

PET VALU HOLDINGS LTD.

GOVERNANCE AND NOMINATING COMMITTEE MANDATE

Effective Date: June 30, 2021

Updated: May 2, 2024

1. Purpose and Scope

The Governance and Nominating Committee (the “**Committee**”) of Pet Valu Holdings Ltd. (the “**Company**”) is a committee of the Board of Directors (the “**Board**”). As delegated by the Board, the Committee shall attend to the responsibilities set out in this Mandate.

The primary function of the Committee is to assist the Board in fulfilling its responsibilities by: (i) identifying individuals qualified to become members of the Board and recommending to the Board nominees for election as directors at the next annual meeting of shareholders, (ii) reviewing and recommending for Board approval corporate governance policies for the Company, (iii) monitoring compliance with and periodically reviewing the Company’s Code of Business Conduct and Ethics (the “**Code**”), (iv) assisting the Board with respect to management succession and development, and (v) reviewing and recommending for Board approval the remuneration for Board and Committee service.

2. Membership

Number of Members

The Committee shall be composed of three or more members of the Board.

Independence of Members

All Committee members shall meet the applicable independence requirements established by the *Business Corporations Act* (British Columbia), National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, in each case as may be amended or replaced from time to time, the rules and regulations of the any exchange on which securities of the Company are traded and any other regulator or authority having jurisdiction over the Company from time to time (the “**Applicable Requirements**”), provided however that the Company may avail itself of any exemption available pursuant to the Applicable Requirements.

Term of Members

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

Committee Chair

At the time of the annual appointment of the members of the Committee, the Board may appoint a Chair of the Committee (the “**Committee Chair**”). If a Committee Chair is not appointed by the Board, the members of the Committee shall designate a Committee Chair by majority vote of the full Committee membership. The Committee Chair must be a member of the Committee.

In the absence of the Committee Chair at a meeting of the Committee, the members of the Committee present may appoint a chair from their number for such meeting.

3. Meetings

Frequency of Meetings

The Committee shall meet as often as the Committee considers appropriate to fulfill its responsibilities.

Quorum

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present in person or by telephone or other electronic means that permits all persons participating in the meeting to speak and hear each other. A majority of members of the Committee shall constitute a quorum.

Calling of Meetings

The Committee Chair, any member of the Committee, the Chair of the Board, the Lead Director (if applicable), or the Chief Executive Officer may call a meeting of the Committee by notifying the Company's Corporate Secretary who will notify the members of the Committee.

Minutes; Reporting to the Board

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board, with such redaction as the Committee considers appropriate in the case of circulation to directors who are executives of the Company. However, the Committee Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

Attendance of Non-Members

The Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

Meetings Without Management

As part of each meeting of the Committee, the Committee shall hold an *in camera* session, at which management and non-independent directors of the Board are not present, and the agenda for each Committee meeting will afford an opportunity for such a session.

Access to Management and Books and Records

The Committee shall have unrestricted access to the Company's management and employees and the books and records of the Company.

4. Responsibilities

The Committee shall have the responsibilities set out below as well as any other responsibilities that are specifically delegated to the Committee by the Board which the Board is authorized to delegate by applicable laws and regulations.

In addition to these responsibilities, the Committee shall perform the functions and responsibilities required of a corporate governance or nominating committee by the Company's governing corporate statute, applicable Canadian securities laws, any exchange upon which securities of the Company are listed, or any governmental or regulatory body exercising authority over the Company, as are in effect from time to time (collectively, the "**Applicable Requirements**") or as the Board otherwise deems necessary or appropriate.

