

**ATS CORPORATION**  
**(the “Company”)**

**CHARTER FOR**  
**THE STRATEGIC OPPORTUNITIES COMMITTEE OF**  
**THE BOARD OF DIRECTORS**  
**(the “Board”)**

**A. PURPOSE**

The mandate of the Strategic Opportunities Committee (the “**Committee**”) shall be to consider, investigate, solicit, analyze, review, and/or negotiate and provide advice and recommendations to the Board in respect of potential strategic opportunities that involve acquisitions to achieve strategic growth and that are considered to be in the best interests of the Company, taking into consideration the general strategy and direction of the Company as approved by the Board. The Committee’s mandate and approved responsibilities shall also include such other duties and responsibilities that may be assigned to it by the Board from time to time in connection with opportunities and proposals relating to material growth or strategic mergers, acquisitions, business combinations, joint ventures or divestitures. Any one or any combination of the transactions referred to in this Section A, are hereinafter referred to as a “**Potential Transaction**”. The Committee shall generally conduct its activities and execute its responsibilities in collaboration with and in support of management except as may be otherwise determined by the Board or required by principles of good corporate governance. Management shall keep the Committee informed in connection with all Potential Transactions and related strategic considerations.

**B. MEMBERSHIP AND ORGANIZATION**

1. **Composition** - The Committee shall consist of not less than three members of the Board, the majority of whom are independent. Independence shall be determined based on any criteria established by the Board and the binding requirements of any stock exchanges on which the securities of the Company are listed, the rules and policies of applicable Canadian securities regulators, the rules promulgated by the U.S. Securities and Exchange Commission and all other applicable laws (collectively, the “**Applicable Requirements**”). An officer or employee of the Company or any of its affiliates who is also a member of the Board is eligible to be a member of the Committee, provided the majority independent membership requirement is met. At the invitation of the Committee, members of the Company’s senior management and others may attend Committee meetings as the Committee considers necessary or desirable. The Board Chair shall be entitled to attend meetings of the Committee ex officio.
2. **Appointment and Removal of Committee Members** - Each member of the Committee shall be appointed by the Board on an annual basis and shall serve at the pleasure of the Board, or until the earlier of (a) the close of the next annual meeting of the Company’s shareholders at which the member’s term of office expires; (b) the death of the member; or (c) the resignation, disqualification or

removal of the member from the Committee or from the Board. The Board may fill a vacancy in the membership of the Committee.

3. **Appointment of Chair** - The Board shall designate from time to time one member of the Committee as the Committee Chair.

## C. MEETINGS

1. **Meetings** - The members of the Committee shall hold meetings as are required to carry out this Charter. The Chair, any member of the Committee, the Board Chair or the Chief Executive Officer may call meetings of the Committee by notifying the Company's Corporate Secretary who will notify the members of the Committee. In the absence of the Chair, the members of the Committee present may appoint a chair from their number for a meeting.
2. **Corporate Secretary and Minutes** - The Corporate Secretary, their designate or any other person the Committee requests, shall act as secretary of Committee meetings. Minutes of Committee meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Committee for approval.
3. **Quorum** - A majority of the members of the Committee shall constitute a quorum. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution of the Committee.
4. **Access to Management and Outside Advisors**
  - (a) The Committee shall have unrestricted access to the Company's management and employees and its legal and financial advisors, as well as the Company's books and records.
  - (b) With prior approval of the Board, the Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors. In the event that the retention of a legal counsel, consultant or other advisor is approved by the Board, the Committee shall (i) be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee; (ii) pre-approve any other services provided by the advisor to the Company; and (iii) periodically, conduct a review of the appointment of any advisor retained by the Company and their independence.

