



**DYNACOR GROUP INC.**

**CHARTER OF THE BOARD OF DIRECTORS**

(UPDATED AUGUST 2023)

The Board of Directors (the “**Board**”) of Dynacor Group Inc. (the “**Corporation**”) is elected by the Corporation’s shareholders to supervise the management of the business and affairs of the Corporation.

The Board monitors the manner in which the Corporation conducts its business as well as the senior Executives responsible for the day-to-day operations of the Corporation. It sets the Corporation’s policies, assesses their implementation by management and reviews the results.

The prime stewardship responsibility of the Board is to ensure the viability of the Corporation and to ensure that it is managed in the best interest of the Corporation and of its shareholders as a whole while taking into account the interests of other stakeholders.

**1. MEMBERSHIP AND OPERATIONS**

The Board determines the number of members that make up the Board in accordance with the Corporation’s articles and by-laws.

The majority of Board members must be independent, as per the standards of independence established in the *Regulation 58-101 respecting Disclosure of Corporate Governance Practices*, and amongst them at least three must meet the independence criteria required of an audit committee member under *Regulation 52-110 respecting Audit Committees*.

To perform its responsibilities effectively, the Board meets periodically (at least once per quarter), and the Board’s committees meet between these meetings, as needed. The quorum at any meeting of the Board is a majority of directors in office.

The Board meets informally, without the officers, at least once per year and, when it deems appropriate, at every meeting of the Board, or at other specific times during the year.

Proceedings and meetings of the Board are governed by the provisions of the By-Laws of the Corporation relating to the regulation of the meetings and proceedings of the Board as they are applicable and not inconsistent with this Charter and the other provisions adopted by the Board with respect to Board composition and organization.

## 2. SPECIFIC DUTIES AND RESPONSIBILITIES

More specifically, the Board, either directly or through the Board's committees, has, *inter alia*, the following responsibilities:

1. to satisfy itself as to the integrity of the Chief Executive Officer and the other senior managers and that they create a culture of integrity throughout the organization;
2. to adopt a strategic planning process and approve, at least once per year, a strategic plan which, among other things, takes into account the opportunities and risks of the business as well as the business plan or a specific plan of execution and the related budget;
3. to identify and monitor the main risks associated with the Corporation's operations and ensure that suitable measures and management systems are implemented to address such risks;
4. to oversee the Corporation's continuous disclosure program so as to ensure that all material information is disclosed on a timely basis;
5. upon the recommendation of the Governance, Nomination and Compensation Committee, to plan for the succession of the senior managers, including hiring, training, monitoring of their performance, and career development;
6. to ensure the integrity of the Corporation's internal control and information management systems;
7. to develop the Corporation's approach to corporate governance, including developing a set of principles and guidelines that apply specifically to the Corporation;
8. consider the means by which stakeholders can communicate with the members of the Board (including independent directors);
9. to develop and adopt a policy on the communication of information applicable to the directors, senior managers and employees of the Corporation;
10. to develop and adopt a policy on the trading of the Corporation's securities applicable to the directors, senior managers and employees of the Corporation, and ensure the regular updating, management and monitoring of this policy, including the control and approval of any exemptions, where appropriate;
11. to monitor the Corporation's commitment to the environment and sustainable development to all stakeholders in respect of ESG issues;
12. to ensure that, with respect to matters under the Corporation's control, the Corporation conducts business in a climate that fosters the improvement of socio-economic conditions in the communities where it is present;
13. to approve with the recommendation of the Environment and Sustainable Development Committee, the Corporation's annual ESG Report;

14. to ensure, through the Governance, Nomination and Compensation Committee, that new directors have a good understanding of their role and responsibilities and of the contribution expected of them (including as regards attendance at, and preparation for, meetings), and that they are provided with adequate education and orientation as regards the Corporation, its business and activities;
15. once per year, to assess the following:
  - a. the size of the Board with a view to facilitating effective decision making;
  - b. the skills and qualifications which the Board as a whole should have;
  - c. the performance of the Board and its members over the past year;
  - d. measures that can be taken to improve the performance of the Board and each of its members in the future;
  - e. the degree of cooperation obtained from the management over the past year;
  - f. the mandates and *modus operandi* of the Board and its committees, adjusting them where appropriate;
16. to submit a recommendation for the directors' positions to the shareholders every year;
17. to draw up a description of the tasks and functions of the President and Chief Executive Officer which defines the responsibilities of the management, as well as the corporate objectives and goals which the President and Chief Executive Officer has the responsibility to achieve;
18. to adopt the mandates and work programs of the Board's committees and appoint the members thereof;
19. upon the recommendation of the Governance, Nomination and Compensation Committee, to determine and approve the compensation policies and plans for the senior managers, assess the performance of the President and Chief Executive Officer based on his goals and objectives, and determine the compensation of the President and Chief Executive Officer on the basis of this assessment;
20. upon the recommendation of the Audit and Risk Management Committee, to monitor compliance with accounting standards and the integrity and sufficiency of the financial reporting;
21. upon the recommendation of the Audit and Risk Management Committee, to approve the financial statements, the management's discussion and analysis and the press releases related to the financial statements of the Corporation;
22. upon the recommendation of the Audit and Risk Management Committee, to recommend the choice of the auditors to the shareholders;
23. upon the recommendation of the Audit and Risk Management Committee, to approve the audit plan and the compensation of the auditors;
24. to approve the content and mailing of the management information circular;
25. to approve the articles, by-laws and administrative resolutions and any notification of such documents;

26. to approve the form and contents of the certificates evidencing the securities of the Corporation and the Corporation's books;
27. to approve the issue, purchase or redemption of the securities of the Corporation and approve the related reporting process;
28. to approve the sale of important assets and any other material transaction involving the Corporation, its share capital, property, rights and obligations; and
29. to determine the expediency of declaring dividends and declare such dividends, where applicable.

### **3. REVIEW**

The Board shall review and assess annually, or as otherwise determined by the Board, the adequacy of this Charter and update it as necessary.