



DYNACOR GROUP INC.

CHARTER OF THE ENVIRONMENT AND SOCIAL RESPONSIBILITY COMMITTEE

(UPDATED AUGUST 2023)

The Board of Directors (the "**Board**") of Dynacor Group Inc. ("**Dynacor**" or the "**Corporation**") has established an Environment and Social Responsibility Committee (the "**Committee**"). The purpose, membership, operations, authority, responsibilities and specific duties of the Committee are described below.

1. PURPOSE

The Committee was established to assist in overseeing environmental, social and corporate governance ("**ESG**") matters consistent with corporate objectives and stakeholders' expectations.

As such, the Committee has the general mandate (i) to consider and evaluate the Corporation's own ESG matters; (ii) to obtain, when possible, confirmation, from local suppliers and business partners that they comply with applicable laws; have developed and implemented appropriate ESG policies and procedures for their operations, including by implementing corporate policies, guidelines and procedures required to comply with laws and address widely accepted ESG matters; and (iii) to recommend to the Board the steps to be taken in connection with these matters.

2. MEMBERSHIP AND OPERATIONS

The Committee shall consist of a minimum of two directors appointed by the Board. Each committee member shall satisfy experience requirements.

Committee members serve until their successors are duly designated. Any member may be removed at any time by the Board. Any vacancy in the Committee occurring for any cause may be filled by the Board.

The Board appoints one of the directors as Committee chair. If the chair does not attend a meeting, the members choose a chair from among themselves to chair the meeting.

The Committee shall meet as often as required, but not less frequently than twice a year.

The quorum at any meeting of the Committee is a majority of its members (both members should the Committee consist of two members).

Proceedings and meetings of the Committee are governed by the provisions of the By-laws relating to the regulation of the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with this Charter and the other provisions adopted by the Board regarding committee composition and organization.

The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

3. AUTHORITY

The Committee has the authority to retain, at the Corporation's expense, and terminate external consultants (including, without limitation, legal or other consultants and experts) to assist the Committee in fulfilling its responsibilities, including the authority to approve the fees and other terms of retention of such consultants without seeking approval of the Board or management.

4. SPECIFIC DUTIES AND RESPONSABILITIES

The specific duties and responsibilities of the Committee are as follows.

Policy and Goals

- Review with the Corporation's senior management team the Corporation's goals in respect of ESG matters.
- Review and make recommendations to the Board regarding the Corporation's strategies, policies and practices with respect to ESG matters toward achievement of the Corporation's ESG goals.
- Without limiting the foregoing, make recommendations to the Board regarding the adoption of a global ESG policies of various related policies such as policies on energy use and efficiency, carbon emissions, pollution, waste and water management; human rights, equality, diversity, health and safety or community impacts, and periodically review and assess the adequacy of such policies.

Monitoring

- Monitor performance of the Corporation's ESG activities in achieving the Corporation's ESG goals.
- Monitor ESG risk exposures and mitigation strategies in order to make recommendations to the Board regarding improvements of the Corporation's practices and policies, including the Corporation's ESG policy (if any), and ESG risks mitigation strategies.
- In collaboration with the Governance, Nomination and Compensation Committee, oversee ESG expertise and education of the Board and the integration of specific ESG responsibilities at appropriate Board committees.

Communication and Reporting

- Ensure that management demonstrates and communicates its commitment to ESG matters to stakeholders, and as necessary and appropriate, engage with stakeholders in respect of ESG matters, including employees of the Corporation and local suppliers, by fostering a culture of respect and accountability regarding such matters.
- Present to the Board a summary of the main ESG related risks to which the Corporation is exposed and the measures to be taken to minimize such risks, at least annually.

- Oversee the preparation and Review of the Corporation's annual report on ESG matters.
- Oversee compliance with applicable ESG regulations and advise the Board on the disclosure to be contained in the Corporation's public disclosure documents with respect to ESG matters as required under applicable rules, regulations, policies and listing requirements of the stock exchange upon which the Corporation's securities are listed for trading, and approve all material information with respect to ESG matters which are to be publicly disclosed.

General

- Review and consider ESG matters and issues submitted to the Committee's attention that may arise from time to time and make relevant recommendations to the Board in respect thereto.
- Address any other subject within the broad responsibility of the Committee as determined by the Chair of the Committee, and exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

5. REPORTING

The Committee periodically reports to the Board on its activities and presents the minutes of all its meetings.

6. REVIEW

The Committee shall review and assess annually, or as otherwise determined by the Committee, the adequacy of this Charter and recommend any changes to the Board for approval.