

ABSOLUTE SOFTWARE CORPORATION

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. PURPOSE

The purpose of the Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Absolute Software Corporation (the “**Company**”) is to provide a focus on governance that will enhance the Company’s performance, to assess and make recommendations regarding the Board’s effectiveness, and to establish and lead the process for identifying, recruiting, appointing, re-appointing, and providing ongoing development for the Company’s Directors.

II. COMPOSITION AND OPERATIONS

- A.** The Committee will be composed of not fewer than three Directors and not more than five Directors, all of whom will be independent Directors¹ (subject to any exemptions or relief that may be granted from such requirements). The members of the Committee will be appointed annually by the Board and must have a working familiarity with corporate governance practices. Each member of the Committee shall serve at the pleasure of the Board until the member resigns from the Committee, is removed from the Committee by the Board, or ceases to be a member of the Board.
- B.** The Board will appoint one member of the Committee as Chair of the Committee. The Chair’s duties and responsibilities include:
- i) presiding at each meeting of the Committee;
 - ii) setting the frequency and length of each Committee meeting and the agenda of items to be addressed at each meeting, in consultation with the other members of the Committee and management;
 - iii) leading the Committee in discharging each of the tasks assigned to it under this Charter; and
 - iv) delivering reports to the Board on the activities of the Committee.
- C.** A majority of the members of the Committee will constitute a quorum and will be empowered to act on behalf of the Committee.
- D.** The Committee shall meet at least two times per fiscal year.
- E.** The Committee may invite to any of its meetings any officers or employees of the Company, external legal counsel or other external advisors, and/or other persons

¹ Within the meaning of “independence” per the provisions of *National Instrument 52-110 - Audit Committees*. See also *National Policy 58-201 - Corporate Governance Guidelines* for guidelines as to composition of Board committees.

whose attendance it considers necessary or desirable in order to carry out its responsibilities.

- F. The Committee may form and delegate authority to subcommittees of the Committee if and when appropriate.
- G. The Committee shall operate under any guidelines applicable to all Board committees.

III. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee will:

- A. Review the Board's relationship with the Company's management to ensure the Board is able to, and in fact does, function independently of management and that there is effective communication between management and the Board.
- B. Develop, regularly update and recommend to the Board for approval, a long-term plan for Board composition that takes into consideration:
 - i) the independence of each Director;
 - ii) the competencies and skills the Board, as a whole, should possess;
 - iii) the current strengths, skills, and experience represented by each Director, as well as each Director's personality and other qualities as they affect Board dynamics;
 - iv) the retirement and replacement of existing Directors;
 - v) the appropriate size of the Board, with a view to facilitating effective decision-making;
 - vi) the strategic direction of the Company; and
 - vii) the gender, racial and ethnic diversity goals of the Company.
- C. Develop recommendations regarding the essential and desired experiences and skills for potential Directors, taking into consideration the Board's short-term needs and long-term succession plans.
- D. Develop and implement a process to handle any nominations for Director made by shareholders of the Company.
- E. Recommend to the Board nominees for election as Directors (including, as required, by recruiting and identifying individuals qualified to become new Directors), considering what competencies and skills each nominee will bring to the Board and whether or not each new nominee can devote sufficient time and resources to his or her duties as a Director.
- F. Recommend Board committee members and committee chair appointments to the Board for approval, considering what competencies and skills each Director will

bring to such committees, and review the need for, and the structure, size, composition, mandate, performance, and suitability of those committees and make recommendations as required.

- G.** Recommend to the Board, if necessary, the removal of a Director from the Board or from a Board committee if he or she is no longer qualified to serve as a Director or committee member under applicable requirements or for any other reason the Committee considers appropriate.
- H.** Establish and periodically review (i) appropriate policies and procedures by which the Board and the committees of the Board will operate and (ii) the terms of reference for the Board, the Board Chair, and the Lead Director (if any), and, if necessary, make recommendations in respect of these materials aimed at enhancing Board and committee effectiveness.
- I.** 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, with a view to ensuring Board and committee independence, and make any relevant recommendations to the Board.
- J.** Review, monitor and make recommendations to the Board regarding the orientation and education of Directors.
- K.** Annually review the Company's Directors' and officers' third-party liability insurance to ensure adequacy of coverage.
- L.** Review the Board's needs for formal Board, committee, and individual Director evaluation processes, and develop and implement appropriate processes.
- M.** Review and approve the request of an individual Director to engage independent counsel in appropriate circumstances, at the Company's expense.
- N.** With regard to the Company's Code of Business Conduct (the "**Code**"):
 - i) periodically review and instruct the Company's management to make appropriate updates to the Code and ensure that management has established a system to enforce the Code;
 - ii) review actions taken to ensure compliance with the Code and the results of confirmations and violations of the Code (including but not limited to environmental and social issues);
 - iii) ensure the Code, any revisions to the Code, and any waivers to the Code granted by the Board are disclosed in a manner that meets any applicable regulatory guidelines;
 - iv) ensure that any violations of the Code by a Director or senior officer of the Company that constitute a "material change" within the meaning of *National Instrument 51-102 - Continuous Disclosure Obligations* are reported in a manner that fully meets regulatory requirements.

- O.** Regularly compare the Company's corporate governance practices against best practices and those recommended or required by any applicable regulator, stock exchange, or governance advisor. Ensure the Company meets all requirements with respect to the foregoing, and where the Company's practices differ from recommended practices, bring forward to the Board a list of corporate governance issues for review, discussion, or action by the Board or a committee thereof (as applicable).
- P.** Develop for Board approval reports of the Company's governance practices and of any recent developments in corporate governance. This report shall include adequate detail to meet or exceed any regulatory or legal governance disclosure requirements, in addition to any additional disclosure the Committee deems important. The Committee shall communicate with other Board committees as necessary regarding disclosure of items under their respective mandates.
- Q.** Implement and oversee measures for the Company's shareholders to contact the independent Directors, and ensure these measures are communicated to shareholders.
- R.** Recommend to the Board any third party reports on corporate governance that may be required or considered advisable.
- S.** On at least an annual basis, review the interlocking Board and multiple Board memberships of the Directors, specifically taking into account the demands on a Director's time and the potential for actual or perceived conflicts (considering the size, focus, and geographic and industry areas of interest of the other companies upon whose board a Director sits).
- T.** At the request of the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company.

IV. ACCOUNTABILITY

- A.** The Committee's Chair has the responsibility to make periodic reports to the Board, as requested, on governance matters relative to the Company.
- B.** The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the subsequent Board meeting.

V. RESOURCES

The Committee will have unrestricted access to Company personnel and documents and the resources necessary to carry out its responsibilities. The Committee will have the authority to retain outside advisors, including (i) the sole authority to retain or terminate consultants to assist the Committee in the recruitment and/or evaluation of proposed Director nominees or other corporate governance matters; and (ii) the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any consultant retained to advise the Committee.

VI. CHARTER

At least once annually, the Committee will review and re-assess the adequacy of this Charter to ensure compliance with any applicable laws and rules and regulations and recommend any proposed changes to the Board for approval.

Effective as of February 9, 2023.