



## **MANDATE OF THE HUMAN RESOURCE, NOMINATING AND GOVERNANCE COMMITTEE**

The Human Resource, Nominating and Governance Committee (the “**Governance Committee**”) of Cosciens Biopharma Inc. (the “**Corporation**”) is a committee of the Board of Directors of the Corporation (the “**Board**”) which assists the Board in developing the Corporation’s approach to corporate governance issues, proposes individuals qualified to become Board members, consistent with criteria approved by the Board; oversees the assessment of the effectiveness of the Board and its committees, their respective chairs and individual directors; develops and recommends to the Board a set of corporate governance principles applicable to the Corporation; and, plays a leadership role in the Corporation’s corporate governance. This committee also assists the Board in discharging its responsibilities relating to executive and other human resources hiring, assessment, compensation, and succession planning.

### **1. COMPOSITION OF THE COMMITTEE AND OPERATION**

The Governance Committee shall have at least three (3) members, each of whom shall meet the independence requirements of the applicable securities laws and standards of the stock exchanges on which the Corporation’s securities are listed. Members of the Governance Committee shall possess the experience, knowledge and skills to suitably serve on the Committee. The Board, after due consideration of the recommendation of the Governance Committee, shall appoint the members of the Governance Committee. The chair of the Governance Committee shall be elected by the independent directors of the Board. The term of the mandate of each member shall be generally one year. The Governance Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but no less than four (4) times each year, either in person or telephonically. The quorum at any meeting is a majority of its members.

The Chair of the Governance Committee shall develop the agenda for each meeting of the Governance Committee in consultation with the Chairman of the Board, the Lead Director (if there is one) and the Corporate Secretary. The agenda and the appropriate materials shall be provided to members on a timely basis prior to any meeting. The Chair of the Governance Committee shall make regular reports to the Board with respect to its activities.

The Governance Committee shall review its mandate from time to time as appropriate and report to the Board on its adequacy. In addition, it annually assesses both its own performance as well as that of its members.

### **2. AUTHORITY**

The Governance Committee has authority to take appropriate actions necessary to discharge its responsibilities. Such authority includes, but is not limited to, the power to:

- a) Retain outside counsel, accountants, outside advisors, consultants, or others to assist in the conduct of an investigation, or as it determines appropriate, to advise or assist in the performance of its functions. The Governance Committee, or its chair shall pre-approve all services provided to the Corporation at the request of management by any compensation consultant or advisor, or any of its affiliates, retained to assist the Governance Committee in determining compensation for any of the Corporation’s directors or executive officers. The Governance Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms;
- b) Seek any information it requires from employees or external parties. Employees and external parties will be directed to cooperate and comply with the Governance Committee’s requests; and

- c) Meet with the senior internal auditor, company officers, external auditors, or outside counsel, as necessary.

### 3. RESPONSIBILITIES

Among its specific responsibilities, the Governance Committee shall:

1. Establish criteria and qualifications for Board membership, including standards for assessing independence. These criteria and qualifications shall include, among other things:
  - a) The highest ethical standards and integrity;
  - b) A willingness to act on and be accountable for Board decisions;
  - c) An ability to provide wise, informed, and thoughtful counsel to top management on a range of issues;
  - d) A history of achievement that reflects superior standards for director candidate and others;
  - e) Loyalty and commitment to driving the success of the Corporation;
  - f) An ability to take tough positions while at the same time working as a team player; and
  - g) A background that provides a portfolio of experience and knowledge commensurate with the Corporation's needs.
2. Identify and consider candidates, including those recommended by shareholders and others, to fill positions on the Board, and assess the contributions and independence of incumbent directors in determining whether to recommend them for re-election to the Board.
3. Recommend to the Board candidates for election or re-election at each annual meeting of shareholders and, if the Governance Committee deems appropriate, for appointment of additional directors between annual meetings of shareholders.
4. Recommend to the Board candidates for appointment to the Audit Committee and its committee chair and consider periodic rotation of committee members. The full Board shall select candidates for appointment to the Governance Committee.
5. Annually review the Corporation's corporate governance processes, and its governance principles, including such issues as the Board's organization, membership terms, size, composition, and the structure and frequency of Board meetings, and recommend appropriate changes to the Board to ensure effectiveness of decision making.
6. Consider questions of possible conflicts of interest of Board members and senior executives, in collaboration with the Audit Committee, and initiate appropriate action to address any such conflicts.
7. Make recommendations to the Board regarding resignations of directors in accordance with the applicable policies of the Corporation.

