



**ACCORD**  
FINANCIAL

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
AND  
MANAGEMENT INFORMATION CIRCULAR  
2026**

TO BE HELD ONLINE ONLY AT:

<http://meetnow.global/MHMQNG2>

Monday, June 29, 2026  
11:00 a.m.(Eastern Daylight Time)



**ACCORD FINANCIAL CORP.**  
**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

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**NOTICE** is hereby given of the 2026 Annual Meeting of Shareholders (the "Meeting") of ACCORD FINANCIAL CORP. (the "Company") which will be conducted by way of a virtual-only format where shareholders may attend and participate in the Meeting via live webcast using the following link: <https://meetnow.global/MHMQNG2>

**on Monday, June 29, 2026**  
**11:00 a.m. (Eastern Daylight Time)**

**Record Date:** The Company has fixed May 30, 2026 as the record date for the Meeting.

**IMPORTANT NOTICE**

The following business will be conducted at the Meeting:

1. to receive the Audited Consolidated Financial Statements of the Company for the fiscal year ended December 31, 2025, together with the auditors' report thereon;
2. to elect directors of the Company;
3. to appoint KPMG LLP, Chartered Professional Accountants, as auditors of the Company and to authorize the Company's directors, through their Audit Committee, to fix the remuneration to be paid to the auditors; and
4. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Meeting will be conducted as a virtual-only format. Registered shareholders (being shareholders whose name appears on a share certificate or a direct registration statement confirming your holdings) and duly appointed proxyholders can attend the meeting online at <https://meetnow.global/MHMQNG2> where they can participate, vote, or submit questions during the Meeting's live webcast.

If you are not able to attend the virtual Meeting, please exercise your right to vote by voting online at [www.investorvote.com](http://www.investorvote.com), by telephone at 1-866-732-VOTE (8683) or by signing and returning the enclosed form of proxy or voting instruction form to Computershare Investor Services Inc., 320 Bay St, 14<sup>th</sup> Floor, Toronto, Ontario, M5H 4A6 so as to arrive not later than 11:00 a.m. (EDT) on the second business day preceding the date of the Meeting (being June 25, 2026) or any adjournment thereof. Please see the form of proxy received for more information on voting your shares.

Non-registered shareholders (being shareholders who hold their shares through an intermediary (broker, trustee or other financial institution)) who have not appointed themselves as proxyholders may login as a guest, by clicking on "Guest" and complete the online form; however, they will not be able to vote or submit questions at the Meeting.

Shareholders who wish to appoint a third-party proxyholder to represent them at the virtual Meeting must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a Shareholder has submitted their Proxy or Voting Instruction Form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an invite code to participate in the Meeting.

To register a proxyholder, shareholders MUST visit <https://www.computershare.com/accord> by June 25, 2026, 11:00 a.m. (EDT) and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an invite code via email.

Accompanying this notice is a copy of the management information circular which explains how the voting process works and provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

Dated at Toronto, Ontario, the 30<sup>th</sup> of May, 2026.

BY ORDER OF THE BOARD OF DIRECTORS



Simon Hitzig  
Secretary  
Accord Financial Corp.

**ACCORD FINANCIAL CORP.**  
**INVITATION TO SHAREHOLDERS**

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Dear Shareholder:

On behalf of the Board of Directors (the “Board”) of Accord Financial Corp. (the “Company”) I am pleased to invite you to attend the Company’s Annual Meeting of Shareholders (the “Meeting”) to be held via an online-only meeting on Monday, June 29, 2026, at 11:00 a.m. (EDT) at <https://meetnow.global/MHMQNG2>.

The Meeting gives you the opportunity to learn more about your Company, receive its financial results, and hear about our plans for the future. The items of business to be considered at this Meeting are described in the Notice of Annual Meeting of Shareholders and accompanying Management Information Circular (the “Circular”). The Company strongly encourages all shareholders to vote their shares prior to the Meeting, as it is important that your shares be represented and voted, by using the enclosed proxy or voting instruction form and voting in the manner detailed in the Circular. We encourage you to familiarize yourself with the information in the Circular in order to decide how you want to vote your shares. We look forward to your participation.

The Board and management thank you for your continued support.

Sincerely,



Simon Hitzig  
President and CEO  
Accord Financial Corp.

## TABLE OF CONTENTS

|   |           |
|---|-----------|
| <b>SOLICITATION OF PROXIES</b> .....  | <b>1</b>  |
| <b>ATTENDING THE MEETING ONLINE</b> .....   | <b>1</b>  |
| <b>PARTICIPATING IN THE MEETING</b> .....   | <b>2</b>  |
| <b>VOTING AT THE MEETING</b> .....  | <b>2</b>  |
| <b>APPOINTMENT AND REVOCATION OF PROXIES</b> .....  | <b>3</b>  |
| <b>VOTING BY NON-REGISTERED SHAREHOLDERS</b> .....  | <b>4</b>  |
| <b>VOTING OF SHARES REPRESENTED BY MANAGEMENT PROXIES</b> .....   | <b>5</b>  |
| <b>VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF</b> .....  | <b>5</b>  |
| <b>BUSINESS OF THE MEETING</b> .....  | <b>5</b>  |
| FINANCIAL STATEMENTS .....  | 5         |
| ELECTION OF DIRECTORS .....   | 6         |
| <i>Nominees for Election to the Board of Directors</i> .....  | 6         |
| <i>Board of Directors Meetings Held and Attendance of Directors</i> .....                                     | 8         |
| <i>Committees of the Board of Directors</i> .....   | 8         |
| COMPENSATION OF DIRECTORS .....   | 9         |
| <i>Directors' Compensation Structure</i> .....  | 9         |
| <i>Individual Director Compensation</i> .....   | 10        |
| APPOINTMENT OF AUDITORS .....   | 10        |
| <i>Fees for Services Provided by Auditors</i> .....   | 10        |
| <b>COMPOSITION OF THE COMPENSATION COMMITTEE</b> .....  | <b>11</b> |
| <b>COMPENSATION DISCUSSION AND ANALYSIS</b> .....   | <b>11</b> |
| <b>PERFORMANCE GRAPH</b> .....  | <b>14</b> |
| <b>EXECUTIVE COMPENSATION</b> .....   | <b>15</b> |
| <i>Summary Compensation Table</i> .....   | 15        |
| <i>Outstanding Option-based Awards to Named Executive Officers</i> .....                                      | 16        |
| <i>Incentive Plan Awards – Value Vested or Earned During the Year</i> .....                                   | 17        |
| <i>Employment and Termination Agreements</i> .....  | 17        |
| <i>Indebtedness of Directors and Executive Officers</i> .....   | 17        |
| <b>STATEMENT OF CORPORATE GOVERNANCE PRACTICES</b> .....  | <b>20</b> |
| <i>Mandate and Responsibilities of the Board</i> .....  | 21        |
| <i>Majority Voting Policy in Director Elections</i> .....   | 22        |
| <i>Director Term Limits</i> .....   | 22        |
| <i>Composition of the Board</i> .....   | 22        |
| <i>Committees of the Board</i> .....  | 23        |
| <i>Expectations of Management</i> .....   | 25        |
| <i>Gender Diversity and the Representation of Women on the Board and in Executive Officer Positions</i> ..... | 25        |
| <b>DIRECTORS' AND OFFICERS' LIABILITY INSURANCE</b> .....   | <b>25</b> |
| <b>OTHER BUSINESS</b> .....   | <b>26</b> |
| <b>ADDITIONAL INFORMATION</b> .....   | <b>27</b> |
| <b>DIRECTORS' APPROVAL</b> .....  | <b>28</b> |
| <b>APPENDIX A</b> .....   | <b>29</b> |
| <b>CHARTER OF THE BOARD OF DIRECTORS</b> .....  | <b>29</b> |

# ACCORD FINANCIAL CORP.

## MANAGEMENT INFORMATION CIRCULAR

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### SOLICITATION OF PROXIES

The information contained in this Management Information Circular (the "Circular") is furnished in connection with the solicitation of proxies to be used at the Annual Meeting of Shareholders of Accord Financial Corp. ("Accord" or the "Company") to be held online at <https://meetnow/global/MHMQNG2> at 11:00 a.m. on Monday, June 29, 2026 (the "Meeting"), and at all adjournments thereof, for the purposes set forth in the accompanying Notice of Meeting.

It is expected that the solicitation will be made primarily by mail, but proxies may also be solicited personally by directors, officers, or employees of the Company. The solicitation of proxies by this Circular is being made by or on behalf of the management of the Company. The total cost of the solicitation will be borne by the Company.

### ATTENDING THE MEETING ONLINE

Shareholders and duly appointed proxyholders can attend the Meeting online by going to <https://meetnow.global/MHMQNG2>.

You are a "Registered Shareholder" if your name appears on a share certificate or a direct registration system statement confirming your holdings. If you are a Registered Shareholder, you have received a form of proxy accompanying this Circular (the "Proxy") for the Meeting.

You are a "Non-Registered Shareholder" if your shares are held through a broker, trustee or other financial institution (an "Intermediary"). If you are a Non-Registered Shareholder, you have received a "Voting Instruction Form" for the Meeting. Please make sure to follow instructions on your Voting Instruction Form to be able to attend and vote at the Meeting.

Attending and voting at the meeting will only be available for Registered Shareholders and duly appointed proxyholders.

Registered Shareholders and duly appointed proxyholders can participate in the Meeting by clicking "Shareholder" and entering a control number or an invite code before the start of the Meeting.

- Registered Shareholders: the 15-digit control number is located on the Proxy or in the email notification you received.
- Duly appointed proxyholders: Computershare Investor Services Inc. ("Computershare") will provide the proxyholder with an invite code after the voting deadline has passed.

Non-Registered Shareholders who have not appointed themselves as proxyholders to participate and vote at the Meeting may login as a guest, by clicking on "Guest" and complete the online form; however, they will not be able to vote or submit questions at the Meeting.

Shareholders who wish to appoint a third-party proxyholder to represent them at the Meeting must submit their Proxy or Voting Instruction Form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a Shareholder has submitted their Proxy or Voting Instruction Form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an invite code to participate in the Meeting.

To register a proxyholder, Shareholders MUST visit <https://www.computershare.com/accord> by not later than June 25, 2026, 11:00 a.m. (EDT) and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an invite code via email.

**In order to participate online, Shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing an invite code.**

The virtual Meeting platform is fully supported across most commonly used web browsers (note: Internet Explorer is not a supported browser). We encourage you to access the Meeting prior to the start time.

**It is important that you are connected to the internet at all times during the meeting in order to vote when balloting commences.**

## **PARTICIPATING IN THE MEETING**

The Meeting will only be hosted online by way of a live webcast. Shareholders will not be able to attend the Meeting in person. A summary of the information Shareholders will need to attend the virtual Meeting is provided below. The Meeting will begin at 11:00 a.m. (EDT) on June 29, 2026.

