

STRACON GROUP HOLDING INC.
Chair of the Talent and Nominating Committee

1. Purpose

Create the conditions for overall effectiveness of the talent and nominating committee (the “**TNC**”) of the board of directors (the “**Board**”) of STRACON Group Holding Inc. (the “**Company**”).

2. Primary Responsibilities

- ▼ Preside over the meetings of the TNC, schedule meetings and set their agenda. The agenda should take full account of the issues and the concerns of all TNC members. Agendas should include an appropriate mix of hindsight, oversight and foresight;
- ▼ Provide leadership to members of the TNC;
- ▼ Seek to ensure that the members of the TNC receive accurate, timely and clear information, in particular about the Company’s performance, to enable the TNC to take sound decisions, monitor effectively and provide advice to promote the success of the Company;
- ▼ Manage the TNC to ensure that sufficient time is allowed for discussion of complex or contentious issues, where appropriate arranging for informal meetings beforehand to enable thorough preparation for the TNC discussion;
- ▼ Seek to promote the highest standards of corporate governance consistent with those adopted by leading widely held publicly traded companies listed on a major stock exchange and seek compliance with the provisions of applicable codes wherever possible;
- ▼ Seek to ensure a clear and effective structure and process for running TNC meetings;
- ▼ Provide a report to the Board on material matters considered by the TNC at the first Board meeting after the TNC’s meeting; and
- ▼ Fulfill any additional responsibilities described in the policy of the TNC.



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