

METATEK-GROUP LTD.

LEAD INDEPENDENT DIRECTOR OF THE BOARD OF DIRECTORS POSITION DESCRIPTION

PRIMARY FUNCTION

The primary function of the lead independent director (the “**Lead Independent Director**”) of the Board of Directors (the “**Board**”) is to, along with the Chair of the Board (the “**Chair**”), provide independent leadership to facilitate the effective functioning of the Board in stewardship of Metatek-Group Ltd. (the “**Company**”) and managing the affairs of the Board including ensuring the Board is organized properly, functions effectively and can operate independently of management and the Company’s major shareholders, when necessary. The Lead Independent Director serves as an agent of the Board, is appointed by the Board, is accountable to the Board and serves at the Board’s pleasure.

DUTIES AND RESPONSIBILITIES

- The Lead Independent Director will provide input to the Chair on preparation of agendas for meetings of the Board.
- The Lead Independent Director shall be entitled to convene meetings of the Board with the concurrence of at least one other Director.
- The Lead Independent Director, in the absence of the Chair, shall preside at meetings of the Board.
- The Lead Independent Director shall assist the Chair to endeavour to ensure Board leadership responsibilities are conducted in a manner that will ensure that the Board is able to function independently of management and other non-independent Board members. The Lead Independent Director shall consider, and allow for, when appropriate, a meeting of all independent directors, so that Board meetings can take place without management or non-independent Board members being present.
- The Lead Independent Director shall endeavour to ensure reasonable procedures are in place for directors to engage outside advisors at the expense of the Company in appropriate circumstances.
- With respect to meetings of directors, it is the duty of the Lead Independent Director, when conducting a meeting, to enforce the by-laws, and rules of procedure. These duties include:
 - ensuring that the meeting is duly constituted;
 - ensure the meeting provides for reasonable accommodation;
 - confirming the admissibility of all persons at the meeting;
 - preserving order and the control of the meeting; and
 - to ascertain the sense of the meeting by a vote on all questions properly brought before the meeting.

- When required, the Lead Independent Director shall also liaise with the Corporate Secretary of the Company to ensure that a proper notice and agenda has been disseminated, and that appropriate arrangements have been made for the specific Board meeting to enable the participation of all attending Board members.
- The Lead Independent Director shall consult and meet with any or all of the independent Board members, at the discretion of such Board members and with or without attendance of the Chair, and, as appropriate and without inhibiting direct communication, represent such Board members in discussions with the Chair on corporate governance and other matters.
- The Lead Independent Director shall assist in the process of conducting director evaluations.
- The Lead Independent Director shall be the primary contact for stakeholders who wish to contact independent directors.
- The Lead Independent Director shall perform such other duties and responsibilities as may be determined by the independent directors from time to time.

REVIEW

This Position Description shall be reviewed by the Governance and Nominating Committee of the Board annually to determine if further additions, deletions or other amendments are required.

Approved by the Board on March 26, 2026.