- **Registered Shareholders and appointed proxyholders:** Only those who have a 15-digit control number, along with duly appointed proxyholders who were assigned an invite code by Computershare (see details under the heading "Appointment of proxies"), will be able to vote and submit questions during the Meeting. To do so, please go to <https://meetnow.global/MHMQNG2> prior to the start of the Meeting to login. Click on "Shareholder" and enter your 15-digit control number or click on "Invitation" and enter your invite code.
- **United States Beneficial Shareholders:** To attend and vote at the virtual Meeting, you must first obtain a valid Legal Proxy from your broker, bank or other agent and then register in advance to attend the Meeting. Follow the instructions from your broker or bank included with the Proxy materials or contact your broker or bank to request a legal form of proxy. After first obtaining a valid Legal Proxy from your broker, bank or other agent, you must submit a copy of your Legal Proxy to Computershare in order to register to attend the meeting. Requests for registration should be sent:

By mail to:                   COMPUTERSHARE  
                                      320 BAY ST, 14th FLOOR  
                                      TORONTO, ON M5H 4A6

By email at:                 [USLegalProxy@computershare.com](mailto:USLegalProxy@computershare.com)

Requests for registration must be labeled as "Legal Proxy" and be received no later than June 25, 2026, 11 a.m. (EDT). You will receive a confirmation of your registration by email after we receive your registration materials. You may attend the virtual Meeting and vote your shares at <https://meetnow.global/MHMQNG2> during the Meeting. Please note that you are required to register your appointment at <https://www.computershare.com/accord>.

## **VOTING AT THE MEETING**

A Registered Shareholder (or a Non-Registered Shareholder) who has appointed themselves or appointed a third-party proxyholder to represent them at the Meeting, will appear on a list of proxyholders prepared by Computershare, who is appointed to review and tabulate proxies for this Meeting. To be able to vote their shares at the Meeting, each Registered Shareholder or proxyholder will be required to enter their

control number or invite code provided by Computershare at <https://meetnow.global/MHMQNG2> prior to the start of the Meeting.

In order to vote, Non-Registered Shareholders who appoint themselves as a proxyholder MUST register with Computershare at <https://www.computershare.com/Accord> AFTER submitting their voting instruction form in order to receive an invite code (please see the information under the headings “[Appointment and Revocation of Proxies]” below for details).

If a shareholder who has submitted a Proxy (as defined below) attends the Meeting via webcast and has accepted the terms and conditions when entering the Meeting online, any votes cast online by such shareholder on a ballot will be counted and the votes previously submitted will be disregarded.

## **APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the enclosed Proxy are directors and officers of the Company.

Shareholders who wish to appoint a third-party proxyholder to represent them at the virtual Meeting must submit their Proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a shareholder has submitted their Proxy/voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an invite code to participate in the Meeting.

To register a proxyholder, shareholders MUST visit <https://www.computershare.com/Accord> by June 25, 2026, 11:00 a.m. (EDT) and provide Computershare with their proxyholder’s contact information, so that Computershare may provide the proxyholder with an invite code via email.

Without an invite code, proxyholders will not be able to vote at the Meeting.

A Proxy can be submitted to Computershare either in person, by mail or courier, to 320 Bay St, 14<sup>th</sup> Floor, Toronto, Ontario, M5H 4A6, or via the internet at [www.investorvote.com](http://www.investorvote.com). The Proxy must be deposited with Computershare by no later than June 25, 2026, 11:00 a.m. (EDT), or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the commencement of such adjourned or postponed Meeting. If a Shareholder who has submitted a Proxy attends the Meeting via the webcast and has accepted the terms and conditions when entering the Meeting online, any votes cast by such Shareholder on a ballot will be counted and the submitted Proxy will be disregarded.

[A shareholder who has given a proxy has the right to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by that proxy and may do so: (i) by depositing an instrument in writing executed by the shareholder or by the shareholder's attorney who is authorized by a document that is signed in writing or by electronic signature that complies with the requirements of the Business Corporations Act (Ontario) (the “OBCA”); or (ii) by transmitting, by telephonic or electronic means, a revocation that is signed by electronic signature that complies with the requirements of the OBCA; or (iii) if voting online, by changing the name of, or deleting, the proxy previously appointed, in each case to be received (a) at the registered office of the Company, Suite 602, 40 Eglinton Avenue East, Toronto, Ontario, M4P 3A2 (or by fax at (416) 250-0780 or at the offices of Computershare Investor Services Inc., 320 Bay St. 14<sup>th</sup> Floor, Toronto, Ontario, M5H 4A6, up to and including 11:00 a.m. (EDT) on the second business day immediately preceding the day of the Meeting, or any adjournment or postponement thereof, at which the proxy is to be used or (b) by the Chair of the Meeting on the day of the Meeting or any adjournment or postponement thereof before it is exercised on any particular matter or (c) in any other manner permitted by law. A shareholder who has given a proxy may also revoke it in any other manner permitted by law.]

## VOTING BY NON-REGISTERED SHAREHOLDERS

Only Registered Shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, common shares of the Company are beneficially owned by a Non-Registered Shareholder and are registered either: (i) in the name of an “intermediary” with whom the Non-Registered Shareholder deals in respect of the common shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer, the Company will have distributed copies of the Notice of Meeting, this Circular and Proxy (collectively, the “meeting materials”) to the Intermediaries for onward distribution to Non-Registered Shareholders.

Non-Registered Shareholders who have not waived the right to receive meeting materials will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Shareholders to direct the voting of the shares they beneficially own. Non-Registered Shareholders should follow the procedures set out below, depending on which type of form they receive.

- (a) **Voting Instruction Form.** In most cases, a Non-Registered Shareholder will receive, as part of the meeting materials, a voting instruction form. If the Non-Registered Shareholder does not wish to attend and vote at the Meeting (or have another person attend and vote on the shareholder’s behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. If a Non-Registered Shareholder wishes to attend and vote at the Meeting (or have another person attend and vote on the shareholder’s behalf), the Non-Registered Shareholder must complete, sign and return the voting instruction form in accordance with the directions provided and a Proxy giving the right to attend, and vote will be forwarded to the Non-Registered Shareholder.
- (b) **Form of Proxy.** Less frequently, a Non-Registered Shareholder will receive, as part of the meeting materials, a form of proxy that may have already been signed by an Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed. If the Non-Registered Shareholder does not wish to attend and vote at the Meeting (or have another person attend and vote on the Non-Registered Shareholder’s behalf), the Non-Registered Shareholder must complete the form of proxy and deposit it with the Company’s registrar and transfer agent, Computershare, at its office at 320 Bay St. 14<sup>th</sup> Floor, Toronto, Ontario, M5H 4A6, Attention: Proxy Department, or by internet or telephone pursuant to the instructions provided in the form of proxy, by 11:00 a.m. June 25, 2026 or if the Meeting is adjourned, not later than 48 hours (excluding weekends and holidays) prior to the time of such adjourned Meeting. If a Non-Registered Shareholder wishes to attend and vote at the Meeting (or have another person attend and vote on the Non-Registered Shareholder’s behalf), the Non-Registered Shareholder must insert the Non-Registered Shareholder’s (or such other person’s) name in the blank space provided. Non-Registered Shareholders should follow the instructions on the forms they receive and contact their Intermediaries promptly if they need assistance.

## VOTING OF SHARES REPRESENTED BY MANAGEMENT PROXIES

The persons named in the enclosed Proxy will vote the shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions thereon. **In the absence of such specifications, such shares will be voted in favour of each of the matters referred to herein.**

The enclosed Proxy confers discretionary authority upon the persons named therein with respect to amendments to or variations of matters identified in the Notice of Meeting and with respect to other matters, if any, which may properly come before the Meeting. At the date of this Circular, the management of the Company knows of no such amendments, variations, or other matters to come before the Meeting. However, if any other matters which are not known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxy.

## VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

As at the date hereof, the Company had 8,558,913 issued and outstanding common shares (“shares”), each carrying one vote. Each holder of a share of record at the close of business on May 30, 2026, the record date established for notice of the Meeting, will, unless otherwise specified herein, be entitled to one vote for each share held by such holder on all matters proposed to come before the Meeting, except to the extent that such holder has transferred any such shares after the record date and the transferee of such shares establishes ownership thereof and makes a written demand, not later than 10 days before the Meeting, to be included in the list of shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote such shares at the Meeting.

At the date hereof, to the knowledge of the management of the Company, the only persons beneficially owning, directly or indirectly, or exercising control or direction over, more than 10% of the issued and outstanding shares of the Company are as follows:

| Shareholder  | Number of Common Shares | % of Issued and Outstanding Common Shares |
|--|-------------------------|---|
| Oakwest Corporation Limited (“Oakwest”)              | 2,121,051               | 24.78%                                    |
| Hitzig Bros., Hargreaves & Co. Inc. (“Hitzig Bros.”) | 2,000,000               | 23.37%                                    |
| 3502236 Canada Inc. (“3502236”)                      | 1,047,840               | 12.24%                                    |

Management understands that Mr. Simon Hitzig, President and CEO (“CEO”) of the Company, is a director, officer and shareholder of Hitzig Bros. Management further understands that Mr. David Beutel, former Chair of the Board of Directors (“Chair”) of the Company, is also a director, officer and shareholder of Oakwest and also understands that 3502236 Canada Inc. is a family holding company of, amongst others, Mr. Robert Tom, an employee of the Company who is a director, officer, and shareholder of 3502236.

## BUSINESS OF THE MEETING

### FINANCIAL STATEMENTS

The Audited Consolidated Financial Statements of the Company for the fiscal year ended December 31, 2025, and the auditors’ report thereon are included in the Company’s 2025 Annual Report, which was mailed to shareholders with this Circular.

## ELECTION OF DIRECTORS

Management will propose at the Meeting that the three nominees named on pages 6-7 be elected directors. The current Board is comprised of a majority of independent directors. All directors so elected will hold office until the next annual meeting of shareholders of the Company or until their successors are elected or appointed. The persons named in the enclosed Proxy intend to cast the votes to which the shares represented by such proxy are entitled for the election of the nominees whose names are set forth below, unless the shareholder who has given such proxy has directed that the shares be withheld from voting in the election of one or more particular directors. Management of the Company does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason at or prior to the Meeting, the persons named in the enclosed Proxy reserve the right to vote for another nominee in their discretion. The Board approved each of the directors to be nominated for election.

