

POSITION DESCRIPTION FOR BOARD DIRECTORS¹

PUROLATOR HOLDINGS LTD.

1) Basic Function

Each Director is, together with the other members of the Board, responsible for the stewardship of the Corporation. This entails managing, or, to the extent that the authority to manage the business and affairs of the Corporation has been delegated to the President & CEO, supervising the management of the business and affairs of the Corporation. To this end, a Director must devote their best efforts to the fulfillment of the Board's responsibilities set out in the Board of Directors' Mandate and must, in discharging their duties:

- a) act honestly and in good faith with a view to the best interests of the Corporation; and
- b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

2) Responsibilities

A Director shall:

- a) discharge their duty of honesty and good faith by, among other things:
 - i) not acting fraudulently or consenting to a transaction that is not authorized by applicable laws or the Corporation's articles or by-laws;
 - ii) not making any false representation to, or withholding any relevant information from, their fellow Directors with a view to influencing their decision in respect of a particular matter;
 - iii) disclosing to their fellow Directors any interest that they may have as a party to a proposed material contract or transaction with the Corporation;
 - iv) where necessary or appropriate, refusing any documentation or information relating to a contract or transaction in respect of which the Director has disclosed an interest;
 - v) not allowing their personal interest, or the interest of a particular shareholder or group of shareholders, to interfere with the Director's loyalty to the Corporation and considering each proposal submitted for consideration to the Board on its merits and with a view to the best interests of the Corporation;
 - vi) promptly communicating to the Board Chairperson any information that may be necessary or useful to the Corporation or its officers (collectively, "management") in the conduct of the Corporation's business; and

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.

- vii) not disclosing, or allowing to be disclosed, to any person not entitled thereto any information relating to the business and affairs of the Corporation which has not been made available to the public, nor allowing any such person to have access to or inspect any books or records relating to the business and affairs of the Corporation that have been made available to them as a Director or that otherwise belong to or are in the possession of the Corporation; and
- b) discharge the duty of care, diligence and skill by, among other things:
 - i) familiarizing themselves with the business and affairs and the significant policies of the Corporation;
 - ii) engaging in continuing education and/or self-study opportunities to improve their knowledge of the industry in which the Corporation competes and their duties as a Director;
 - iii) regularly attending and preparing in advance for all meetings of the Board and any Committees of which they are a member;
 - iv) remaining at Board and Committee meetings until their conclusion;
 - v) taking reasonable steps to become informed about every issue submitted for consideration to the Board or a Committee of which they are a member, and making all decisions on a reasonably informed basis;
 - vi) employing their abilities, education, experience and training in considering all issues before the Board;
 - vii) developing and maintaining sufficient financial literacy to appreciate the financial implications of proposed strategies, tactics and transactions;
 - viii) understanding the Corporation's strategic plan and consistently evaluating decisions and actions against that plan;
 - ix) being economical with their words and the time of the Board;
 - x) encouraging open and candid discussion of all significant issues and being prepared to change their mind in appropriate circumstances;
 - xi) providing and welcoming constructive criticism;
 - xii) demonstrating a clear understanding and respect of the boundaries between the authorities and responsibilities of the Board and Committees and the authorities and responsibilities of management; and
 - xiii) accepting accountability, jointly with the rest of the Board, for the performance of the Corporation.

3) Qualifications

Directors shall:

- a) have the willingness and ability to devote the time required for the discharge of their director responsibilities;
- b) have the commitment to the services offered by the Corporation;
- c) have a good understanding of the vision, values, strategy and business of the Corporation;
and,
- d) have the qualifications necessary to be a Director of the Corporation under the relevant legislation.

Effective February 2025
Date of Next Review: November 2026