

CHARTER
OF
THE COMPENSATION AND NOMINATING COMMITTEE
OF
FORACO INTERNATIONAL SA

As Adopted by the Board of
Directors on April 29, 2025

FORACO INTERNATIONAL SA
(the “Company”)

CHARTER OF THE COMPENSATION AND NOMINATING COMMITTEE

The Compensation and Nominating Committee (the “Committee”) is a committee of the board of directors (the “Board”) of the Company. The role of the Committee, subject to applicable laws and obligations imposed by the French Code de Commerce and the Company’s constituting documents, is to:

- (a) establish a remuneration and benefits plan for directors, executives and other key employees;
- (b) review the adequacy and form of compensation of directors and senior management;
- (c) establish a plan of succession;
- (d) establish procedures for the identification of qualified persons to the Board and lead the candidate selection process;
- (e) assist the Board in setting the objectives for the Chief Executive Officer of the Company (the “CEO”), the Chief Financial Officer (the “CFO”) and evaluating CEO and CFO development and performance; and
- (f) make recommendations to the Board.

Duties and Responsibilities

The Committee will have the following duties and responsibilities:

Human Resources

- To oversee the corporate succession and development plans for the Company at the executive officer level.
- To review any hirings, transfers, promotions and severance or similar termination payments proposed to be made to any current or former member of senior management of the Company.
- To periodically review and monitor executive development programs and management assessment programs.
- To prepare and issue the evaluations and reports required under the heading “Reports” below.
- To periodically review and monitor the overall employment environment of the Company.

- To consider any such other human resources issues as it considers appropriate or as may be referred to it by the Board.

Compensation

- In consultation with senior management, the Committee shall establish the Company's general compensation philosophy, and oversee the development and implementation of compensation programs in order to support the Company's overall business objectives, attract and retain key executives and provide appropriate compensation at a reasonable cost while enhancing shareholder value creation.
- To determine and establish with the Board and the CEO a broad compensation and benefits structure for the Company's employees (the "Compensation Structure"). The Compensation Structure will address employment terms and agreements and will include components of base salary, bonus and incentive-based compensation, deferred compensation, and share-based compensation together with other benefits and perquisites. The objectives of such Compensation Structure as they relate to senior executive compensation shall be to ensure that the Company's senior executive officers are appropriately rewarded for their contribution, are aligned with the Company's shareholders and incentivized properly to continue to perform and achieve the corporate goals and objectives without exposing the Company to inappropriate or excessive risk.
- To, at least annually and within the terms of the established Compensation Structure, review corporate goals and objectives relevant to the compensation of the CEO the CFO, evaluate the performance of the CEO and CFO in light of those goals and objectives, and set the CEO and CFO's compensations level based on this evaluation, subject to the approval of the Board. In determining the long-term incentive component of CEO and CFO compensation, the Committee shall consider, among other factors, the terms of the CEO and CFO's employment agreements, the Company's performance and relative shareholder return, the value of similar incentive awards to CEO at comparable companies and the awards given to the CEO and CFO's in past years.
- To review any compensation and compensation programs applicable to the senior management of the Company. In undertaking such review the Committee will:
 - (a) obtain compensation data concerning companies that would be regarded as comparable to the Company, and, to the extent possible, understand the basis upon which such comparable companies compensate senior management;
 - (b) ensure that the CEO and CFO have a policy of meeting with senior management from time to time with a view to understanding personal needs, requirements and expectations and monitor the Company's responsiveness to the concerns of senior management; and
 - (c) document proceedings and decisions with a view to justifying, to the extent necessary, decisions that have been reached to shareholders and other key stakeholders.