The Board has adopted a policy regarding majority voting in the election of directors. This states that if the number of votes withheld for a particular director nominee is more than the votes in favour of such director, the director nominee will be required to immediately submit his resignation to the Company's Board for consideration by it. For further details regarding this policy see Majority Voting Policy ("MVP") on page 22 below.

### Nominees for Election to the Board of Directors

Each year directors are elected or re-elected to the Board. The three nominee director profiles below summarize each nominated director's skills and experience. They have been selected based on their collective ability to contribute to the broad range of issues that the Board considers when overseeing the Company's business and affairs. Two of the three nominated directors are independent which ensures that the Board is able to operate independently of management and make decisions in the best interest of the Company and its shareholders.

The following table sets forth certain information with respect to the persons nominated by management for election to the Company's Board. All amounts in this Management Information Circular are in Canadian dollars, unless otherwise disclosed.



President and CEO of Accord and a non-independent director

#### **Simon Hitzig, Toronto, Ontario, Canada**

#### **Principal Occupation: President and CEO of the Company**

Mr. Hitzig joined Accord Financial Ltd., the Company's non-recourse factoring subsidiary, as President and CEO in 2011. He moved to Accord Financial Corp. in 2016 as Senior Vice President, Corporate Development and was promoted to President and CEO on Oct. 1, 2018, at which time he also joined the Board of Directors. Prior to joining Accord, he spent 20 years with various subsidiaries of Dundee Corporation and Dundee Wealth Inc., where he held executive positions in marketing, product development and distribution strategy. Mr. Hitzig has a B.A. from York University in Toronto and completed his MBA at Georgetown University in Washington DC.

| <b>Common Shares<br/>Held (#) <sup>[1]</sup> / Value (\$) <sup>[4]</sup></b> | <b>Debentures<br/>Held (#) / Value (\$) <sup>[5]</sup></b> | <b>Stock Options<br/>Vested &amp; Held (#)</b> |
|--|--|--|
| 2,222,090 <sup>[3]</sup> / \$3,999,762                                       | 4,600 <sup>[3]</sup> / \$4,002,000                         | 52,000 / 60,000                                |



**Gary Prager, Wake Forest, North Carolina, U.S.A.**  
**Principal Occupation: Managing Partner, Cygnus Advisers (business and financial consulting)**

Independent director

Mr. Prager has nearly 40 years' experience in corporate finance. He worked for 18 years with CIT as an Executive Vice President in its Corporate Finance Group. Most recently, he was a Managing Director of GB Credit Partners, the investment management affiliate of Gordon Brothers Group. Mr. Prager holds a MBA from the University of North Carolina. He has completed Advanced Executive Programs in Corporate Finance and Marketing at University of Virginia and Northwestern University, respectively. Mr. Prager has been a director of the Company since May 6, 2015, and is the Chair of its Credit Committee and a member of the Compensation Committee.

| <b>Common Shares Held (#) <sup>[1]</sup> / Value (\$) <sup>[4]</sup></b> | <b>Debentures Held (#) / Value (\$) <sup>[5]</sup></b> | <b>Deferred Share Units Vested &amp; Held (#)</b> |
|--|--|---|
| 8,900 / \$16,020   | 330 / \$287,100  | 11,006  |



**Stephen Warden, Oakville, Ontario, Canada**  
**Principal Occupation: Partner, MNP LLP (Chartered Professional Accountants)**

Independent director

Mr. Warden is a CPA. Until his retirement effective May 31, 2026, he was a Partner from 2012 in the Toronto office of MNP LLP, a national firm of chartered professional accountants. Post retirement, he will continue to serve at MNP as a Senior Advisor. He was previously a partner at Parker Simone LLP and prior to that a partner at KPMG LLP in Toronto. He specializes in auditing investment dealers, banking, and finance companies. While at KPMG, he was an auditor of Accord from 1980 to 2006. He is a past Director and Audit Committee Chair of the Private Capital Markets Association of Canada from November 2010 to January 2025. Mr. Warden is a CPA, CA, and Certified Management Consultant with a B. Comm. from University of Toronto. Mr Warden joined Accord's Board on July 27, 2010, and is the Chair of its Audit Committee.

| <b>Common Shares Held (#) <sup>[1]</sup> / Value (\$) <sup>[4]</sup></b> | <b>Debentures Held (#) / Value (\$) <sup>[5]</sup></b> | <b>Deferred Share Units Vested &amp; Held (#)</b> |
|--|--|---|
| 9,000 / \$16,200   | 25 / \$21,750  | 11,006  |

- [1] The number of shares beneficially owned or over which a director or nominee director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective nominees individually as at May 30, 2026.
- [2] Hitzig Bros. is the beneficial owner of 2,000,000 of these shares and 4,000 of these debentures. 3,250 of these debentures are unlisted, however, they are shown here at the public market value – see note 5 below.
- [3] The value of shares held is the number of shares held multiplied by the closing price of the Company's shares on the TSX on December 31, 2025 of \$1.80.
- [4] The value of debentures held is the number of debentures held multiplied by the closing price of the Company's debentures on the TSX on December 31, 2025 of \$870.00.

## Board of Directors Meetings Held and Attendance of Directors

A summary of attendances at Board and Committee meetings during the year ended December 31, 2025, is set out below.

| Director          | Board Meetings Attended | Committee Meetings Attended <sup>[1]</sup> |              | Total Meetings Attended |      |
|-------------------|-------------------------|--|--------------|-------------------------|------|
|                   |                         | Audit                                      | Compensation |                         |      |
| David Beutel[2]   | 9 of 9                  | 5 of 5                                     |              | 14 of 14                | 100% |
| Burt Feinberg [3] | 9 of 9                  |  |              | 9 of 9                  | 100% |
| Simon Hitzig      | 9 of 9                  |  |              | 9 of 9                  | 100% |
| Jean Holley[3]    | 9 of 9                  |  | 1 of 1       | 10 of 10                | 100% |
| Gary Prager       | 9 of 9                  |  | 1 of 1       | 10 of 10                | 100% |
| David Spivak [4]  | 9 of 9                  | 5 of 5                                     |              | 14 of 14                | 100% |
| Stephen Warden    | 9 of 9                  | 5 of 5                                     | 1 of 1       | 15 of 15                | 100% |

[1] The Credit Committee meets as necessary, and/or communicates by email, to review and approve certain transactions and loans.

[2] David Beutel resigned from the board of directors on May 14, 2026.

[3] Not standing for re-election at the Meeting.

[4] David Spivak resigned from the board of directors on May 19, 2026.

## Committees of the Board of Directors

The following table summarizes the current membership of each committee of the Board:

| Audit Committee[1]     | Compensation Committee [2] | Credit Committee[3] | Special Committee[4] |
|------------------------|----------------------------|---------------------|----------------------|
| Stephen Warden (Chair) | Gary Prager                | Gary Prager (Chair) | Stephen Warden       |
| Gary Prager[1]         | Stephen Warden             |                     |                      |

[1] David Beutel resigned from the board of directors on May 14, 2026. Gary Prager was nominated to the Audit Committee on May 15, 2026. David Spivak resigned from the board of directors on May 19, 2026. The board of directors will be appointing an additional member to the Audit Committee in advance of the approval and issuance of the Company's 2026 second quarter shareholders report.

[2] The Compensation Committee was dissolved effective May 15, 2026.

[3] The Credit Committee was formerly comprised of Gary Prager (Chair), David Beutel (resigned May 14, 2026) and Burt Feinberg (not standing for re-election).

[4] A Special Committee comprised of two independent directors, David Spivak (Chair) and Stephen Warden, was established on April 20, 2026 to oversee and evaluate strategic initiatives and other matters relating to the Company's refinancing process and upcoming maturities of the Company's debt. David Spivak, subsequently resigned from the Special Committee and the Board due to personal reasons on May 19, 2026.

All committees are comprised of independent directors.

## Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, no director, nominee for director, or executive officer of the Company is or has been, in the last ten years, a director or executive officer of an issuer that, while that person was acting in that capacity: (a) was the subject of a cease trade order or similar order or an order that denied the issuer access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days; or (b) was subject to an event that resulted, after that person ceased to be a director or executive officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under Canadian securities legislation for a period of more than 30 consecutive days; or (c) within a year of that person ceasing to act in that capacity, became bankrupt, made

a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

## COMPENSATION OF DIRECTORS

The Board is responsible for reviewing independent director compensation and satisfying itself that it is competitive and aligns directors' interests with those of the Company's shareholders. The Board determines the form and amount of independent director compensation based on a review of director compensation in the marketplace. Effective July 1, 2021, the compensation structure for independent directors was amended to increase the retainers and committee fees and eliminate meeting fees. In addition, reasonable out-of-pocket expenses incurred in performance of their duties are reimbursed.

### Directors' Compensation Structure

| Directors' Fee Annual Retainers    | Fees (\$) <sup>[1]</sup> |
|------------------------------------|--------------------------|
| Chairman [2]                       | 90,000                   |
| Directors                          | 50,000                   |
| Audit Committee Chair              | 15,000                   |
| Audit Committee members            | 7,500                    |
| Compensation Committee Chair [3]   | 10,000                   |
| Compensation Committee members [3] | 5,000                    |
| Credit Committee Chair             | 10,000                   |
| Credit Committee members           | 5,000                    |
| Special Committee Chair [4]        | \$120,000                |
| Special Committee members [4]      | \$90,000                 |

[1] Director compensation is paid in the local currency of the director's country of residence. Base fees, excluding committee fees, were reduced by 20% for 2026.

[2] The Chairman of the Board resigned effective May 14, 2026 and no replacement has been nominated as of the date of this circular.

[3] The Compensation Committee was dissolved effective May 15, 2026.

[4] The Board established the Special Committee on April 20, 2026. The fees are earned monthly for as long as the committee is constituted: Chair \$10,000, member \$7,500.

On December 23, 2021, the Board approved the implementation of a new Deferred Share Unit Plan for Non-Employee Directors ("DSU Plan") effective January 1, 2022. Under the DSU Plan, \$3,000 CDN is credited in the form of DSUs to each non-employee director at the end of each fiscal quarter. The number of DSUs is calculated based on the volume-weighted average trading price of the Company's common shares on the Toronto Stock Exchange (TSX) during the ten trading days preceding the DSU conversion date. In addition, dividend equivalents are credited to each director's DSU account at the end of each quarter based on the number of DSUs held by each director at the end of the previous quarter multiplied by the dividend rate per common share during the quarter.

DSUs are notional accounts that will be carried forward on the Company's books in each director's DSU account until the director's retirement date and will not be redeemable prior to that time. On a director's retirement, the value of a director's DSU account will be converted to the equivalent amount in Canadian dollars by applying the 10-trading day weighted average stock price calculation to the number of units held by the director. Payment will be made in cash, less required withholding tax, within six weeks of the director's retirement date.

