



FIERACAPITAL

NOMINATING AND GOVERNANCE COMMITTEE 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:

- (a) reviewing the Board’s role with respect to the management of the Company;
- (b) developing, assessing and implementing corporate governance policies and guidelines for the Company;
- (c) 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;
- (d) establishing Board and Board Committee service compensation;
- (e) developing and supervising the process to evaluate the Board, the Board’s Chairman (the “**Chairman**”), the Board’s lead director (the “**Lead Director**”), the Board Committees, the chairs of the Board Committees and directors individually;
- (f) reviewing the measures implemented by the Company to promote diversity and evaluating annual and cumulative progress made in achieving their objectives;
- (g) managing and taking the necessary measures to address and resolve actual or potential conflicts of interest between the roles of the Chairman and the Chief Executive Officer (the “**CEO**”);
- (h) 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;
- (i) supervising 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

- (j) 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 ("**Members**"). Each year, the Board will appoint Members and the chair of the Committee ("**Chair**") from amongst the Members 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 will 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:

- (a) provide leadership to enable the Committee to act effectively in carrying out its duties and responsibilities as described in this Nominating and Governance Committee Charter (this "**Charter**") and as may otherwise be appropriate;
- (b) in consultation with the Chairman and CEO and the Lead Director, ensure that there is an effective working relationship between the senior management of the Company ("**Management**") and the Members;

- (c) chair meetings of the Committee;
- (d) in consultation with the Chairman and CEO and the corporate secretary of the Company (the “**Corporate Secretary**”), determine the frequency, dates and locations of meetings of the Committee;
- (e) in consultation with the Chairman, ensure that all items requiring Committee approval are appropriately tabled;
- (f) ensure the proper flow of information to the Committee and, in consultation with the Chairman and CEO and the Corporate Secretary, review the adequacy and timing of materials in support of Management proposals and presentations;
- (g) at the meeting of the Board immediately following any meeting of the Committee, report to the Board on matters reviewed by, and on any decisions or recommendations of, the Committee; and
- (h) carry out any special assignments or functions as may be requested by the Board.

2.3 Meetings

The Committee will meet at least two 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 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 Chairman.

The Committee shall hold in camera sessions with the Chairman and the CEO, as well as executive sessions before or after the Committee meetings.

Meeting agendas shall be prepared by Management, approved by the Chair following consultation with other Members if necessary, and provided in advance to 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 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 shall 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

3.1 General Corporate Governance

- (a) Report annually to the Board on matters concerning corporate governance such as standards of performance of directors, Board size, structure, composition of 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) Review criteria regarding the composition of the Board and Board Committees to determine and promote the diversity of their members, the measures implemented to achieve same and their effectiveness and report annually to the Board on such matters.
- (c) In conjunction with the Chairman, assess 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 make recommendations to the Board as required.
- (d) Develop and implement a process to address and resolve actual or potential conflicts of interest between the roles of Chairman and CEO.
- (e) Review all related party transactions for potential conflict of interest situations on an ongoing basis and make recommendations to the Board with respect to such related party transactions;
- (f) Elaborate and recommend a charter and governance guidelines and principles to the Board. The Committee shall also review the Company's compliance with governance guidelines and principles within the Company's public disclosure documents in accordance with applicable laws, regulations and listing requirements and recommend changes when deemed necessary.
- (g) Develop and implement procedures for the receipt, retention and follow-up of complaints of Board members.

3.2 Nominations

- (a) In conjunction with the Chairman and Lead Director, identify, compare and recommend, for approval by the Board, qualified candidates to be nominated as individual new directors at the next annual meeting of shareholders in accordance with the majority voting policy 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) Elaborate criteria and evaluate necessary qualifications for the Board's member selection, including independence requirements and diversity considerations.
- (c) In conjunction with the Chairman, determine and recommend Board Committee composition and chair appointments to the Board for approval.
- (d) Review directors and committee service compensation annually in relation to current industry practices and recommend any changes for the Board's approval.
- (e) Oversee the establishment of guidelines for director share ownership requirements and compensation policies, if any, related to such guidelines.
- (f) In conjunction with the Chairman, provide assistance to new directors in becoming better acquainted with the Company and its governance process and encourage continuing education for Board and Board Committee members.

3.3 Policies

- (a) Review, report and, when appropriate, provide recommendations to the Board 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 Code of Conduct and underlying policies.
- (b) Assist the Board by interpreting and supervising the application of the Company's governance policy and all other corporate policies and guidelines.
- (c) Review and report to the Board any breach of the Company's policies, including the Company's Code of Conduct, or any complaint or correspondence under such policies referred to the Committee by the Audit and Risk Management Committee.

3.4 Annual Evaluations and Reporting

- (a) Elaborate and oversee the implementation of formal evaluation processes in order for directors to individually assess the Board, its Chairman and the Lead Director, the Board Committees and their chairs and individual directors, and provide the results of same to the Board for review.
- (b) Review, in conjunction with the Chairman, the need for, and the performance and suitability of, the Board Committees and make recommendations as required.
- (c) Review, assess and discuss with each Board Committee the suitability of their charter and recommend changes to the Board when appropriate.
- (d) Report 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 23, 2023.