CORPORATE GOVERNANCE AND NOMINATION COMMITTEE CHARTER

AMAROQ LTD.
(the **"Corporation")**

1. COMPOSITION

1.1 The Committee shall be comprised of at least three directors, appointed by the Board on the recommendation of the Corporate Governance and Nomination Committee. The majority of the members of the Committee shall be independent non-executive directors within the meaning of National Instrument 52-110 Audit Committees and the UK Corporate Governance Code 2024 (published by the Financial Reporting Council).

1.2 The appointment of members to the Committee shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected. If the appointment of members of the Committee is not so made, the directors who are then serving as members of the Committee shall continue to serve as members until their successors are validly appointed. The Board may appoint a member to fill a vacancy that occurs in the Committee between annual elections of directors.

1.3 Provided the member of the Committee continues to meet the criteria for membership of the Committee, a member of the Committee may serve for a period of up to three years, extendable by no more than two additional three-year periods, provided the member continues to be meet the criteria for membership of the Committee.

1.4 The chair of the Committee (the "**Chair**") may be the Chair of the Board or be an independent non-executive director. If the person appointed as Chair is the Chair of the Board, then they should not chair the Committee when it is dealing with the matter of succession to the Chair of the Board.

1.5 In the absence of the Chair (or any deputy appointed by the Board) from any meeting of the Committee, the members of the Committee participating in the meeting shall elect one of their number (being a member who would qualify under these terms of reference to be appointed as the Chair by the Board) to chair the meeting.

1.6 The secretary of the Corporation (or such other person as the Committee may appoint) shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

2. MEETINGS AND PROCEDURES

2.1 The Committee shall meet at least twice a year, or more frequently if required. Meetings shall be convened with at least five days' notice, including agenda and supporting papers.

2.2 At all meetings of the Committee, every item brought to resolution shall be decided by a majority of the votes cast by the participating members. In the case of an equality of votes, the Chair shall have a casting vote, except where the Chair has a personal interest in the matter being considered.

2.3 Quorum for meetings of the Committee shall be a majority of its members (with a minimum of two members) and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board. At least one participant in the quorum shall be an independent non-executive director.

2.4 The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means (including by video conference) or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee.

2.5 Each member (including the Chair) is entitled to one vote in Committee proceedings.

2.6 The Committee shall meet as required with the Chair of the Board and Chief Executive Officer of the Corporation to discuss any issue relevant to the execution of its mandate.

2.7 Each member of the Committee must, at or prior to the commencement of each meeting of the Committee, disclose to the Committee any interest that they have in any matter to be considered at the meeting. A member of the Committee must not participate in any discussions concerning, and is not entitled to vote in relation to, any matter to be considered at a meeting of the Committee in which they have a direct or indirect interest unless that interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

3. DUTIES AND RESPONSIBILITIES

3.1 The mandate of the Committee is to ensure that the Corporation, its management, directors and members serve in the best interest of its shareholders and that its actions are conducted in a professional and transparent manner and in conformity with applicable laws.

3.2 More specifically, and without limiting the scope of its mandate, the duties of the Committee include the following:

3.2.1 overseeing and monitoring the corporate governance framework of the Corporation and its subsidiaries (the "**Group**") and making recommendations to the Board to ensure that the framework is consistent with best corporate governance standards and practices

3.2.2 keep under review the Corporation’s compliance with the UK Corporate Governance Code and recommend to the Board any changes to the Company corporate governance practices that the Committee considers necessary or desirable;

3.2.3 monitoring emerging trends in, and consultations on, corporate governance matters, considering their potential effect on the Group’s governance arrangements and recommending any relevant changes to the Board as appropriate;

3.2.4 review and make recommendations with respect to the disclosure required concerning corporate governance to be contained in public disclosure documents circulated by the Corporation from time to time;

3.2.5 regularly review the structure, size and composition (including the skills, experience, independence, knowledge, and diversity) of the Board and its committees, taking account of the Corporation's strategic priorities, and make recommendations to the Board with regard to any changes that are deemed necessary;

3.2.6 review criteria established by the Corporation with respect to the size, composition and duties of the Board and its committees and reassess these criteria on a regular basis for their appropriateness and adherence to government and regulatory requirements and regulations;

3.2.7 ensure plans are in place for orderly succession to both the Board and senior management positions, based on merit and objective criteria and taking into account the challenges and opportunities facing the Corporation, the skills, experience, independence, knowledge, and diversity needed on the Board in the future, the length of service of the Board as a whole and the need for its membership to be regularly refreshed, and oversee the development of a diverse pipeline for succession having regard to diversity, inclusion and opportunity;

3.2.8 review annually the leadership needs of the Corporation and its subsidiaries, both executive and non-executive, with a view to ensuring the continued ability of the Group to compete effectively in the marketplace;

3.2.9 keep up-to-date and fully informed about strategic issues and commercial changes affecting the Corporation and its subsidiaries and the markets in which they operate;

3.2.10 be responsible for identifying and nominating for the approval of the Board, candidates to fill vacancies on the Board as and when they arise;

3.2.11 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the Committee shall:

(a) use open advertising or the services of external advisers to facilitate the search;

(b) consider candidates from a wide range of backgrounds;

