

DIVERSITY, INCLUSION and EQUITY COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Diversity, Inclusion and Equity Committee (the “**Committee**”) of the Board of directors (the “**Board**”) of BBTV Holdings Inc. (the “**Company**”).

1. Statement of Purpose

The purpose of the Committee is to oversee all Diversity, Inclusion and Equity initiatives of the Company by (i) designing, managing and driving the D,I & E strategy for the Company, (ii) assisting and advising management in developing and sustaining an inclusive culture that values working with diverse groups of people who offer diversity of thought and perspective, (iii) promoting diversity and inclusion in all aspects of the Company’s business, and to oversee and evaluate these efforts, and (iiii) establish and maintain the Company’s position as an industry leader for best practices in diversity, inclusion and equitable practices.

“**Diversity**” for the Company refers to the inclusion of the lived differences and similarities, both visible and invisible, of every individual in the organization, including but not limited to age, ethnicity, gender, gender and non-gender identities, language differences, nationality, parental status, marital status, physical, mental, and developmental abilities, race, sexual orientation, skin color, socio-economic status, religious beliefs and human styles.

“**Inclusion**” for the Company refers to creating a work environment and culture that is grounded in respect and inclusion, and where all differences are valued, celebrated and leveraged without any bias. Inclusion is active, intentional and continuous in addressing inequities in power and privilege, and ensures that everyone has an opportunity to contribute and achieve success in the Company.

“**Equity**” for the Company refers to achieving parity in systems, policies and outcomes for historically and/or currently marginalized and/or underrepresented groups, while concurrently accounting for diversity in all of its forms.

2. Committee Membership

The Committee shall consist of as many directors of the Board as the Board may determine (the “**Members**”), but in any event, not less than 3 (three) Members. In addition, the Board may elect to invite a member of BBTV’s management team to serve on the Committee, and act as an action-oriented conduit between the Committee and the rest of the organization.

Members shall be appointed by the Board, taking into account any recommendation that may be made by the Committee. Any Member may be removed and replaced at any time by the Board with or without cause, and will automatically cease to be a Member. The Board will fill vacancies on the Committee by appointment from among qualified directors, taking into account any recommendation that may be made by the Committee. If a vacancy exists on the Committee, the remaining Members may exercise all of its powers so long as there is a quorum.

Chair

The Board will designate one of the Members to be the chair of the Committee (the “**Chair**”), taking into account any recommendation that may be made by the Committee.

Attendance of Ex Officio Members, Management and other Persons

The Committee may invite, at its discretion, senior executives or other employees of the Company or such persons as it sees fit to attend meetings of the Committee and to take part in the discussion and consideration of the affairs of the Committee. The Committee may also require senior executives or other employees of the Company to produce such information and reports as the Committee may deem appropriate in the proper exercise of its duties. Senior executives and other employees of the Company shall attend a Committee meeting if invited by the Committee.

Delegation

Subject to applicable law, the Committee may delegate any or all of its functions to any of its Members or any sub-set thereof, or other persons, from time to time as it sees fit.

3. Committee Operations

Meetings

The Chair, in consultation with the other Members, shall determine the schedule and frequency of meetings of the Committee, but shall meet no less than once per quarter. Meetings of the Committee shall be held at such times and places as the Chair may determine. To the extent possible, advance notice of each meeting will be given to each Member unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings of the Committee either in person or by telephone, video or other electronic means. Powers of the Committee may also be exercised by written resolutions signed by all Members.

Agenda and Reporting

To the extent possible, in advance of every regular meeting of the Committee, the Chair shall prepare and distribute, or cause to be prepared and distributed, to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require senior executives and other employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

The Chair shall report to the Board on the Committee's activities since the last Board meeting. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board. Minutes of each meeting of the Committee shall be circulated to the Board following approval of the minutes by the Members.

Secretary and Minutes

The Committee shall appoint a secretary of the Committee. The secretary of the Committee shall keep regular minutes of Committee proceedings and shall circulate such minutes to all Members and to the chair of the Board (and to any other director that requests that they be sent to him or her) on a timely basis.

Quorum and Procedure

A quorum for any meeting of the Committee will be a simple majority. The procedure at meetings will be determined by the Chair. The powers of the Committee may be exercised at a meeting where a quorum is present or by resolution in writing signed by all Members. In the absence of the Chair, the Committee may appoint one of its other Members to act as Chair of any meeting.

Exercise of Power between Meetings

Between meetings, the Chair, or any Member designated for such purpose by the Committee, may, if required in the circumstance, exercise any power delegated by the Committee on an interim basis. The Chair or other designated Member will promptly report to the other Members in any case in which this interim power is exercised.

4. Duties and Responsibilities

The Committee is responsible for performing the duties set out below and any other duties that may be assigned to it by the Board as well as any other functions that may be necessary or appropriate for the performance of its duties.

- Design and establish the Company's diversity, inclusion and equity vision and strategy.
- Establish, review and update the Company's Diversity, Inclusion and Equity Policy (the "**Policy**") for approval by the Board.
- Set and review measurable diversity, inclusion and equity objectives in accordance with the Policy, and actively monitor the Company's progress against diversity, inclusion and equity key performance indicators ("**KPIs**").
- Assist the Board in incorporating Policy objectives into Board goals and priorities, inclusive of a 3, 5 and 10 year diversity, inclusion and equity goal roadmap.
- Identify strategies to attract, recruit and retain a diverse membership across Executive, Leadership, Management and Board levels.
- Keep the Board apprised of Company diversity, inclusion and equity priorities and processes as well as the Company's implementation of programs and initiatives.
- Review the internal systems, policies and frameworks to promote the flourishing of diversity, inclusion and equity.
- Annually review and evaluate diversity, inclusion and equity efforts in talent acquisition, career development, retention, brand development, vendor selection, partnership selection and marketing based on the KPIs, and recommend to the Board any desirable changes in the Policy or organizational structure.
- The Committee shall direct and supervise the investigation into any matter brought to its attention within the scope of the Committee's duties, and perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable law.

5. The Committee Chair

In addition to the responsibilities of the Chair described above, the Chair has the primary responsibility for overseeing and reporting on the evaluations to be conducted by the Committee, as well as monitoring developments with respect to diversity, inclusion and equity practices in general and reporting to the Committee on any related significant developments.

6. Committee Evaluation

The performance of the Committee shall be evaluated by the Board as part of its regular evaluation of Board committees.

7. Access to Information and Authority to Retain Independent Advisors

The Committee shall be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees of the Company will be directed to cooperate as requested by Members.

The Committee has the authority to retain, at the Company's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve their fees. The Committee shall select such advisors, consultants and experts after taking into consideration factors relevant to their independence from management and other relevant considerations.

The Committee shall discharge its responsibilities and shall assess the information provided by the Company's management and the external advisers, in accordance with its business judgment. Members are entitled to rely, absent knowledge to the contrary, on the integrity of the persons and organizations from whom they receive information, and on the accuracy and completeness of the information provided. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee or the Board a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject under applicable law. This Charter is not intended to change or interpret the constating documents of the Company or applicable law or stock exchange rule to which the Company is subject, and this Charter should be interpreted in a manner consistent with all such applicable laws and rules.

The Board may, from time to time, permit departures from the terms of this Charter, either prospectively or retrospectively. This Charter is not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

8. Review of Charter

The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated:

September 29, 2020

Approved by:

Board of Directors of the Company