

**ATS Corporation
(the "Corporation")**

**ENVIRONMENTAL, SOCIAL AND HEALTH & SAFETY COMMITTEE
CHARTER**

A. PURPOSE

1. The Environmental, Social and Health & Safety Committee (the "**Committee**") is a committee of the Board of Directors (the "**Board**") of the Corporation to which the Board has delegated certain responsibilities relating to health and safety, environmental, and social responsibility matters.
2. The purpose of the Committee is to assist the Board in its oversight of:
 - (a) Health, safety, environmental and social risks;
 - (b) The Corporation's compliance with applicable environmental, social, and health and safety regulatory requirements;
 - (c) The Corporation's performance in relation to health, safety, environmental and social responsibility matters;
 - (d) The performance and leadership of the health, safety, environmental and social responsibility functions of the Corporation; and
 - (e) The Corporation'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 responsibility matters with the Corporation's business strategy relating to long term value creation.

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. At the invitation of the Committee, members of the Corporation's senior management and others may attend Committee meetings as the Committee considers necessary or desirable.
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 Corporation'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.

4. **Delegation** - The Committee may delegate, from time to time, to any individuals or sub-committees of the Committee, any of the Committee's responsibilities that lawfully may be delegated.

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 ensure that properly prepared agenda materials are circulated to the members and other attendees with sufficient time for study prior to the meeting.
2. **Notice of Meetings** – Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee.
3. **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.
4. **Quorum** - A quorum for the transaction of business at all meetings of the Committee shall be a majority of the members of the Committee. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present.
5. **Access to Management and Outside Advisors** - The Committee shall have unrestricted access to the Corporation's management and employees. 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 Corporation officer. The Corporation shall provide appropriate funding, as determined by the Committee, for the services of these advisors.
6. **Electronic Participation** - If all members consent, and proper notice has been given or waived, a member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting.
7. **Delegation** – The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.

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 Corporations's governance and organizational structure as it pertains to environmental, social, and health & 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 Corporation's overall business strategy.
- (c) Review periodically the health, safety, environmental and social responsibility policies of the Corporation and any improvements to such policies that the Committee considers necessary or valuable to support the Corporation'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) Bring any material policies or programs addressing material risk to the Board for review and approval.

Compliance and Performance

- (g) Establish and implement appropriate audits or reviews of environmental, social, health and safety performance by the Corporation and review and report to the Board the results of such audits or reviews.
- (h) Monitor the health and safety and environmental and social responsibilities policies and activities of the Corporation for compliance with applicable laws and regulations.
- (i) 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.
- (j) Review any reports, findings or recommendations from the Corporation's insurer related to health and safety, environmental and social matters and report to the Board as the Committee deems appropriate.

- (k) Monitor any current, pending or threatened material legal actions with respect to environment and social responsibility or health and safety and report to the Board as the Committee deems appropriate.
- (l) Review variances and non-compliance with the Corporation'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

- (m) Provide guidance and monitor management's strategies, KPIs, action plans, risk management, duties and responsibilities relating to health and safety and environmental and social responsibility.
- (n) Review emerging environmental, social, health and safety issues, as well as proposed laws and regulations, and their potential impact on the Corporation, including its operations, financial results, risk exposure and reputation.
- (o)
- (p) Oversee management's efforts in respect of the Corporation's benchmarking of environmental, social, and health and safety programs of other companies (within and outside the Corporation's industry) with a view to implementing best practices aligned with the Corporations' business strategy.

Communications

- (q) Review with management the methods of communicating environmental, social, health and safety policies and practices.
- (r) Review and assess the environmental, social and other objectives set forth in the Corporation's annual Sustainability Report.

Governance

- (s) Review annually 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 Applicable Requirements, 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 AUDIT COMMITTEE CHARTER

1. This charter was last approved by the Board on August 10, 2023.