

The Lead Director is appointed by the Board of Directors (the “Board”). The Lead Director must be independent within the meaning of the *Securities Act* (Québec) and the regulations adopted thereunder.

**His principal responsibilities are:**

- Providing leadership to ensure that the directors can function independently from management;
- Ensuring that the work program allows the Board to properly perform its functions and its mandate;
- Chairing and directing meetings of the independent directors;
- Ensuring that independent directors have regular opportunities to meet without management present;
- Examining from time to time with the Executive Chairman of the Board important matters to be treated by the Board;
- Assisting any independent director in order to allow him to fully play his role;
- Being available to independent directors who have concerns that cannot be addressed through the Executive Chairman of the Board;
- Reporting to the Executive Chairman of the Board on the discussions held during meetings of the independent directors;
- Performing such other functions as may be reasonably requested by the Board or the Executive Chairman of the Board;
- Recommending, as needed, holding special meetings of the Board.