) overseeing the Corporation’s policies and practices with regards to ethics and integrity as well as environment, social and governance (“**ESG**”) matters.

#### Size, Composition and Independence

##### (i) Size and Composition

The members of the Committee shall be three or more members of the Board who are appointed (and may be replaced) by the Board. The appointment of members of the Committee shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected, provided that if the appointment of members of the Committee is not so made, the directors who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed. The Board may appoint a member to fill a vacancy that occurs in the Committee between annual elections of directors. Any member of the Committee may be removed from the Committee by a resolution of the Board.

Unless a chair of the Committee (the “**Chair**”) is appointed by the Board, the members of the Committee may designate a Chair by majority vote of the members of the Committee.

##### (ii) Independence

All of the members of the Committee shall be independent of the Corporation as determined by the Board and to the extent required to satisfy applicable laws, rules, regulations and stock exchange requirements. Independence shall be determined with reference to the Corporation’s Categorical Standards for Determining Independence of Directors.

##### (iii) Expertise

Each member of the Committee shall have or develop an understanding of corporate governance principles and practices as well as a sound understanding of the nature and significance of the types of risks faced by the Corporation.

## **Roles and Responsibilities**

The Committee shall perform the functions customarily performed by governance and nominating committees and any other functions assigned to it by the Board. In particular, the Committee shall have the following roles and responsibilities:

### **1. Board Composition, Performance & Compensation**

- (i) develop and recommend criteria for selecting new members of the Board;
- (ii) review annually the competencies, skills and personal qualities required of the members of the Board in light of relevant factors, including: the objective of adding value to the Corporation in light of the opportunities and risks facing the Corporation and the Corporation's proposed strategies; the need to ensure, to the greatest extent possible, that a majority of the Board is comprised of individuals who meet the independence requirements of the applicable stock exchange rules, legislation or other guidelines; and the policies of the Board with respect to director tenure, retirement and succession, director commitments and board diversity;
- (iii) considering resignations by director nominees submitted pursuant to the Corporation's Majority Voting Policy and making recommendations to the Board as to whether or not to accept such resignations, as applicable and consistent with any laws, regulations, rules or listing standards;
- (iv) in cooperation with the Corporation's management, establish and oversee an appropriate orientation and education program for new members of the Board in order to familiarize them with the Corporation and its business (including the Corporation's reporting structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, management and the external auditors);
- (v) actively seek individuals qualified (in context of the needs of the Corporation and any formal criteria established by the Board) to become members of the Board for recommendation to the Board and recommend the director nominees for each annual meeting of shareholders;
- (vi) review and recommend to the Board the membership and allocation of members of the Board to the various Committees of the Board, and the chairs thereof;
- (vii) at least annually, review and make recommendations to the Board with respect to compensation of non-executive directors, the Chair of the Board, and those acting as committee chairs to, among other things, ensure their compensation appropriately reflects the responsibilities they are assuming;
- (viii) oversee the annual review of the Board's, its Committees' and individual directors' performance, the Director's skills matrix, and the assessment of the Board's and Committees' charters;
- (ix) establish procedures for the receipt of comments from all directors to be included in an annual assessment of the Board's performance, including individual contributions;
- (x) appoint and, if appropriate, terminate any search firm to be used to identify director candidates and approve the search firm's fees and other retention terms;
- (xi) if the need should arise, approve the engagement of independent advisors for individual directors at the expense of the Corporation;

## 2. Corporate Governance and Compliance

- (i) develop and recommend to the Board appropriate corporate governance guidelines for the Corporation;
- (ii) make recommendations concerning the oversight of senior management of the Corporation;
- (iii) review from time to time the size of the Board and the number of directors who are independent for the purpose of applicable requirements or guidelines and Corporation policies regarding director independence;
- (iv) at least annually, review the practices of the Board (including separate meetings of non-management directors and of independent directors) to identify improvements in corporate governance practices;
- (v) at least annually, review the powers, mandates and performance, and the membership of the various committees of the Board and, if appropriate, make recommendations to the Board;
- (vi) at least annually, review management's policies and practices for ensuring that the Corporation complies with legal prohibitions, disclosure and other requirements on making or arranging for personal loans and amending or extending any such loans or arrangements;
- (vii) at least annually, review the relationship between senior management and the Board and, if appropriate, make recommendations to the Board with a view to ensuring that the Board is able to function independently of management;
- (viii) ensure that a system is developed and maintained for identifying, assessing and managing risks related to governance and nominating issues;
- (ix) review and make recommendations on governance and nominating related risks to the Corporation;

## 3. Enterprise Risk Management

- (i) oversee the effectiveness of the Enterprise Risk Management (“ERM”) function;
- (ii) ensure oversight of the management of current and emerging risks enterprise-wide, and that management has in place policies, processes and controls designed to effectively identify and manage significant risks to the Corporation;
- (iii) annually review and evaluate the Corporation's ERM program, including reports from Internal Audit on effectiveness of risk controls within the business, including any subsidiaries or joint ventures, and recommend and approve any amendments to the program or ERM process;
- (iv) regularly monitor that the risk profile is within agreed risk appetite of the Corporation and annually recommend to the Board the exposure limits and risk-taking authority delegated by the Board to the Chief Executive Officer (the “CEO”);
- (v) periodically review reports from Internal Audit on the key risks of the organization, including any key risks allocated to other Board committees for oversight;