8. Establish compensation for directors and as timely required, review the compensation schedule for appropriate competitiveness and make recommendations for revisions to the Board when necessary.
9. Review annually with the Chairman/CEO the performance of the Corporation's senior executives and recommend to the Board their appropriate, market competitive, total direct and indirect compensation.
10. In collaboration with the Chairman, or the Lead Director if the Chairman of the Board is not independent, annually review, establish and recommend to the Board the objectives to be achieved by the CEO and recommend to the Board the appropriate compensation for the CEO as measured by achievement of the objectives for the applicable period.
11. Oversee risk identification and management in relation to executive compensation policies and practices and review the disclosure in this respect.
12. Review periodically with the Chairman/CEO and the Board, the succession plan, and its effectiveness, relating to positions held by senior executives, including the CEO, and make recommendations to the Board regarding the recruitment, selection and retention of individuals to fill these positions.
13. Oversee the orientation of new directors and continuing education of directors.
14. Recommend for Board approval a code of conduct for Board directors, review such code annually and recommend revisions thereto as appropriate.
15. Monitor the functions of the Board and its committees, as set forth in their respective mandates, and coordinate and collaborate with the Lead Director, if any, to oversee the annual self-assessments of the performance and procedures of the Board and each of its committees. At a minimum, the self-assessment will solicit feedback from the directors about:
  - a) Overall effectiveness;
  - b) Composition and structure;
  - c) Culture;
  - d) Focus;
  - e) Information and resources; and
  - f) Process.

Feedback from this annual, self-assessment process will be provided to Board members, as appropriate.
16. Oversee and recommend for the Board approval any material change to the organizational structure of the Corporation.
17. Review and approve directors' and officers' liability insurance coverage.
18. Oversee, recommend, advise, ensure and confirm that the Corporation has deployed appropriate human resources policies, procedures and processes are in place with respect to recruitment, retention, workplace conduct, including rules, requirements and

guidelines, disclosure (including use of privileged information and “blackout” periods), training, development, disciplinary actions, career pathways, terminations and related policies that create a positive workplace environment and a functional culture focused on achieving business strategy and objectives.

19. Oversee, recommend, advise, ensure and confirm that the Corporation deploys an appropriate code of conduct that engenders an ethical culture based on values, principles, integrity and honesty, including a functional system for reporting misconduct, violations of laws, rules or regulations or seeking advice and guidance.
20. In collaboration with management, review the structure and governance of the Corporation’s welfare benefits, defined and/or non-qualified retirement or pensions benefit plans, long- and short-term compensation plans, direct and indirect compensation plans, incentive, bonus and awards plans, security-based compensation plans and the like for executive and non-executive employees and make appropriate recommendations to the Board with respect thereto.
21. In consultation with the Board, approve stock option and stock grant awards.
22. Review the annual statement of corporate governance practices for inclusion within the Corporation’s Management Proxy or Information Circular and/or Annual Information Form/Annual Report on Form 20-F, in accordance with applicable rules and regulations.
23. Review corporate governance guidelines applicable to the Corporation, recommend to the Board any revision(s) thereto, monitor and oversee the disclosure of the Corporation’s corporate governance structures, procedures and practices, including relevant decisions requiring Board approval and, where appropriate, measures for receiving shareholder feedback, in accordance with applicable rules, regulations and standard industry practices.
24. Assess annually the performance of the Board, its Lead Director, if any, individual directors, the Board committees, and their respective chairs, including measurement by any applicable committee mandate, and report its findings to the Board.
25. Review periodically the mandates of the Board and its committees and recommend any proposed changes to the Board.
26. Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation or the members of the Governance Committee.

Adopted and approved by the Board of Directors on February 28, 2006 and amended on March 10, 2009, March 23, 2010, March 27, 2012 and amended and restated on August 7, 2014, March 25, 2024 and March 25, 2025, respectively.