

## METATEK-GROUP LTD.

### GOVERNANCE AND NOMINATION COMMITTEE CHARTER

#### 1. MANDATE

The mandate of the governance and nomination 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:

- (a) developing the Company’s approach to corporate governance;
- (b) developing a set of corporate governance principles and guidelines for the Company;
- (c) reviewing Board and Board committee requirements and membership;
- (d) facilitating evaluation of the Board, Board committees and directors; and
- (e) identifying individuals qualified to become directors of the Company and recommending nominees for election as directors of the Company.

#### 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

##### 3.1 Corporate Governance

The Committee is responsible for ensuring the Company implements good corporate governance practices and shall, in all cases in respect of the Company and its subsidiaries:

- (a) regularly review the mandate of the Board, the charters of the Board’s committees, and the position descriptions for the chair of the Board (the “**Chair of the Board**”), the chief

executive officer (the “CEO”), and the chairs of the Board’s committees, and recommend directors to be appointed as members of the Board’s committees;

- (b) facilitate an annual evaluation of the performance of the Chair of the Board;
- (c) facilitate an annual evaluation of the performance of the Board, the Board’s committees and each individual director;
- (d) at the request of the Board, develop, implement, and review appropriate policies with respect to disclosure, confidentiality, insider trading, conflicts of interest, business conduct and ethics, diversity and inclusion, and other relevant matters;
- (e) ensure that all directors partake in a comprehensive orientation process and that all directors are provided opportunities for continuing education;
- (f) approve any reports required or recommended on corporate governance for inclusion in public disclosure documents;
- (g) regularly review developments in the areas of corporate governance and board practices and the roles and responsibilities of directors;
- (h) monitor compliance with any rules, regulations, or guidelines promulgated by regulatory authorities relating to corporate governance; and
- (i) review all material related-party transactions.

### **3.2 Nomination**

The Committee is responsible for identifying individuals qualified to join the Board and director evaluation, and shall

- (a) annually review the competencies, characteristics and skills required by the Board and its committees, assess how those needs are met by the existing members, consider the results of Board, Board committee and director evaluations, identify and recommend Board and Board committee composition and assignments to the Board;
- (b) establish a process for recruiting suitable candidates to the Board, as required, who have those characteristics and skills which are identified as necessary, in light of the competencies, characteristics and skills of the Board as a whole;
- (c) consider potential succession issues, if any, for Board and Committee chairs;
- (d) consider the size of the Board, with a view to facilitate effective decision-making;
- (e) establish a process for determining the “independence” of the directors and the “financial literacy” of directors, as those terms are defined from time to time under applicable securities laws; and
- (f) when recommending new nominee directors to the Board, consider:

- (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
- (ii) the competencies and skills that the Board considers each existing director to possess;
- (iii) the competencies and skills each new nominee will bring to the boardroom; and
- (iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

#### **4. ADMINISTRATIVE MATTERS**

The following general provisions shall have application to the Committee:

- (a) The Committee shall meet at least 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 corporate governance of the Company and the nomination of persons for election as directors 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 corporate governance 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) The Chair of the Committee shall report on the Committee's activities on not less than an annual basis at a meeting of the Board.
- (l) The Committee shall conduct matters in accordance with the processes outlined in the Majority Voting Policy.
- (m) 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 practicable, shall be made available at the next meeting of the Board.
- (n) At each meeting of the Committee, the independent directors shall have a meeting in the absence of non-independent directors and members of management.
- (o) The Chair of the Board will be entitled to attend Committee meetings as an observer.

## **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.