



CECO ENVIRONMENTAL CORP.

MERGERS AND ACQUISITIONS COMMITTEE CHARTER

PURPOSE:

The primary purpose of the Mergers and Acquisitions Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of CECO Environmental Corp. (the “*Company*”) is to review with management periodically the Company’s strategy regarding acquisitions, dispositions, joint ventures, or mergers (each as relates to material assets or a material portion of any business) (each, a “*Strategic Transaction*”).

COMPOSITION AND COMPENSATION:

The Committee shall consist of a minimum of three members appointed by the Board. Unless the Board of Directors elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. The compensation of Committee members shall be as determined by the Board of Directors. Members of the Committee shall be appointed by the Nominations and Governance Committee. The Board may remove members of the Committee, with or without cause.

MEETINGS:

The Committee shall meet, in person, telephonically, electronically, or by other virtual means, or in hybrid format, as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. The Committee Chair shall collaborate with the Chief Executive Officer to determine items to be included on any Committee meeting agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its bylaws. The Committee may also take any action permitted hereunder by unanimous written consent. The Committee Chair will supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time. The Committee may meet without a quorum to address matters that may arise between meetings, though any action taken at meeting without a quorum shall not be deemed to be an official action of the Committee.

The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

The Committee is authorized to obtain advice and assistance from independent consultants, outside legal counsel, and other advisors in the course of fulfilling its duties, as it may deem appropriate in its sole discretion.



DUTIES AND RESPONSIBILITIES:

The Committee has the following duties and responsibilities:

1. Review with management the Company's strategy for Strategic Transactions and related financing considerations.
2. Review with management the material details of any proposed Strategic Transaction, including how such transaction fits with the Company's strategic plans and transaction strategy, transaction timing, important transaction milestones, financing, key risks and opportunities, and the integration plan.
3. Provide the Board such additional information and materials as appropriate to assist the Board in its evaluation or understanding of any Strategic Transaction.
4. After the consummation of any Strategic Transaction, review and discuss with management the execution, the financial performance, and the integration of such Strategic Transaction, including relative to information presented by management in connection with the approval of such transaction and the Company's strategic objectives.
5. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
6. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Management shall have the authority to undertake the initial engagement and exploratory discussions with prospective targets and transaction candidates, and will undertake to report on these to the Committee as discussions progress to a point where a Strategic Transaction appears to be a reasonable possibility. Management further retains the authority to execute, implement and integrate Strategic Transactions.

Notwithstanding the foregoing, nothing in this Charter or in any Board-adopted resolution or policy shall modify any duty expressly reserved for the Board under the Company's Certificate of Incorporation or under applicable law.

RESOURCES AND AUTHORITY:

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.



ANNUAL REVIEW:

At least annually, the Committee shall (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The Committee shall conduct its review and evaluation in such manner as it deems appropriate. At least annually, the Board shall independently evaluate the performance of the Committee.

Adopted: December 13, 2022