



GOVERNANCE COMMITTEE CHARTER

1. ESTABLISHMENT

The Board of Directors (the “Board”) of Purolator Holdings Ltd. (the “Corporation”) has established and hereby continues the existence of a committee of the Board known as the Governance Committee (the “Committee”).

2. DUTIES

The Committee is hereby directed and empowered by the Board to fulfill the following duties:

A. Corporate Governance.

- (a) **Board Mandate.** Recommend to the Board for approval a mandate for the Board.
- (b) **Committee Charters.** Recommend to the Board for approval a charter for each committee of the Board.
- (c) **Committee Procedures.** Recommend to the Board for approval operating procedures that govern the conduct of the committees of the Board.
- (d) **Position Descriptions.** Recommend to the Board for approval a position description for the directors of the Corporation and each of the Board Chair, the President and Chief Executive Officer, and the Corporate Secretary.
- (e) **Board Effectiveness.** Review and approve (i) the process for assessing the effectiveness of the Board and its committees, the Board Chair and the Committee Chairs of the Corporation, and (ii) the feedback received from the assessment process.
- (f) **Director Compensation and Resources.** Review the appropriateness and adequacy of:
 - (i) the form and amount of compensation paid to the directors of the Corporation;
 - (ii) the expense reimbursement policy applicable to the directors of the Corporation;
 - (iii) the orientation offered to new directors of the Corporation;
 - (iv) the continuing education opportunities available to the directors of the Corporation; and
 - (v) the professional advice available to the directors of the Corporation to enable them to fulfill their duties.

- (g) **Delegation of Authority.** Recommend to the Board for approval a delegation of authority policy that defines the limits of the President and Chief Executive Officer's powers and authority in managing the business and affairs of the Corporation and its subsidiaries.
 - (h) **Code of Conduct.** Recommend to the Board for approval a code of business conduct and ethics applicable to all of the directors, officers and employees of the Corporation and its subsidiaries.
 - (i) **Certification Process.** Review the process employed to confirm compliance by the directors, officers and managers of the Corporation and its subsidiaries with the Corporation's code of business conduct and ethics.
 - (j) **Governance Statement.** Review the Corporation's published corporate governance statement.
 - (k) **Governance Developments.** Review developments in the area of corporate governance.
- B. Other Duties.** Without limiting any of the duties set out above, the Committee shall perform such other duties as from time to time are assigned to the Committee by the Board.

Effective January 1, 2017