ONE GREAT STUDIO
COMPANY LIMITED

CORPORATE GOVERNANCE COMMITTEE CHARTER

Contents

Membership	3
Duties and Responsibilities	3
Meetings	4
Evaluation & Review	5

The purpose of the Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of One Great Studio Company Limited (the "**Company**") shall be to assist the Board with corporate governance matters, including:

(i) reviewing corporate governance guidelines and policies for the Company;

(ii) overseeing an annual evaluation of the Board and its committees; and

(iii) advising the Board on corporate governance matters and Board performance matters, including recommendations regarding the size, structure and composition of the Board and its committees.

This charter (the "**Charter**") sets forth the authority and responsibilities of the Committee in fulfilling the purposes described herein.

While this Charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles of Incorporation, it is not intended to establish by its own force any legally binding obligations.

Membership

The Committee will consist of a majority of Independent Non-Executive Directors[1]. The Committee will consist of at least three (3) members of the Board, with the exact number determined by the Board.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the "Chair"); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

Duties & Responsibilities

The principal duties and responsibilities of the Committee are as follows:

1. Review the code of conduct ("Code of Conduct") applicable to the Company and its directors, officers and employees. The Committee shall have the authority to amend the Code of Conduct, unless counsel advises that any such amendment requires approval of the Board under applicable law or regulation.
2. Review, assess, and consider the Company's Insider Trading Policy and other corporate governance policies from time to time. The Committee shall have the authority to amend such policies, unless counsel advises that any such amendment requires approval of the Board under applicable law or regulation.

[1] Independent Non-Executive as defined under the Junior Market Rules and/or the Private Sector Organization of Jamaica Corporate Governance Code

3. Review, assess and consider evolving corporate governance best practices, review the Company's major corporate governance-related risk exposures, review the corporate governance guidelines/framework applicable to the Company ("Corporate Governance Guidelines") to recommend to the Board for amendment as appropriate.

4. Recommend to the Board the constitution of an independent Audit & Risk Committee and an independent Remuneration Committee.

5. Oversee an annual review of the independence of the non-employee directors.

6. To consider questions of possible conflicts of interest of directors and executive officers.

7. Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.

8. Oversee the evaluation of the Board and its committees on an annual basis, in coordination with the Chairman of the Board (save where the Chairman is not independent then the appointed Lead Independent Director of the Board), and make any recommendations to the Board that the Committee deems appropriate regarding enhancements to the Board's operations.

9. Monitor management's succession plans for key executives of the Company other than the Chief Executive Officer, whose succession plans shall be reviewed by the Board.

10. Perform any other activities required by applicable law, rules or regulations, including the rules of the Jamaica Stock Exchange, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

The Committee has the sole authority and right, at the expense of the Company, to retain legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any legal and other consultants, accountants, experts and other advisers retained by the Committee; and ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, rules of the Jamaica Stock Exchange applicable to it, and the Company's Articles of Incorporation, form and delegate authority to subcommittees and to the officers of the Company.

Meetings

Meetings of the Committee shall be held at least once per quarter or more frequently, as determined appropriate by the Committee. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings.

The Committee will report to the Board from time to time with respect to the activities of the Committee. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person, electronically or hybrid. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a Secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company shall provide the Committee such staff support as it may require. The Secretary shall prepare and circulate the meeting agenda at least three (3) days before a meeting along with the relevant material. The Secretary shall be responsible for taking the minutes.

Evaluation & Review

The Committee will evaluate the Committee's composition and performance in connection with the annual evaluation of the Board. The Committee will review and reassess the adequacy of this Charter at least annually and recommend to the Board any changes the Committee determines are appropriate.

Adopted by the Board: December 21, 2023.