



CHARTER OF THE NOMINATING & CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF STARZ ENTERTAINMENT CORP.

- 1. Introduction.** The Board of Directors (the “Board”) of Starz Entertainment (the “Company”) has established a Nominating and Corporate Governance Committee (the “Committee”) based on Canadian securities laws, rules, policies and instruments, as applicable, the Sarbanes-Oxley Act of 2002 and the Nasdaq Stock Market LLC (“Nasdaq”). The Committee is a standing committee of the Board.

- 2. Purpose.** The principal purpose of the Committee is to assist the Board in:
 - Identifying, evaluating, and recommending individuals qualified to become members of the Board, consistent with criteria approved by the Board;
 - Considering and recommending to the Board the director nominees for each annual meeting of shareholders or to fill any vacancies or newly created directorships that may occur between such meetings, the Board committees and the Chairs thereof;
 - Review and make recommendations to the Board with respect to the Company’s director compensation plan and the director travel and entertainment policy;
 - Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and assisting in the oversight of such guidelines;
 - Overseeing the evaluation of the Board and, in conjunction with the Compensation Committee, executive officers and other members of senior management;
 - Succession planning for Board members and executive officers of the Company;
 - Advising the Board on matters related to Board and Board committee structure, composition and function; and
 - Taking such other actions within the scope of this charter (this “Charter”) as the Committee deems necessary or appropriate.

- 3. Membership.** The Committee will consist of three (3) or more directors of the Board. All members of the Committee must be directors whom the Board determines meet the independence requirements of applicable law and rules of the Securities and Exchange Commission (“SEC”), Canadian Securities Administrators (“CSA”) and Nasdaq in effect from time to time (subject to any exceptions allowed by such rules and any waivers granted by such authorities).

The members of the Committee will be appointed by the Board upon the recommendation of the Committee, and will at the discretion of the Board serve until their successors are appointed. Committee members may be removed at any time by a majority vote of independent directors. Committee members will be appointed annually for a term of one (1) year. Vacancies will be filled by a majority vote of independent directors, subject to such new committee members(s) satisfying the applicable independence requirements. The Board, upon the recommendation of the Committee, will designate one (1) member of the Committee as its Chairperson.

- 4. Specific Responsibilities And Duties.** The Board delegates to the Committee the principal responsibilities and authority set forth below. The Committee shall also carry out any other responsibilities and duties that are (a) consistent with this Charter, the Company's Articles or Corporate Governance Guidelines and applicable law as the Committee or Board deems necessary or appropriate, (b) delegated to it by the Board from time to time or (c) related to or required by changing business, legislative, regulatory, legal or other conditions or circumstances:
- (a) The Committee will evaluate the size and composition of the Board, develop and recommend to the Board criteria for Board membership, and evaluate the independence of existing and prospective directors. In evaluating the criteria for directors of the Company, the Committee will consider the qualifications, qualities, skills and other expertise of current and prospective directors, including the competencies and skills that the Board as a whole should possess and the competencies and skills that each existing director possesses.
 - (b) The Committee will oversee the process for seeking, identifying, and evaluating qualified individuals to become new directors as needed. The Committee will review and establish (subject to Board approval) the Board's criteria for directors, including standards for director independence. Subject to the Company's Articles or Corporate Governance Guidelines and applicable law as interpreted by the Committee, the Committee will have the authority to establish procedures for the Board to evaluate, and, if appropriate, nominate potential director nominees, including those proposed by shareholders. The Committee will recommend to the Board the director nominees for meetings of shareholders, as well as new directors to fill vacancies or newly created directorships on the Board occurring between meetings of shareholders.
 - (c) Review and make recommendations to the Board with respect to the Company's director compensation plan and the Company's director travel and entertainment policy.
 - (d) The Committee will at least annually evaluate the charters, composition, nature, structure and operations (including the authority to delegate to subcommittees) of the Committee and other Board committees. The Committee will make recommendations to the Board as to performance and qualifications of individual directors as members of the Board and members of the Board's committees, each committee chairperson appointment, committee member appointment and removal, and committee reporting to the Board.
 - (e) The Committee will take such steps as the Committee deems necessary or appropriate with respect to oversight of the evaluation of the Board, each Board committee, and, in conjunction with the Compensation Committee, senior management and make recommendations to the Board, as appropriate.
 - (f) The Committee will develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee will review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

