



## **NOMINATING & CORPORATE GOVERNANCE COMMITTEE MANDATE**

### **February 2023**

The Nominating & Corporate Governance Committee (the "**Committee**") of the Board of Directors of Colliers International Group Inc. (the "**Company**") in its oversight function is ultimately responsible for the Company's governance processes and the quality of its corporate governance.

- 1.0 In fulfilling its responsibilities the Committee:
  - 1.1 Ensures that the appropriate structure, composition, mandate and membership are established and reviewed at least annually for each Board committee. As well, the Committee monitors the membership of committees, particularly with respect to upcoming retirements of the Chair and committee members, to ensure proper succession planning. Recommendations for appointments of committee Chairs are made having regard to the attributes of independence, competence, dedication, and leadership skills essential to effective chairmanship. The Committee also reviews the composition of committees to determine the need for cross appointments in certain circumstances to promote greater committee effectiveness.
  - 1.2 Identifies and recommends to the Board suitable Director candidates. The Committee follows a rigorous selection and screening process to ensure that the requisite elements of integrity, diversity, knowledge, skill, experience, and judgment are the hallmarks of the Company's Board members. In addition, the Committee considers the needs of individual committees and Board succession planning in recruiting prospective Directors. The Committee also recommends to the Board the nominees to stand for election as Directors at each Annual Meeting.
  - 1.3 Assesses at least annually the optimum Board size and makes recommendations to the Board on any changes.
  - 1.4 Monitors market developments and best practices relating to Board diversity and inclusion and makes recommendations to the Board regarding any practices or policies that may be advisable to further the interests of diversity and inclusion at the Board level.
  - 1.5 Conducts an annual evaluation of the effectiveness of the Board and an annual peer evaluation process to provide feedback to individual Directors on their effectiveness. In addition, the Committee is responsible for the development and implementation of a process to assess the effectiveness of each committee.
  - 1.6 Satisfies itself that there is a satisfactory orientation program for new Directors with respect to their Board responsibilities and ensures that appropriate orientation and education programs are in place for new committee members.
  - 1.7 Conducts an annual assessment of the performance of the Chairman and Vice Chairman of the Board.

- 1.8 Assesses the merits of any shareholder proposals, establishes procedures for dealing with such proposals, and formulates draft responses on behalf of the Company for approval by the full Board.
- 1.9 Monitors best practices for governance world-wide and annually reviews the Company's governance practices to ensure that the Company continues to exemplify high standards of corporate governance.
- 2.0 The operation of the Committee shall be in accordance with the following:
  - 2.1 Each year the Board may appoint from among its members the Committee of not less than three none of whom shall be employees of the Company.
  - 2.2 The Board shall appoint the Chair of the Committee from among the members thereof. During the absence or inability to act of the said Chair, the members of the Committee present shall choose one of their number to be Chair. The Secretary of the Company shall act as Secretary of the Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the other Committee members who are present.
  - 2.3 A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting thereof.
  - 2.4 Any member of the committee may be removed or replaced at any time by the Board and shall *ipso facto* cease to be a member of the Committee upon ceasing to be a Director. The Board may fill vacancies on the Committee by appointment from among its number. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the foregoing, each member of the Committee shall hold office until the next annual meeting of shareholders after their appointment.
  - 2.5 The committee may invite such Directors, executive officers and employees of the Company as it may see fit from time to time to attend meetings of the Committee and assist thereat in the discussion and consideration of affairs of the Company related to the responsibilities of the Committee. The Committee shall also meet from time to time without management being present.
  - 2.6 The Committee shall keep minutes of its meetings in which shall be recorded all proceedings and shall report on a timely basis to the Board on all matters dealt with by it at such Committee meetings.

Meetings of the Committee shall be held from time to time at such hour and at such place as the Committee may determine. Notice of the time and place of each meeting of the Committee shall be given to each member thereof not less than twenty-four hours before the time when the meeting is to be held. A notice of a meeting of the Committee need not specify the purpose of or the business to be transacted at the meeting. Attendance of a member at a meeting is a waiver of notice of that meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Meetings of the Committee may be held by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear or communicate each other.

A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee.