

METATEK-GROUP LTD.

COMPENSATION COMMITTEE CHARTER

1. MANDATE

The mandate of the compensation committee (the “**Committee**”) of Metatek-Group Ltd. (the “**Company**”) is to assist the board of directors (the “**Board**”) in fulfilling its stewardship with respect to the Company’s compensation philosophy, policies and programs.

2. COMPOSITION

- (a) The Committee shall consist of at least three directors as determined by the Board. The Board shall appoint members of the Committee, provided that any member may be removed or replaced, subject to any requirements under this Section **Error! Reference source not found.** at any time by the Board and shall, in any event, cease to be a Committee member upon resigning as a member of the Committee, being removed or replaced by the Board or ceasing to be a Board member.
- (b) The Board shall appoint the chair (the “**Chair**”) of the Committee annually from among the members of the Committee. If in any year the Board does not appoint a Chair, the incumbent Chair shall continue in office until the Board appoints another person as Chair.
- (c) Each member shall be an independent director (as defined in the Company’s Board of Directors Mandate).
- (d) The Board shall be responsible for filling any vacancy which occurs on the Committee.

3. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

- (a) Oversee management’s compliance with laws and regulations with respect to compensation matters;
- (b) Review annually and approve the individual goals and objectives established for the Chief Executive Officer (“**CEO**”) of the Company and make a recommendation to the Board with respect to the CEO’s compensation level based on this evaluation;
- (c) Review annually the Company’s development and succession plans (emergency and long-term) for the Company’s CEO and other executives.
- (d) Establish share ownership guidelines for the Company’s executives and Board members and monitor compliance.
- (e) Establish a process, in conjunction with the Governance and Nominating Committee, to obtain an annual evaluation from all independent directors of the CEO’s performance.
- (f) Review annually the CEO’s evaluation of the performance of the Company’s other executives.

- (g) Review and approve any management contracts, change of control agreements, executive employment agreements, indemnity agreements, and significant consulting contracts.
- (h) In consultation with management, establish the Company's general compensation philosophy, and oversee the development and implementation of compensation programs.
- (i) Oversee the Company's executive compensation programs to ensure such programs are properly coordinated, externally competitive and achieving their intended purposes.
- (j) Ensure that executive compensation related risks are understood and considered, and excessive or inappropriate risks are not being encouraged.
- (k) Review and recommend for approval by the Board and shareholders all equity-based compensation plans or other incentive compensation plans and the administration of such plans.
- (l) Review and recommend for approval by the Board and shareholders (as required by the primary listing exchange) the share reserve for equity compensation plans.
- (m) Review annually and recommend for approval by the Board the total executive compensation program, including base salary, short-term incentive and long-term incentive opportunity awards, perquisites and other benefits, including any employment agreements.
- (n) Evaluate annually and recommend for approval by the Board the compensation of the CEO considering both individual performance against pre-determined goals and objectives and overall corporate performance.
- (o) Review annually and recommend for approval by the Board the compensation of each of the Company's executives (other than the CEO).
- (p) Review annually and recommend for approval by the Board the total compensation budget for the Company including base salary, annual incentives and equity awards, including off-cycle equity awards.
- (q) Review annually and recommend for approval by the Board the compensation arrangements for the directors of the Company, the chair of the Board, and the chair and members of each committee of the Board.
- (r) Review and recommend for approval by the Board the executive and director compensation disclosure of the Company before the Company publicly discloses this information.
- (s) Review on a summary basis, any other significant compensation and benefit programs for employees, generally.
- (t) Reach out, as appropriate, with key shareholders, proxy advisors or other independent advisors and thought leaders to explain and advocate for the Company's approach to compensation.
- (u) Retain advisers and consultants, as considered necessary, to assist the Committee in the discharge of its responsibilities.

4. ADMINISTRATIVE MATTERS

The following general provisions shall have application to the Committee:

- (a) The Committee shall meet at least semi-annually or as circumstances may require.
- (b) A majority of members of the Committee shall constitute a quorum, and no business may be transacted by the Committee except
 - (i) at a meeting of its members at which a quorum of the Committee is present in person or by telephone, electronic or other communication device that permits all persons participating in the meeting to communicate adequately with each other, or
 - (ii) by a resolution in writing signed by all the members of the Committee.
- (c) Any member of the Committee may be removed or replaced at any time by the Board and the Board may fill vacancies on the Committee.
- (d) The Committee may invite such advisers and directors, officers and employees of the Company as it may see fit from time to time to attend at meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee.
- (e) The time and place at which the meetings of the Committee shall be held and the calling of meetings and the procedure in all respects at such meetings shall be determined by the Committee, unless otherwise determined by the by-laws of the Company or by resolution of the Board.
- (f) The Chair shall preside at all meetings of the Committee, and in the absence of the Chair the members of the Committee present at a meeting shall appoint one of those members to act as chair of the meeting.
- (g) The Committee shall have the authority to
 - (i) conduct investigations and engage independent counsel and other advisers or consultants as it determines necessary to carry out its duties, and
 - (ii) set and pay the compensation for any advisers engaged by the Committee.
- (h) The Committee shall report to the Board on such matters and questions relating to the compensation of the directors and officers of the Company or any of its subsidiaries as the Board may from time to time refer to the Committee.
- (i) The members of the Committee shall, for the purpose of performing their duties, have the right to inspect all the books and records of the Company and its subsidiaries and to discuss such books and records as are in any way related to the compensation of any one or more of the directors and officers of the Company with the officers and employees of the Company and its subsidiaries.

- (j) Subject always to Board approval, the Committee shall maintain a formal written charter that sets out the Committee's responsibilities, their manner of implementation, and any other requirements, and the Committee shall review and reassess the adequacy of the charter on an annual basis and recommend any proposed changes to the Board for approval.
- (k) At each meeting of the Committee, the independent directors shall have a meeting in the absence of non-independent directors and members of management.
- (l) The Chair of the Board is appointed as an ex-officio member of the Committee. Other independent directors of the Board may also attend meetings of the Committee as guests.
- (m) The Chair of the Committee shall report on the Committee's activities on not less than a semi-annual basis at a meeting of the Board.
- (n) Minutes of the Committee will be recorded and maintained and, upon request, will be promptly circulated to the directors who are not members of the Committee or, if that is not practical, shall be made available at the next meeting of the Board.

5. REVIEW

In accordance with section 4(j), this charter shall be reviewed by the Committee every year to determine if further additions, deletions or other amendments are required.

Last approved by the Board on March 26, 2026.