

POSITION DESCRIPTION FOR THE BOARD CHAIRPERSON¹

PUROLATOR HOLDINGS LTD.

1) Basic Function

The Board Chairperson is appointed by the majority shareholder. The Board Chairperson will guide the Board of Directors (“Board”) in carrying out its responsibilities, giving strong leadership in areas such as strategic and financial performance oversight, policy development and interfacing with the President and Chief Executive Officer (“President & CEO”), management, shareholders, and other stakeholders as necessary. The Board Chairperson will assist in clearly relating Board and management responsibilities and help maintain the delicate but essential balance in the Board-management team effort. The Board Chairperson will also serve as the face of the Board and may be expected to make decisions on their own in some circumstances, as determined by the Corporation’s *Delegation of Authority* policy.

2) Responsibilities

The Board Chairperson shall:

- a) plan and organize the activities of the Board by, among other things:
 - i) in consultation with the President & CEO, the Corporate Secretary, and/or their designates and the Directors (as appropriate), establishing the agenda for each Board meeting with a view to bringing before the Board matters in respect of which the President & CEO or the Directors require Board direction or approval to satisfy their duties;
 - ii) ensure (A) the Board has reasonable time in advance of each Board meeting to review all reasonably required and available information relating to each matter to be dealt with by the Board at that meeting, (B) management provides the Board with sufficient, appropriate information in between meetings so that the Board can fulfil its responsibilities;
 - iii) monitoring the content, length and general presentation style of the materials provided to the Board and each Committee with a view to ensuring that such materials are appropriate having regard to the duties and responsibilities of the Board and the Committees;
 - iv) prior to any Board meeting, conferring with Directors on any matter to be discussed at the Board meeting, if in the Board Chairperson’s opinion, the discussion of that matter at the Board meeting would be thereby enhanced; and,
 - v) using their best efforts to promote, foster and support effective corporate governance through a Board environment that is positive, respectful, and inclusive where discussions, debates and decision-making lead to desirable outcomes;

¹ All capitalized terms used in this document have the meanings given to them in the Board of Directors’ Mandate, as approved and amended by the Board from time to time.

- b) chair all meetings of the Board and in so doing:
 - i) conduct the business of each Board meeting in a manner that will normally result in all matters on the meeting's agenda being dealt with effectively;
 - ii) propose the termination of discussion on any matter at a Board meeting when it is of the opinion that the matter has been thoroughly canvassed and that no new points of view or information are being presented (with the understanding that the Board Chairperson's discretion in such cases will be exercised so as to err on the side of allowing excessive discussion rather than insufficient discussion);
 - iii) attempt to achieve a consensus of Directors on any matter discussed at a Board meeting in respect of which (A) the Board's decision, views or advice has been requested or is required, and (B) Directors express conflicting positions, views or advice;
 - iv) ensure that all Directors who wish to address a matter at a Board meeting are afforded a reasonable opportunity to do so; and
 - v) in any case where a Director has an interest or potential conflict in or in respect of a matter to be discussed at a Board meeting, arrange for the conflicted Director to excuse themselves from all or a portion of the respective Board discussion;
- c) chair all annual and special meetings of the Corporation's shareholders;
- d) assist the Board and the Environmental, Social, and Governance Committee by:
 - i) assisting with the identification and recruitment of Director candidates to be nominated for election by the shareholders of the Corporation or, in the event of a vacancy on the Board, appointed by the Board;
 - ii) developing recommendations with respect to the composition and Chairpersons of the Committees;
 - iii) designing and implementing processes for evaluating the performance of the Board and individual Directors;
 - iv) assisting in ensuring Directors are given an opportunity for adequate training to carry out their responsibilities effectively;
 - v) using reasonable efforts to alert the Board to changes in the law and/or best practice respecting the duties of Directors; and
 - vi) recommending amendments to the Board of Directors' Mandate and the charters of each of the Committees;
- e) assist the Board and the Human Resources and Compensation Committee by:
 - i) assisting with the development of a succession plan for the position of the President & CEO; and
 - ii) assisting, as and when appropriate, with the identification and recruitment of appropriate candidates for appointment by the Board to the position of the President & CEO;

- f) periodically consult with the President & CEO about management and Board concerns and their interrelationships and ensure that the operations of the Corporation are conducted within policies established by the Board;
- g) provide leadership in assessing the performance of the President & CEO, providing counsel accordingly while keeping the Board informed, and serve as liaison officer between the President & CEO and the Board;
- h) oversee the activities of the Corporate Secretary and settle, with the Corporate Secretary and the relevant Committee Chairs, the draft minutes of all Board and Committee meetings for approval by the Directors;
- i) assist the Board, each Committee and management in understanding and respecting the boundaries between the authorities and responsibilities of the Board and Committees and the authorities and responsibilities of Management; and
- j) perform such other functions as the Board may reasonably specify from time to time.

3) Qualifications

The Board Chairperson shall:

- a) have the willingness and ability to devote the necessary time to the role;
- b) possess a broad vision for the Board's role;
- c) have leadership qualities, especially in relation to the Board, the President & CEO, management, and shareholders;
- d) have the ability to bring diverse opinions to a satisfactory point of mutual agreement, without impeding the progress of the Corporation;
- e) tact in securing participation by all Directors and helping each of them to increase their knowledge, skills, and effectiveness as a director;
- f) have a comprehensive understanding of the Corporation's governance policies and processes;
- g) have an in-depth understanding of the vision, values, strategy and business of the Corporation;
- h) have a working knowledge of the Corporation's diverse stakeholders, and the ability to develop relationships with those stakeholders;
- i) have previous Board and Committee Chairperson experience at a similar size, scope, and complex organization;
- j) be encouraged to have previous President & CEO experience.

*Effective February 2025
Date of Next Review: November 2026*