

Role Description of the Vice Chair of the Board of Directors

1. PURPOSE

- (1) The primary function of the Vice Chair of the Board of Directors is to ensure that there is a designated director to conduct the duties of the Executive Chair from time to time should the Executive Chair be unable or unwilling to conduct his or her duties as Executive Chair and as such to facilitate the operations and deliberations of the Board.

2. GENERAL

- (1) **Appointment and Removal of the Vice Chair of the Board** — The Vice Chair of the Board shall be appointed annually by the members of the Board at the first meeting of the Board after each annual general meeting of the shareholders of Corus or between annual general meetings upon the resignation, death, disqualification or removal of the Vice Chair. The Vice Chair shall serve at the pleasure of the Board, or until the earlier of the close of the next annual general meeting, the death of the Vice Chair or the resignation, disqualification or removal of the Vice Chair from the Board.
- (2) **Access to Management and Outside Advisors** — The Vice Chair shall have access as required to management and employees of Corus and access to outside advisors as approved in advance by the Executive Chair of the Board.

3. FUNCTIONS AND RESPONSIBILITIES

The Vice Chair shall perform the functions and have the responsibilities set out below as well as undertaking any other matters that are specifically delegated to the Vice Chair by the Board.

- (1) **Chair Board Meetings and the Annual General Meeting** — The Vice Chair shall, if the Executive Chair is absent or unwilling to do so, chair Board meetings, any annual general meetings and any other special meetings of the shareholders.
- (2) **Board and Committee Meetings** — The Vice Chair shall be provided with the agenda of each meeting of the Board and any Committee thereof together with any related background information.
- (3) **Duties and Responsibilities of the Executive Chair** — The Vice Chair shall have the power and authority and is to carry out all of the duties and responsibilities of the Executive Chair to the extent the Executive Chair is unable or unwilling to do so as evidenced by the direction of the Executive Chair, the absence of the Executive Chair or medical evidence confirming the inability of the Executive Chair to carry out his or her duties.
- (4) **Other Duties** — The Vice Chair shall undertake those duties of the Executive Chair as may be assigned to the Vice Chair at the discretion of the Executive Chair from time to time.

4. VOTING

- (1) The Vice Chair may vote at a Board meeting, when acting in the place of the Executive Chair, on any matter requiring a vote and in such circumstance shall provide a second vote in the case of a tie vote. At all other times the Vice Chair shall have a regular vote when attending a Board meeting in his or her capacity as a Director.

5. REPORTING TO THE BOARD

- (1) The Vice Chair shall report to the Board on material matters arising in undertaking his or her functions and responsibilities under this Role Description and, if necessary, shall make recommendations to the Board for its approval on such matters.

Reviewed and approved this 21st day of July, 2020.

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