Corporate Governance Matters

To fulfil its responsibilities with respect to corporate governance matters, the Committee shall:

- (a) in consultation with the Chair of the Board, ensure that an appropriate system is in place to annually evaluate the size, composition and effectiveness of the Board (including the extent to which the current composition of the Board reflects a diverse mix of knowledge, experience, skills and backgrounds, including an appropriate number of women directors), as well as the committees of the Board and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties and working together effectively, which evaluation shall be undertaken using outside resources as the Committee determines necessary or appropriate;
- (b) recommend procedures to ensure that the Board and committees of the Board function independently of management, including recommending to the Board (i) the director nominees to stand for election at the next annual meeting of Company shareholders, and (ii) any candidates for appointment to the Board between annual meeting of Company shareholders, as appropriate;
- (c) annually assess the effectiveness of the senior management appointment process at achieving Company's diversity objectives;
- (d) consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity in senior management;
- (e) recommend to the Board one member of the Board to serve as Chair of the Board and, if applicable, one member of the Board to serve as Lead Director (if applicable) of the Board;
- (f) make recommendations to the Board with respect to succession planning matters concerning the Chief Executive Officer, and all senior management reporting directly to the Chief Executive Officer and all other officers appointed by the Board ("**Senior Management**");
- (g) review the recommendations of the Chief Executive Officer respecting the appointment of all Senior Management;

- (h) periodically review and make recommendations to the Board with respect to the position description of the Chief Executive Officer, including the corporate goals and objectives that the Chief Executive Officer has responsibility for meeting, and the basis upon which the Chief Executive Officer is to interact with and report to the Board, and to ensure compliance with the Applicable Requirements, and where necessary recommend changes to the Board for approval;
- (i) annually evaluate the performance of the Chief Executive Officer in light of the Company's corporate goals and objectives relevant to the compensation of the Chief Executive Officer and provide the results of such evaluation to the Compensation Committee to determine the Chief Executive Officer's compensation level based on this evaluation;
- (j) periodically review overall governance principles, monitor disclosure and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a committee thereof;
- (k) periodically review the mandate of the Board and the mandates for each standing committee of the Board, together with the position descriptions of the Chair of the Board, the Lead Director (if applicable), the chair of each standing committee, to ensure compliance with the Applicable Requirements, and where necessary recommend changes to the Board for approval;
- (l) periodically review the Company's Disclosure Policy, Insider Trading Policy, Diversity Policy, Majority Voting Policy, and similar or other governance policies of the Company, to ensure compliance with the Applicable Requirements, and where necessary recommend changes to the Board for approval;
- (m) review and assess the adequacy of the Code periodically, but at least annually. The Committee shall recommend any amendments to the Code to the Board for approval. The Code at a minimum shall (i) comply with any requirements established by any regulatory body or any other applicable statute, rule or regulation that the Committee deems relevant, (ii) address conflicts of interest, full and fair disclosure and compliance with laws, (iii) encourage the reporting of any illegal or unethical behaviour and expressly prohibit retaliation of any kind for any such reports or complaints, (iv) provide clear and objective standards for compliance with the Code and a fair process by which to determine waivers or violations thereof, and (v) contain an enforcement mechanism;
- (n) monitor conflicts of interest (real or perceived) of members of the Board and management in accordance with the Code and report to the Board on compliance with, material departures from, and investigations and any resolutions of complaints received under, the Code and approve waivers from the Code as the Committee considers appropriate, and where necessary recommend changes to the Board for approval;
- (o) collaborate with the Company's officers and legal counsel to disclose publicly any amendments to the Code required to be disclosed by any Applicable Requirements;

- (p) consider and, if thought advisable, grant waivers for directors and officers from compliance with the Code. The Committee will disclose any such waiver and specify the circumstances and rationale for granting the waiver in accordance with applicable legal requirements;
- (q) collaborate with the Company's officers and legal counsel to establish procedures for (i) the receipt, retention and treatment of complaints received by the Company, whether through the whistleblower hotline or otherwise, regarding violations of or non-compliance with the Code, and (ii) the confidential, anonymous submission by employees of the Company of complaints regarding any such violations or non-compliance;
- (r) review, monitor and make recommendations regarding new director orientation and the continuing education of existing directors;
- (s) review and approve any governance disclosure of the Company before it is publicly disclosed;
- (t) oversee the Company's approach to appropriately addressing potential risks related to governance matters;
- (u) review all shareholder proposals submitted to the Company in connection with meetings of shareholders (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal;
- (v) ensure that the Company has an acceptable policy for communications by the Company with its shareholders, the investment community, the media, governments and their agencies, employees and the general public;
- (w) periodically review the charitable donations of the Company;
- (x) take such other actions regarding the Company's corporate governance that the Committee or the Board shall reasonably deem to be appropriate and in the best interests of the Company and its stakeholders or as shall otherwise be required by any regulatory body; and
- (y) oversee the Company's activities and disclosure on environmental, social and governance matters.

