

Chair of a Committee of the Board of Directors

The Chair of a committee (the "Committee") of the Board of Directors (the "Board") is appointed annually by the Board on the recommendation of the Conduct Review and Corporate Governance Committee. The Committee Chair assumes the leadership of the Committee and ensures that it effectively carries out the responsibilities conferred to it. The Chair is independent as defined by the Canadian Securities Administrators.

1. Committee management

- The Chair leads the Committee in the performance of its duties, reports regularly to the Board and makes any recommendation deemed relevant to the Board.
- He supports the Chair of the Board, the President and Chief Executive Officer, and the officers in all important matters regarding the Committee's mandate.
- He plans the Committee's activities together with the Chair of the Board, the secretary and the executive officer designated by the President and Chief Executive Officer, to assist the Committee, particularly with regards to the calendar, agendas and activities.
- He chairs the Committee meetings and steers discussions to facilitate decision-making and encourage frank and constructive debate among Committee members.
- He ensures that enough time is allocated to discussing the items on the agenda, addressing questions and key concerns and that there are opportunities for relevant matters to be addressed without management and non-independent directors being present.
- He collaborates and holds discussions with the Chair of the Board of Directors and the Committee Chairs to ensure the smooth operation of the Board and the Committee.
- He promotes and maintains open communication and a relationship of trust with the Committee members, the Chair of the Board, the other Chairs, and the officers of the relevant sectors.
- He may, on behalf of the Committee, when deemed appropriate, hire independent external consultants to assist him in carrying out his duties and responsibilities. He establishes the terms and sets their compensation.

2. Governance of the Committee

- The Chair encourages the Committee members to reflect on the Committee's composition and makes the appropriate recommendations regarding the succession of members and the position of Chair.
- He participates in the annual assessment of the performance of his Committee and the review of its mandate to ensure its effectiveness and make any improvements.
- He helps identify members' development needs and, together with the Conduct Review and Corporate Governance Committee, ensures that the continuing education program adequately meets them.
- He participates in the onboarding of all new Committee members.
- He ensures that the Committee has the necessary resources and information to fulfill its mandate and responsibilities.
- The Chair ensures, when applicable, that a relationship of trust is established with the different heads of oversight functions and the independent auditor, and that their recommendations are communicated and considered by the Committee in a timely manner.
- The Chair promotes dialogue and represents the Committee at meetings with regulatory bodies, shareholders and stakeholders.