

GOVERNANCE AND NOMINATION COMMITTEE CHARTER

PURPOSE

The Governance and Nomination Committee (the “Committee”) is established by the Board of Directors (the “Board”) of **ARTHALAND CORPORATION (the “Company”)** primarily to ensure that the Board, through the Committee, is able to meet its fiduciary and statutory obligations to the stockholders and to the Company. The Committee shall assist the Board in:

- developing and maintaining the corporate governance policies of the Company and providing oversight on the governance affairs of the Board and the Company; and
- implementing the nomination policies of the Company, including overseeing the evaluation of (1) the members of the Board, at least once a year, and (2) the senior management of the Company (those with the rank of Vice President and higher).

ORGANIZATION

- A. The Committee shall be composed of at least three (3) Directors, one of whom must be an Independent Director. As far as practicable, majority of the members of the Committee shall be composed of Independent Directors.
- B. As far as practicable, the Committee Chair should be an Independent Director. Also, the Committee Chair should not be the Chairman of the Board or of any of the other committees of the Company.
- C. Each Committee member should meet the other requirements of applicable laws, rules and regulations, and of any governing agencies, as well as the Company’s By-laws and Manual of Corporate Governance, as these may be amended from time to time.
- D. The members of the Committee shall be appointed annually by the Board of Directors during the organizational Board meeting. Members of the Committee may be reappointed.
- E. The Committee members shall be free from any relationship which may interfere with the exercise of their independent judgment as members of the Committee. The Committee members shall inform the Board of any circumstance which may reasonably be perceived to interfere with the exercise of their independent judgment as members of the Committee.

RESPONSIBILITIES

In addition to other responsibilities which may be assigned by the Board from time to time, the Committee is responsible and shall have authority on the following matters:

Governance Functions

- A. Develop, recommend and oversee the adoption and implementation of a system of corporate governance, its policies and framework, and ensure that these remain appropriate, relevant and responsive to the Company’s growth, complexity and business strategies, including pertinent regulatory requirements;

- B. At least annually, review and evaluate the adequacy of corporate governance policies, compliance with applicable laws and regulations, and disclosure requirements, and propose actions and changes to the Board, as needed;
- C. Review and report to the Board any issues regarding the Company's compliance with legal and regulatory requirements;
- D. Develop, review and monitor the Code of Conduct and the Manual of Corporate Governance applicable to the directors and the employees;
- E. Review any material information which is brought to its attention and recommend whether such information should be disclosed to the public and regulatory agencies in accordance with the applicable policies of the Company;
- F. Obtain information with respect to significant developments in law and regulatory requirements, and emerging practices of corporate governance, and recommend to the Board any appropriate action to be taken, as deemed appropriate by the Committee;
- G. Assist the Board in matters affecting the Company's reputation, image and its standing as a responsible corporate citizen. It shall review from time to time: (i) current and emerging environment, social and public policy issues and trends that may impact the Company's business operations, performance and public image, (ii) the Company's activities and initiatives related to sustainability and the environment, and (iii) other corporate initiatives and strategic plans that the Committee deems appropriate;
- H. Recommend to the Board all governance matters, e.g., Articles of Incorporation, By-Laws, this Charter and the charters of the other committees, and the Company policies, including, but not limited to the Material Related Party Transaction policy;
- I. Recommend creation of special committees as may be necessary from time to time to address ethical, legal or other governance matters that may arise;
- J. As appropriately determined, consider social responsibility, and environmental and sustainability matters and make recommendations to the Board regarding, or take action with respect to, such matters;
- K. Determine whether or not a Director is able to and has been adequately carrying out his/her duties as Director based on its own assessment or the assessment of external facilitators, bearing in mind the Director's contribution and performance (e.g. competence, candor, attendance, preparedness and participation);
- L. Examine the size and composition of the Board and recommend adjustments from time to time that would enable the Board to facilitate effective decision making;
- M. Recommend to the Board membership of the committees and the appropriate rotation of directors in such committees; and
- N. Recommend continuing education and training programs for directors, and succession planning for Board members and senior management.

Nomination Functions

- A. Establish and maintain the nomination and election process, criteria and desired qualification, expertise and characteristics of Board members, in accordance with the Company's By-laws and Manual of Corporate Governance, with the goal of developing a diverse, experienced and highly qualified Board, and other appointments which require Board approval.

