

ATS CORPORATION
(the “Company”)

CHARTER FOR
THE SUSTAINABILITY COMMITTEE OF
THE BOARD OF DIRECTORS
(the “Board”)

A. PURPOSE

1. The Sustainability Committee (the “Committee”) is a committee of the Board to which the Board has delegated certain responsibilities relating to health and safety, and environmental and social responsibility, and technology matters.
2. The purpose of the Committee is to assist the Board in its oversight of:
 - (a) Health, safety, environmental and social, and technology risks;
 - (b) The Company’s compliance with applicable environmental, social, and health and safety, and technological regulatory requirements;
 - (c) The Company’s performance in relation to health, safety, environmental, social responsibility matters;
 - (d) The performance and leadership of the health, safety, environmental and social responsibility functions of the Company; and
 - (e) The Company’s external reporting with respect to health, safety, environmental and social responsibility matters.
3. In fulfilling its duties and responsibilities, the Committee shall at all times seek to align health and safety, environmental and social, and technology responsibility matters with the Company’s business strategy relating to long term value creation.

B. MEMBERSHIP AND ORGANIZATION

1. Composition

- (a) The Committee shall consist of not less than three members of the Board, the majority of whom are independent (within the meaning of section 1.4 of National Instrument 52-110 – *Audit Committees*). 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.
 - (b) Committee membership shall reflect a balance of experience and expertise relating to sustainability matters required to carry out the duties and responsibilities of the Committee described in this Charter.
- 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 may from time to time designate one of the members of the Committee to be the chair of the Committee (the "**Chair**"). If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

C. MEETINGS

1. **Meetings** - The Committee is responsible to meet as often as required to discharge its duties, and in any event, not less than two times each fiscal year. The Chair will, in consultation with management and the members of the Committee, determine the schedule, time and place of meetings, establish the agenda for the meetings and cause properly prepared agenda materials to be circulated to the members and other attendees with sufficient time for study prior to the 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 quorum for the transaction of business at all meetings of the Committee shall be a majority of the members of the Committee. 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) 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 without consulting or obtaining the approval of the Board or any Company officer. In the event that a legal counsel, consultant or other advisor is retained by the Committee to assist the Committee, 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.
 - (c) The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

D. FUNCTIONS AND RESPONSIBILITIES

1. The Committee will have the authority and responsibility to act as it deems necessary or appropriate to fulfil the specific obligations set out in this Charter and to perform such other duties as are assigned by the Board or, given the circumstances, are consistent with the intention of this Charter.

2. The duties and responsibilities of the Committee shall be to:

Internal Governance

- (a) Review the Company's governance and organizational structure as it pertains to environmental, social, and health and safety matters.

Policies and Standards

- (b) Oversee management's development of policies and maintenance of standards of performance that meet or exceed legal and regulatory requirements and industry standards in the areas of environmental and social responsibility, and health and safety and are aligned with the Company's overall business strategy.
- (c) Review periodically the health, safety, environmental and social responsibility policies of the Company and any improvements to such policies that the Committee considers necessary or valuable to support the Company's overall business strategy.
- (d) Review, consider and identify potential risks, opportunities, liabilities and obligations related to health and safety, and environmental and social issues, and recommend the adoption of appropriate programs to reduce any risks or liabilities so identified.
- (e) Review periodically emergency response planning procedures for health and safety, environmental or social incidents.
- (f) Review the Company's policies and practices relating to environmental programs, including greenhouse gas reduction goals and actions, climate change adaptation and resiliency, monitor interim progress towards goals and targets, and conduct an annual review of the Company's disclosure regarding environmental and climate change matters.
- (g) Review advancements in information technology and operating technology, including emerging technologies and artificial intelligence, as well as opportunities, of adopting or exploring such technologies or initiatives as well as oversee and, where appropriate, recommend to the Board for approval of the Company's strategies and policies relating to the use and protection of its information technology and operational technology infrastructure, including in respect of cybersecurity and artificial intelligence.
- (h) Review human rights matters that have the potential to affect the Company and its supply chain, by, among other things, receiving reports (from management, consultants, or otherwise) in respect of the Company's supply chain structure, ethical sourcing practices and policies, forced labour and child labour due diligence processes, any remedial measures and related risks. The Committee shall review and recommend the Company's annual statement and report regarding forced labour and child labour to the Board for approval.
- (i) Bring any material policies or programs addressing material risk to the Board for review and approval.

Compliance and Performance

- (j) Establish and implement appropriate audits or reviews of environmental, social, health and safety performance by the Company and review and report to the Board the results of such audits or reviews.
- (k) Monitor the health and safety, and environmental and social responsibilities policies and activities of the Company for compliance with applicable laws and regulations.
- (l) Review the various regular, intermittent, and/or ad hoc reports by management on health and safety, and environmental and social responsibilities matters and report to the Board as the Committee deems appropriate.
- (m) Review any reports, findings or recommendations from the Company's insurer related to health and safety, and environmental and social matters and report to the Board as the Committee deems appropriate.
- (n) Monitor any current, pending or threatened material notices, orders, complaints, investigations, or legal actions with respect to environment and social responsibility, or health and safety and report to the Board as the Committee deems appropriate.
- (o) Review variances and non-compliance with the Company's policies, plans and procedures and review management's implementation of appropriate corrective actions and report to the Board as the Committee deems appropriate.

Strategy, Emerging Issues, and Best Practices

- (p) Provide guidance and monitor management's strategies, key performance indicators (KPIs), action plans, risk management, duties and responsibilities relating to health and safety, and environmental and social responsibility.
- (q) Review emerging environmental, social, health and safety issues, as well as proposed laws and regulations, and their potential impact on the Company, including its operations, financial results, risk exposure and reputation.
- (r) Assess risks, strengths and opportunities presented due to climate-related change.
- (s) Oversee management's efforts in respect of the Company's benchmarking of environmental, social, and health and safety programs of other companies (within and outside the Company's industry) with a view to implementing best practices aligned with the Company's business strategy.

Communications

- (t) Review with management the methods of communicating environmental, social, and health and safety policies and practices.
- (u) Review and assess the environmental, social and other information set forth in the Company's annual sustainability report.

Review of Charter

- (v) Review periodically and, as appropriate, recommend to the Board any changes to this Charter.

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 report and 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. GENERAL

1. The Committee shall, to the extent permissible by the binding requirements of any stock exchanges on which the securities of the Company are listed, the rules of applicable Canadian securities regulators, the rules promulgated by the U.S. Securities and Exchange Commission and all other applicable laws, have such additional authority as may be reasonably necessary or desirable, in the Committee's discretion, to exercise its powers and fulfill its duties under this mandate.

G. CURRENCY OF THE SUSTAINABILITY COMMITTEE CHARTER

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