The DSU Plan includes certain provisions for those participants who are U.S. taxpayers that are required in order for DSUs grants comply with Section 409A of the Internal Revenue Code.

### Individual Director Compensation

The following table provides a detailed break-down of the total compensation paid to directors for the year ended December 31, 2025:

| Director                     | ANNUAL RETAINER |                 |                        |                  |                 |                        |                    |
|------------------------------|-----------------|-----------------|------------------------|------------------|-----------------|------------------------|--------------------|
|                              | Directors       | Audit Committee | Compensation Committee | Credit Committee | Total Cash Fees | Stock-based Awards [3] | Total Compensation |
|                              | (\$)            | (\$)            | (\$)                   | (\$)             | (\$)            | (\$)                   | (\$)               |
| David Beutel                 | 90,000          | 7,500           | -                      | 5,000            | 102,500         | 12,000                 | 114,500            |
| Burt Feinberg <sup>[2]</sup> | 69,638          | -               | -                      | 6,964            | 76,601          | 12,000                 | 88,601             |
| Simon Hitzig <sup>[1]</sup>  | -               | -               | -                      | -                | -               | -                      | -                  |
| Jean Holley <sup>[2]</sup>   | 69,638          | -               | 13,928                 | -                | 83,565          | 12,000                 | 95,565             |
| Gary Prager <sup>[2]</sup>   | 69,638          | -               | 6,964                  | 13,928           | 90,529          | 12,000                 | 102,529            |
| David Spivak                 | 50,000          | 7,500           | -                      | -                | 57,500          | 12,000                 | 69,500             |
| Stephen Warden               | 50,000          | 15,000          | 5,000                  | -                | 70,000          | 12,000                 | 82,000             |
| <b>Total</b>                 | <b>398,913</b>  | <b>30,000</b>   | <b>25,891</b>          | <b>25,891</b>    | <b>480,695</b>  | <b>72,000</b>          | <b>552,695</b>     |

- (1) Mr. Simon Hitzig is an executive officer of the Company and, as such, receives no compensation for acting as a director of the Company.
- (2) Mr. Feinberg, Ms. Holley and Mr. Prager received total 2025 retainer and committee fees of US\$55,000, US\$60,000 and US\$65,000 respectively.
- (3) Quarterly deferred share unit values awarded to directors in Canadian dollars during the fiscal year ended December 31, 2025.

### APPOINTMENT OF AUDITORS

The Audit Committee recommends that shareholders appoint KPMG LLP (“KPMG”), Chartered Professional Accountants, as independent auditors of the Company until the next annual meeting of shareholders. KPMG was first appointed auditors of the Company on March 6, 1992. Unless the shareholder has specified in the enclosed Proxy that the shares represented by such Proxy are to be withheld from voting in the appointment of KPMG as auditors, the persons named in the enclosed Proxy intend to vote in favour of the appointment of KPMG as auditors of the Company to hold office until the next annual meeting of shareholders, and to authorize the directors to fix the remuneration of the auditors.

### Fees for Services Provided by Auditors

Aggregate fees paid or accrued for audit services rendered from KPMG for the fiscal years end December 31, 2025 and 2024 were as follows:

|            | 2025 | 2024 |
|------------|------|------|
| Audit fees | 700  | 480  |

In addition, audit fees paid or accrued for component audit services related to AFIU provided by Elliot Davis were US \$nil (2024 - US \$120,000).

Audit fees were paid for professional services rendered for the audit of Accord and its subsidiaries annual financial statements or services provided in connection with statutory and regulatory filings or engagements.

The Audit Committee is required to pre-approve all audit and non-audit services prior to the services being provided to ensure that the provision of such services does not impair KPMG's independence. The Audit Committee has approved all the services provided to the Company and its subsidiaries described in the table above.

### **COMPOSITION OF THE COMPENSATION COMMITTEE**

The Board determined that maintaining a separate Compensation Committee was not necessary at this time given the Company's current circumstances, operational priorities, and the size and composition of the Board. Accordingly, the Compensation Committee was dissolved effective May 15, 2026, and the Board does not presently intend to reconstitute the committee.

All compensation-related matters, including executive compensation, incentive compensation, equity-based compensation and director compensation, have been assumed by the independent members of the Board, with input from management and external advisors when considered appropriate by the independent members of the board.

The disclosures in the sections titled "Compensation of Directors", "Compensation Discussion and Analysis", "Performance Graph" and "Executive Compensation" reflect the Company's historical compensation governance practices, policies, philosophy and review processes established while the Compensation Committee was in place. The Board continues to consider these practices, policies and principles relevant in its oversight and evaluation of compensation related matters.

### **COMPENSATION DISCUSSION AND ANALYSIS**

The following report was provided by the Compensation Committee. The Compensation Committee administers the Company's executive compensation policies and was responsible for making recommendations to the Board concerning the compensation of Mr. Simon Hitzig, President and Chief Executive Officer ("CEO") and other key executive officers of the Company. Executive compensation is designed to encourage, compensate and reward employees on the basis of individual and corporate performance, in the short-term, medium-term and long-term. The objectives of the Company's executive compensation strategy are to:

1. attract and retain talented and effective individuals to assume responsibility for those functions that are critical to the Company's success;
2. encourage and recognize high levels of performance by linking incentive compensation to the Company's profitability;
3. link medium-term and long-term compensation to the achievement of the Company's strategic objectives of growth and the enhancement of shareholder value; and
4. encourage retention of key executives for leadership succession.

Given the relative size of the Company, compensation for each of the key executive officers is determined in a relatively simple and straightforward manner and no formal benchmarking is undertaken. Executive compensation consists of four components:

1. base salary;
2. annual incentive or bonus plan;
3. medium and long-term incentive plan awards; and

4. benefits and other perquisites.

The Company's aim for the key executive officers is to have approximately 50% of their total compensation "at risk" in the form of incentives that are subject to individual and corporate performance over time.

The following discussion provides an overview of the key components of the Company's executive compensation program and the decisions made by the Compensation Committee and the Board of Directors for the 2025 fiscal year as they relate to the Company's CEO, Chief Financial Officer ("CFO") and the three other most highly compensated executive officers of the Company (collectively, the "Named Executive Officers" or "NEOs").

***Named Executive Officers***

| <b>Name and Title</b>                                   | <b>Primary Role</b>               |
|---|-----------------------------------|
| Simon Hitzig<br>President and CEO                       | CEO of Accord                     |
| Irene Eddy<br>Senior Vice President, CFO                | CFO of Accord                     |
| Jim Hogan<br>President[1]                               | President, US Commercial Finance  |
| James Jang<br>President[2]                              | President of Accord Canada        |
| Cathy Osborne<br>Senior Vice President, Human Resources | Head of Human Resources of Accord |

[1] Mr. Jim Hogan left the Company on April 16, 2026.

[2] Mr. James Jang is President of the Canadian operating subsidiaries.

The CEO, CFO and Senior Vice President, Human Resources comprise Accord's "corporate executive team."

***Base Salaries***

The level of base salary for the CEO is reviewed annually by the Compensation Committee and its recommendation is subject to approval by the Company's Board. The CEO's base salary is based on an assessment of a variety of factors, including the CEO's performance in relation to achieving organizational goals, establishing and implementing the Company's strategic plans, the Company's relative financial performance, competitive issues and the Company's ability to pay.

Base salary levels for other key executive officers of the Company are reviewed annually by the Compensation Committee based on individual performance, industry compensation levels, the degree of impact the position has on the overall financial performance of the Company, the number of employees under direct and indirect supervision, competitive issues and the ability of the Company to pay. The recommendations of the Compensation Committee with regard to key executive officers are then presented to the Board for approval prior to implementation.

Salaries paid to the Company's NEOs for each of the past three fiscal years are set out in the Salary column of the Summary Compensation Table ("SCT") on page 15 of this Circular.

### ***Annual incentive or bonus plans for fiscal 2025***

A companywide Short-Term Incentive (“STI”) program was implemented in 2021 based on an annual pool equal to 12% of the Company’s pre-tax earnings, adjusted for certain one-time expenses. Except for subsidiary Presidents, each employee and each executive has a target annual bonus as a percentage of salary, ranging up to 20% for senior staff. The targets for the corporate executive team are currently set at 20% of salary.

Each employee’s performance is measured against a performance scorecard that measures progress according to the Company’s Strategic Plan. Using a balanced scorecard approach, there are four categories within the STI plan: Organizational (people/talent), Client-Focus, Internal/Operational, and Financial performance. Each year the performance scorecards are based on selected key performance indicators within each of these four categories. The operating subsidiaries share the same non-financial performance measures and include financial performance measures specific to each subsidiary. In most years, financial performance, which dictates the companywide STI pool and contributes to subsidiary scorecards, is the most influential factor in determining each individual’s percentage payout. The scorecards produce a percentage to be applied to each employee’s target STI percentage, generally ranging from 80% to 120% of target.

Subsidiary Presidents do not have a target percentage of salary. Instead, the following general formula guides a President’s target bonus, as follows:

1. the overall companywide bonus pool equal to 12% of pre-tax earnings is determined by the Company
2. after deducting the bonuses payable to the corporate (head office) team, a notional subsidiary share of that pool is calculated based primarily on each subsidiary’s relative contribution to the Company’s overall consolidated pre-tax earnings
3. 20% of that notional pool is allocated to the subsidiary President, which becomes the President’s target
4. the subsidiary scorecard result is then applied to determine the President’s final bonus.

In addition, the corporate executive team and subsidiary presidents may earn a discretionary bonus upon the recommendation of the CEO to the Compensation Committee for outstanding achievements over the year.

### ***Fiscal 2025 Results***

The combination of the Company’s net loss and level of achievement according to the corporate and subsidiary scorecards resulted in no STI payout for the year.

The annual incentive or bonuses paid to the Company’s NEOs for each of the last three fiscal years are set out in the Annual Incentive Plan or Bonus column of the SCT on page 15 of this Circular.

### ***2021 Stock Option Plan***

On March 10, 2021, the Board of Directors of the Company approved and its shareholders ratified on May 5, 2021, that up to 850,000 shares of the Company, representing 9.9% of the issued and outstanding shares at the date hereof, would be reserved for granting options to directors, executive officers or employees (Eligible Persons”) of the Company, or any of its affiliates, under a new Stock Option Plan (“2021 SOP”). The 2021 SOP replaced the Company’s existing option plans (Key Employee Stock Option Plan and Non-Executive Director’s Stock Option Plan), as well as a long term incentive plan and a stock appreciation rights plan, as a means of providing a long-term incentive to attract, retain and motivate

Eligible Persons by providing them with an opportunity to benefit from the Company’s growth thereby giving them an in interest in preserving and maximizing shareholder value in the long term.

