

MDA LTD.

Charter of the Nominating & Governance Committee

Approved by the Board of Directors effective March 22, 2023

CHARTER OF THE NOMINATING COMMITTEE & GOVERNANCE (the “Charter”)

1. Purpose

The Nominating & Governance Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of MDA Ltd. (the “**Company**”). The members of the Committee and the chair of the Committee (the “**Chair**”) are appointed by the Board on an annual basis (or until their successors are duly appointed) and the Committee is charged with reviewing, overseeing and evaluating the governance and nominating policies of the Company. In addition, it is expected that the Committee will be responsible for: (i) assessing the effectiveness of the Board, each of its committees and individual directors; (ii) overseeing the recruitment and selection of director candidates to be nominated by the Company; (iii) designing an orientation and education program for new directors; (iv) considering and approving proposals by the directors to engage outside advisors on behalf of the Board as a whole or on behalf of the independent directors; (v) reviewing and making recommendations to the Board concerning the size, composition and structure of the Board and its committees; (vi) reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to directors; (vi) aligning environmental, social and corporate governance with the Company’s corporate purpose, vision and values; (vii) integrating sustainability into the Company’s overall business strategy; (viii) establishing accountability for environmental, social and corporate governance implementation; and (ix) advising the Board on enhancing the Company’s environmental, social and corporate governance through a continuing assessment of the Company’s approach to such governance.

2. Composition

The Committee shall be comprised of a minimum of three members of the Board, all of whom will be “independent” as defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. Any member of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee on ceasing to be a director of the Company. The Board may fill vacancies on the Committee by election from among the Board. If and whenever a vacancy will exist on the Committee, the remaining members may exercise all powers of the Committee so long as a quorum remains.

3. Limitations on Committee’s Duties

In contributing to the Committee’s discharge of its duties under this Charter, each member of the Committee will be obliged to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations and reports made by management of the Company, and (iv) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

4. Reports

The Committee shall:

- (a) Report to the Board on a regular basis and before any public disclosure by the Company on governance matters.
- (b) Prepare a report on the Company's system of corporate governance practices for inclusion in the annual report or other public disclosure documents of the Company, including a report disclosing the extent (if any) to which the Company does not comply with applicable corporate governance guidelines or other relevant corporate governance guidelines.

5. Responsibilities

A. Board Member Candidates

The Committee shall:

- (a) Review annually the competencies, skills and personal qualities required of Board members, as a whole, in light of relevant factors, including:
 - (i) the objective of adding value to the Company in light of the opportunities and risks facing the Company and the Company's proposed strategies;
 - (ii) the need to ensure, to the greatest extent possible, that a majority of the Board is comprised of individuals who meet the independence requirements of the applicable regulatory, stock exchange and securities law requirements or other guidelines; and
 - (iii) the policies of the Board with respect to, diversity, Board tenure, retirement and succession and Board member commitments.
- (b) Establish and oversee an appropriate orientation and education program for new Board members in order to familiarize them with the Company and its business (including the Company's reporting and corporate structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, management and the external auditors).
- (c) Recommend to the Board continuing education activities or programs for directors, from time to time as appropriate, that shall, among other things, assist directors to maintain or enhance their skills and abilities as directors, and assist directors in ensuring that their knowledge and understanding of the Company's business remains current.
- (d) Develop processes to identify individuals qualified (in context of the needs of the Company and any formal criteria established by the Board) to become members of the Board.

- (e) At least annually, review and recommend to the Board the membership of the various committees of the Board and selection of the chairs of such committees.
- (f) Review and make recommendations to the Board with respect to the compensation of Board members.
- (g) Consider the level of diversity on the Board through continuously monitoring the level of diversity (including the level of female representation) on the Board, and where appropriate, recruiting qualified diverse candidates (including qualified female candidates) as part of the Company's overall recruitment and selection process to fill Board positions, as the need arises, through vacancies, growth or otherwise.

B. Corporate Governance and Compliance

The Committee shall:

- (a) Review from time to time the size of the Board and the number of Board members who are independent for the purpose of applicable regulatory, stock exchange and securities law requirements or guidelines and Company policies regarding Board member independence.
- (b) From time to time as appropriate, review the adequacy of the environmental, social and corporate governance practices of the Company and recommend any proposed changes to the Board for approval.
- (c) Oversee the legal obligations of the Company, its subsidiaries and their directors, officers and employees with respect to confidential information.
- (d) From time to time, as appropriate, review the practices of the Board (including separate meetings of non-management Board members) to identify improvements in corporate governance practices.
- (e) From time to time, as appropriate, review the powers, mandates and performance, and the membership of the various committees of the Board and, if appropriate, make recommendations to the Board.
- (f) From time to time, as appropriate, review the relationship between senior management and the Board and, if appropriate, make recommendations to the Board with a view to ensuring that the Board is able to function independently of management.
- (g) Assist the Board in relation to related party transactions and other matters involving conflicts of interest, unless such matters fall within the mandate of the Audit Committee.
- (h) Develop, subject to approval by the Board, a process for the annual review and evaluation of performance of the Board, its committees and individual directors,

perform such reviews on at least an annual basis, and provide a report thereon to the Board.

C. Emergency Succession Planning

The Committee shall periodically review and discuss with the Board a comprehensive emergency plan for the position of the Chief Executive Officer to address any situation where the Chief Executive Officer becomes incapacitated or has been removed.

6. Meetings

The Committee shall meet at least semi-annually and more frequently as circumstances require. All members of the Committee should strive to be at all meetings. A quorum for the transaction of business at any meeting of the Committee shall be a majority of the members of the Committee or such greater number as the Committee shall by resolution determine. The Committee shall keep minutes of each meeting of the Committee. A copy of the minutes shall be provided to each member of the Committee. The Committee shall meet separately, periodically, with management and may request any officer or employee of the Company or any of its direct or indirect subsidiaries or outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee. The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

The Committee shall determine any desired agenda items.

7. Independent Advice

In discharging its mandate, the Committee shall have the authority to retain, on terms and conditions determined by the Committee and at the expense of the Company such consultants and advisors as the Committee determines to be necessary to permit it to carry out its duties.

8. Annual Evaluation

At least annually, the Committee shall, in a manner it determines to be appropriate:

- (a) Perform a review and evaluation of the performance of the Committee, including the compliance of the Committee with this Charter.
- (b) Review and assess the adequacy of this Charter and recommend to the Board any amendments to this Charter that the Committee believes to be appropriate.

9. No Rights Created

This Charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While this Charter should comply with all applicable law and the Company's constating documents, this Charter does not create any legally binding obligations on the Committee, the Board, any director or the Company.