

NOMINATING, GOVERNANCE & SUSTAINABILITY COMMITTEE CHARTER

PURPOSES AND RESPONSIBILITIES

The purpose of the Nominating, Governance & Sustainability Committee (“**Committee**”) of the Board of Directors (“**Board**”) of Boyd Group Services Inc. (“**BGSI**”) is to assist the Board in, among other things:

- identifying individuals to become Board members, consistent with criteria approved by the Board;
- selecting, or recommending that the Board select, director nominees for the next annual meeting of shareholders and determining the composition of the Board and its committees;
- developing and overseeing a process to assess the Board, its chair, its committees, the committee chairs and the Board’s individual directors and in conjunction with the People, Culture and Compensation Committee, management; and
- overseeing BGSI’s corporate governance practices and developing and implementing BGSI’s corporate governance guidelines.

The Committee shall also have the purposes and responsibilities more particularly set forth herein.

Governance

The purposes and responsibilities of the Committee with respect to governance matters shall be to assist the Board in carrying out its responsibilities relating to the development of corporate governance guidelines applicable to BGSI and its subsidiaries. In furtherance of this purpose, the Committee shall have the following responsibilities and authority.

- Develop and recommend to the Board a set of corporate governance guidelines.
- Monitor new and modified rules, requirements and recommendations related to corporate governance and review, reassess the adequacy of BGSI’s corporate governance guidelines and recommend any proposed changes to the Board for approval.
- Monitor and revise, as appropriate, in accordance with best practices and legal requirements, the Code of Business Conduct and Ethics (the “**Code**”), BGSI’s Corporate Disclosure and Insider Information and Trading Policies and other policies and charters.
- Approve mechanisms to facilitate the effective operation of the Code and the granting of waivers of the Code or recommending such grants to the Board.
- Advise the management of BGSI on shareholder proposals and other significant stakeholder concerns.
- Subject to applicable law and the constating documents of BGSI, administer all policies and practices of BGSI with respect to the indemnification of directors by BGSI and for approving or, in the Committee’s sole discretion, recommending that the Board approve, all payments made pursuant to such policies and practices.

- Review annually the mandate of the Board, and if applicable, make recommendations regarding the same to the Board.
- Review and monitor proxy advisory firm proxy analysis and voting recommendations issued in respect of BGSI.

Board Composition and Nominating

The purposes and responsibilities of the Committee with respect to board composition and nominating matters shall be the following.

- Review from time to time the size and composition of the Board and committees of the Board.
- Regularly conduct a review of the performance of the Board as a whole, of each committee of the Board, of the Chair of the Board, of the Chair of each committee of the Board, and of individual members of the Board based on such criteria and performance factors as the Committee may determine. The results of these evaluations shall be used in connection with the nominating of individuals for election to the Board.
- Make recommendations to enable the Board to function independently of management.
- Review annually the criteria and personal qualifications required of directors and to be used in making selections of candidates to the Board. Such criteria and qualifications may include business and financial experience and acumen, integrity, willingness to devote the necessary time and energy to fulfill the duties and responsibilities of a director, independence and such other criteria and qualifications as the Committee determines to be appropriate under the circumstances, in light of the opportunities and risks facing BGSI and its proposed strategy, the need to ensure that for purposes of the composition of the Board a majority of the directors are independent directors, and BGSI's corporate governance guidelines and Board policies with respect to director tenure, retirement and succession, and the number of boards on which directors may serve.
- Have the sole authority to retain and terminate any search firm to assist it in identifying director candidates and shall have sole authority for the appointment, compensation and oversight of the work of any search firm retained and to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, and to determine the terms, costs and fees for such engagements, which fees and costs shall be borne by BGSI.
- Identify individuals qualified as candidates to serve on the Board consistent with the need to maintain a Board which is able to accomplish its purpose and objectives.
- Review the composition of the Board and recommend to the Board directors for submission to the shareholders at the Annual Meeting. Such directors may or may not include nominees who are current members of the Board.

- Evaluate candidates for nomination to the Board, including those recommended by shareholders to serve as directors.
- Develop and review periodically standards to be applied in making determinations as to the presence or absence of material relationships of a director affecting the director's independence.
- Oversee an orientation, education and training program for new directors and ongoing educational and training opportunities for all directors.
- Make regular reports to the Board, which shall include, as required, a report on succession planning relating to the Chair of the Board and Chairs of the committees of the Board.
- Recommend to the Board qualified candidates to fill vacancies on the Board and its committees.
- Recommend to the Board qualified candidates to be appointed as additional directors to the Board between annual meetings.
- Make recommendations to the Board as to the composition of its committees.