- (vi) review the inherent and residual risks of potential changes to the Corporation's strategy and material transactions that are being proposed by the Corporation;
- (vii) meet with senior business and functional leaders who have firsthand knowledge of risks and risk management programs;
- (viii) oversee the assessment, monitoring and management of, and review quarterly reporting related to specific areas of, the Corporation's technology risk, including the following and such other risk areas as the Committee may determine:
  - infrastructure stability (business continuity, disaster recovery, currency of infrastructure);
  - data privacy and security;
  - sensitive data loss;
  - cyber security; and
  - emerging technology risks and trends;
- (ix) review quarterly reporting related to specific areas of the Corporation's legal, operational and other risk, including the following and such other risk areas as the Committee may determine:
  - compliance with laws;
  - privacy law compliance;
  - reputation and legal risks associated with transactions;
  - emerging legal, operational and other risk issues and trends; and
  - business continuity and crisis management; and
- (x) take all measures necessary to ensure that its members understand significant and emerging risks to which the Corporation is exposed.

#### 4. Ethics, Integrity and ESG Matters

- (i) develop and recommend to the Board a board diversity policy for the Corporation (the "**Board Diversity Policy**");
- (ii) at least annually, review the adequacy of the Corporate Governance Guidelines and Code of Ethics and Business Conduct (the "**Code**") and Board Diversity Policy and recommend any proposed changes to the Board for approval;
- (iii) be responsible for granting any waivers from the application of the Corporation's Code and review senior management's monitoring of compliance with the Code;
- (iv) oversee the Corporation's policies and practices with respect to ethics, integrity and ESG matters;
- (v) in cooperation with senior management, at least annually, assess the effectiveness of the

Corporation's governance of sustainability and ESG issues (except where the Board has allocated oversight of specific sustainability or ESG programs to other committees) and, if appropriate, make recommendations to the Board;

- (vi) oversee sustainability and ESG reporting and disclosure;

## **5. Reports to the Board**

- (i) report to the Board on a regular basis, and in any event at least annually, with an assessment of the performance of the Board, its Committees and individual directors, and discuss the report with the full Board following the end of each fiscal year;
- (ii) prepare a report on the Corporation's system of corporate governance and sustainability practices for inclusion in the management information circular or other public disclosure documents of the Corporation (except where the Board has allocated oversight of specific sustainability programs to other committees), and the progress made towards achieving the objectives of the Board Diversity Policy;
- (iii) prepare a report disclosing the extent (if any) to which the Corporation does not comply with the corporate governance guidelines of applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators; and
- (iv) report to the Board before any public disclosure by the Corporation on governance matters.

## **Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

## **Committee Meeting Administration**

### **(i) Meetings**

The Committee shall meet at least quarterly and more frequently as circumstances require. All members of the Committee should strive to be at all meetings. The Committee shall meet separately, periodically, with senior management and may request any member of the Corporation's management or the Corporation's outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee. Meetings of the Committee shall be held from time to time and at such place as a member of the Committee may request upon 48 hours prior notice. The notice period may be waived by a quorum of the Committee. Minutes of meetings shall be maintained, together with copies of materials presented at meetings, and copies be made available to all Board members.

### **(ii) Meeting Agendas**

The Committee Chair shall establish a preliminary agenda for each Committee meeting. Any director or other person entitled to call a meeting may request items to be included on the agenda for any meeting.

### **(iii) Quorum and Voting**

A quorum for meetings shall be a majority of the members of the Committee or such greater number as the Committee shall by resolution determine. The powers of the Committee may be

exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by resolution signed by all members entitled to vote on that resolution at a meeting of the Committee. Each member (including the Chair) is entitled to one (but only one) vote in Committee proceedings.

### **Independent Advisors**

In discharging its mandate, the Committee shall have the authority to retain, at the expense of the Corporation, and receive advice from special legal or other advisors as the Committee determines to be necessary to permit it to carry out its duties, including third parties to remain current on risk issues. The Committee shall have the sole authority to appoint, and if appropriate, terminate any consultant used to identify director candidates and to approve the consultant's fees and other retention terms.

### **Annual Evaluation**

At least annually, or more frequently at the request of the Chief Legal Officer, the Committee will, in a manner it determines to be appropriate:

- (i) perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter; and
- (ii) review and assess the adequacy of this Charter and the position description for its Chair and recommend to the Board any changes to this Charter or the position description for its Chair that the Committee believes to be appropriate, except for minor technical amendments to this Charter, authority for which is delegated to the Chief Legal Officer, who will report any such amendments to the Board at its next regular meeting.

This Charter will be posted on the Corporation's website and the Committee will prepare a report on its activities for inclusion in the annual general meeting material.

As approved by the Board of Directors of the Corporation on May 7, 2025.