

CHARTER
OF
THE CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE
OF
FORACO INTERNATIONAL SA

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

FORACO INTERNATIONAL SA
(the “Company”)

CHARTER OF THE CORPORATE GOVERNANCE AND SUSTAINABILITY
COMMITTEE

The Corporate Governance and Sustainability (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) develop and monitor the effectiveness of the Company’s system of corporate governance;
- (b) develop and implement orientation procedures for new directors;
- (c) assess the effectiveness of directors, the Board and the various committees of the Board;
- (d) ensure appropriate corporate governance and the proper delineation of the roles, duties and responsibilities of management, the Board, and its committees;
- (e) oversee the establishment and monitoring of the Company’s environmental and social opportunities and risks, including those related to health and safety, community relations, social investment, climate change, security, human rights and other public policy matters (“Sustainability Matters”);
- (f) set the Company’s general strategy relating to Sustainability Matters;
- (g) monitor developments relating to, and improving the Company’s understanding of, Sustainability Matters; and
- (h) promote the Company’s conduct of its activities with respect to environment, social and governance matters with the guidance of the United Nations Guiding Principles on Business and Human Rights, the United Nations Sustainable Development Goals and internationally recognized best practices.

Duties and Responsibilities

The Committee will have the following duties and responsibilities:

Corporate Governance

- To develop and recommend to the Board a set of corporate governance policies and practices for adoption by the Board, including the Board Mandate and the committee Charters. Annually assess the qualities of the Company’s governance policies and

practices and make recommendations for any changes to those policies and practices. This requires the Committee to stay abreast of corporate governance developments, emerging corporate governance best practices, and to respond to applicable corporate governance guidelines and rules.

- To oversee the evaluation of the Board, committees of the Board and the contribution of individual directors.
- To review and approve all material corporate governance disclosure before it is publicly disclosed including the report on corporate governance included in the Company's Management Information Circular.
- To annually review compliance by the Company with all applicable regulatory requirements relating to corporate governance.
- To ensure that appropriate processes are established by the Board to:
 - (a) oversee strategic direction and development and review of ongoing results of operations; and
 - (b) to oversee the Company's investor relations and public relations activities and to ensure that procedures are in place for the effective monitoring of the shareholder base, receipt of shareholder feedback and response to shareholder concerns.
- To assist the Board in its annual review and revision of the written objectives of the CEO and CFO and guidance for the development of corporate strategy.
- To assist the Board in assessing and evaluating CEO and CFO performance.
- To establish procedures for meetings of the Board and to otherwise ensure that processes, procedures and structures are in place to ensure that the Board functions independently of management and without conflicts of interest.
- To review the proposed annual agenda for, and provide recommendations as to, additional topics for discussion at meetings of the Board.
- To assist in the proper delineation of the roles, duties and responsibilities of management and the Board and delegation of authority by the Board to its committees and to management.
- To review and resolve reports of illegal or unethical behavior that are a violation of the Company's Director, Officer and Employee Code of Business Conduct and Ethics.

Establishment of Policies

- To review and approve strategic corporate policies, such as disclosure policies, insider trading policies, confidentiality policies (including policies governing the use of internet search engines and third-party generative artificial intelligence services) and corporate

codes of conduct, conflict of interest policies and other relevant policies associated with ensuring an effective system of corporate governance (collectively, the “Policies”).

- To monitor compliance with the Policies and waivers from compliance therefrom and ensure that any issues relating to governance which are identified by the Board are raised with management.
- To review related party transactions to ensure that they reflect market practice and are in the best interests of the Company.

Board Effectiveness

- Develop and implement a process for assessing the effectiveness of the Board and its committees and for assessing the contribution of each of the Company’s directors.
- Assist the Board with determining whether a Director’s membership on another company board or service to another organization presents a conflict of interest.
- To assist in determining whether candidates are “independent” under applicable securities laws and applicable stock exchange rules.
- To work with management to establish and maintain an orientation and educational program for new directors in order to familiarize new directors with the business of the Company, its management and professional advisors and its facilities.
- To work with management to establish and maintain continuing education programs for existing directors which are appropriate and relevant to enable the directors to maintain and enhance their skills and abilities and ensure their knowledge and understanding of the business of the Company remains current.

Sustainability

- Review and recommend the adoption of Policies, and amendments to the Policies, as may be warranted from time to time, in order to remain consistent with national and international standards on Sustainability Matters.
- Periodically consider and bring to the attention of management, as appropriate, current and emerging Sustainability Matters that may affect the business, operations, performance, financial exposure or public image of the Company or are otherwise pertinent to the Company and its stakeholders.
- Periodically review and monitor the Company’s activities to ensure that the principal risks and opportunities related to Sustainability Matters are identified by management and that sufficient resources are being allocated by the Company to appropriately address the risks and opportunities.

- Review all management-prepared reports related to Sustainability Matters and report the principal related risks and their management to the Board.
- Review findings of internal and external audits and assessments concerning Sustainability Matters together with management's response thereto, for the purpose of managing and controlling associated risks.
- Review and approve all material disclosure relating to the Company's Policies and activities **[including the Company's Annual Sustainability Report and Extractive Sector Transparency Measures Act (ESTMA) Report]** before it is publicly disclosed.
- Investigate or cause to be investigated, any extraordinary incidents involving Sustainability Matters and the Company's mitigation activities.
- Receive and review, from time to time, reports from the Company's general counsel or legal advisors on civil or criminal proceedings involving the Company which relate to Sustainability Matters and which could have a material impact on the financial position of the Company.
- Satisfy itself that the Company's management is monitoring sustainability practice trends and evolving laws and regulations in the areas of the environmental, social and governance matters for applicable industries and is effectively evaluating their potential impact on the Company.

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 corporate governance.

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 Board. This report will compare the performance of the Board with the requirements of its Mandate. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate;
- (c) an annual performance evaluation of the committees of the Board. This report will compare the performance of each committee with the requirements of its charter, if applicable. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate;
- (d) an annual performance evaluation of each director, which shall assess the contribution of each director. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate; and
- (e) 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.