

Nominating and Governance Committee Charter

(the “**Charter**”)

1. Mandate

The Nominating and Governance Committee (the “**Committee**”) of Fiera Capital Corporation (the “**Company**”) is established by the Board of Directors of the Company (the “**Board**”) for the primary purpose of assisting the Board in fulfilling its key corporate governance responsibilities, including:

- > reviewing the Board’s role with respect to the management of the Company;
- > developing, assessing and implementing corporate governance policies and guidelines for the Company;
- > identifying qualified individuals to become Board members, assessing the Board’s size and composition, and establishing the composition of the committees of the Board (the “**Board Committees**”) and the appointment of their chairs;
- > establishing Board and Board Committee service compensation;
- > developing and overseeing the process to evaluate the Board, the Board’s chair (the “**Board Chair**”), the Board’s lead director (the “**Lead Director**”), the Board Committees, the chairs of the Board Committees and directors individually;
- > reviewing the measures implemented by the Company to promote diversity and evaluating annual and cumulative progress made in achieving their objectives;
- > managing and taking the necessary measures to address and resolve actual or potential conflicts of interest between the roles of the Board Chair and the Global Chief Executive Officer;
- > reviewing all related party transactions for potential conflict of interest situations on an ongoing basis and making recommendations to the Board with respect to such related party transactions;
- > overseeing the Company’s policies pertaining to the business conduct, ethics, public disclosure of material information, trading in Company securities and all other matters associated with an efficient corporate governance system; and
- > overseeing general compliance with any applicable rule, regulation, guideline or listing requirement relating to corporate governance.

The Committee shall inform and report periodically to the Board about its activities, issues and related recommendations.

The Committee shall encourage continuous improvement of, and foster adherence to the Company’s policies, procedures and practices at all levels.

2. Operating Mode

2.1 Composition

The Committee shall consist of at least three (3) directors of the Board (each, a “**Member**” and collectively, the “**Members**”). Each year, the Board will appoint the Members and the chair of the Committee (the “**Chair**”) at its first meeting following the annual general meeting of the shareholders (the “**AGM**”).

The Members shall meet the independence, experience and/or other membership requirements under applicable laws, rules and regulations (including those, if any, of applicable stock exchanges) as determined by the Board.

Members shall hold office from time to time from their appointment until the next AGM or until a successor is appointed. The Board may, at any time, remove or replace a Member. A Member may also resign. A Member that ceases to be a director shall also automatically cease to be a Member. The Board shall fill a vacancy on the Committee by appointment amongst directors of the Board. Subject to quorum requirements, the remaining Members shall exercise all the powers of the vacant Member position.

In the Chair’s absence or in the event of a vacancy, the Committee may select another Member as Chair. The Chair may exercise all powers of the Committee in between meetings. Nevertheless, the Chair shall reasonably involve the other Members prior to exercising any power and advise them of the decisions ensuing the exercised powers.

2.2 Responsibilities of the Chair

The Chair leads the Committee in all aspects of its work. It is responsible for managing the affairs of the Committee and ensuring that it is properly organized and functions efficiently. More specifically, the Chair shall be responsible for:

- (a) providing leadership to enable the Committee to act effectively in carrying out its duties and responsibilities as described in this Charter and as may otherwise be appropriate;
- (b) ensuring, in consultation with the Company’s Chair and Global Chief Executive Officer (the “**Chair and Global CEO**”) and the Lead Director, that there is an effective working relationship between Chair and Global CEO and his executive direct reports (together, the “**Executive Team**”), the senior management of the Company (together with the Executive Team, the “**Senior Management**”) and the Members.
- (c) chairing meetings of the Committee;
- (d) determining, in consultation with the Chair and Global CEO and the corporate secretary of the Company (the “**Corporate Secretary**”), the frequency, dates and locations of meetings of the Committee;
- (e) reviewing, in consultation with the Chair and Global CEO and the Corporate Secretary, meeting agendas in order to ensure that all required business is brought before the Committee;

- (f) ensuring, in consultation with the Chair and Global CEO, that all items requiring Committee approval are appropriately tabled, and that action items from previous meetings are presented to the Committee at each meeting, as applicable;
- (g) ensuring the proper flow of information to the Committee and, in consultation with the Chair and Global CEO and the Corporate Secretary, review the adequacy and timing of materials in support of the Senior Management's proposals and presentations;
- (h) at the meeting of the Board immediately following any meeting of the Committee, reporting to the Board on matters reviewed by, and on any decisions or recommendations of, the Committee; and
- (i) carrying out any special assignments or functions as may be requested by the Board.

2.3 Meetings

The Committee will meet at least three times a year, with authority to convene additional meetings, as circumstances require. All Members are expected to attend each meeting, in person or via teleconference or videoconference. The Committee shall invite members of the Senior Management or others to attend meetings and provide pertinent information, as necessary. Notice for such meetings shall be sent to the Members and to the Chair and Global CEO.

The Committee shall hold *in camera* sessions without members of Senior Management present, unless otherwise invited. These sessions shall be led by the Chair.