In fiscal 2025, no stock options were granted to executive officers and key employees under the 2021 SOP.

**Key Executive Retention Plan**

The Board of Directors approved a Key Executive Retention Plan (“KERP”) on April 22, 2024. The KERP is intended to provide discretionary compensation to ensure continuity among key executives as the Company completes a number of important initiatives through 2026. KERP bonuses are based on the criteria, and in the amounts, determined to be appropriate by the Compensation Committee, and are not expected to exceed 50% of base salary for participating executives in any calendar year. KERP payments of \$544,533 were made in 2025.

**Benefits and Perquisites**

Benefits and perquisites are valued in assessing the competitiveness of overall compensation. Benefits include group health, dental and disability insurance, and perquisites are primarily business related and include items such as automobiles and automobile allowances.

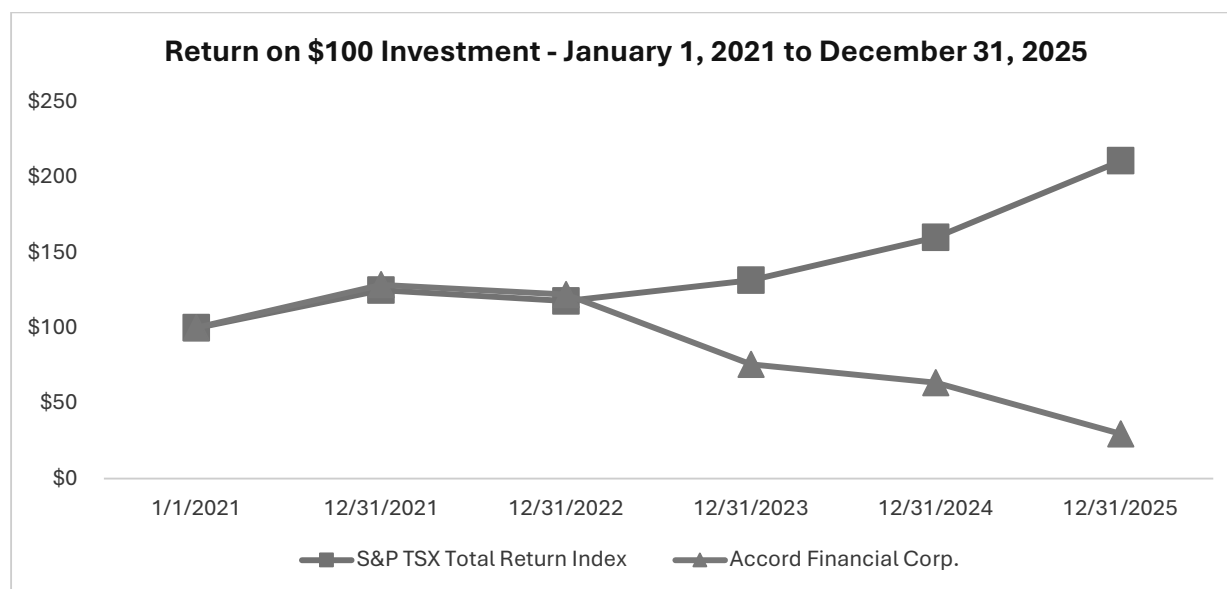
**Executive Share Ownership Guidelines**

The following table sets out share ownership guidelines, developed by the Compensation Committee, which are designed to align the interests of senior executives with those of the Company’s shareholders, and the transition period needed to meet the guidelines.

| Title                               | Share Ownership Guideline | Time to Meet |
|-------------------------------------|---------------------------|--------------|
| President & Chief Executive Officer | 1.0 x base salary         | 3 years      |
| Subsidiary Presidents               | 1.0 x base salary         | 3 years      |
| Senior Vice Presidents              | 0.5 x base salary         | 5 years      |
| Vice Presidents                     | 0.5 x base salary         | 5 years      |

**PERFORMANCE GRAPH**

The following graph compares the total cumulative return on a \$100 investment in common shares of the Company on January 1, 2021, assuming reinvestment of all dividends with the cumulative total shareholder return on the S&P/TSX Total Return Index on the same date.



|                            | 1/1/21   | 12/31/21 | 12/31/22 | 12/31/23 | 12/31/24 | 12/31/25 |
|----------------------------|----------|----------|----------|----------|----------|----------|
| S&P TSX Total Return Index | \$100.00 | \$125.09 | \$117.78 | \$75.85  | \$63.51  | \$29.62  |
| Accord Financial Corp.     | \$100.00 | \$128.60 | \$117.78 | \$131.62 | \$160.12 | \$210.85 |

During 2025, a \$100 investment in Accord's shares, taking into account share price changes and dividends paid, declined by 53%, while Accord incurred net loss of \$29,969 compared net loss of \$3,139 in 2024.

The foregoing report has been furnished by the Compensation Committee.

## EXECUTIVE COMPENSATION

The following table sets forth, for the years indicated, all compensation paid to the Named Executive Officers being the Company's CEO, CFO and its three other most highly compensated executive officers as required by the Canadian Securities Administrators.

### Summary Compensation Table

| Name                          |      |         |                         |                       |                             |                             |
|-------------------------------|------|---------|-------------------------|-----------------------|-----------------------------|-----------------------------|
| Title                         |      |         | Annual Incentive        | Option-Based          | All Other                   | Total                       |
| Business Unit                 | Year | Salary  | Or Bonus <sup>(1)</sup> | Awards <sup>(2)</sup> | Compensation <sup>(3)</sup> | Compensation <sup>(4)</sup> |
|                               |      | (\$)    | (\$)                    | (\$)                  | (\$)                        | (\$)                        |
| Simon Hitzig                  | 2025 | 400,080 | -                       | 0                     | 12,002                      | 412,082                     |
| President and CEO             | 2024 | 400,080 | -                       | 16,320                | 12,767                      | 429,167                     |
| Accord Financial Corp.        | 2023 | 400,080 | -                       | 14,700                | 12,832                      | 427,612                     |
| Irene Eddy                    | 2025 | 503,440 | -                       | 0                     | 190,188                     | 693,628                     |
| Chief Financial Officer       | 2024 | 493,882 | -                       | 16,320                | 13,993                      | 524,195                     |
| Accord Financial Corp.        | 2023 | 486,266 | -                       | 17,640                | 12,596                      | 516,502                     |
| Jim Hogan                     | 2025 | 419,533 | -                       | 0                     | 108,240                     | 527,773                     |
| President                     | 2024 | 411,569 | -                       | 14,280                | 3,293                       | 426,342                     |
| Accord Financial, Inc.        | 2023 | 405,222 | -                       | 20,580                | 540                         | 407,862                     |
| James Jang                    | 2025 | 375,000 | -                       | 0                     | 147,050                     | 522,050                     |
| President                     | 2024 | 375,000 | -                       | 15,300                | 10,313                      | 400,613                     |
| Accord Financial Canada Corp. | 2023 | 300,000 | -                       | 22,050                | 9,000                       | 331,050                     |
| Cathy Osborne                 | 2025 | 405,549 | -                       | 0                     | 155,227                     | 560,776                     |
| Senior Vice President         | 2024 | 356,693 | -                       | 15,300                | 14,268                      | 381,709                     |
| Accord Financial Corp.        | 2023 | 351,192 | -                       | 17,640                | 12,877                      | 399,325                     |

(1) These amounts represent the annual incentive/bonus earned in respect of each fiscal year, which were paid after the respective fiscal year ends.

(2) The compensation value of the awards granted under the 2021 SOP were determined using the Black-Scholes option pricing model with the following accounting assumptions on the applicable grant dates:

| Assumptions                     | September<br>23, 2024 | September<br>25, 2023 | September<br>19, 2022 |
|---------------------------------|-----------------------|-----------------------|-----------------------|
| Exercise price                  | \$4.20                | \$5.69                | \$8.34                |
| Risk free interest rate         | 2.81%                 | 4.02%                 | 3.17%                 |
| Expected dividend yield         | 5.01%                 | 5.29%                 | 3.29%                 |
| Expected share price volatility | 30.13%                | 27.5%                 | 27.5%                 |
| Expected life of option         | 7.0 years             | 7.0 years             | 7.0 years             |

|                       |        |        |        |
|-----------------------|--------|--------|--------|
| Fair value per option | \$0.68 | \$0.98 | \$1.87 |
|-----------------------|--------|--------|--------|

- (3) These amounts represent Key Executive Retention Plan payments in 2025 and the Company's contributions to employee savings or retirement plans.
- (4) All salary and incentive compensation for Ms. Eddy, Mr. Hogan, and Ms. Osborne is presented in Canadian dollars, converted at the average exchange rate for the year, namely 1.3984 for 2025, 1.3719 for 2024 and 1.3507 for 2023.

### Outstanding Option-based Awards to Named Executive Officers

The following table provides outstanding share-based award and option-based award information for the Named Executive Officers as of December 31, 2025 as required by the Canadian Securities Administrators:

| Name          | Option-Based Awards                            |                       |                        |   |
|---------------|--|-----------------------|------------------------|---|
|               | # of Securities Underlying Unexercised Options | Option Exercise Price | Option Expiration Date | Value of Unexercised <i>in-the-money</i> Options <sup>(1)</sup> |
|               |  | (\$)                  |                        | (\$)  |
| Simon Hitzig  | 12,000   | 8.83                  | 3-Aug-28               | -   |
|               | 9,000  | 8.34                  | 18-Sep-29              | -   |
|               | 15,000   | 5.69                  | 24-Sep-30              | -   |
|               | 24,000   | 4.20                  | 22-Sep-31              | -   |
| Irene Eddy    | 12,000   | 8.83                  | 3-Aug-28               | -   |
|               | 12,000   | 8.34                  | 18-Sep-29              | -   |
|               | 18,000   | 5.69                  | 24-Sep-30              | -   |
|               | 24,000   | 4.20                  | 22-Sep-31              | -   |
| Jim Hogan     | 9,000  | 8.34                  | 18-Sep-29              | -   |
|               | 21,000   | 5.69                  | 24-Sep-30              | -   |
|               | 21,000   | 4.20                  | 22-Sep-31              | -   |
| James Jang    | 15,000   | 8.83                  | 3-Aug-28               | -   |
|               | 12,000   | 8.34                  | 18-Sep-29              | -   |
|               | 22,500   | 5.69                  | 24-Sep-30              | -   |
|               | 22,500   | 4.20                  | 22-Sep-31              | -   |
| Cathy Osborne | 12,000   | 8.83                  | 3-Aug-28               | -   |
|               | 12,000   | 8.34                  | 18-Sep-29              | -   |
|               | 18,000   | 5.69                  | 24-Sep-30              | -   |
|               | 22,500   | 4.20                  | 22-Sep-31              | -   |

- (1) In-the-money values of unexercised options are based on the \$1.80 December 31, 2025 closing price of the Company's shares on the TSX.

