Bright Horizon Energy Corporation

Leadership Development & Compensation Committee of the Board of Directors

Leadership Development & Compensation Committee Charter

Authority

The Board of Directors adopted this Leadership Development & Compensation Committee Charter on November 14, 2026.

Leadership Development & Compensation Committee Purpose

The Leadership Development & Compensation Committee (Committee) is appointed by the Board of Directors to assist the Board in its oversight responsibility to the shareholders relating to the Company's related to the Company's approach to leadership development as well as executive compensation philosophy, policies, and programs. The Committee's primary duties and responsibilities are to:

- Consider and recommend for approval by the Board, if required, all executive compensation programs, including executive benefit programs and stock ownership plans of the Company.
- Promote an executive compensation program that supports the overall objective of enhancing shareholder value. The goals of the program include the following:
  - Attract, retain and encourage the development of highly qualified and motivated executives;
  - Provide compensation that is competitive;
  - Promote a relationship between pay and performance;
  - Promote overall corporate performance that is linked to the interests of the shareholders; and
  - Appropriately recognize and reward performance.
- Provide oversight of Company human capital initiatives, to include:
  - Company culture and belonging;
  - Employee engagement;
  - Human Rights; and
  - Pay equity
- Perform any function required of directors in the administration of all federal and state laws and regulations pertaining to executive employment and compensation.

Composition, Meetings and Reports of the Leadership Development & Compensation Committee

Composition

1. The Committee will consist of a minimum of three directors.

2. The Board will appoint members of the Committee annually, on recommendation of the Governance Committee, and may remove any Committee member in the Board's discretion. If the Board does not designate a Committee Chair, the members of the Committee may designate a Chair by majority vote of the Committee members.

3. All members of the Committee will be independent directors and will satisfy all legal, regulatory, and applicable stock exchange requirements for serving on a compensation committee, including the Securities Exchange Act of 1934.

4. Members of the Committee must possess and maintain an adequate knowledge and understanding of Company executive compensation programs, alternative compensation mechanisms, and legal or regulatory rules pertaining to executive compensation.

5. Members will keep abreast of current developments in executive compensation practices outside the Company.

Meetings

6. The Committee intends to meet on a quarterly basis, and will meet at least twice annually, and at such other times as may be requested by the Committee Chair.

7. The Committee Chair, management liaison to the Committee, and the Corporate Secretary will prepare an Agenda for each meeting of the Committee.

8. A majority of the Committee members will constitute a quorum for the transaction of business.

9. Action at Meetings. The Committee may take action at a meeting by the affirmative vote of a majority of the Committee members present, provided a quorum is present. The Board will decide any matter on which the Committee's vote is evenly divided.

10. Action by Written Consent. The Committee may take action without a meeting if all of the Committee members approve the action in writing and the written consent is filed with the Corporate Secretary.

Reports

11. Committee Meeting Reports. The Committee will report its recommendations to the Board after each Committee meeting. The Corporate Secretary, or such other designee of the Committee Chair, will prepare and preserve minutes of the Committee's meetings.

12. Committee Evaluation. The Committee will conduct and present to the Board an annual performance evaluation of the Committee.

13. Compensation Report to Shareholders. The Committee will prepare and publish an annual report to shareholders in the Company's proxy statement, as required by the rules of the Securities Exchange Commission.

    - Review and discuss the Compensation Discussion and Analysis with management, and based on the review and discussion, recommend to the Board of Directors that the

Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K and Proxy Statement.

- Communicate with shareholders of the Company regarding the Company's compensation programs, as deemed necessary.

Committee Responsibilities and Duties

Executive Compensation

14. Establish and approve the Company's executive compensation philosophy.

15. Review and approve the selection of peer groups.

16. Make compensation decisions ensuring that the compensation of senior executives and the Board of Directors are in alignment with the compensation philosophy.

17. Review the Company's goals and objectives relevant to the Chief Executive Officer's compensation.

Compensation of the Chief Executive Officer

18. Review and recommend for approval to the Board of Directors the compensation for the Chief Executive Officer.

19. Annually evaluate the Chief Executive Officer's performance in light of established goals and objectives, with input from all of the independent Directors.

20. Recommend to the independent Directors of the Board the Chief Executive Officer's annual compensation, including salary, bonus, incentive and equity compensation and perquisites.

