



Nasdaq Statement of Corporate Governance Differences

September 3, 2020

Nasdaq Statement of Corporate Governance Differences

As a “foreign private issuer” under the U.S. Securities Exchange Act of 1934, as amended, Akumin Inc. (“Akumin” or the “Company”) is permitted, pursuant to Nasdaq Stock Market Rule 5615(a)(3), to follow its home country practice in lieu of certain Nasdaq corporate governance standards provided Akumin discloses and describes the differences between its corporate governance practices and those required by Nasdaq. Below we describe the differences between Nasdaq Stock Market Rules and the applicable home country requirement. References to a “Rule” below are references to the referenced rule in the Nasdaq Stock Market Rules.

Audit Committee Charter

Rule 5605(c)(1) requires that the formal written audit committee charter of an issuer specifies the audit committee’s responsibility for ensuring its receipt from the outside auditors of a formal written statement delineating all relationships between the auditor and the Company, actively engaging in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for taking, or recommending that the full board take, appropriate action to oversee the independence of the outside auditor. The Charter of the Audit Committee of the Company provides for the Audit Committee’s responsibility to review the independence of the external auditors, including the effect of the performance of any non-audit services by the external auditors on the independence of the external auditors.

Audit Committee Composition

Rule 5605(c)(2) requires that each issuer certifies that it has, and will continue to have, at least one member of the audit committee who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The Charter of the Audit Committee of the Company provides that all members must have suitable experience and must be familiar with auditing and financial matters.

Compensation Committee Charter

Rule 5605(d)(1) requires that the formal written compensation committee charter of an issuer specifies that the compensation committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee only after taking into consideration the specific factors enumerated in Rule 5605(d)(3)(D). The Charter of the Compensation Committee of the Company provides that the Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management and the external advisers, in accordance with its business judgment. Compensation Committee members are entitled to rely, absent knowledge to the contrary, on the integrity of the persons and organizations from whom they receive information, and on the accuracy and completeness of the information provided.

Meetings of Independent Directors

Rule 5605(b)(2) requires that “Independent Directors” must have regularly scheduled meetings at which only “Independent Directors” are present. The Charter of the Board of Directors of the Company provides that the independent directors may meet without senior executives of the Company or any non-independent directors, as required.

Quorum Requirements

Rule 5620(c) provides that the minimum quorum requirement for a meeting of shareholders is 33 1/3% of the outstanding common voting shares. Akumin follows applicable Ontario laws with respect to quorum requirements, which

permits the Company to specify a quorum requirement in its by-laws. Akumin's by-laws provide that at any shareholder meeting, the holders present in person or by proxy of at least 10% of the outstanding shares of Akumin entitled to be voted at a meeting of shareholders constitute a quorum.

Shareholder Approval Requirements

Rule 5635(a) requires shareholder approval prior to the issuance of securities in connection with the acquisition of the stock or assets of another company in certain circumstances, including (1) where the common stock to be issued will have voting power equal to or in excess of 20% of the voting power outstanding before the issuance, or the number of shares to be issued will be equal to or in excess of 20% of the number of shares outstanding before the issuance; and (2) if any director, officer or substantial shareholder of the Company has a 5% or greater interest (or such persons collectively have a 10% or greater interest), directly or indirectly, in the company or assets to be acquired or in the consideration to be paid, and the present or potential issuance of securities could result in an increase in outstanding common shares or voting power of 5% or more. The Company complies with the applicable requirements of the Toronto Stock Exchange ("TSX") which requires shareholder approval for the issuance of securities in connection with an acquisition where the number of securities issued or issuable in payment of the purchase price for the acquisition exceeds 25% of the number of securities of the issuer which are outstanding. Further, the TSX requires shareholder approval where the number of securities issued or issuable to insiders as a group, together with any securities issued or made issuable to insiders as a group for acquisitions during the preceding six months, in payment of the purchase price for an acquisition exceeds 10% of the number of securities of the issuer which are outstanding.

Rule 5635(c) requires shareholder approval of most equity compensation or purchase plans or arrangements and material amendments thereto (with a few limited exceptions), and this applies whether the securities issuable pursuant to such plan or arrangement are newly issued or bought over the open market. The Company complies with the applicable requirements of the TSX which requires shareholder approval of equity compensation plans only if they involve newly issued securities. Additionally, the TSX requires shareholder approval of the unallocated securities every three years under such plans that do not have a fixed maximum number of securities issuable under the plans. If a plan includes procedures for amendment, the TSX requires shareholder approval of amendments only if the plan specifically requires that approval or if the amendment does any of the following: (1) reduces the exercise price or extends the term of options held by insiders under the plan; (2) removes or exceeds limits on insider participation under the plan; (3) increases any fixed limit on the number of securities to be issued under the plan; or (4) changes the amendment procedure of the plan.