

ORBIA ADVANCE CORPORATION S.A.B. DE C.V.

Corporate Governance, Responsibility and Compensation Committee
Charter

A. Background, Nature and Purpose

The Corporate Governance, Responsibility and Compensation Committee (the “Committee”) is a committee of the Board of Directors of Orbia, S.A.B. de C.V. (“Orbia” or the “Company”), organized in compliance with and for the purposes provided by Articles 25, 42 and 43 of the Securities Market Law (the “Law” or “LMV”) and Article 44 of Orbia’s bylaws.

The Corporate Governance, Responsibility and Compensation Committee’s primary purpose is to discharge the responsibilities delegated by the Board and to assist the Board in fulfilling its responsibilities relating to matters of:

1. Governance and corporate responsibility (including environmental, social and governance, “ESG” matters)
2. Sustainability and HS&E
3. Talent, compensation and performance

B. Structure and Membership

The Committee shall consist of no less than three members of the Board of Directors, the majority of whom shall be independent Directors. The Chair of the Committee shall be elected by the majority vote of the shareholders of the Company. The compensation of Committee members shall be as determined by the Board of Directors. Members of the Committee (other than the Chair) shall be appointed by the Board of Directors and the Board of Directors may remove members of the Committee from such committee (other than the Chair), with or without cause.

C. Authority and Responsibilities

The Committee shall discharge its responsibilities and shall assess the information provided by the Company’s management, in accordance with its business judgment.

1. Governance Matters:

- i. To consider and make recommendations concerning the appropriate size and needs of the Board and to annually assess the mix of attributes, skills and experiences of Board

- Members to optimize Board composition and support Director succession planning;
- ii. To develop and recommend to the Board the criteria for Board membership, including those set forth in the Company's Corporate Governance Principles, as amended from time to time;
 - iii. To recruit and consider from a diverse pool of individuals and recommend Director candidates to the Board for nomination and to the Shareholders for election (including candidates recommended by Shareholders in accordance with applicable law). In the selection of candidates to be nominated for election to the Board, the Committee recognizes the importance of and shall consider diversity among the members of its Board of Directors, reflecting differences in perspectives, skills, international, and industry experience, background, ethnicity, gender and other attributes;
 - iv. To assess, in accordance with applicable law and Company policies, the independence of candidates nominated for election to the Board;
 - v. To monitor and make recommendations concerning the functions, composition and Chairs of the various committees of the Board;
 - vi. To make recommendations with respect to director retirements and resignations;
 - vii. To oversee the annual self-assessment of the Board and its committees, including making recommendations on the structure of Board and committee meetings;
 - viii. To prepare an annual performance assessment of the Committee and annually evaluate the adequacy of its charter, and to recommend any proposed changes to the Board of Directors for approval;
 - ix. To consider matters of corporate governance and to review, at least annually, the Company's Corporate Governance Principles;
 - x. In coordination and collaboration with the Audit Committee, to review and approve related person transactions brought to the Committee for its consideration from a governance and conflicts of interest perspective; and
 - xi. To consider questions of possible conflicts of interest of Board members and executive officers.

2. Corporate Responsibility Matters:

- i. To review, provide advice concerning and provide oversight of the Company's sustainability strategy and performance, including progress toward fulfilling Orbia's sustainability commitments;
- ii. To review the Company's overall ESG strategies, goals, objectives and performance, monitor evolving ESG developments, risks and opportunities and the Company's ESG-related disclosures;
- iii. Review and report to the Board on the Company's policies and programs and performance relating to health, safety and environmental matters and critical safety-related risks, participation in political processes, and such other matters, including the Company's Code of Ethics, as may be brought to the attention of the Committee regarding the Company's role as a responsible corporate citizen; and
- iv. Monitor and provide risk oversight with respect to focus areas as may be assigned to the Committee from time to time by the Board of Directors, including regulatory compliance matters such as data privacy, integrity and ethics, product stewardship and sustainability.

3. Talent, Compensation and Performance Matters:

- i. To approve the hiring and termination of employment of executives reporting directly to the CEO at Level 6 and above (including severance agreements, indemnifications, and all compensation arrangements);
- ii. To annually review and recommend to the Board corporate financial metrics and goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and recommend to the Board the CEO's annual compensation based on this evaluation, in light of relevant market compensation data;
- iii. To determine and approve, in accordance with applicable Board-approved compensation plans and guidelines and, in consultation with the Company's CEO, the compensation of each of the members of the executive leadership team other than the CEO;
- iv. To approve, in accordance with applicable Board-approved compensation plans and guidelines, all material incentive compensation and deferred compensation plans for the Company's executives;
- v. To periodically review (relative to comparable companies) and recommend to the Board for approval generally applicable plans, policies and parameters for (i) executive compensation, including salary, bonus and incentive compensation levels; (ii) deferred compensation; (iii) executive perquisites; (iii) executive equity compensation (including awards to induce employment); (iv) executive severance arrangements; (iv) executive change-in-control benefits and (v) other forms of executive compensation, in each case to the extent applicable to the CEO and the executive leadership team (provided that the Board shall approve all CEO compensation);
- vi. To exercise, in accordance with the plans and parameters approved by the Board, all rights, authority and functions of the Board of Directors under the Company's stock incentive and other equity-based plans, including without limitation, the authority to administer, interpret the terms thereof, to make stock awards thereunder; and to make non-material administrative amendments to any such plan. In addition, the Committee may exercise all rights, authority and functions of the Board of Directors under the Company's incentive, deferred and other compensation plans, retirement plans and other benefit plans. To the extent permitted by applicable law and the provisions of a given Board-approved equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Committee may delegate to one or more executive officers of the Company, or a sub-committee of the Committee formed for such purpose, the power to administer and implement the Committee's directives for granting stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company;
- vii. To periodically review and make recommendations to the Board of Directors with respect to Director compensation;
- viii. To periodically review and make recommendations to the Board of Directors relating to management succession planning, including policies and principles for CEO selection and succession in the event of an emergency or the retirement of the CEO;

- ix. To remain apprised of and oversee the health of the Company's culture, the well-being and engagement of its employees and the Company's efforts to acquire, develop and retain talent; and
- x. To periodically review the Company's programs, policies and performance with regard to enhancing Diversity, Equity and Inclusion (DEI).

The Committee shall have such other duties as may be prescribed by applicable law or the Company's bylaws, or as may be delegated from time to time by the Board of Directors.

D. Procedures and Administration

Subject to the Company's bylaws, the Committee shall meet as often as it deems necessary in order to perform its responsibilities. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.

The Committee shall keep minutes of its proceedings and report regularly to the Board of Directors and, as required pursuant to applicable law and the Company's bylaws, to the shareholders.

The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel and other advisors.

The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

Adopted by the Board of Directors on July 26, 2022.