



ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE CHARTER

PUROLATOR HOLDINGS LTD.

1. ESTABLISHMENT

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

2. PURPOSE

The purpose of the ESG Committee is to provide strategic oversight and guidance on environmental, social and governance (“ESG”) issues, ensuring alignment with corporate objectives, risk management frameworks, and regulatory compliance of Purolator Inc. and its subsidiaries (collectively, the “**Corporation**”) that may pose risks or opportunities to the Corporation.

3. DUTIES

The Committee is hereby directed and empowered by the Board to provide guidance on the Corporation’s ESG programs, strategies and annual reporting, and to provide oversight in respect of material ESG factors affecting the Corporation, by fulfilling the following duties:

A. Environmental

- (a) Review the Corporation’s short- and long-term decarbonization objectives and reporting frameworks.
- (b) Ensure the Corporation has a robust environmental compliance framework, inclusive of corporate-level policies and reporting thresholds, in place that aligns with industry standards, complies with laws, and support the Corporation’s sustainability goals.
- (c) Review the Corporation’s decarbonization performance, including progress towards its sustainability targets, and approve the Corporation’s Annual Sustainability Report, ensuring it aligns with stakeholder expectations and regulatory requirements.
- (d) Monitor current and emerging sustainability and climate-related standards, trends, risks, best practices and regulatory developments that may affect the Corporation.

B. Social

- (a) Review the Corporation’s Diversity, Equity, Inclusion and Belonging (“DEIB”) strategic plan, objectives in relation to the Corporation’s overarching ESG strategy.
- (b) Review the Corporation’s community investment objectives in relation to the Corporation’s overarching ESG strategy.
- (c) Monitor developments and relevant stakeholder engagement related to social issues, including DEIB, and provide guidance on risks and opportunities.

C. Governance

- (a) **Board Mandate.** At least every two (2) years, review and recommend to the Board for approval a mandate for the Board including recommending to the Board an appropriate governance model to discharge the Board’s obligations as steward of the Corporation’s ESG strategy.
- (b) **Committee Charters.** At least every two (2) years, review and recommend to the Board for approval a charter for each committee of the Board, including but not limited to, those committees with defined ESG oversight responsibilities.

- (c) **Committee Procedures.** At least every two (2) years, review and recommend to the Board for approval operating procedures that govern the conduct of the committees of the Board, including the frequency of meetings, record-keeping and reporting to the Board.
- (d) **Position Descriptions.** At least every two (2) years, review and recommend to the Board for approval a position description for the directors of the Corporation and each of the Board Chairperson, Committee Chairperson, the President & CEO, and the Corporate Secretary.
- (e) **Board Effectiveness.** At least every two (2) years, review and approve (i) the process for assessing the effectiveness of the Board and its committees, the Board Chairperson and the Committee Chairpersons of the Corporation, and (ii) the feedback received from the assessment process.
- (f) **Board Succession Planning.** Review the framework for Board succession planning and renewal to ensure the stability, continuity and effectiveness of the Board and Board leadership positions.
- (g) **Director Skills Matrix:** Review and recommend the Board Skills Matrix to define the optimal competencies and skills of individual board members as well as optimal characteristics of the Board (reflective of its current and future needs in consideration of the Corporation’s strategy, risk profile, regulatory requirements, Board responsibilities, diverse perspectives, and Board leadership succession) and proactively communicate the needed skills of the Board and its directors to the shareholders for consideration in the annual director nomination and election process.
- (h) **Board Training and Education:** Review the appropriateness and adequacy of the orientation program for new directors and continuing education and development opportunities available to Board members, including provision of additional ESG-related education and professional advice.
- (i) **Director Recruitment.** When required, strike a Nominating sub-committee and recommend to the Board for nomination new directors of the Corporation, taking into account the skills matrix and other considerations all in accordance with the Board Succession Planning Framework.
- (j) **Director Compensation.** Review the appropriateness and adequacy of:
 - (i) the form and amount of compensation paid to the directors of the Corporation; and
 - (ii) the expense reimbursement policy applicable to the directors of the Corporation.
- (k) **Delegation of Authority.** Recommend to the Board for approval a delegation of authority policy that defines the limits of the President & CEO’s powers and authority in managing the business and affairs of the Corporation and its subsidiaries.
- (l) **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 consider application to contractors, suppliers and other third parties, as appropriate.
- (m) **Certification Process.** Review the process employed to confirm compliance by the directors, officers and employees of the Corporation with the Corporation’s code of business conduct and ethics.
- (n) **Governance Statement.** Review the Corporation’s published corporate governance statement.
- (o) **Governance Developments.** Monitor developments in the area of corporate governance, including emerging corporate governance-related risks and/or opportunities that may affect the Corporation.

D. General Counsel and Corporate Secretary Oversight

- (a) **Appointment and Removal.** Recommend to the Board for approval (i) the appointment of the General Counsel and Corporate Secretary of the Corporation, and (ii) the removal of the General Counsel and Corporate Secretary of the Corporation.
- (b) **Performance.** Review periodically with the President & CEO the performance of the General Counsel and

Corporate Secretary.

E. Other Duties.

- a) Without limiting any of the duties set out above, the ESG Committee shall perform such other duties as from time to time are assigned to the ESG Committee by the Board.

Effective November 2025
Date of Next Review: November 2027