All nominations for the election of directors by the stockholders shall be submitted in writing to the Committee through the Corporate Secretary at the Company's principal place of business at least sixty (60) business days before the date of the stockholders'

meeting called for the purpose of electing directors, or at such earlier or later date that the Board may fix. The decision of the Committee is final for purposes of the election.

The following criteria, among others, may be considered as the Committee deems appropriate:

1. Diversity of personal background, experience and perspective
 2. Professional and personal integrity, experience and perspective
 3. Well-versed in corporate management, operations and finance
 4. Experience as a board member or management officer of other publicly-held companies
 5. Relevant academic expertise
 6. Practical and mature business judgment
 7. Promotion of diverse business or career relevant to the success of the Company
 8. Experience
 9. Any other relevant qualification, attribute or skill, and
 10. All other qualifications and none of the disqualifications provided in the Company's By-laws and Manual of Corporate Governance.
- B. Conduct the nomination of Independent Directors prior to a stockholders' meeting in accordance with the procedure provided in the Company's By-laws.
- C. On an ongoing basis, evaluate the Board composition factors such as: competence and expertise; diversity in age, competence, skills, and culture; independence; integrity; breadth of experience, knowledge about the Company's business and industry, including willingness and ability to offer adequate time and effort to fulfill one's responsibilities to the Board.
- D. Identify and recruit qualified candidates for Board membership to fill new or vacant positions in the Board in accordance with the criteria approved by the Board, including overseeing the background and qualifications checking of potential candidates.
- E. Review the performance of each current director and consider the results of the evaluation in determining whether or not to recommend the nomination of such director for an additional term.
- F. Recommend the removal of a director for cause in accordance with the By-Laws.
- G. Recommend succession plans for members of the Board and senior management officers, and remuneration packages for performance.
- H. Establish the procedures for the retirement or replacement of the Board members, and review and recommend to the Board adoption or amendment of such procedures.
- I. Conduct periodic evaluation of the Board, the committees, and senior management. The Committee shall also conduct an annual self-evaluation by the Directors of the Board's performance. It may coordinate with external facilitators in carrying out this assessment, within the frequency approved by the entire Board.
- J. Review annually the independence of non-employee directors and members of this Committee, and the other committees of the Board.
- K. Evaluate potential successors to executive officer positions, and appointments and promotions to the rank of Vice President or higher, and review strategies to prepare the readiness of candidates identified for these positions.

MEETINGS AND PROCEDURES

- A. The Committee shall meet once a year and as often as the Committee deems necessary to carry out its responsibilities. The Chairman, in consultation with the other members

of the Committee, shall determine the frequency and set the dates, times, and places of the meetings.

- B. A majority of the members of the Committee shall constitute a quorum and shall be empowered to act on behalf of the Committee. Other members of the Board, management, or any resource person may be invited to attend the meeting at the discretion of the Committee.
- C. Meetings may be held in person, via telephone, video conference or any other means where participants can hear one another, but always in accordance with applicable regulatory requirements. Minutes of the meeting shall be kept by the Committee Secretary.

REPORTING RESPONSIBILITIES

- A. The Committee shall report regularly to the Board following meetings of the Committee on matters that are relevant to the discharge of its responsibilities. These shall include review of any recommendations or issues that arise regarding nominees to the Board or committee memberships, Board performance, corporate governance, or any other matter the Committee deems appropriate or as requested to be included by the Board.
- B. Ensure that the Board of Directors is aware of matters that may have a significant impact on the overall governance affairs of the Company.

RESOURCES AND AUTHORITY

- A. The Committee shall be granted unrestricted access to all relevant information about the Company which is necessary to fulfill its duties and responsibilities, and all directors, officers and employees shall be directed to cooperate as requested by the Committee members.
- B. The Committee shall also have the resources and authority to select, retain, terminate and approve the fees and other retention terms of consultants or search firms assisting the Committee in identifying candidates to be members of the Board. The Committee may delegate this authority to any Department Head or to the Chair of the Committee when it deems appropriate and in the best interest of the Company.

OTHER RESPONSIBILITIES

- A. Perform other activities related to this Charter as requested by the Board of Directors.
- C. Review and assess the adequacy of this Charter at least once a year, request approval of the Board of Directors for proposed changes, and ensure appropriate disclosures are made as may be required by law or regulations.
- D. Advocate for a culture of good corporate governance throughout the Company.

Approved by the Board of Directors on 25 June 2021