

POSITION DESCRIPTION FOR THE CORPORATE SECRETARY¹

PUROLATOR HOLDINGS LTD.

1) Basic Function

The Corporate Secretary is responsible for assisting the Board in gaining and maintaining reasonable assurance that the Board and the Corporation's officers are complying with the Corporation's legislative and governance obligations.

2) Responsibilities

The Corporate Secretary shall, in that capacity, report to the Board Chairperson and, in consultation with President & CEO and the Committee Chairpersons, shall:

- a) plan, manage, and oversee the operations of the Board of Directors and its Committees, along with servicing Shareholders in accordance with the Board Mandate and any procedures agreed upon by the Board from time to time, and coordinate the preparation and distribution of appropriate notices, agendas and supporting documentation, such as;
 - i) identify and/or manage the Board's substantive needs in consultation with the Board Chairperson, Committee Chairpersons, and President & CEO;
 - ii) lead the preparation of corporate governance-related meeting materials and manages the execution of the Corporate Secretariat strategy and governance framework;
 - iii) proactively coordinate the submission of documents from Management to the Board of Directors and, working with the President & CEO, oversees quality control thereof;
 - iv) oversee all aspects of meeting logistics;
 - v) ensure the accurate and timely dissemination of actionable decisions and guidance from the Board to Management; and,
 - vi) oversee the preparation and execution of all Governance, Board and Chairperson self-assessments, evaluations, in accordance with annual workplans and ensure implementation of identified follow-up measures, as required.
- b) attend all shareholders, Board and, where possible, Committee meetings and act as Secretary at each such meeting or arrange for a suitable person to act as Secretary on their behalf when necessary;
- c) manage and oversee the preparation of all documentation and maintenance of corporate records for the Board and its Committees;

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.

- d) prepare and circulate minutes of meetings and ensure that the details of the resolutions and decisions are in order so that proper account of them is taken by the Corporation;
- e) define and guide a Board and governance material reporting process to ensure Directors can exercise appropriate oversight, foresight and fiduciary duties, while engaging with Management across the Corporation to support the generation and submission of report to the Board and its Committees, by Management in accordance with the reporting process;
- f) arrange for the payment of remuneration and reimbursement of expenses of the Directors;
- g) arrange for the orientation of new Directors;
- h) provide, or arrange for the provision of, advice to the Board in relation to corporate governance issues;
- i) provide support and advice to the Board Chairperson and to the President & CEO in carrying out duties relating to the effective governance and performance of the Board and Corporation, including provision of advice on corporate governance best practices, Board appointments process, Board Skills Matrix;
- j) ensure that all general and specific notices of interest are managed with integrity, transparency, and accuracy, and as the case may be, are entered in the appropriate Board meeting minutes and filed in the Corporation's minute books;
- k) when necessary or appropriate, withhold from a Director any documentation relating to a material contract or transaction in which the Director has disclosed an interest;
- l) ensure necessary filings with the proper authorities, control the security and application of the corporate seal, and maintain the Corporation's minute books;
- m) manage the Office of the Corporate Secretariat, its staff and budget; and,
- n) perform such other functions as the Board Chairperson may reasonably specify from time to time.

Effective February 2025
Date of Next Review: November 2026