Compensation of the Senior Executive Officers

21. Annually review and approve the Chief Executive Officer's recommendations for compensation of the senior executive officers of the Company, including salary, bonus, incentive and equity compensation, and perquisites.

Compensation of Other Company Officers

22. Provide oversight of management's decisions concerning the alignment of performance and compensation of other Company officers.

Incentive Compensation and Equity Based Plans

23. Review and provide oversight of the Company's incentive compensation and other stock-based plans and recommend changes in such plans, for approval by the Board of Directors, as needed.

24. The Committee will have and will exercise all the authority of the Board of Directors with respect to such plans, including:

- the power to review and recommend plans,
- recommend opportunities and performance baselines,
- review and evaluate performance against goals or targets, and
- approve pay-outs, using discretion, either positive or negative, as deemed appropriate.

25. Seek the receipt of shareholder approval of such plans when required by applicable law or regulations.

Clawback of Incentive Based Compensation

26. Interpret, construe, and oversee the application of the Company's compensation clawback policies, including recommending to the Board any determination regarding the application of such policies to the current or any former Chief Executive Officer, and approving the application of such policies to any other officer of the Company.

Employment and Severance Agreements

27. Review and recommend for approval by the Board of Directors any employment agreements for executive officers of the Company, including change-in-control provisions, plans or agreements.

28. Review and recommend for approval by the Board of Directors any severance agreement for the Chief Executive Officer of the Company.

29. Review and approve any severance agreements for senior executive officers and other officers of the Company.

30. Take into consideration application of relevant provisions of the Internal Revenue Code with respect to such agreements.

Executive Benefit Plans

31. Review and provide oversight of executive benefit plans and deferred compensation plans.

Employee Benefit Plans

32. Review and oversee the Company's employee benefit plans and receive reports from management at least annually regarding significant plan design, plan administration, and other material employee benefit matters.

33. Review and approve, upon the recommendation of the Bright Horizon Energy Corporation Benefits Committee, any new employee benefit plan and any material amendment to an existing employee benefit plan.

Stock Ownership Guidelines

34. Approve stock ownership guidelines for corporate officers and other specified employees.

35. Recommend approval by the Board of Directors of stock ownership guidelines for Directors.

36. Review stock ownership guidelines and monitor the levels of and changes in stock ownership of senior executives and Directors.

Leadership Succession Planning

37. Assist the Board in overseeing the Company's development of succession plans for the Chief Executive Officer and senior executive officers.

38. In consultation with the Chief Executive Officer, recommend Board approval of the senior executive officers and other Company officers proposed to be elected and appointed.

39. Periodically report to the Board on succession planning, including principles and policies for Chief Executive Officer selection and performance and review, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer and senior executive officers.

40. Review the Company's process and long-range planning for executive development and succession of other qualified employee leaders.

Company Culture and Belonging

41. Provide oversight of the Company's efforts to attract and retain a workforce that reflects the communities we serve, including reviewing internal initiatives and engaging with management regarding Company culture, employee engagement, pay equity and emerging trends.

Director Compensation

42. Review, advise and interpret the compensation of directors and make recommendations to the Board of Directors regarding changes to existing compensation levels.

Regulatory Compliance

43. In consultation with management, monitor regulatory compliance with respect to executive compensation matters.

44. Review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

45. This Charter will be published and maintained on the Company's website.

Authority to Retain Experts

46. The Committee will have authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser.

47. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee.

48. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any adviser retained by the Committee.

49. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

    - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
    - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
    - The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
    - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
    - Any Company stock owned by the compensation consultant, legal counsel or other adviser; and
    - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
    - The Committee will assess the engagement with any compensation consultant, legal counsel, or other adviser to the Committee at least every five years.

Delegation of Duties and Responsibilities

50. The Committee will have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

51. The Committee may delegate its authority under this Charter relating to employees other than executive officers and directors, to the extent it deems appropriate and consistent with law and customary practice, and may otherwise fully delegate authority relating to matters it deems to be ministerial.

52. The Committee may delegate its authority under this Charter relating to employee benefit plans in which executive officers participate if such employee benefit plans are broad-based, to the extent it deems appropriate and consistent with law and customary practice.

Charter initially adopted November 14, 2026

Charter revised on the following dates:

Charter last reviewed on November 14, 2026