- To make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.
- To recommend to the Board, from time to time, the remuneration to be paid by the Company to directors in light of time commitment, fees paid by comparable companies and responsibilities. Such remuneration may include annual Board and committee retainers, meeting fees and other benefits.
- To oversee the identification, consideration and management of risks associated with the Company's compensation philosophy and programs including: (i) the role of the Committee and the Board in that regard; (ii) the practices used to identify and mitigate any such risks (particularly inappropriate or excessive risks); and (iii) any risk identified as part of the compensation philosophy and programs which is reasonably likely to have a material adverse effect on the Company.
- Review all executive compensation disclosure before it is publicly disclosed including the *Statement of Executive Compensation* included in the Company's Management Information Circular.
- To keep abreast of current developments in board and executive compensation in companies engaged in similar industries.
- Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

Nomination

- Periodically review the size, composition and qualifications of the Board and the various committees, including assessment and determination of desired skills and expertise, and ensuring that an appropriate number of non-executive directors sit on the Board and its committees, all with a view to facilitating effective decision-making.
- To identify and review the qualifications of prospective nominees for Director and recommend the slate of nominees for inclusion in the Company's information circular and presentation to the shareholders at the Company's annual meeting. In evaluating candidates for nomination to the Board, the Committee may take into consideration such factors and criteria as it deems appropriate, including the judgment, skill, integrity, reputation and business and other experience of the candidate and the number of other boards or other organizations with which the candidate is involved, and with due consideration given to the Company's diversity objectives and other factors as the Committee sees fit.
- To consider the nature of and time involved in a Director's service on other boards or other organizations when evaluating the suitability of nominee directors and making recommendations to the Board regarding nominations.

- To recommend board members for appointment to committees of the Board. In recommending a candidate for committee membership, the Committee shall take into consideration the factors set forth in this Charter as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- Where appropriate, recommend the removal of Directors.
- In the event of a vacancy in the office of a director (except a vacancy created by an increase in the size of the Board or a failure to elect the required minimum number of directors), the Committee shall recommend a candidate to fill such vacancy either through appointment by the Board or through election by the shareholders.

Membership

- The Committee shall be comprised of at least three members of the Board, each of whom the Board shall determine is free from any relationship that could reasonably be expected to interfere with the exercise of his or her judgment as a member of the Committee and is otherwise "independent" under applicable securities laws and stock exchange rules.
- Members of the Committee shall be appointed from time to time by the Board and may be removed from office or replaced at any time by the Board. Any member shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.
- Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board. The Board shall fill any vacancy whenever necessary to maintain a Committee membership of at least three directors.
- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
- Proposed members of the Committee should have experience in human resources and compensation.

Procedures

- The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the "Chair"). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.
- The Chair will appoint a secretary (the "Secretary") who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be

changed by simple notice from the Chair. Minutes of each Committee meeting shall be kept and made available to the Board.

- No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.
- The Committee will meet at least once each fiscal year, and as many times as is necessary to carry out its responsibilities. The Chair or any two members may call meetings.
- The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the constating documents of the Company or otherwise determined by resolution of the Board.
- The Company shall provide the Committee with the resources necessary to discharge its duties and responsibilities, including the authority to engage, at the expense of the Company, such outside advisors as it determines necessary or advisable to carry out its duties, including legal, financial, technical and accounting advisors, and establish the compensation of such advisors.
- The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.
- At the invitation of the Chair, individuals who are not members of the Committee may attend any meeting of the Committee.

Reports

- The Committee shall produce the following reports (which may take the form of an oral report from the Chair or any other members of the Committee designated by the Committee to make the report) and provide them to the Board:
 - (a) an annual report of the Committee outlining the significant activities of the Committee;
 - (b) an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. 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 Chair or any other member of the Committee designated by the Committee to make this report; and

- (c) a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

Resignation from the Committee

- Any member of the Committee may resign at any time by giving notice in writing or by electronic transmission to the Corporate Secretary. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Review of Charter, Amendment, Modification and Waiver

- The Committee shall review and reassess the adequacy of this Charter annually or otherwise as it deems appropriate and recommend changes to the Board.
- These guidelines may be amended or modified by the Board, subject to disclosure and other policies and guidelines of the Canadian Securities Administrators.

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.