

COMPUTER MODELLING GROUP LTD. GOVERNANCE COMMITTEE CHARTER

A. *FUNCTION*

The Governance Committee is part of the Board of Directors of Computer Modelling Group Ltd. and its function is to assist the Board in fulfilling stewardship with respect to: (i) utilizing good corporate governance practices and policies, (ii) director nomination and education, and (iii) compensation of officers and directors. The Governance Committee provides assistance by reviewing, reporting, and recommending its stewardship matters to the Board for consideration and decision.

B. *CONSTITUTION*

1. The Governance Committee members shall be appointed by and serve at the pleasure of the Board.
2. The Governance Committee shall be constituted with a minimum of three directors, which shall satisfy the independence and experience requirements, if any, of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. A majority of the directors on the Governance Committee shall constitute a quorum for purposes of transacting business. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.
3. A recording assistant for the Governance Committee shall be appointed by the Governance Committee.

C. *AUTHORITY TO ENGAGE ADVISORS*

1. In discharging their obligations and in appropriate circumstances, the Governance Committee may engage outside advisors at the expense of the Corporation (including independent compensation advisors).
2. The Corporation shall be responsible for all the expenses of the Governance Committee that are deemed necessary or appropriate by the Governance Committee in carrying out its duties.

D. *MEETINGS, MINUTES AND REPORTING*

1. The Governance Committee shall determine the number of, dates and times, place and the procedures for meetings provided that:
 - a) the Governance Committee meets as needed, including the meetings indicated in the Recurring Meeting and Work Plans;
 - b) agendas and preparation documents are sent to directors with sufficient time for study prior to the meetings;
 - c) there be a quorum of a majority of members present in person or via teleconference, video conference, or other communication facilities that permits all those directors participating to communicate adequately;
 - d) in the absence of the Governance Chair, a chair for a meeting be chosen at the meeting;

- e) resolutions are decided by a majority vote, the chair not having a second or casting vote;
 - f) any decision or determination by the Governance Committee reduced to writing and signed by all of the members of the Governance Committee shall be fully effective as if it had been made at a meeting duly called and held; and
 - g) in camera sessions of the Governance Committee without Management present shall be held at every meeting.
2. The recording assistant of Governance Committee shall record minutes of the meetings and, after review by the chair, ensure minutes are included in the next subsequent Board meeting materials, as information for all directors.
 3. The Governance Chair shall make a report, verbal or written, of each meeting and recommendations at the next Board meeting following such Governance Committee meeting.

E. STEWARDSHIP FUNCTIONS

General Governance

1. The Governance Committee shall:
 - a) in conjunction with the size and nature of the Corporation and the flexibility permitted by applicable regulations, consider the corporate governance policies and practices of the Corporation, monitor developments in corporate governance issues and make recommendations to the Board that the Governance Committee considers advisable to satisfy itself that the Corporation follows appropriate and proper corporate governance practices;
 - b) annually, review the Terms of Reference, Recurring Meetings and Work Plans, Board and Committee Stewardship Functions, Assessment Questionnaires for Board, Committees and Directors, Disclosure Policy, Code of Business Conduct Policy, Majority Voting Policy, Anti-Corruption Policy, Clawback Policy and Policy Regarding Diversity on the Board and in executive officer positions and Management's approach to cyber security risk monitoring and mitigation measures and make recommendations to the Board to update them in accordance with industry and governance best practices;
 - c) review the Articles and By-Laws of the Corporation to ensure they reflect proper corporate governance practices;
 - d) review the corporate governance disclosure of the Corporation (including the Corporation's 'Compensation Discussion & Analysis') within the management proxy circular and annual information form, ensure such disclosure complies with current disclosure requirements imposed by the Canadian Securities Administrators, and recommend such corporate governance disclosure relating to the Governance Committee's mandate to the Board for approval;
 - e) review any shareholder proposal or requisition received by the Corporation and recommend to the Board the response to be taken by the Corporation to any such shareholder proposal or requisition;

- f) annually review the Governance Committee Stewardship Functions with a view to ensuring quality control and oversee compliance by the Corporation with applicable laws and regulations relating to corporate governance;
- g) review corporate governance issues (including, but not limited to, executive compensation governance issues and shareholder activism issues), recent developments and emerging trends, including as a result of shareholder and stakeholder feedback, as well as significant proposed, new or amended regulatory requirements;
- h) review with Management and the external auditor any proposed corporate transactions in which directors or officers of the Corporation have a personal interest and other transactions with related parties of the Corporation;
- i) assist the Board in assessing the integrity of the CEO and other senior officers and that they are creating a culture of the highest ethics and integrity throughout the organization and fostering compliance with the Code of Business Conduct and the Anti-Corruption Policy among all employees of the Corporation;
- j) assist the Board, as required, in ensuring that regular, constructive engagement with institutional shareholders occurs to exchange views on governance, compensation and disclosure matters, review these engagement practices annually and provide recommendations to the Board for approval; and
- k) ensure the Corporation has in place effective and timely communication processes with shareholders and approve interaction with shareholders on all items requiring shareholder response or approval.

