

IMAX CORPORATION
GOVERNANCE COMMITTEE CHARTER

Purpose

The Governance Committee is established by the Board of Directors (the “Board”) to (i) assist the Board by identifying and recommending, consistent with the criteria approved by the Board, qualified director candidates, (ii) recommend to the Board corporate governance principles applicable to the Company, (iii) oversee and approve the process and guidelines for the annual evaluation of the performance and effectiveness of the Board and its committees, (iv) oversee and advise the Board on management of the Company’s strategy and reporting on material environmental, social, and governance (“ESG”) matters, (v) review and oversee compliance with the Company’s policies applicable to directors, including the Company’s Code of Business Conduct and Ethics, disclosure and trading policies, and Corporate Governance Guidelines, and (vi) exercise and perform the authority, duties, and responsibilities of the Committee set forth in this charter.

Committee Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in no event fewer than three members. The members of the Committee shall be appointed annually by the Board.
2. Qualifications. Each member of the Committee shall qualify as an independent director under all applicable legal, regulatory and stock exchange requirements.
3. Chair. The Chair of the Committee shall be appointed by the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board. In addition, membership on the Committee shall automatically end for a particular member at such time as the Board determines that the member ceases to meet the independence qualification required for each member as set forth above.

Committee Meetings

1. Meetings. The Chair of the Committee, in consultation with the Committee members, will determine the frequency and schedule of the Committee meetings, provided that the Committee will meet at least one time per year.
2. Holding and Recording Meetings. Committee meetings may be held in person, telephonically, or by electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, or action may be taken by written consent. The Committee may act by a majority vote at a meeting of the Committee or by a writing or writings signed by all of its members without a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

3. Operation. A majority of members holding office at the time shall constitute a quorum for the transaction of business. The Committee shall meet at the call of the Chair of the Committee or of the Chair of the Board, on not less than forty-eight (48) hours' notice to each member of the Committee. Members may waive notice of any meeting, and attendance at a meeting shall be deemed waiver of notice.
4. Agenda. The Chair of the Committee will develop and set the Committee's agenda, in consultation with the other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be distributed to the members of the Committee sufficiently in advance of each meeting.
5. Report to the Board. The Committee shall report periodically, but not less than once annually, to the entire Board, and in any event, all acts or proceedings of the Committee shall be reported to the Board at or before the next meeting thereof.

Authority

1. The Committee is granted the authority to perform each of the specific duties enumerated in this Charter and has the power to delegate authority to subcommittees or individuals when appropriate in accordance with applicable laws and regulations.
2. The Committee shall have the power to retain and terminate legal counsel, accounting professionals, search firms to identify director candidates, or other advisors as it deems appropriate, after prior consultation with the Board. The Committee has sole authority to approve any such advisor's fees and other retention terms.
3. The Committee has the authority to request that any officer or employee of the Company or the Company's outside counsel attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Duties

1. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's corporate governance practices and its compliance with applicable laws and regulations, and shall make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, as the Committee may deem appropriate.
2. The Committee shall develop and recommend to the Board the Company's Corporate Governance Guidelines, and shall periodically review and recommend any proposed changes to the Board.
3. The Committee shall periodically review the Board of Directors' committee structure and shall recommend to the Board directors to serve as committee members.
4. The Committee shall monitor compliance with the Company's Code of Business Conduct and Ethics, including reviewing with the Chief Legal Officer the adequacy and effectiveness of the Company's procedures to ensure proper compliance. The Committee shall also recommend to the Board amendments to the Company's Code of Business Conduct and Ethics

as the Committee may deem appropriate.

5. The Committee shall review with the Board potential conflicts of interest involving directors, including any related party transactions, and determine whether a director should be excused from voting on a matter.
6. The Committee shall periodically review director compensation and benefits and recommend any changes to the Board, as appropriate.
7. The Committee shall identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles articulated by the Board and this Charter, the Company's articles and the *Canada Business Corporations Act* ("CBCA"). The Committee shall report to the Board periodically on the status of these efforts. The Committee shall review candidates for the Board recommended by shareholders. The Chair of the Board, in conjunction with the Chief Executive Officer and the entire Board, shall extend invitations to join the Board to the selected candidates.
8. In making its recommendations of director candidates, the Committee will consider: (a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; (b) the competencies and skills that the Board considers each existing director to possess; (c) the competencies and skills that each new nominee will bring to the boardroom; (d) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member; and (e) whether or not each new nominee is independent under all applicable legal, regulatory and stock exchange requirements.
9. The Committee shall periodically review with the Board the current composition of the Board in light of the characteristics of independence, diversity, age, competencies, skills, experience, availability of service to the Company and tenure of its members and of the Board's anticipated needs. The Committee shall seek individuals from different backgrounds with varying perspectives, professional experience, education and skills. In searches for new directors, the Board and its third-party consultants hired to assist in identifying candidates shall consider the level of female representation and diversity as one of several factors used in its search process.

The Committee shall establish and review with the Board the appropriate competencies, skills and characteristics required of Board members. The Committee will also consider the appropriate size of the Board, with a view to facilitating effective decision-making, and may make recommendations to the Board with regard to Board size.
10. The Committee shall, upon a significant change in a director's personal circumstances (including a change in principal occupation) or in the event a significant ongoing time commitment arises that may be inconsistent with a director's service to the Board, review as appropriate and in light of the then current Board policies, the continued Board membership of such director.
11. The Committee shall establish criteria and procedures for the periodic assessment of the Board's effectiveness, including with respect to its interaction with management, and shall oversee the annual performance evaluation of the Board, its committees, and directors and report results to the Board.

- 12.** The Committee shall organize and monitor the processes by which the Board evaluates and addresses CEO and NEO succession planning.
- 13.** The Committee shall review periodically Board members' orientation and education and will make recommendations to the Board, as appropriate.
- 14.** The Committee shall review the Company's engagement with shareholders and other stakeholders on governance matters and review and advise the Board with respect to any shareholder proposals received in connection with the Company's meeting of shareholders.
- 15.** The Committee shall periodically review and oversee management of the Company's strategy, initiatives, risks, opportunities and related reporting with respect to significant ESG matters in coordination with other Board committees, as appropriate, and provide updates and make recommendations on such matters to the Board, as needed.
- 16.** The Committee shall periodically assess the adequacy of this Charter, the Company's Corporate Governance Guidelines, and the Company's Lead Independent Director Charter, and shall inform the Board of any changes it recommends to any of these documents.

The foregoing list of duties is not intended to be exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties.

Updated December 2023