## Incentive Plan Awards – Value Vested or Earned During the Year

There were no incentive award payments for the 2025 fiscal year for the Named Executive Officers.

### Employment and Termination Agreements

The Company and its subsidiaries had no formal contracts with the current Named Executive Officers as of December 31, 2025, other than the agreements related to KERP as discussed above. Accordingly, no estimated payments are required to be disclosed by the Company in the event a termination, resignation, retirement or change in control of the Company had occurred on December 31, 2025, although certain severance and termination payments would have been required in practice.

The outstanding options held by the Named Executive Officers would have had no in-the-money value assuming (1) a change of control of the Company had occurred on December 31, 2025, and (2) assuming the Board of Directors had decided to waive all option vesting conditions.

### Indebtedness of Directors and Executive Officers

No person who is or was at any time during the most recently completed financial year, a director, executive officer or senior officer of the Company, was indebted to the Company or a subsidiary of the Company at any time during the period January 1, 2025 to May 30, 2026.

### NUMBER OF SECURITIES TO BE ISSUED AND AVAILABLE UNDER THE COMPANY'S SECURITY-BASED COMPENSATION ARRANGEMENTS AS OF DECEMBER 31, 2025

| <b>Stock-Based and Option-Based Plans Approved by the Shareholders</b> | <b>Number of Common Shares to be Issued upon Exercise of Outstanding Options</b> | <b>Weighted Average Exercise Price of Outstanding Options</b> | <b>Number of Common Shares Remaining Available for Future Issuance</b> |
|--|--|---|--|
|  | (Column A)   | (\$)  | <i>(excluding securities reflected in Column A)</i>                    |
| 2021 Stock Option Plan   | 343,500  | 6.20  | 506,500  |

The annual “burn rate” for shares issued under the 2021 SOP as a percentage of the Company’s weighted average number of outstanding common shares was nil% for fiscal 2025, 1.279% for fiscal 2024, 1.490% for fiscal 2023.

### 2021 Stock Option Plan Summary

The Company received shareholder approval of the 2021 SOP at its May 5, 2021 Annual and Special Meeting. The 2021 SOP allows incentives in the form of stock options to be granted to certain of our non-employee directors, officers and employees.

The maximum number of common shares to be authorized for issuance under the 2021 SOP, and any other share-based compensation arrangement of the Company, will be 850,000. The number of shares issued within a one-year period or issuable at any time to insiders under the 2021 SOP and any other security-based compensation arrangement shall not exceed 10% of the Company’s issued and then outstanding common shares. The total annual grant to any one non-employee director under all share-based compensation arrangements may not exceed an aggregate grant value of \$100,000 in options and \$150,000 in total equity. Except as described above, the 2021 SOP does not provide for a maximum number of shares that may be issued to an individual.

Under the terms of the 2021 SOP, options may be granted under the 2021 SOP by the Board, pursuant to the recommendations of the Compensation Committee, to eligible participants. An option shall be exercisable during a period established by the Board which shall commence on the date of grant and shall terminate no later than seven years after the date of granting or such shorter period as the Board may determine. An option will vest one-third on each anniversary date of the date of grant, commencing on the date of grant, or shall vest over such other period as may be determined by the Board. In the event that the term of an otherwise unexercised option expires during a black-out period or other trading restriction, the term of the option will automatically be extended to ten business days after the expiry of the restricted period.

The exercise price of all options granted under the 2021 SOP under each option agreement shall not be lower than the volume-weighted average trading price of the Company's common shares on the Toronto Stock Exchange (TSX) during the ten trading days immediately preceding the date of grant of the option.

In order to facilitate the payment of the exercise price of the options, the 2021 SOP includes a "cashless exercise" feature pursuant to which a participant may elect to undertake either a "cashless exercise" or "net surrender" subject to the procedures set out in the 2021 SOP, including the consent of the Board. No financial assistance will be provided by the Company to participants in the 2021 SOP in order to assist them in exercising their options.

If, in the event of a change of control of the Company (such as a change in ownership of 50% of more of the Company's outstanding shares, the sale of substantially all of the assets of the Company, and a change in more than 50% of the membership of the Company's directors) the participants' options are not substituted by or replaced by the acquiring entity on the same terms and conditions, the Board will have the discretion to accelerate the vesting of all outstanding options in the event of such a change in control. If a participant is terminated without cause or resigns for good reason during the 12-month period following a change of control, the Board will have the discretion to accelerate vesting. In addition, in the event of a takeover bid, the Board may, in its sole discretion, permit all options outstanding to become immediately exercisable in order to permit common shares issuable under such options to be tendered to such bid.

The 2021 SOP provides that appropriate adjustments, if any, will be made by our Board in connection with a recapitalization, reorganization or other change of our shares, share split or consolidation, distribution, merger or amalgamation, in the Shares issuable or amounts payable to preclude a dilution or enlargement of the benefits under the 2021 Plan.

Options are not assignable or transferable by a participant, with the exception of an assignment made to the estate or personal representative of a deceased participant.

If a participant ceases to be an eligible person under the 2021 SOP due to resignation, retirement or termination by the Company other than for cause, unless otherwise determined by the Board at its sole discretion:

1. the participant's unvested options will be automatically terminated and become void immediately; and
2. the participant will be entitled to exercise the participant's vested options within a maximum period of 60 days following the participant's resignation, retirement or termination, or prior to the expiry date of the option, whichever is earlier, following which the participant's vested options will be cancelled by the Company.

In the event of the death or long-term disability of a participant and unless otherwise determined by the Board in its sole discretion, each unvested option held by the participant will continue to vest for a period of six (6) months from the date of his or her death or long-term disability and all vested options held by the participant will continue to be exercisable for a period of up to six (6) months from the date of his or her death or long-term disability. The legal representative of the participant may exercise the participant's options for the period ending on the earlier of: (i) the original expiry date of the option; and (ii) the date that is six (6) months following the date of the participant's death or long-term disability, and afterwards each vested option held by the participant will cease to be exercisable and all unvested options will terminate and become void.

If a participant's service or employment with the Company or an affiliate is terminated for cause pursuant to an employment agreement or for any act or omission that would in law permit the Company to terminate the employment of the participant without notice or payment instead of notice and unless otherwise determined by the Board in its sole discretion, each option held by the participant will automatically terminate and become void.

The Board is responsible for oversight of the 2021 SOP and may delegate certain responsibilities to the Compensation Committee from time to time. The Board is authorized to interpret the 2021 SOP and may, from time to time, establish, amend, or rescind rules and regulations that guide the administration of the 2021 SOP. Any such interpretation will be final and conclusive.

The Board may suspend or terminate the 2021 SOP at any time, or from time to time, amend or revise the terms and conditions of the 2021 Plan or of any option granted under the 2021 SOP and any option certificate relating thereto, provided that such suspension, termination, amendment, or revision will be made in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the TSX and the shareholders; and will not materially adversely alter or impair any award previously granted except as permitted by the terms of the 2021 Plan.

The Board has the discretion to make amendments which it may deem necessary, to modify or to terminate the 2021 SOP without having to obtain shareholder approval. Such amendments include, without limitation:

1. any amendment to the vesting provisions of the 2021 SOP and any awards;
2. any amendment regarding the effect of termination of a participant's employment or engagement;
3. any amendment necessary to comply with applicable law or the requirements of the Toronto Stock Exchange or any other regulatory body; any amendment of a "housekeeping" nature, including, without limitation, to clarify the meaning of an existing provision of the 2021 SOP, correct or supplement any provision of the 2021 SOP that is inconsistent with any other provision of the 2021 SOP, correct any grammatical or typographical errors or amend the definitions in the 2021 SOP regarding administration of the 2021 SOP;
4. any amendment respecting the administration of the 2021 SOP; and

any other amendment that does not require the approval of Shareholders pursuant to the terms of the 2021 SOP; provided that shareholder approval will be required in the case of the following:

1. any amendment to the amendment provisions of the 2021 SOP;
2. any increase in the maximum number of shares issuable under the 2021 SOP;

3. any reduction in the exercise price or extension of the term of an option benefiting any participant, any cancellation and reissuance of options or substitution of options with cash or other awards on terms that are more favorable to the participant;
4. any increase or removal of the insider or non-employee director participation limits;
5. any amendment to the transfer and assignment provisions of the plan;
6. any material modification to the eligibility requirements for participation in the 2021 SOP; and
7. such other matters that may require shareholder approval under the rules and policies of TSX.

The 2021 SOP includes certain provisions for those participants who are U.S. taxpayers that are required in order for stock option awards to comply with Section 409A of the Internal Revenue Code.

## **STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

The Board and management of the Company are committed to strong corporate governance and believe it is a vital component for the effective and efficient operation and future success of the Company. Good corporate governance demonstrates the Board's ability to independently direct and evaluate the performance of the Company's management, as well as that of the Board members themselves. This is achieved through a well-qualified Board, a strong relationship between the Board and senior management, and strong governance practices and procedures.

The Company has considered the guidance provided by Canadian Security Administrators ("CSA") National Policy 58-201, Corporate Governance Guidelines ("NP 58-201"), in developing its corporate governance practices. NP 58-201 is intended to assist companies in improving their corporate governance practices and contains guidelines on issues such as the constitution and independence of corporate boards and their functions. The Company's corporate governance practices generally comply with NP 58-201's fundamental principles. The Company also follows the provisions of CSA's National Instrument 58-101, Disclosure of Corporate Governance Practices, with respect to the disclosure of its corporate governance practices.

CSA has also enacted rules regarding the composition of audit committees (National Instrument 52-110 – Audit Committees) and the certification of an issuer's disclosure controls and procedures and internal control over financial reporting (National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings). In addition, the Company has adopted a Majority Voting Policy pursuant to Section 461.3 of the Toronto Stock Exchange's Company Manual. The Company is in compliance with the requirements of these instruments.

The Company's corporate governance practices are outlined below.

