

## **XANADU QUANTUM TECHNOLOGIES LIMITED POSITION DESCRIPTION FOR COMMITTEE CHAIRS**

### **Mandate**

The primary responsibility of the chair (“**Committee Chair**”) of each committee (a “**Committee**”) of the Board of Directors (the “**Board**”) of Xanadu Quantum Technologies Limited (the “**Company**”) is to provide leadership to the Committee and enhance the Committee’s effectiveness. This position description should be read together with the charter of the related Committee, the mandate of the Company’s Board and the Company’s Corporate Governance Guidelines.

The designation of each Committee Chair shall take place annually at the first meeting of the Board after a meeting of the shareholders at which directors are elected and each Committee Chair shall serve until the next annual meeting of the shareholders of the Company or until his or her earlier resignation or removal by the Board. If the designation of a Committee Chair is not so made, the members of the Committee may designate a Chair by majority vote of the Committee.

Each Committee Chair shall use his or her best efforts to help the Committee maintain free and open communication between members of the Committee, management of the Company and third parties, as applicable, and to determine that all parties are aware of their responsibilities.

Each Committee Chair shall receive such remuneration as the Board may determine from time to time on the recommendation of the Governance, Compensation and Nominating Committee.

### **Commitment to Excellence**

Each Committee Chair must also have skills commensurate with the skills required to lead his or her respective Committee. Each Committee Chair is encouraged to continue to seek out opportunities to grow and develop his or her skills.

### **General Responsibilities**

Each Committee Chair shall be a member of his or her respective Committee and shall be a member of the Board. He or she shall preside over all Committee meetings, coordinate the Committee’s compliance with this charter, work with management to develop the Committee’s annual work-plan and provide reports of the Committee to the Board. The Committee Chair may vote on any matter requiring a vote and shall not provide a second vote in the case of a tie vote.

### **Specific Responsibilities**

In fulfilling his or her responsibilities, the Committee Chair will:

#### *Relationship to the Board and Management*

1. facilitate the Committee’s interaction with management, the Board and other committees of the Board;
2. report to the Board on matters considered by the Committee, its activities and compliance with the Committee’s charter;
3. keep the Committee informed of material matters relevant to the Committee’s charter and monitor the adequacy and timeliness of materials provided to the Committee by management;

*Committee Leadership*

4. provide leadership to the Committee, oversee the Committee's discharge of the duties assigned to it, and facilitate the work of the Committee;
5. chair meetings of the Committee;
6. in collaboration with management of the Company, set the agenda for each meeting of the Committee and bring forward for consideration matters within the charter of the Committee;
7. act as a resource and mentor for other members of the Committee;
8. oversee the orientation of new Committee members and continuing education opportunities for Committee members;
9. provide input on succession planning in respect of the Committee Chair position and membership on the Committee generally;
10. assist management in engagement with shareholders, regulators and other stakeholder groups as necessary; and

*General*

11. carry out other duties as requested by the Committee as needs and circumstances arise.

The Governance, Compensation and Nominating Committee will in consultation with each Committee Chair, review this position description periodically, and will recommend any changes to this position description to the Board for approval.

Dated this 25th day of March, 2026.