

STRACON Group Holding Inc. Policy of the Board of Directors



Policy of the Board of Directors

Policy

The board of directors of the Company (**the “Board”**) is responsible for the stewardship of the Company and for the supervision of the management of the business and affairs of the Company, which includes providing guidance and strategic oversight to management.

The Board discharges its responsibilities directly and through delegation to its Committees or through other delegations of power in accordance with the articles of the Company.

In addition to its duties and responsibilities under the law and under the articles of the Company, the board of directors shall promote the interests of the shareholders as described herein. The Board is responsible for:

Oversight of Management

- ▼ Adopting a succession planning process and selecting the chief executive officer of the Company and other senior executive officers.
- ▼ Appointing, training and monitoring the performance of the executive officers of the Company.
- ▼ Through a Committee, adopting a process for the evaluation and compensation of the chief executive officer and other senior executive officers.
- ▼ Promoting a culture of integrity throughout the Company consistent with the Company's Business Code of Conduct, taking appropriate steps to, to the extent feasible, satisfy itself as to the integrity of the chief executive officer and the other senior executive officers, and that the chief executive officer and the other senior executive officers create a culture of integrity throughout the Company.
- ▼ Periodically reviewing and approving any changes to the Company's Business Code of Conduct or approving any waivers of the Business Code of Conduct involving a director or executive officer of the Company.
- ▼ Monitoring compliance with the Business Code of Conduct.
- ▼ Developing and approving descriptions of the roles of the chairperson of the Board and each Committee and the chief executive officer, and measuring the performance of those acting in such capacities against such position descriptions.

Financial and Risk Matters

- Through a Committee, overseeing the reliability and integrity of accounting principles and practices followed by management, of the financial statements and practices followed by management.
- Overseeing the integrity of the Company's internal controls and management information systems and requiring the implementation of changes to such systems as may be necessary to ensure the integrity of such systems.
- Approving annual and, either directly or through the Audit and Risk Committee, quarterly financial statements and the reporting thereof as required by law.
- Ensuring compliance with all regulatory requirements relating to financial reporting.
- Reviewing and discussing with management the processes utilized by management with respect to risk assessment and risk management, and satisfying itself as to the implementation of appropriate systems to manage risks of the business.

Business Strategy

- Adopting a strategic planning process pursuant to which management develops and proposes, and the Board reviews and approves, significant corporate strategies and objectives, identifying and taking into account the opportunities and risks of the business.

Adopting and reviewing policies and procedures designed to:

- Ensure responsible authorization of major investments and significant allocations of capital; and permit shareholder and other stakeholder feedback.
- Reviewing and approving all major acquisitions, dispositions and investments and all significant financings and other significant matters outside the ordinary course of the Company's business, provided that they are not matters reserved for the shareholders' meetings under the by-laws or applicable law.
- Through a Committee, reviewing management's implementation of appropriate community and environmental stewardship and health and safety management systems, taking into consideration applicable laws, Company policies and accepted practices in the mining services industry.

Corporate Governance

1. Overseeing the development and improvement of the Company's corporate governance, in accordance with the law and the articles.
2. Taking appropriate steps to remain informed about the Board's duties and responsibilities and about the business and operations of the Company.
3. Ensuring that the Board receives from senior executives the information and input required to enable the Board to effectively perform its duties.
4. Reviewing the effectiveness of the Board, its Committees and individual directors on an annual basis.

Board Organization

5. Establishing Committees of the Board and delegating certain Board responsibilities to these Committees, consistent with the law and the Company's articles.

Other

6. Overseeing the development of a whistleblowing policy.
7. Overseeing the development of an anti-bribery and anti-corruption compliance policy.

Adoption

8. This Policy was approved by the Board on November 19, 2025.



Lima

Av. Santo Toribio 143 Ofc. 401
San Isidro, Lima 27
Peru

Santiago

Isidora Goyenechea 3162, Ofc. 501
Las Condes, Santiago
Chile

Toronto

Suite 910, 65 Queen St W
Toronto ON M5H 2M5
Canada

[**inquiries@stracon.com**](mailto:inquiries@stracon.com)