

STRACON Group Holding Inc. Talent and Nominating Committee Policy



Talent and Nominating Committee Policy

Purpose

1. The purpose of the Talent and Nominating Committee (**the “Committee”**) of the Board of Directors of the Company (**the “Board”**) is to assist the Board in:

- Determining and reviewing director and executive officer compensation and administering the Company’s incentive and equity-based compensation plans;
- Overseeing the Company’s executive compensation disclosure;
- Identifying qualified candidates for election as directors and recommending nominees to the Board;
- Making recommendations to the Board as to the composition of the Board and its committees (including this Committee);
- Recommending that the Board fill vacancies and select nominees for election at the next annual meeting of the shareholders of the Company;
- Developing and overseeing a process to evaluate the functioning of the Board, its committees (including this Committee) and individual directors;
- Overseeing succession planning with respect to executive officers and directors; and
- Fulfilling the Board’s governance and supervisory duties and overseeing human resources, succession planning and compensation policies and practices.

Committee Responsibilities

2. The Committee’s responsibilities include:

Director and Executive Officer Nominees

- Identifying qualified candidates for election as directors, consistent with criteria established by the Board;
- Considering and recommending to the Board the director nominees for election at the next annual meeting of the shareholders of the Company;
- Considering and recommending to the Board director nominees to fill vacancies on the Board;

- ▼ Considering and recommending for approval by the Board, nominees for the positions of the Chief Executive Officer, the Chief Financial Officer and other executive officers of the Company;
- ▼ Developing and recommending to the Board a process for assessing the performance and effectiveness of the Board, its committees (including this Committee) and the contributions of individual directors on an annual basis;
- ▼ Overseeing the evaluation of the directors and executive officers of the Company;

Chief Executive Officer Compensation

- ▼ Reviewing and approving corporate goals and objectives relevant to the Chief Executive Officer's compensation;
- ▼ Overseeing the evaluation of the Chief Executive Officer's performance in light of the goals and objectives in paragraph (g);
- ▼ Reviewing and making recommendations to the Board with respect to the Chief Executive Officer's compensation based on the evaluation of the Chief Executive Officer's performance;

Director and Executive Officer Compensation

- ▼ Reviewing and making recommendations to the Board with respect to the Company's director and executive officer compensation (other than the Chief Executive Officer);
- ▼ Reviewing and making recommendations to the Board with respect to the Company's incentive compensation and equity-based plans;
- ▼ Ensuring the Company's compensation policies and practices maintain an appropriate balance between risk and reward in alignment with the Company's risk profile and do not encourage excessive risk-taking behaviour by the Company's executive officers;
- ▼ Reviewing and recommending to the Board the Company's executive compensation disclosure;

Corporate Governance

- ▼ Developing and recommending to the Board a set of corporate governance principles applicable to the Company;

Business Code of Conduct

- ▼ Reviewing and evaluating the Business Code of Conduct and recommending to the Board any necessary or appropriate changes;
- ▼ Monitoring compliance with the Business Code of Conduct;
- ▼ Considering and recommending to the Board any waivers of the Business Code of Conduct involving a director or executive officer of the Company

Share Ownership Policies

- ▼ Reviewing and approving the Company's share ownership policy;

Other

- ▼ Reviewing shareholder proposals in connection with meetings of the shareholders of the Company and recommending to the Board appropriate action in connection therewith;
- ▼ Developing and recommending to the Board a comprehensive orientation program for new directors aimed at ensuring new directors understand the nature and operations of the Company's business, the roles of the Board and its committees (including this Committee) and the expected contributions of individual directors;
- ▼ Developing and recommending to the Board a continuing education program for all directors;
and
- ▼ Performing any other activities consistent with this policy or assigned to the Committee by the Board.

Responsibilities of the Committee Chair

3. The fundamental responsibility of the Committee Chair is to be responsible for the management and effective performance of the Committee and provide leadership to it in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities include:

- ▼ Working with management to establish the frequency of Committee meetings and the agendas for meetings;

- ▼ Providing leadership to the Committee and presiding over Committee meetings;
- ▼ Facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- ▼ Reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
- ▼ Liaising with the Chair of the Audit and Risk Committee of the Board, as appropriate, on matters relevant to the Company's management of enterprise risks;
- ▼ Coordinating the orientation program for new directors and the continuing education program for all directors;
- ▼ Leading the Committee in annually reviewing and self-assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
- ▼ Taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

Powers

4. The Committee shall have the authority, including approval of fees and other retention terms, to obtain advice and assistance from outside legal counsel, search firms or other advisors in its sole discretion, at the expense of the Company, which shall provide adequate funding for such purposes. The Company shall also provide the Committee with adequate funding for the ordinary administrative expenses of the Committee.

Composition

5. The Committee and its Chair shall be appointed by the Board annually and the Committee shall be comprised of a minimum of three directors. If an appointment of the members of the Committee is not made as prescribed, the members shall continue as such until their successors are appointed.

Meetings

6. The Committee shall have a minimum of four meetings per year, to coincide with the Company's financial reporting cycle. Additional meetings will be scheduled as considered necessary or appropriate.

7. The time and place of the meetings of the Committee, the calling of meetings and the procedure at such meetings shall be determined by the Chair of the Committee, provided that all matters put forward for approval by the Committee shall be determined by majority vote.

Adoption

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



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