Succession Planning, Diversity and Nomination of Directors

2. The Governance Committee shall:

- a) serve as the nominating committee of the Board;
- b) consider what competencies and skills the Board as a whole should possess, considering competencies and skills that can be out-sourced, independence standards, diversity considerations and whether directors shall be nominated based on significant shareholdings;
- c) consider policy matters relating to the identification and nomination of women directors and provide recommendations to the Board;
- d) at least annually, assess what competencies and skills each existing director possesses as measured against the skills criteria developed by the Governance Committee and approved by the Board and the long-term strategy and ongoing business operations of the Corporation;
- e) consider the appropriateness of the size of the Board;
- f) develop, review and recommend to the Board, Board succession planning and director recruitment processes and lead the implementation of such processes;

- g) in consultation with the Board, maintain on an ongoing basis an evergreen database of potential candidates (derived from the recommendations of Board members and significant shareholders), and during an active recruiting initiative arrange for the highest potential short-listed candidates (based on a pre-defined qualification criteria established by the Governance Committee) to meet with at least the Chair, the Lead Director (if appointed), the Governance Committee Chair and the CEO;
- h) recommend to the Board for its approval each proposed nominee for election to the Board at each annual meeting of shareholders, and arrange for the introduction of any new nominees to as many of the Board members as practical;
- i) develop and periodically update a succession planning process for the Chair or the Lead Director (if appointed), which shall take into account the ideal skills, experience and characteristics for a successor Chair or Lead Director (as applicable) as well as the opportunities, risks and strategic direction of the Corporation and any other relevant circumstances;
- j) consider director terms and mechanisms of renewal of the Board and make recommendations to the Board as deemed necessary;
- k) be satisfied that persons being considered for director nomination are made aware of the nature and operation of the Corporation, the duties and roles of the Board, directors and committees, and the expectations by the Board of the prospective new director, including the commitment of time and duty;
- l) review and make recommendations regarding the comprehensive orientation and training of new directors, which assists directors in understanding the role of the Board and its committees and the nature and operation of the Corporation's business;
- m) ensure continuing education opportunities are provided for all directors, so that individuals maintain or enhance their skills and abilities as directors, as well as ensure their knowledge of the Corporation's business remains current;
- n) make recommendations to the Board as to the allocation of directors to each Board Committee, including recommendations for filling any vacancies on such committees;
- o) assist the Board with establishing a formal process for managing succession planning for appointing, training and monitoring the development and performance of the CEO of the Corporation (such process including an emergency succession plan in the event of an untimely or unplanned vacancy) and consult with the CEO to ensure there is an appropriate executive development and succession plan for the senior officers; and
- p) annually assess the effectiveness of the Corporation's Diversity Policy at achieving the Corporation's Board diversity objectives, monitor the implementation of the Diversity Policy and monitor compliance with disclosure requirements under applicable securities laws and regulations regarding diversity.

Compensation

3. The Governance Committee shall:
 - a) serve as the compensation committee of the Board;
 - b) oversee the Corporation's executive compensation philosophy;
 - c) recommend to the independent members of the Board for approval incentive-based compensation plans and policies and a compensation program for the Corporation's executive officers which aligns with the Corporation's executive compensation philosophy and encourages prudent risk-taking in light of the Corporation's risk tolerance;
 - d) review the Corporation's compensation program annually, taking into account historical and projected Corporation performance data and peer group performance benchmarking data, including data provided by any outside compensation consultant (if retained) to promote objectivity and alignment, and recommend to the independent members of the Board for approval any material changes to the program;
 - e) using the specific goals and performance elements of the Corporation's compensation program and the specific factors relevant to each of the executive officer's (including the CEO's) compensation, establish compensation packages (salary, bonus, equity, benefits, reimbursements, other) for each officer and recommend officer compensation to the Board for approval;
 - f) after the fiscal year end, consider and authorize bonus payments to be made to the executive officers of the Corporation for the preceding year pursuant to the previously Board-approved officer compensation packages and, if requested by the Board, determine and recommend any special bonuses to be paid;
 - g) review the officer and director compensation disclosure which is required to be reported annually to the shareholders before public disclosure; ensuring such disclosure meets the requirements for Compensation Discussion and Analysis as established by the Canadian Securities Administrators with particular attention to: (i) the identity of any companies used to benchmark pay; (ii) the connection between performance and pay; (iii) trends in compensation as it relates to the Corporation's total shareholder return; and (iv) risk implications of compensation practices;
 - h) review the adequacy and form of the compensation of directors periodically to determine if the compensation realistically reflects the responsibilities and risks involved in being an effective director and is consistent with the peer group performance benchmarking data to promote objectivity and alignment, and to report and make recommendations on director compensation accordingly;
 - i) review on a regular basis the recommendations and policies of the leading corporate governance organizations and investor relations organizations with respect to director and executive officer compensation, provide updates to the Board on any trends and, when deemed advisable and appropriate, recommend changes to the Corporation's compensation program, disclosure and/or policies with respect to these matters;

- j) review the Corporation's Stock Option Plan, Performance Share Unit and Restricted Share Unit Plan, Deferred Share Unit Plan and Share Appreciation Rights Plan and recommend changes (if deemed desirable) to the Board of Directors for its approval directly or for presenting to the shareholders for approval as deemed necessary;
- k) review and recommend to the Board of Directors any proposed granting of stock options pursuant to the Stock Option Plan, any proposed granting of performance share units and restricted share units pursuant to the Performance Share Unit and Restricted Share Unit Plan, any proposed granting of deferred share units pursuant to the Deferred Share Unit Plan and any proposed granting of share appreciation rights pursuant to the Share Appreciation Rights Plan;
- l) review executive pension, retirement plans, change of control and severance plans as part of the executive compensation program and recommend changes (if deemed desirable) to the Board for approval; and
- m) review the Corporation's directors' and officers' insurance coverage and recommend changes (if deemed desirable) to the Board for approval.

Regular Board Assessments

- 4. The Governance Committee shall:
 - a) annually assess the Board, Committees and each director regarding his, her or its effectiveness and contribution, considering:
 - (i) in the case of the Board or a Board Committee, its mandate or charter, and
 - (ii) in the case of an individual director, the applicable position description(s), as well as the skills and competencies each individual director possesses and is expected to bring to the Board.

Matters Delegated by Board

- 5. The Governance Committee may deal with any other matters requested by the Board.