Nomination Matters

To fulfil its responsibilities with respect to nomination matters, the Committee shall:

- (a) make recommendations to the Board establishing policies and procedures for (i) identifying and selecting potential nominees for the Board, and (ii) considering all nominees to the Board including those recommended by shareholders;
- (b) develop a long-term succession plan for the Board and annually or as required, identify and recruit potential nominees for election or appointment to the Board after considering (i) the results of the Board and director effectiveness evaluation

process, (ii) the competencies, skills and other qualities that the Committee considers to be necessary for the Board as a whole to possess, the competencies, skills and other qualities that the Committee considers each existing director to possess, and the competencies, skills and other qualities each new nominee would bring to the Board, (iii) the amount of time and resources that nominees have available to fulfill their duties as Board members, (iv) the objectives of the Diversity Policy of the Company, and (v) the independence, residency or other requirements under the Applicable Requirements, recommend to the Board the individual nominees for consideration by, and presentation to, the shareholders at the Company's next annual meeting of shareholders or appointment to the Board between such meetings;

- (c) periodically, and not less frequently than annually, undertake an assessment of the independence of the members of the Board and examine the proportion of independent directors on the Board, with a view to determining the impact of the number of independent directors on the effectiveness of the Board and the ability of the Board to act independently of management, and recommend to the Board, if necessary, a reduction or increase in the number of independent directors;
- (d) periodically undertake an examination of the size of the Board and each Board committee, with a view to determining the impact of the number of directors on the effectiveness of the Board and its committees in fulfilling their responsibilities, and recommend to the Board, if necessary, a reduction or increase in the size of the Board or any Board committee;
- (e) annually or as required, recommend to the Board the individual directors to serve on (or to depart from) the standing committees of the Board, after considering (i) the qualifications for membership on each committee, (ii) the extent to which there should be a policy of periodic rotation of directors among the committees, (iii) the results of the Committee and director effectiveness evaluation process, and (iv) the number of boards and other committees on which the directors serve;
- (f) periodically examine and make recommendations to the Board in relation to mechanisms of Board renewal, including a retirement policy or term limits for directors;
- (g) annually (i) assess the effectiveness of the Board appointment/nomination process at achieving the objectives of the Diversity Policy of the Company and (ii) consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity on the Board;
- (h) consider and make recommendations to the Board in relation to resignations of directors pursuant to the Company's Majority Voting Policy in respect of the election of directors;
- (i) recommend for Board approval the removal of a director from the Board or from a committee of the Board if he or she is no longer qualified to serve as a director under Applicable Requirements or for any other reason the Committee considers appropriate;

- (j) make recommendations to the Board with respect to the appointment of a Chair of each committee, the Chair of the Board, the Lead Director (if applicable), the Chief Executive Officer and Senior Management of the Company; and
- (k) review and approve any director nomination disclosure of the Company before it is publicly disclosed.

5. Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and shall have the authority to seek, retain and terminate external legal counsel, consultants, accountants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors from a source independent of management, with notice to either the Chair or Lead Director (if applicable) of the Board or the Chief Executive Officer of the Company, as deemed appropriate by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

6. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles, it is not intended to establish any legally binding obligations.

7. Assessment

The Board shall annually review the Committee's performance and the Committee shall undertake a self-assessment on an annual basis.

8. Mandate Review

The Committee shall review and update this Mandate annually and present the updated Mandate to the Board for approval.