



Lead Director Job Description

The Board will appoint a Lead Director in circumstances in which the Chair of the Board is not considered independent under applicable laws in order to provide independent leadership, as required, to the Board and for the other purposes set forth below.

If a Lead Director is required, the Corporate Governance Committee and Compensation and Nominating Committee will recommend a candidate for the position of Lead Director from amongst the independent members of the Board. The Board will be responsible for appointing the Lead Director and approving the Lead Director's remuneration.

The Lead Director will serve at the pleasure of the Board.

The Lead Director will provide as required, independent leadership to the Board and will facilitate as required the functioning of the Board independently of the senior officers and the Chair.

The Lead Director will:

- (a) preside, in the Chair's absence, at Board meetings and the annual meeting of stockholders;
- (b) provide input to the Board Chair on the frequency, dates and locations of the meetings of the Board and on the preparation of the meeting agendas to ensure the Board efficiently carries out its duties and responsibilities;
- (c) call and chair all in camera meetings of the independent directors and apprise the Chair of the issues considered, as appropriate;
- (d) ensure that the Board acts and functions independently from management in fulfilling its fiduciary obligations;
- (e) together with the Chair and the CEO, ensure that all required matters are presented to the Board, such that the Board is able to supervise the management of the business and affairs of the Corporation;
- (f) be authorized to attend all committee meetings, as appropriate;
- (g) serve as the liaison between the independent directors and the Chair and Chief Executive Officer;
- (h) collaborate with the Compensation Committee on the annual performance evaluation of the Chair and Chief Executive Officer;



- (i) collaborate with the Corporate Governance and Nominating Committee on the performance and structure of the Board of Directors and its committees, including the performance of individual directors;

ADOPTION

This position description was adopted by the Board on: Mar. 22, 2018