THE ROLE OF THE EXECUTIVE CHAIRMAN

The Executive Chairman is responsible for the management, development and effective performance of the Board, and for providing leadership to the Directors in carrying out their collective responsibilities to supervise the management of the business and affairs of the Company. The Executive Chairman is also considered a member of the senior management team in order to remain up-to-date with the business and as back up to the CEO. Specific duties of the Executive Chairman include:

With the Board:

- Articulate a 'corporate vision' for the Company and work with the CEO to develop and execute strategies based on the corporate vision;
- Preside over Board meetings and meetings of the shareholders of the Company;
- Establish the agenda for meetings of the Board in discussion with the CEO, and ensure the proper and timely flow of information to the Board sufficiently in advance of meetings;
- In cooperation with the Human Resources Committee, recommend compensation awards for the CEO and be available to advise the Board on general compensation matters;
- Advise the Board with respect to the performance of the CEO and succession planning for that position;
- Confirm that both the Directors and management understand the responsibilities of the Board and that the boundaries between the Board's responsibilities and those of management are understood and respected;
- Lead the Board in ensuring that the Board and its Committees assume their duties and responsibilities for the stewardship of the Company as set out in the corporate governance policies approved by the Board;
- Act as a liaison between the Company's management and the Board where and if required;
- Monitor whether the Board's Committees are working effectively;
- Monitor whether the Board is receiving timely information of appropriate quality before, during and after Board meetings;
- Communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public;
- Carry out other duties requested by the Directors, as needs and circumstances arise; and
- Consider and approve the assumption of directorships in other companies (other than not-for-profit companies) by employees of the company.

With the CEO:

- Work closely with the CEO to develop executive succession planning options to support the Company's strategies and to capitalize on opportunities for growth and acquisitions;
- Work closely with the CEO and the Chair of the Nominating and Governance Committee to further the creation of a healthy corporate governance culture within the Company;
- Assist the CEO and other members of the senior management team in the short and long range planning activities of the Company including acquisition and growth strategies;
- Ensure the development, on an annual basis, of the corporate objectives, which the CEO is responsible for meeting, for the review and approval of the Board;
- In conjunction with the CEO, represent the Company before its stakeholders, including shareholders, managers and employees, the investment community, the industry and the public;
- Develop and maintain a good working relationship between the office of the Executive Chairman, the CEO, and the Board to assure open communications, cooperation, interdependence, mutual trust, respect, and commonality of purpose;
- Review and approve the travel and entertainment expenses of the CEO;
- Act as the principal sounding board, advisor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability and build relationships; and
- All recommended compensation changes, hiring and termination of direct reports to the CEO shall only be done after consultation between the Executive Chairman and CEO.

Approved by the Board on November 10, 2026.