(c) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board (including gender and ethnicity) taking care that appointees have enough time available to devote to the position;

3.2.12 review and assess the independence of each director;

3.2.13 prior to the appointment of a director, to require the proposed appointee to disclose any other business interests that may result in a conflict of interest and to undertake to disclose any future business interests that could result in a conflict of interest;

3.2.14 ensure that, on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;

3.2.15 assist the Chair of the Board and the Senior Independent Director with the implementation of an annual Board performance evaluation process to assess the overall and individual performance and effectiveness of the Board and its committees, including:

(a) consideration of the balance of skills, experience, independence and knowledge of the Corporation,

(b) the Board’s diversity and inclusion;

(c) how the Board works together as a unit, and other factors relevant to the Board's effectiveness,

and ensure that the Board performance evaluation is externally facilitated at least every three years;

3.2.16 review the results of the Board’s performance evaluation process that relate to the Board's performance, its composition, succession planning, its diversity and inclusion and how effectively the members of the Board work together to achieve objectives;

3.2.17 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;

3.2.18 review and recommend to the Board mandates for committees of the Board;

3.2.19 ensure that the Corporation has and abides by, policies outlining its social, environmental and employee well-being responsibilities;

3.2.20 to adopt and keep track of the application of the Corporation's conflict of interest, confidentiality and trading restrictions policies; and

3.2.21 to monitor and manage potential conflicts of interest of management, members of the board and shareholders as well as their compliance to the Corporation's policies.

3.3 The Committee shall also make recommendations to the Board concerning:

3.3.1 formulating plans for succession for both executive and non-executive directors and, in particular, for the key roles of the Chair of the Board and the Chief Executive Officer;

3.3.2 suitable candidates for the role of the Senior Independent Director;

3.3.3 membership of the Audit & Risk Committee and Compensation Committee, and any other Board committees as appropriate, in consultation with the chair of those committees;

3.3.4 the re-appointment of any non-executive director at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

3.3.5 the annual re-election by shareholders of directors in accordance with the UK Corporate Governance Code 2024 (or the retirement by rotation provisions in the Corporation’s articles of association), having regard to their performance and ability, and why their contribution to the Board and the Corporation's long-term sustainable success, in the light of the knowledge, skills, experience and diversity required, taking into account the length of service of individual directors, the Chair of the Board and the Board as a whole;

3.3.6 the number of external appointments held by each director, consider setting any limits on such appointments that may be held by the Chair of the Board and non-executive directors, and ensure that any new additional external appointments are approved in advance by the Board before being accepted;

3.3.7 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee subject to the provisions of the law and his service contract; and

3.3.8 the appointment of any director to executive or other office.

4. REPORTING RESPONSIBILITIES

4.1 The Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

4.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

4.3 The Chair should attend the Corporation's annual general meeting to answer any shareholder questions on the Committee's activities.

4.4 The Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

4.5 The Committee shall produce a report on its activities to be included in the Corporation's annual report, which shall include:

4.5.1 its activities, the membership of the Committee, number of meetings and attendance over the course of the year;

4.5.2 the process used in relation to Board appointments, its approach to succession planning and how both support the development of a diverse pipeline;

4.5.3 identifying any external search consultancy that has been engaged, together with a statement about any other connection they have with the Corporation or individual directors;

4.5.4 how the Board performance evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the outcomes and actions taken, and how it has or will influence Board composition;

4.5.5 identifying any external evaluator that has been engaged to facilitate the Board evaluation, together with a statement about any other connection they have with the Corporation or individual directors;

4.5.6 a description of the Board's policy and any initiatives on diversity and inclusion, their objectives and link to company strategy, how they have been implemented and progress on achieving their objectives; and

4.5.7 the gender balance of those in the senior management and their direct reports.

4.6 The Committee shall make its charter available on the Corporation's website.

5. OTHER MATTERS

5.1 The Committee shall be provided with:

5.1.1 access to sufficient resources in order to carry out its duties (including access to the secretary of the Corporation for assistance as required); and

5.1.2 appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

5.2 The Committee shall:

5.2.1 work and liaise as necessary with all other committees of the Board;

5.2.2 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code 2024 and the requirements of the UK Listing Rules and the UK Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and

5.2.3 carry out such other duties shall consider such other matters as may be referred to it by the Board from time to time.

5.3 The Committee shall arrange for periodic reviews of its own performance and shall, at least once a year, review its own performance, constitution and the terms of this charter to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

6. AUTHORITY OF THE COMMITTEE

6.1 The Committee is authorised by the Board:

6.1.1 to examine any activity and undertake such investigations and research as it considers necessary or appropriate for the purpose of carrying out its duties;

6.1.2 to obtain, at the Corporation's expense, external legal or other professional advice on any matter within its remit where the Committee considers it necessary or appropriate to do so;

6.1.3 to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee;

6.1.4 to seek any information it requires from any director, officer or employee of the Corporation, and all such directors, officers and employees will be directed to co-operate with any request made by the Committee; and

6.1.5 to call any director, officer or employee of the Corporation to be questioned at a meeting of the Committee as and when required.

APPROVED BY THE BOARD OF DIRECTORS ON 21 JULY 2026