## **Mandate and Responsibilities of the Board**

Each year the shareholders of Accord elect the members of the Board, who in turn are responsible for overseeing all aspects of the Company's business, including appointing management and ensuring that the business is managed properly, taking into account the interests of the shareholders and other stakeholders, such as employees, clients, suppliers and the community at large. The Board's duties are formally set out in its Charter, a copy of which is attached as Appendix A. In addition to the Board's statutory obligations, the Board is specifically responsible for:

1. satisfying itself as to the integrity of the Company's CEO and other executive officers and that they create a culture of integrity within the Company;
2. adoption of a strategic planning process – the Board oversees strategic planning initiatives, provides direction to management and monitors its success in achieving those initiatives;
3. identifying the principal risks associated with the Company's business and ensuring that there are systems in place to effectively monitor and manage these risks. In this respect, the Credit Committee of the Board, which comprises three members thereof, reviews and approves all credit requests involving maximum-at-risk exposure in excess of \$2.5 million (US\$2.5 million for U.S group companies), including loans to clients and assumption of credit risk. In carrying out its mandate, the Credit Committee works closely with management to assess credit exposure, monitor portfolio risk and support the Company's overall risk management framework;
4. appointing and monitoring senior management and planning for succession – the Board evaluates senior management on a regular basis, sets objectives and goals and establishes compensation to attract, retain and motivate skilled and entrepreneurial management;
5. a communications policy to communicate with shareholders and other stakeholders involved with the Company – the Company has procedures in place to disseminate information, respond to inquiries, and issue press releases covering significant business activities;
6. the integrity of the Company's internal control and management information systems – the Audit Committee of the Board oversees the integrity of the Company's internal control and management information systems and reports to the Board;
7. reviewing the Company's quarterly and annual financial reports, including financial statements, MD&A and related press releases, and overseeing its compliance with applicable audit, accounting and reporting requirements through the functions of its Audit Committee; and
8. ensuring strong governance is in place by establishing structures and procedures to allow the Board to function independently of management, establishing Board committees to assist it in carrying out its responsibilities and undertaking regular evaluation as to the effectiveness and independence of the Board.

In addition to those matters which must by law be approved by the Board, management seeks Board approval for any transaction that is outside of the ordinary course of business or could be considered to be material to the business of the Company. The Board expects its directors to adhere to the highest standards of business and personal ethics and to conduct itself with the utmost degree of honesty and integrity in fulfilling its duties and responsibilities and complying with all applicable laws and regulations. In the rare cases where any director or executive officer has a conflict of interest or a material interest in any transaction or arrangement being considered, he will abstain from voting on that transaction or arrangement.

The frequency of the meetings of the Board, as well as the nature of agenda items, change depending upon the state of the Company's affairs and in light of opportunities or risks which the Company faces. The Board meets at least quarterly to review the business operations and financial performance of the Company, including regular meetings both with, and without, management to discuss specific aspects of the Company's operations. Each director is expected to attend all Board meetings and comprehensively review meeting materials provided in advance of each meeting. During 2025 there were

nine meetings of the Board. Details of director attendances at those meetings are set out on page 8 above.

### **Majority Voting Policy in Director Elections**

The Board has adopted an MVP that allows, in an uncontested election of directors, shareholders to vote in favor of, or to withhold from voting, separately for each director nominee. Pursuant to this policy, if the number of votes withheld for a particular director nominee is more than the votes in favour of such a person, the director nominee will be required to immediately submit his resignation to the Board for consideration by it. The Board will be expected to accept the resignation unless it determines that there are exceptional circumstances that justify delaying acceptance or rejecting the resignation. In reaching its decision, the Board may consider all factors it deems relevant. Within 90 days following the Company's annual meeting, the Board will make its decision with respect to the resignation and disclose it by means of a press release. If the resignation is declined, the press release will include the reason(s) for reaching that decision. A director who tenders their resignation pursuant to this MVP will not be permitted to participate in any meeting of the Board at which the resignation is considered. The Board may adopt procedures as it deems fit for the administration of its MVP.

### **Director Term Limits**

The Company's Board has not established any term limits for Board renewal. It feels the benefits achieved through continuity and having experienced and skilled directors who have developed in-depth knowledge of the Company, its strategy and business operations, and the specific specialized industry in which it operates currently outweighs the need for renewal.

Since the Company's last annual meeting of shareholders, two directors have resigned from the Board and two directors have advised that they will not be standing for re-election at the meeting. As a result, following the Meeting, the Board is expected to consist of three directors, two of whom will be independent. In light of the Company's current circumstances, operational priorities, financial position, upcoming debt refinancing initiatives, and significant Board turnover, the Board believes it is appropriate at this time to prioritize continuity, institutional knowledge and operational oversight.

Over the coming quarters, the Board intends to evaluate the appropriate size and composition of the Board, including the skills, experience and expertise required to support the Company's strategic objectives, refinancing initiatives and operational requirements, with a view to identifying and appointing one or more additional directors as the Board considers appropriate.

### **Composition of the Board**

The Board currently comprises three people, two of whom (Gary Prager and Stephen Warden) are considered to be independent, since their respective relationships with the Company, do not, in the view of the Board, reasonably interfere with the exercise of their independent judgment in carrying out their responsibilities as directors. In making such determinations, the Board considered all relevant fact and circumstances, including equity ownership and other financial interests held by certain directors. Mr. Simon Hitzig, CEO, is an officer of the Company and is, by definition, a non-independent director. Directors are elected for a term expiring at the conclusion of the Company's next annual shareholders' meeting or until their successors are duly appointed pursuant to the Business Corporations Act. All directors are eligible to stand for re-election annually at the Company's Annual Meeting. The biographies of the directors standing for election at the June 29, 2026 Annual Meeting are set out above. Board members may also act as directors of other public companies. These directorships, if any, are set out in each Board member's biography.

The Board has neither a corporate governance committee nor a nominating committee preferring instead to perform these functions directly at the Board level. The Board and its committees have had, and continue to have, varied responsibilities. They include nominating new directors, assessing the effectiveness of the Board, its committees and members individually and as a whole, approving requests of directors to engage outside advisors at the expense of the Company and reviewing the adequacy and form of compensation of directors.

Considering the size of the Company, the Board itself is responsible for identifying and considering prospective candidates to be appointed or elected by the shareholders to the Board. Nominees must have the required qualifications, expertise, skills and experience in order to add value to the Board and must exhibit the highest degree of integrity, professionalism, values and independent judgement. The Board solicits the names of candidates possessing these qualities from discussions with members of the Board, senior management and other outside sources, such as shareholders and the Company's lawyers and accountants. Shareholders are encouraged to participate in the process of recommending candidates for the Board. A list of candidates is then drawn up and considered by the Board who will interview them to determine their suitability. The Board then decides which candidate(s) will be appointed directly or nominated for election by the shareholders. Directors' compensation is set after giving due consideration to the directors' workload and responsibilities and reviewing compensation paid to directors of similar-sized public companies. Compensation paid to each of the Company's directors in 2025 is set out on page 10 above.

Most directors elected to the Board have been familiar with the Company and its business at the time of appointment, and so orientation and education programs have been tailored to each individual circumstance. Information covering the nature and operations of the Company's business and his or her responsibilities as a director is made available. Directors receive the Company's consolidated financial statements and those of its operating subsidiaries each month, as well as being involved in the more significant credit and risk management decisions. As a small company, directors work closely with the Company's management and tend to have an in-depth knowledge of its operations. The Company's principal risks are set out in its 2025 Management's Discussion and Analysis and note 20 to its audited consolidated financial statements, which form part of its 2025 Annual Report; this report was mailed to shareholders with this Circular. Directors are also expected to continually educate themselves to maintain and update the skills and knowledge necessary for them to meet their legal duties and obligations as directors. They do this principally through attendance at seminars and the review of publications and materials relevant to a director's role as provided by the Company's management, external auditors, lawyers, other directorships and outside sources.

### **Committees of the Board**

During 2025, the Board discharged its responsibilities directly and through three committees: an Audit Committee, a Compensation Committee and a Credit Committee. During 2025, the Board's Audit Committee was comprised of three independent directors, which helped ensure objectivity in matters where management's influence could be prevalent. The Compensation and Credit Committees were also comprised of independent directors.

The Audit Committee was composed of Mr. Stephen Warden, Chair, Mr. David Beutel and Mr. David Spivak. Each member of the Audit Committee is financially literate, that is, they are able to read and understand fundamental financial reports and statements. The Charter of the Audit Committee, available on the Company's website and attached as Appendix A to its Annual Information Form ("AIF") filed under the Company's profile on SEDAR, sets out the committee's responsibilities which include reviewing quarterly and annual financial reports, principally financial statements, MD&A and related press releases, before they are approved by the Board; making recommendations to the Board regarding the appointment of independent auditors and assuring their independence; meeting with the Company's management at least quarterly; reviewing annual audit findings with the auditors and management; and

reviewing the risks faced by the Company, the business environment, the emergence of new opportunities, and the steps management has taken to mitigate exposure to significant risks. During 2025 there were five meetings of the Audit Committee, member attendances are set out on page 8 above.

The Audit Committee has adopted a corporate Code of Ethics and a "Whistleblower Policy" whereby any director, officer or employee of the Company or its subsidiaries who is aware of any acts by a director, officer or employee which are in contravention of the standards of business and personal ethics required of them by the Company, or in violation of applicable laws and regulations, is required to bring such matters to the attention of management or directly to the Chair of the Audit Committee. The Chair of the Audit Committee advises in each Audit Committee meeting if any matters have been reported to him under the Whistleblower Policy since the previous meeting. All reported matters are investigated and appropriate action taken if warranted. The Company's Code of Ethics and Whistleblower Policy are available on its website. All new directors and employees acknowledge they have read the Code of Ethics and confirm that they will comply with its terms.

David Beutel resigned from the Board of Directors and Audit Committee on May 14, 2026. As the Audit Committee is required to consist of three members under applicable securities laws, Gary Prager was nominated to the Audit Committee on May 15, 2026. Additionally, David Spivak resigned from the Board of Directors and Audit Committee and Special Committee on May 19, 2026. Therefore, the board of directors will be appointing an additional member to the Audit Committee in advance of the approval and issuance of the Company's 2026 second quarter shareholders report.

The Compensation Committee was formerly composed of Ms. Jean Holley, Chair, Mr. Stephen Warden and Mr. Gary Prager. The Compensation Committee's mandate included evaluating the performance of the Company's executives and making recommendations for approval by the Board with respect to their remuneration. In this context, the Compensation Committee (and now the independent members of the Board) reviews compensation paid to management of similar-sized companies to ensure that remuneration is consistent with industry standards. The Compensation Committee also considers and makes recommendations with respect to such matters as short- and long-term incentive plans, employee benefit plans and the structure and granting of stock options or other awards. The Company's 2025 Compensation Discussion and Analysis report to shareholders is set out on pages 1-14 above. During 2025 there was one meeting of the Compensation Committee, member attendances are set out on page 8 above.

The Board determined that maintaining a separate Compensation Committee was not necessary at this time given the Company's current circumstances, operational priorities, and the size and composition of the Board. Accordingly, the Compensation Committee was dissolved effective May 15, 2026, and the Board does not presently intend to reconstitute the committee. Please see discussion above under "Composition of Compensation Committee".

