

ROLE AND RESPONSIBILITIES

Chair of the Board

The Chair of the Board is appointed by the Board of directors (the “Board”) of Transcontinental Inc. (the “Corporation”). The primary role of the Chair of the Board is to provide leadership and give direction to the Board in order to ensure its effectiveness and good governance. The Chair of the Board ensures that the communications between the Chair of the Board, the Lead Director, the President and Chief Executive Officer and the members of the Board remain open and transparent on all material matters relating to the Corporation. In addition to preparing and chairing Board meetings, the Chair of the Board ensures that directors have sufficient resources to fulfill their responsibilities and oversees the integration and continuing training of directors. The Chair of the Board also acts a representative of the Corporation within the community and manages the Corporation’s donations and sponsorships budget. As part of her responsibilities, the Chair of the Board communicates the mission, the vision and the values of the Corporation, which include innovation, teamwork, respect and performance.

The Principal Responsibilities of the Chair of the Board are:

Management and Governance

- Establish a leadership style and provide guiding principles to the Board to ensure its effectiveness and good governance;
- Manage the affairs of the Board and any other projects or matters arising from the mandate of the Board of directors and conduct the deliberations in manner as to ensure that strategic decisions and policies are fully discussed, debated and decided by the Board;
- Ensure the transparency of communications and relations between the Board and management on all matters of importance to the Corporation;
- Ensure that the resources available to Board members (in particular, timely and relevant information) are sufficient to enable directors to discharge their responsibilities as Board members;
- Assist the Board, the committees of the Board and the directors in understanding and effectively carrying out their respective responsibilities;
- Act as a resource person on Board committees;
- In collaboration with the Corporate Governance Committee, identify and recruit potential candidates to sit on the Board;
- Oversee the integration and training of new directors, in particular, through the orientation program for new directors;
- Define the training needs of Board members and organize training sessions in partnership with the Corporate Governance Committee to ensure appropriate and targeted training for directors is provided on an ongoing basis.

Community

- In partnership with the Corporate Governance Committee, oversee the implementation of the Corporation's Corporate Social Responsibility Plan;
- Manage the Corporation's donations and sponsorships budget and determine its allocation;
- Participate, as a representative of the Corporation, in any initiative or project within the community and ensure that the mission and vision of the Corporation are communicated to stakeholders;

- In connection with her responsibilities, the Chair of the Board is responsible for promoting the values of the Corporation.

Board Meetings

- Plan and organize all Board activities, including:
 - (i) the preparation of Board meetings;
 - (ii) the preparation of the agenda for Board meetings in consultation with the President and Chief Executive Officer and the Corporate Secretary;
 - (iii) the scheduling of Board meetings and in camera meetings;
 - (iv) the supervision and assessment of the quality, quantity and relevance of information provided to Board members;
 - (v) the organization and planning of committees of the Board in relation to the activities and work of the Board;
 - (vi) the assessment of the effectiveness of the Board and any necessary or desirable improvements that may result;
 - (vii) the communication with and between Board members;
- Chair meetings of the Board, the annual general meeting of shareholders and special meetings of shareholders. The Chair of the Board, in consultation with the President and Chief Executive Officer, may meet with various other groups (such as large shareholders) or with representatives of other stakeholders;
- In consultation with committee chairs, follow up on matters delegated by the Board to any of its committees and include such matters that are considered by a committee on the agenda of future Board meetings in order to inform the Board or obtain the Board's approval;
- Ensure that an open communication is maintained and that communication between the Chair of the Board, the Lead Director, the President and Chief Executive Officer and Board members is effective.

Interaction with Management and the Community

- In collaboration with the President and Chief Executive Officer, the Chair of the Board collaborates on the Corporation's projects, including those relating to acquisitions and sales, and to the implementation of the Corporation's strategic vision;
- Act as a representative of the Corporation with shareholders and other business partners of the Corporation;
- Work closely with senior management to:
 - (i) participate in the development of the Corporation's strategic plan to facilitate its communication and understanding between senior management and the Board;
 - (ii) ensure that the Corporation's operating activities are consistent with the Corporation's strategic direction; and
 - (iii) working together with the President and Chief Executive Officer and in cooperation with the Human Resources and Compensation Committee and the Board, ensure that plans are in place to ensure the succession of senior executives;

- Maintain a direct and open communication channel between the Board and management by, inter alia, representing the interest of the stakeholders and of the Board with senior management and, conversely, senior management's positions with stakeholders and the Board;
- Implement a communication system between the Board, senior management and the controlling shareholder and ensure its proper functioning.

Date	Approval / Amendments by the Board of Directors
2005-06-14	Approval
2009-09-10	Amendments and Approval
2012-02-16	Amendments and Approval
2017-09-07	Amendments and Approval