

## XANADU QUANTUM TECHNOLOGIES LIMITED

### POSITION DESCRIPTION FOR THE LEAD INDEPENDENT DIRECTOR

#### **Function**

The lead independent director (“**Lead Independent Director**”) shall be an “independent” (as defined in the Corporate Governance Guidelines) director, appointed annually by the independent members of the Board of Directors (the “**Board**”) of Xanadu Quantum Technologies Limited (the “**Company**”) to act as the independent leader of the Board. The Lead Independent Director will have a sufficient level of experience with corporate governance matters to help ensure that the Board functions independently of management of the Company and the Chair of the Board (the “**Chair**”). If the appointment of the Lead Independent Director is not made annually, the director who is then serving as Lead Independent Director shall continue in that role until his or her successor is appointed. If the Chair is an independent director, then the role of the Lead Independent Director will be filled by the independent Chair.

The primary role of the Lead Independent Director is to facilitate the functioning of the Board independently of management and the Chair, to serve as an independent leadership contact for directors and management and to assist in maintaining and enhancing the quality of the Company’s corporate governance.

#### **Specific Responsibilities**

In fulfilling his or her responsibilities, the Lead Independent Director will:

1. help ensure that the Board functions independently of management and providing leadership to the Board in circumstances where the Chair or any other director has (or may be perceived to have) a conflict of interest;
2. help ensure that the independent directors are alert to their obligations and responsibilities and fully discharge their duties as independent directors;
3. ensure that independent directors meet in camera at least twice annually without members of management or non-independent directors present and preside of such in camera sessions;
4. at his or her discretion, call and schedule meetings of the independent directors;
5. when delegated by the Chair or when the Chair is absent or not willing or able to act, preside over meetings of the Board and when presiding, help ensure that sufficient time is allotted during Board meetings for effective discussion of agenda items, and foster a collaborative environment in which directors are free to express their points of view;
6. preside over meetings of the Board in circumstances where the Chair has (or may be perceived to have) a conflict of interest with respect to matters to be acted upon;
7. consult with the Chair in the Chair’s preparation of agendas for meetings of the Board;

8. oversee the performance evaluation of the Chief Executive Officer;
9. facilitate communication between the independent directors and the Chair;
10. debrief the Chair on decisions reached at meetings of independent directors or at *in camera* sessions;
11. act as a liaison between the independent directors, and the Chair and management of the Company;
12. work with the Chairs to ensure the Board is provided with timely and relevant information as is necessary to effectively discharge its statutory duties and responsibilities;
13. where appropriate, retain independent advisors on behalf of the Board or the independent directors, at the Company's expense; and
14. carry out other duties as requested by the Board or the independent directors as needs and circumstances arise.

Dated this 25th day of March, 2026.