- (g) The Committee may report the results of its performance evaluations described in (D) and (E) above to the Board through an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.
- (h) The Committee will make recommendations and report to the Board and other Board committees with respect to nominating and corporate governance policies of the Company or any of the foregoing matters.
- (i) The Committee will oversee and review the Company's process for providing and disseminating information to the Board and its committees, assessing the channels through which information is received, and the quality and timeliness of the information received, and make recommendations as appropriate.
- (j) The Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance, which will be discussed with the full Board following the end of each fiscal year.
- (k) The Committee will oversee, develop with management and monitor the process of orienting new directors and continuing education for existing directors and new directors, as it deems appropriate.
- (l) The Committee will oversee the Company's compliance with the Company's Code of Business Conduct and Ethics (the "Code"), have the sole and absolute discretionary authority to approve any waiver of any violation of the Code, and assess the adequacy and effectiveness of Company procedures designed to support compliance.
- (m) The Committee will monitor and make recommendations to the Board with respect to succession planning for members of the Board and for the Company's Chief Executive Officer and other officers, including both emergency CEO succession and CEO succession in the ordinary course of business. The Committee will review and discuss with the CEO and report to the Board periodically regarding the development and succession plans for senior management.
- (n) The Committee will review the Board's leadership structure in light of the specific characteristics of the Company and recommend any changes to the Board for approval, and discuss the effect on the Board's leadership structure on the Board's role in risk oversight of the Company.
- (o) The Committee will review any proposals properly submitted by shareholders for action at a meeting of shareholders and reconsider any shareholder proposal that was not supported by the Board but received approval of a majority of the votes cast at the relevant shareholders meeting (at which a quorum was present), and recommend any action to be taken with respect thereto.
- (p) The Committee will advise the Board periodically with respect to significant developments in the law and practice of corporate governance, the role of public company directors, as well as the Company's compliance with its Corporate Governance Guidelines and applicable laws and regulations, and make

recommendations to the Board on all matters of corporate governance and on any action to be taken, as the Committee may deem appropriate.

- (q) The Committee will approve the disclosure with respect to the Committee, its operations and director independence required by the rules of the SEC and Nasdaq to be included in the Company's proxy statement.
- (r) The Committee will periodically review the Company's strategy and key policies, programs and initiatives regarding human capital management, corporate responsibility and climate risk, environmental risk, social risk, and governance and sustainability matters that are significant to the Company, oversee the Company's approach to public reporting on these topics and receive updates from the Company's management committee responsible for such matters.
- (s) The Committee will review and assess shareholders' feedback and periodically review and assess the Company's engagement efforts with shareholders and other key stakeholders.

5. Reports to Board; Meetings; Minutes.

- (a) The Committee will meet with such frequency, and at such times, as the Chairperson of the Committee, or a majority of the Committee determines, but the Committee will meet at least semi-annually, and notice of such meetings will be given to Committee members. In order to discharge its responsibilities, the Committee will establish a schedule of meetings on an annual basis.
- (b) A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two (2) Committee members.
- (c) The agenda of each meeting will be prepared by the Chairperson and circulated to each member of the Committee prior to the meeting date.
- (d) At all meetings of the Committee, the presence of a majority of the members will constitute a quorum for the transaction of the business and the vote of a majority of the members present will be the act of the Committee.
- (e) Members of the Committee may participate in a meeting of the Committee by conference telephone or similar communications equipment by means of which all people participating in the meeting can hear each other and participation in such a meeting will constitute presence in person at such a meeting.
- (f) Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, without prior notice and with a vote, if all of its members consent in writing (which may include electronic consent) to the action, and such writing is filed with the records of proceedings of the Committee.
- (g) At the invitation of the Chairperson, members of management and outside advisors or consultants will attend Committee meetings. Notwithstanding the foregoing, the Committee may, as it deems appropriate in order to carry out its responsibilities,

exclude from its meetings any persons, including but not limited to, any non-employee director who is not a member of the Committee.

(h) Minutes of each meeting will be kept with the regular corporate records. The Committee will regularly report to the Board on its actions and recommendations.

6. **Subcommittees.** Subject to applicable law, the Committee may delegate all or a portion of its duties and responsibilities to a subcommittee comprised of one or more members of the Committee.

7. **Reliance; Experts; Cooperation**

(a) The Committee has the power, in its sole discretion, to obtain advice and assistance from, and to retain at the Company's expense such independent counsel and other advisors, consultants and experts as it deems necessary or appropriate to carry out its duties. The Committee may determine the level and cost of ordinary administrative expenses necessary or appropriate in carrying out its duties, such costs to be borne by the Company.

(b) In carrying out its duties, the Committee may act in reliance on management and outside advisors, consultants and experts, as it deems necessary or appropriate.

(c) The Committee has the power to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

(d) The Committee will have unrestricted access to the Company's employees, internal and outside counsel, and other advisors, consultants and experts, and may require any officer or employee of the Company or representative of the Company's outside counsel or any other party or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

(e) The Committee will have the sole authority to retain and terminate any search firm to be used to identify director candidates and will have sole authority to approve the search firm's fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for the payment of such search firms.

8. **Rules and Procedures.** Except as expressly set forth in this Charter or the Company's Articles or Corporate Governance Guidelines, or as otherwise provided by law or the rules Nasdaq, the Committee will establish its own rules and procedures.