The Board's Credit Committee was composed of Mr. Gary Prager, Chair, Mr. David Beutel and Mr. Burt Feinberg. The purpose of the Credit Committee is to manage the Company's credit risk in respect of larger exposures to clients and customers. The Credit Committee reviews and approves all client and customer credit maximum exposure-at-risk in excess of \$2.5 million (US\$2.5 million for U.S. group companies), including loans to clients and assumption of credit risk.

Upon the resignation of Mr. David Beutel on May 14, 2026 the Credit Committee was comprised of the two remaining members. After the Meeting the Credit Committee will be comprised of Mr. Gary Prager (Chair), Mr. Stephen Warden and Mr. Simon Hitzig.

## **Expectations of Management**

The Board expects management to adhere to the highest standards of business and personal ethics and to conduct itself with the utmost degree of honesty and integrity in fulfilling its duties and responsibilities and complying with all applicable laws and regulations. The Board expects management to operate the Company in accordance with approved annual business and strategic plans, to do everything possible to enhance shareholder value and to manage the Company in a prudent manner. Management is expected to provide regular financial and operating reports to the Board and to make the Board aware of all important issues and major business developments, particularly those that have not been previously anticipated. Management is expected to seek opportunities for business acquisitions and expansion, and to make appropriate recommendations to the Board.

The Company's CEO, Mr. Simon Hitzig, was appointed to that position on October 1, 2018. Mr. Hitzig has been associated with the finance industry since 1987. He was a director of the Company from May 7, 2008 to February 22, 2011 and was President of Accord Financial Ltd. from July 1, 2011 to September 30, 2017 after which he was promoted to Senior Vice President, Corporate Development of the Company, a position he held until September 30, 2018. Given his lengthy experience, the small size of the Company and the regular ongoing interaction with the Board, Mr. Hitzig is fully aware of the requirements of his position as CEO and no formal written position description is considered necessary.

## **Gender Diversity and the Representation of Women on the Board and in Executive Officer Positions**

The Company does not currently have targets or a formal policy, regarding the representation of women on its Board. The Company currently has one (14%) female director. After the Meeting the Company will have no female directors. The Board believes that the key to effective leadership is to choose directors that, having regard to a wide variety of factors, are the best qualified for the position at such time, namely, those that possess the range of necessary independence, integrity, skills, specific industry experience, professional qualifications, as well as the ability to devote the time required and a willingness to serve. The Company believes that these considerations are the most important in assessing the value an individual can bring to and contribute to the Board, although it is noted that in recent searches for new director candidates, the Company has considered gender diversity in its selection criteria as it seeks to identify potential candidates who are best qualified to act as a director of Accord irrespective of gender.

The Company does not have hiring targets or a policy, regarding the representation of women in executive officer positions. In reviewing executive officer diversity, the Company believes that prospective executive officer appointments should be based upon the individual candidate being the best qualified for the position at such time. The Company does not believe that quotas or strict rules necessarily result in the identification of the best qualified candidates, however, it recognizes there are benefits to gender diversity, and accordingly is mindful in this regard in the selection of new executive officers. The Company employs 14 persons at the Vice President level or higher. Of these, five (36%) are women.

## **DIRECTORS' AND OFFICERS' LIABILITY INSURANCE**

The Company has entered into indemnification agreements with its directors and officers and maintains customary directors' and officers' liability insurance coverage.

## **OTHER BUSINESS**

Management of the Company knows of no matters to come before the Meeting other than the matters referred to in the Notice of Annual Meeting of Shareholders accompanying this Circular. However, if any other matters, which are not known to management, should properly come before the Meeting, it is the intention of the persons designated in the Proxy accompanying this Circular to vote upon such matters in accordance with their best judgment.

## **ADDITIONAL INFORMATION**

Additional information pertaining to the Company is available under its profile on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca), as well as on its website [www.accordfinancial.com](http://www.accordfinancial.com). Additional financial information is provided in the Company's Audited Consolidated Financial Statements and Management's Discussion and Analysis for the year ended December 31, 2025, which are set out in the Company's 2025 Annual Report, as well as filed individually on SEDAR. Copies of the Annual Report, the Annual Information Form and this Management Information Circular may be downloaded from SEDAR or obtained upon request from Mr. Simon Hitzig, the Secretary of the Company, at:

Accord Financial Corp.  
40 Eglinton Avenue East  
Suite 602  
Toronto, Ontario  
Canada M4P 3A2

Telephone: (416) 961-0304  
Fax: (647) 250-0780  
Email: [hitzig@accordfinancial.com](mailto:hitzig@accordfinancial.com)

## DIRECTORS' APPROVAL

Unless otherwise stated, all information contained herein is given as of the date hereof. The contents of this Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board of Directors of the Company.

Dated at Toronto, Ontario, the 30<sup>th</sup> day of May 2026.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read 'S. Hitzig', written in a cursive style.

Simon Hitzig  
Secretary

**ACCORD FINANCIAL CORP.  
CHARTER OF THE BOARD OF DIRECTORS**

**MANDATE**

The business and affairs of Accord shall be managed and controlled by, or under the direction of, its Board, who will promote the best interests of Accord's shareholders through an increase in corporate profits and the creation and enhancement of shareholder value.

The Board shall have two fundamental roles: decision-making and oversight. The decision-making function shall be exercised, with management, to the formulation of fundamental policies and strategic goals and through the approval of certain significant actions; oversight concerns the review of management decisions, adequacy of systems and controls and policy implementation.

The Board shall establish formal delegations of authority, defining the limits of management's power and authority and delegating to them certain powers to manage the business of Accord and shall conform to statutory limitations specifying responsibilities of the Board that cannot be delegated to management. Any responsibilities not delegated to management remain with the Board and its committees.

**DUTIES**

The Board is responsible for the following matters:

***Strategic planning***

- Supervise the formulation of Accord's strategic direction, plans and priorities
- Monitor the implementation and effectiveness of approved strategic and operating plans
- Review and approve corporate financial goals and operating plans and actions, including capital allocations, expenditures and transactions which exceed threshold amounts set by the Board
- Approve major business decisions, including acquisitions and divestitures

***Identification and management of risks***

- Ensure processes are in place to identify the principal risks of Accord's business
- Review systems implemented by management to manage those risks
- Review processes that ensure respect for, and compliance with, applicable regulatory, corporate, securities and other legal requirements
- Review and approve loans and investments above threshold amounts through the Board's Credit Committee

***Succession planning and management evaluation***

- Supervise Accord's succession planning processes, including the selection, appointment, development, evaluation and compensation of the Board, CEO, President and senior management team

***Oversight of communications and public disclosure***

- Assess the effectiveness of Accord's communications policy
- Oversee establishment of processes for accurate, timely and full public disclosure
- Review due diligence processes and controls in connection with certification of Accord's financial statements

### ***Internal controls, financial reporting and dividends***

- Review the effectiveness of Accord's internal controls and management information systems
- Review and approve Accord's financial statements and oversee their compliance with applicable audit, accounting and reporting requirements
- Declare dividends

### **Governance**

- Establish appropriate structures and procedures that allow the Board to function independently of management
- Establish Board committees and define their mandates to assist the Board in carrying out its roles and responsibilities
- Undertake regular evaluation of the Board, its committees and members, and review its composition with a view to the effectiveness and independence of the Board and its members

## **BOARD COMPOSITION AND APPOINTMENT**

The Board shall comprise between three and ten directors. The number of directors can be changed from time to time by way of a special resolution of shareholders or by way of a majority vote of the Board pursuant to authority granted to the Board by Accord's shareholders. A majority of the Board shall be unrelated and independent. The Board's committees shall comprise a majority of independent directors.

Each member of the Board shall serve for a term of approximately one year, namely, until the next annual meeting of shareholders following their appointment. There is no limit on the number of terms that a director may serve and no mandatory retirement age.

Each member of the Board shall be a person of integrity, with significant accomplishments and recognized business stature, and who will bring a variety of perspectives to the Board. In determining the composition of the Board, consideration shall also be given to the overall mix of skill, experience, independence, stature and diversity of background likely to make the Board, as a body, effective in overseeing and monitoring the performance of Accord and contributing to its success. The Board shall review its membership, both individually and as a body, on a regular basis to assure that it meets these criteria. The Board shall regularly assess and review the appropriate qualifications required of any new members, based upon its current composition, as well as any other skills, experience or characteristics needed or desired.

Directors selected must be able to commit the requisite time for preparation and attendance at regularly scheduled board meetings and assigned committee(s) and be able to devote time and attention to other matters deemed necessary for good corporate governance. Each member of the Board is expected to become familiar with Accord's business, including the economic and competitive environment in which it operates. Accordingly, each member of the Board should develop a basic understanding of: **(a)** the principal operational, financial and other plans, strategies and objectives of Accord; **(b)** the results of operations and financial condition of Accord for recent periods; and **(c)** the relative standing of Accord in the competitive marketplace.

## **ELECTION OF DIRECTORS OF THE BOARD**

Each Board member will be elected to full term by a plurality of votes cast at the annual shareholders' meeting. The Board has adopted a Majority Voting Policy governing director elections.

In the case of a vacancy on the Board, it is the responsibility of the Board to determine whether the vacancy should be filled and if so, it shall be responsible for recommending individuals to be elected as directors, or to be nominated for election by the shareholders as directors. The Board shall obtain direct

input from board members and the CEO, as well as third parties. New members will have an informal orientation that includes background information about Accord and meetings with senior management.

## **COMMITTEES**

The Board shall discharge its responsibilities directly and through such committees as the Board may establish from time to time, including the Audit Committee and the Credit Committee.

Audit Committee responsibilities are described in Appendix A of its 2025 AIF, filed under the Company's profile on SEDAR.

The Credit Committee's role is to discharge the Board's responsibilities relating to credit risk management, including oversight of policies and procedures that govern the Company's credit decision-making and portfolio risk management. The Committee is also responsible for approving transactions that exceed a size threshold, as established by the Committee and amended from time to time.

## **BOARD MEETINGS AND PROCEDURES**

The Board will meet at least once each quarter. Meeting length will be determined by agenda, to be established by any director and/or the President. Directors are expected to attend all board meetings, as well as all meetings of committees on which they serve. At all board meetings, one half of the total number of directors shall constitute a quorum for the transaction of business. The Board encourages senior management to bring managers into meetings, when they can provide additional insight into the matters being discussed because of their personal involvement in, or knowledge of, these matters.

The meeting Chair will designate someone to record the minutes of each meeting. Generally, the company secretary will be designated to perform that function and, in his or her absence, one of Accord's officers will be designated. All minutes shall be filed and maintained with Accord's records. Board meetings take place in person and/or online; in addition, the Board may act by signed written resolution.

## **AMENDMENTS TO CHARTER**

This Charter may be amended or repealed by the Board at any time.