Meeting agendas shall be prepared by the Corporate Secretary, approved by the Chair following consultation with other Members if necessary, and provided in advance to the Members along with appropriate briefing materials. The Corporate Secretary, or any other person appointed by the Chair, shall prepare minutes of the meetings. The minutes of the Committee meetings shall accurately record the significant discussions of, and decisions made by, the Committee, including all recommendations to be made by the Committee to the Board. Such minutes shall be circulated to all Members for approval and, thereafter, shall be entered into the records of the Company.

The majority of the Members present in person, by teleconference or by videoconference shall constitute quorum.

2.4 Evaluation of the Committee

On an annual basis, the Committee shall evaluate its performance and review and evaluate the adequacy of its Charter, requesting Board approval for proposed changes and appropriate disclosure as may be required by law, regulation and listing requirements.

The Committee shall provide its Members with appropriate education related to corporate governance when necessary.

3. Duties and Responsibilities

In addition to any other responsibilities and duties assigned to it from time to time by the Board, the Committee shall carry out the following specific responsibilities with respect to the Company.

The Committee shall review and discuss, report and where appropriate, provide recommendations to the Board. The Committee shall be responsible for:

3.1 General Corporate Governance

- (a) reporting annually to the Board on matters concerning corporate governance such as Board size, structure, composition of the committees, charters of committees and the Company's proposal relating to shareholder proposals to be included in the annual management information circular as required by law;
- (b) assessing, in consultation with the Chair and Global CEO, the needs of the Board in terms of the frequency and location of Board and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and submitting recommendations to the Board for approval as required;
- (c) developing and implementing a process to address and resolve actual or potential conflicts of interest between the roles of Board Chair and Global Chief Executive Officer;
- (d) reviewing all related party transactions for potential conflict of interest situations on an ongoing basis and submitting recommendations to the Board for approval with respect to such related party transactions;
- (e) reviewing the Company's annual management information circular and related documentation, and submitting recommendations to the Board for approval; and
- (f) developing and implementing procedures for the receipt, retention and follow-up of complaints of Board members.

3.2 Nominations

- (a) in consultation with the Chair and Global CEO and Lead Director, identifying, comparing and making recommendations to the Board for approval, of qualified candidates to be nominated as individual new directors at the next annual meeting of shareholders and to fill Board vacancies between annual meetings of shareholders, in accordance with applicable laws, rules and regulations and the Company's constituting documents;
- (b) elaborating criteria and evaluating necessary qualifications for the Board's member selection, including independence requirements and diversity considerations;
- (c) determining, in consultation with the Chair and Global CEO, the compositions of the Board Committees and their respective chair appointments and submitting recommendations to the Board for approval;

- (d) reviewing directors and committee service compensation periodically, in relation to current industry practices and submitting recommendations to the Board for approval;
- (e) overseeing the establishment of guidelines for director share ownership requirements and compensation policies related to such guidelines; and
- (f) providing, in consultation with the Chair and Global CEO, assistance to new directors in becoming better acquainted with the Company and its governance process and encouraging continuing education for Board and Board Committee members.

3.3 Policies

- (a) reviewing, reporting and, when appropriate, submitting recommendations to the Board for approval on the Company's policies pertaining to the business conduct, ethics, public disclosure of material information, trading in Company securities and all other matters associated with an efficient corporate governance system, including the Company's Global Code of Conduct (collectively, the "**Governance Policies**");
- (b) assisting the Board with interpreting and overseeing the application of the Company's Governance Policies; and
- (c) reviewing and reporting to the Board any breach of the Company's Governance Policies or any complaint or correspondence under such policies referred to the Committee by the Audit and Risk Management Committee.

3.4 Sustainability Oversight

- (a) overseeing the sustainability approach of the Company and compliance with sustainability regulations, including sustainable investing, climate-related and environmental matters, diversity, human rights issues and matters of interest to shareholders and other stakeholders and reporting to the Board on such matters;
- (b) obtaining, at least annually and on an ad hoc basis, as needed, an update report from the (i) Heads of Sustainable Investing, and (ii) Global Head, DE&I and Talent Development; and
- (c) reviewing and approving the annual sustainability report and the annual climate report.

3.5 Annual Evaluations and Reporting

- (a) overseeing the annual evaluation processes in order for directors to individually assess the Board, its Chair and the Lead Director, the Board Committees and their chairs and individual directors, and providing the results of same to the Board for review;
- (b) reviewing, in consultation with the Chair and Global CEO, the need for, and the performance and suitability of, the Board Committees and submitting recommendations to the Board for approval, as required;
- (c) reviewing and assessing the suitability of the Board charter and each Board Committee's charter and submitting recommendations to the Board for approval, as required; and
- (d) reporting to the Board on the Committee's activities.

4. Access to Information, Outside Advisors and Experts

The Committee shall have access to all information, documents and records of the Company that it determines necessary or advisable to permit it to carry out its duties and responsibilities.

The Committee shall have the authority to retain or appoint any outside advisor or expert if deemed necessary to assist the Committee in performing its responsibilities.

5. Limitations

Nothing contained in this Charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Company or the Members.

The Members are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, and (ii) the accuracy and completeness of the information provided.

6. Review of Charter

This Charter will be reviewed periodically by the Board. This Charter is dated and effective as of February 25, 2025.