If a director's ability to contribute to the Board should change due to a significant change in his or her circumstances (e.g., in employment, residency or citizenship status, geographic location or health) he or she shall provide written notice to the Board for consideration. The Committee shall conduct a review of the continued appropriateness of such director's Board membership under such circumstances. Whether that director's resignation is requested shall be determined by the Board, taking into account the recommendation of the Committee and the circumstances existing at that time.

ESG

The purposes and responsibilities of the Committee with respect to ESG matters shall be to assist the Board and other committees in fulfilling their oversight responsibilities with respect to BGSi's ongoing commitment to environmental, health and safety, corporate social responsibility, corporate governance, sustainability, and other public policy matters relevant to BGSi (collectively, "ESG"). The Committee shall have the following duties and responsibilities:

- Assist and oversee BGSi's strategy with respect to ESG matters set by management of BGSi, and to consider and recommend policies, practices, goals, and disclosures that conform with the strategy.
- Assist and oversee management of BGSi integrating sustainability into BGSi's business activities.
- Oversee BGSi's reporting and disclosure with respect to ESG matters.
- Assist the management of BGSi in overseeing external communications and stakeholder engagement regarding ESG matters.
- Consider, and bring to the attention of the management of BGSi, as appropriate, current and emerging ESG matters that may affect the business, operations, performance or public image of BGSi and its stakeholders, and to make

recommendations to the management of BGSI, as appropriate, regarding how BGSI’s policies, practices, and disclosures can adjust to or address such trends and issues.

- Review BGSI’s general strategy, policies, practices, and disclosures for consistency with respect to ESG matters, and to make such recommendations to management with respect thereto as it may deem advisable.
- Perform such other duties, tasks, and responsibilities relevant to ESG matters as may from time-to-time be requested by the Board.

STRUCTURE

The Committee shall consist of not less than three independent directors, appointed by the Board, and who shall serve until such member’s successor is duly appointed or until such member’s earlier resignation or removal by the Board. The “independent” members of the Committee shall: (i) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee; and (ii) meet the independence and experience requirements of all applicable corporate, exchange and securities laws, rules, instruments and regulations in Canada and the United States, including, but not limited to, the Toronto Stock Exchange, New York Stock Exchange and Canadian and U.S. federal and provincial securities rules and regulations.

Each member should be qualified to perform the functions of the Committee as determined by the individual member and the Chair of the Committee. The Board shall normally designate the Chair of the Committee from the Committee members. In the event that a Board designation is not made, the members of the Committee shall elect a Chair by majority vote of the full Committee membership. The Board shall have the authority to remove members of the Committee at any time, with or without cause. The Committee shall be entitled to form and delegate authority to subcommittees to the extent appropriate and permitted by applicable governing laws.

MEETINGS, REPORTS AND PROCEDURES

The Committee shall meet at least two (2) times a year, which meetings shall be scheduled as nearly as practicable to occur in connection with quarterly meetings of the Board. At each regular meeting, the Committee shall hold an *in camera* session with the Committee members only. The Committee may also hold additional meetings which shall be called by telephone or written notice by the Chair of the Committee.

The Committee shall periodically meet separately with management, as required.

If a matter that is considered by the Committee is one in which a member of the Committee, either directly or indirectly, has a personal interest, that member shall excuse themselves from any portion of a meeting at which such matter is discussed and shall not vote on such matter.

The Committee shall keep a written record and minutes of its proceedings and copies of written consents. In advance of every regular meeting, the Chair of the Committee, with the assistance of the Secretary of BGSI, shall prepare and distribute to the Committee members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting. The Committee may require officers and employees of BGSI to produce such information and reports, including reports to be provided annually or on other regular bases, as the Committee may deem appropriate. The Chair of the Committee shall report to the Board at each meeting of the Board on the Committee's activities since the last Board meeting.

The Committee shall be provided with resources commensurate with the duties and responsibilities assigned to it by the Board. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and may, in its sole discretion, retain or obtain the advice of a search firm, legal counsel or other advisor. Such investigations may also be made by BGSI's employees or such other persons or firms as the Committee may direct. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such consultant, legal counsel or other advisor retained by the Committee, the expense of which shall be borne by BGSI. BGSI shall also provide funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may adopt such additional procedures, consistent with this Charter, as the Committee deems appropriate.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.