



NOWVERTICAL GROUP INC.

DIVERSITY POLICY

The following diversity policy (the “Policy”) of NowVertical Group Inc. (the “Company”) is dated July 5, 2021

The Company believes in diversity and the potential for diversity in the composition of the board of directors (the “**Board**”) and senior management of the Company, to advance the best interests of the Company. In this context, diversity may encompass a variety of dimensions (including, among other things, diversity in business experience, professional expertise, personal skills and perspectives, as well as gender, geography, age, race and ethnicity), the relative importance of which may change from time to time.

The purpose of this Policy is to outline how the Company approaches diversity, particularly when identifying individuals to serve as members of the Board or senior management of the Company.

The Board recognizes the importance of positions being filled by the most suitable and competent individuals and that bias and discrimination – whether conscious or unconscious – may inhibit, among other things, diversity and the selection, retention and promotion of individuals based on merit. The Board also recognizes that “the tone is set at the top” and the processes applicable to determining the composition of the Board and senior management will have significant impact on attracting and retaining individuals throughout the Company.

Diversity, including the level of representation of women, will be considered by the Company, the Board and the Governance, Human Resources and Compensation Committee in the identification and nomination of directors and in the hiring of senior management. The Board has adopted processes for the nomination and evaluation of individuals as members of the Board and its committees that are based on objective merit-based criteria which afford due regard to the potential benefits of diversity. Similar processes are to be used for the hiring and evaluation of senior management of the Company.

Any third parties engaged by the Company to assist in identifying possible members of the Board or senior management of the Company are to be advised of the Company’s recognition of the potential benefits of diversity and the need for the process pursued by the third party on behalf of the Company to minimize the potential adverse impact of bias and discrimination.

Annually, the Board (or a committee of the Board) will review this Policy and assess its effectiveness in connection with the composition of the Board and senior management and will consider the level of representation of the various attributes enumerated in this Policy among such groups, including the level of female representation. The Company will annually report in its Management Information Circular on the process it has used in relation to Board appointments and senior management hires. Such report will include a summary of this Policy and progress made towards achieving its purpose.