

NOMINATION & ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE CHARTER

Chesswood Group Limited

(the “Corporation”)

The Board of Directors (the “**Board**”) of the Corporation has established this Charter to establish and direct activities of the Nomination & Environmental, Social and Governance (“**ESG**”) Committee (the “**Committee**”), which shall be a Committee of the Board.

The purpose of this Committee is to:

- oversee the Corporation’s program regarding ESG (the “**ESG Program**”), including its policies, programs, and strategies regarding environmental, social and governance matters significant to the Corporation and the public. This includes matters of environmental significance such as sustainability and compliance with environmental regulations (and any appropriate relaxed considerations to be applied to funding policies of the Corporation’s subsidiaries); matters of corporate social responsibility such as criteria for investment, the Corporation’s community development, investment activities and performance, and support of small to mid-sized businesses, charitable organizations and partnerships; and matters relating to governance, such as board composition and oversight, general regulatory compliance, audit and overall financial disclosures;
- regarding the Corporation’s ESG Program, monitor the Corporation’s relationships with external stakeholders regarding significant environmental, social, governance and public responsibility matters, as well as the Corporation’s reputation with its stakeholders, and advise the Board and management on strategies impacting and enhancing the Corporation’s role and reputation among its stakeholders;
- assist the Chair of the Board in keeping the composition of the Board and its committees under review and to lead the process for nominations to the Board and its committees;
- oversee a continuous and proactive process for planning and assessment of candidates to ensure plans are in place for the orderly succession for members of the Board, executives and other senior appointments within the Corporation; and
- oversee and monitor the corporate governance framework of the Corporation and make recommendations to the Board to ensure that the framework is consistent with corporate governance standards and best practice.

While management is responsible for directing the Corporation’s role as a socially responsible organization and generally interacting with internal and external stakeholders, members of this Committee may, meet from time to time or otherwise communicate with stakeholders that are involved with the Corporation either at the request of management or the Board.

COMPOSITION AND QUORUM

The Committee is composed of at least three members appointed by the Board from among the Corporation’s directors.

All Committee members must be independent, as defined in National Instrument 52-110 - *Audit Committees*.

Quorum at any meeting of the Committee is composed of the majority of its members in office.

ROLES AND RESPONSIBILITIES

In furtherance of its purpose, the Committee shall have the following responsibilities:

(a) **ESG**

- Oversee the Corporation's ESG Program generally and provide strategic counsel to management, Board committees and/or the Board regarding the ESG Program.
- Oversee the Corporation's charitable giving policies and programs and receive reports from management on charitable contributions made by the Corporation or a Corporation sponsored charitable foundation.
- Oversee the Corporation's policies and programs related to environmental sustainability, human rights, and other social and public matters of significance to the Corporation, including with respect to the policies and programs of companies with which the Corporation's subsidiaries enter into funding arrangements.
- Monitor the state of the Corporation's relationships with external stakeholders as a socially responsible organization, as well as the Corporation's reputation with its stakeholders. The Committee shall review and receive updates and reports from management on significant social and public responsibility matters of interest to the Corporation and its stakeholders, metrics relating to the Corporation's brand and stakeholder perception of the Corporation regarding ESG, and strategies for enhancing the Corporation's reputation among its stakeholders concerning the ESG Program.
- Perform such other duties, tasks and responsibilities relevant to the purpose of this Committee as may from time to time be designated by the Board.
- Review and develop the Corporation's corporate governance framework on behalf of the Board and ensure it is consistent with best corporate governance standards and practices while remaining appropriate to the size, complexity and strategy of the Corporation.
- Review Board composition and succession plans, and approve appointment proposals.
- Develop and review policies and practices on corporate governance, including those required to comply with the Corporation's legal and regulatory obligations.

(b) **Board Composition, Evaluation and Nominating Activities**

- Determine the qualifications, qualities, skills and other expertise required to be a director of the Corporation, which shall include consideration of factors such as business experience and diversity in professional background, education, skill and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board, and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director positions (the “**Director Criteria**”).
- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the Director Criteria.
- Search for, identify, evaluate and recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria.
- Review and consider any nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Corporation’s certificate of incorporation and by-laws.
- Evaluate the performance of individual members of the Board eligible for re-election, and recommend for the selection by the Board, the director nominees for election to the Board by the shareholders at the annual meeting of shareholders or any special meeting of shareholders at which directors are to be elected.
- Propose and review the policies and internal procedures for the selection and continuous evaluation of members of senior management, including the diversity policy and objectives, and other employees responsible for internal control functions or who hold key positions for the day-to-day conduct of banking activities, as well as the succession plan for such executive officers, report on their appointment and withdrawal from office and their continuous evaluation in implementation of such procedures, and make any recommendations it deems appropriate.
- Consider the Board’s leadership structure, including the separation of the chair and chief executive officer (“**CEO**”) roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
- Develop and review periodically the policies and procedures for considering shareholder nominees for election to the Board.
- Evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.

- Evaluate the independence of directors and director nominees against the independence requirements of applicable securities regulators and other applicable laws, and make recommendations related to the determination thereof to the Board.

In the performance of its duties, the Committee shall take into account, to the extent possible and on a continuous basis, the need to ensure that decision-making of the Committee is not monopolised by one person or a reduced number of persons in a manner such that the interests of the Corporation as a whole may be prejudiced as a result.

METHOD OF OPERATION

The Committee may determine the procedural rules for meetings and conducting its business, consistent with the Corporation's by-laws. Further, the Committee shall act in accordance therewith, except as otherwise provided in this Charter or required by law. Adequate provision shall be made for notice to members of the Committee of all meetings.

Frequency: The Committee should hold four regular meetings per year and may hold special meetings if required. A meeting may be called at any time by the Committee Chair, the Chair of the Board, or the Corporation's President and Chief Executive Officer.

Chair: The Board appoints the Committee Chair. In the Chair's absence, the Committee members elect a Chair amongst themselves.

Secretary: The Corporate Secretary or any other person designated by the Committee members acts as the Committee's Secretary.

Agenda: The Committee Chair establishes the agenda for each meeting of the Committee in consultation with the President and Chief Executive Officer. The agenda and the necessary documents should be provided to members of the Committee in a timely fashion prior to any Committee meeting.

Report: The Committee Chair should report on a regular basis to the Board about the Committee's discussions, findings and recommendations.

In camera: The Committee should meet in camera following each meeting without members of management present.

Charter Review: The Committee should periodically review this Charter and report to the Board on any modifications required thereto.

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Adopted by the Board of Directors on April 8, 2022.