

The Executive Chairman of the Board is appointed by the Board of Directors (the “Board”). The principal role of the Executive Chairman of the Board is to ensure that the Board carries out its responsibilities efficiently and that it has a clear comprehension of the limits between the responsibilities of the Board and those of management and respects them. In carrying out his duties and responsibilities, the Executive Chairman of the Board acts for and on behalf of the Board.

**His principal responsibilities are as follows:**

- Chair Board meetings and annual shareholder meetings and, if convenient, attend meetings of the committees of the Board;
- Provide leadership and establish guiding principles for the Board;
- Manage the affairs of the Board as well as any project or file resulting therefrom and chair discussions in such a way that strategic and policy decisions are fully discussed, debated and decided by the Board;
- Set the agenda for Board meetings in cooperation with the President and Chief Executive Officer and the Secretary of the Corporation, ensure that the strategic orientation is defined and communicated to the Board for its approval and that all material issues are dealt with by the Board during the year;
- Ensure that Board members have sufficient resources (in particular, relevant and timely information) for the Board to run efficiently;
- Follow up matters assigned by the Board to any of its committees and ensure that the matters considered by such committees are on the agenda of future Board meetings in order to inform the Board or to obtain its approval;
- Act as a resource person and advisor to the various Board committees;
- Ensure that the Board has efficient communication channels regarding all material issues concerning the business and see to it that directors are informed about these issues;
- Ensure that shareholders are adequately informed with respect to the Corporation’s affairs and that there are efficient relations and communication channels between management, the Board and shareholders;
- Act as a representative of the Board and consult with Board members outside the regularly scheduled meetings of the Board and of committees;

- Meet as often as required with the Chief Executive Office of the Corporation to ensure that there is efficient communication between the Executive Chairman of the Board, the President and Chief Executive Officer and Board members;
- In consultation with the President and Chief Executive Office, the Executive Chairman of the Board may act as the Corporation's representative with shareholders or business partners of the Corporation;
- Supervise the internal audit team;
- At the request of the President and Chief Executive Officer, the Executive Chairman of the Board may be in charge of special corporate projects, including acquisition projects. In such event, he will report to the President and Chief Executive Officer.