

POSITION DESCRIPTION FOR THE COMMITTEE CHAIRPERSON¹

PUROLATOR HOLDINGS LTD.

1) Basic Function

The primary responsibility of the Chairperson of each Committee (a “Committee”) of the Board of Directors (“Board”) of the Corporation is to provide leadership to the Committee and enhance the Committee’s effectiveness. Committee Chairpersons are elected by the Board. Committee Chairpersons leads the Committee in meeting its responsibilities as per their respective Charters, by giving strong guidance in areas such as strategic and risk oversight, compliance, and policy development and ensuring the Committee takes the Corporation’s vision, values, and long-term strategy into account in its deliberations and decisions, advice to Management, and recommendations to the Board. The Committee Chairperson assists in clearly delineating Board and Management responsibilities and helps maintain the delicate but essential balance in the Committee-Management team effort.

This position description should be read together with the Charter of the respective Committee.

2) Responsibilities

The Committee Chairperson shall:

- a) work closely with the Board Chairperson to ensure that the work of the Committee interfaces well with the Corporation’s broader governance framework and operates within policies established by the Board;
- b) develop Committee agendas along with the President & CEO, Committee Management and the Corporate Secretary that deliver the Committee’s Mandate;
- c) work with the Committee Management and Corporate Secretary to ensure that the Committee is provided with the information it needs to fulfill its responsibilities as set out in the Charter;
- d) chair all meetings of the Committee, ensuring that all agendas are completed, required motions and actions taken, and that sufficient discussion takes place between the Committee and Management to ensure matters before the Committee are dealt with knowledgeably;
- e) report to the Board on matters considered by the Committee, its activities and compliance with the Committee’s Charter;
- f) consult with Management and the Committee on any concerns either may have with respect to their interrelationship or any other matter;
- g) pursue personal and Committee development initiatives. This includes training and development opportunities to enhance Chairperson and oversight skills, keeping abreast of Committee leading practices, and making recommendations on changes or improvements to the work of the Committee, its Charter and practices;

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.

- h) foster a Committee environment that is positive, respectful, and inclusive where discussions, debates and decision-making lead to desirable outcomes;
- i) provide leadership to the Committee by becoming acquainted with each Director's skills, abilities, perspectives, and interests, and provide advice, and feedback to enhance overall Committee effectiveness;
- j) ensure the Committee meets in-camera at each meeting of the Committee with the President & CEO, other individuals as deemed necessary by the Committee or required by the Committee's Charter, and without members of Management present;
- k) attend Committee Chairperson forums with the Board Chairperson as required;
- l) engage actively in Committee succession planning by identifying and developing potential Committee Chairperson successors, including mentoring and recommending training initiatives; and,
- m) perform such other functions and duties as may be delegated or directed to the position to ensure the effective operation of the Committee from time to time.

3) Qualifications

The Committee Chairperson shall:

- a) have the willingness and ability to devote the necessary time to the role;
- b) possess a broad vision for the Committee's role;
- c) be independent-minded;
- d) have leadership qualities, including commitment to building effective relations between the Committee and Management;
- e) endeavour to secure the participation of all Committee members in deliberations and to bring diverse opinions to a satisfactory point of mutual agreement, without impeding the progress of the Corporation;
- f) ability to, in a tactful way, help each Director of the Committee increase their knowledge, skills, and effectiveness as a member of the Committee;
- g) possess an in-depth understanding of the vision, values, strategy and business of the Corporation;
- h) have a comprehensive understanding of the Corporation's governance policies and processes and legislative and regulatory environment; and,
- i) have the requisite knowledge and experience of the Committee's various responsibilities.