## D. FUNCTIONS AND RESPONSIBILITIES

1. The Committee shall have the following functions and responsibilities, as well as any other matters that are specifically delegated to the Committee by the Board:

- (a) review and assess, on a periodic basis, the adequacy of this Charter and, where necessary, recommend changes to the Board for its approval;
  - (b) undertake a performance evaluation of the Committee, on an annual basis, comparing the performance of the Committee with the requirements of this Charter, and report the results of the performance evaluation to the Board. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report;
  - (c) to the extent that it considers same necessary or advisable, initiate or oversee management discussions and negotiations with third parties, as well as the related strategies, and provide advice and recommendations to management and the Board in respect of any Potential Transaction provided that no commitment to proceed with any material Potential Transaction shall be made without the prior approval of the Board;
  - (d) on request by management, establish tentative parameters and guidelines for pursuing any Potential Transaction;
  - (e) make such recommendations to the Board, as the Committee considers advisable, in connection with any Potential Transaction;
  - (f) provide oversight, support and advice in connection with the presentation of information and quality thereof, in connection with any Potential Transaction, both internally to the Board and externally to shareholders, as the case may be, including in respect of matters of value;
  - (g) make such recommendations as the Committee may consider necessary or advisable having regard to applicable regulatory requirements in connection with any Potential Transaction;
  - (h) review and comment on the making of applications to any regulatory authority having jurisdiction in the circumstances (including securities commissions, the stock exchanges on which the Company's securities are listed, Industry Canada or the Competition Bureau), whose consent may be required to implement Potential Transactions or any component of any Potential Transaction; and
  - (i) review the implementation plans for Potential Transactions (or any component of any Potential Transaction), following the requisite approvals of same.
2. In addition to the foregoing, it is understood that the Committee will be entitled, without further authorization from the Board, to consider all matters that it may determine to be relevant to those listed above, provided that the Committee will not enter into any material transaction on behalf of the Company or otherwise bind the

Company other than in respect of the engagement of advisors or as otherwise specifically authorized herein or by the Board and that the Committee shall keep the Board well informed as to its activities.

3. Except to the extent expressly provided herein or pursuant to express instructions from the Board, the Committee shall function primarily to make assessments and determinations with respect to the matters identified herein and its decisions shall serve as recommendations for consideration by the Board.
4. Nothing herein shall be construed so as to grant the Committee the power or authority to manage or supervise the management of the affairs and business of the Company generally or in relation to any specific transaction, except as is explicitly set forth herein.
5. Notwithstanding anything else contained in this Charter, the Board may decide that, for reasons of good corporate governance or regulatory requirements, any or all of the responsibilities of the Committee in respect of any Potential Transactions may be assigned to a distinct ad hoc committee of the Board, the membership of which shall be fully composed of independent directors.

#### **E. REPORTING TO THE BOARD**

1. The Chair shall report to the Board on material matters arising at Committee meetings and, where applicable, shall present the Committee's recommendations to the Board for its approval.
2. All resolutions of the Committee shall be made available to the Board through posting of the Committee minutes once approved by the Committee, unless the Committee determines that the matter should be brought before the Board at an earlier date.

#### **F. SIMILAR ACTIVITIES**

1. Notwithstanding anything to the contrary in this Charter, members of the Committee shall comply with the Code of Business Conduct with respect to, among other things, conflict of interest matters. If a member of the Committee engages, on behalf of any other company, partnership, trust, organization or entity, in activities similar to what is expected of a member of this Committee, the member shall disclose such activities to the Board Chair, and:
  - (a) such member may be required by the Board to acknowledge and agree to certain protocols with respect to such other activities; and
  - (b) the Board may modify, amend or supplement the provisions of this Charter as it applies to such member in relation to such other activities from time to time.

**G. GENERAL**

1. The Committee shall take such other actions as the Committee shall deem appropriate to exercise its powers and fulfill its duties under this Charter or as shall otherwise be required by any Applicable Requirements or as may from time to time be delegated to the Committee by the Board.

**H. CURRENCY OF THE STRATEGIC OPPORTUNITIES COMMITTEE CHARTER**

1. This Charter was last amended and approved by the Board on March 9, 2026.