



OPERATING PROCEDURES FOR BOARD COMMITTEES¹

PUROLATOR HOLDINGS LTD.

Each of the standing committees (collectively, the “Committees”) shall govern itself in accordance with the following operating procedures:

- a) **Frequency of Meetings.** The Committees, shall meet four times annually or more frequently as circumstances dictate. Regular meetings of the Committee shall be held in accordance with a schedule prepared by the Corporate Secretary in consultation with the Board Chairperson and Committee Chairpersons. Additional meetings of the Committee may be called at any time by the Committee Chairperson, upon the request of any Director or, in the case of the Audit Committee, at the request of the Corporation’s external auditor.
- b) **Notice of Meetings.** Unless waived by all Directors of the Committee, notice of the time and place of each meeting of the Committee shall be given to each Director not less than 48 hours before the time when the meeting is to be held. Notwithstanding the foregoing, in the event that the Board or the Committee fixes by resolution the time and place of one or more meetings of the Committee and a copy of such resolution is sent to each Director, no notice shall be required to be given to the Directors for the meetings so fixed.
- c) **Meeting Agendas.** Committee meeting agendas shall be prepared by the Corporate Secretary in consultation with the Committee Chairperson, the President & CEO and the officer appointed by the President & CEO to be the executive sponsor and support for the Committee (in addition to the Corporate Secretary), in all cases having regard to the matters required to be considered by the Committee under the Committee’s Charter and/or requested by the Board or the Committee.
- d) **Meeting Materials.** Materials for the Committee meetings shall be provided to the Committee 7 days in advance of the Committee meetings.
- e) **Transaction of Business.** The powers of the Committee may be exercised at a meeting of the Committee at which a quorum is present or by resolution in writing signed by all of the Directors who would have been entitled to vote on that resolution at a meeting of the Committee.
- f) **Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business at all meetings of the Committee.
- g) **Meetings by Telephone or Electronic Means.** If all of the Directors present at or participating in a meeting consent, then any Director may participate in such meeting by means of telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate simultaneously and instantaneously.
- h) **Votes to Govern.** At all meetings of the Committee, any question shall be decided by a majority of the votes cast on the question and in the case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.

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.

- i) **Attendance by Other Directors.** Only Committee Members shall attend Committee Meetings, unless otherwise invited by the Committee Chairperson or in connection with such director's onboarding. Any such participation is as a non-voting participant.
- j) **Secretary of Meetings.** Unless the Committee otherwise specifies, the Corporate Secretary or, in their absence, the Assistant Corporate Secretary shall act as Secretary of all meetings of the Committee.
- k) **Chairperson of Meetings.** The Committee Chairperson shall act as Chairperson of all meetings of the Committee at which the Committee Chairperson is present. In the absence of the Committee Chairperson at any meeting of the Committee, the Directors shall appoint a Member to serve as acting Chairperson at the meeting.
- l) **In-Camera Sessions.** The Committee shall hold an *in-camera* session at each meeting of the Committee, at least one should be with the President & CEO present, and at least one should be of the Committee Members only (with no Management present). In the case of the Audit Committee, the Audit Committee shall also hold separate *in-camera* sessions with the (i) the External Auditor and (ii) the Internal Auditor. The Committee shall also be entitled to meet with one or more officers or employees of the Corporation or its subsidiaries, as may be required.
- m) **Circulation of Minutes.** A copy of the minutes of each meeting of the Committee shall be provided to the Committee Chairperson within four weeks and shall be provided to any Director of the Corporation upon request.
- n) **Reports to the Board.** The Committee Chairperson shall report on the matters considered at each Committee meeting to the next-following regularly-scheduled meeting of the Board.
- o) **Term of Office.** Each appointed Member of the Committee shall serve at the pleasure of the Board.
- p) **Charter Review.** Each Committee will review its Charter at a minimum of every two years, or sooner as may be required, and assess its effectiveness in meeting the needs of the Board of Directors to ensure that they continue to be appropriate and, as deemed necessary, make recommendations to the ESG Committee for improvements.
- q) **Retention of External Advisors.** To assist the Committee in discharging its responsibilities, the Committee is authorized to:
 - i) engage independent counsel and other advisors as it determines necessary to carry out its duties;
 - ii) set and pay, at the expense of the Corporation, the compensation for any advisors engaged by the Committee, in consultation with the Audit Committee who oversees the Board of Directors' Budget; and
 - iii) communicate directly and privately with any advisor engaged by the Committee.

Effective: February 2025
Date of Next Review: November 2026