



Altus Group Limited

Position Description – Chair of the Board of Directors

Purpose

The Chair of the Board of Directors (the “**Board**”) of Altus Group Limited (the “**Corporation**”) provides leadership and direction to the Board and assists the Board in fulfilling its duties effectively, efficiently and independently of senior management in accordance with the written mandate of the Board (the “**Mandate**”). The Chair’s role also exists to ensure that directors have an independent leadership contact.

Appointment and Qualification

The Chair is a director of the Corporation who is designated by the Board annually at the first meeting of the Board after a meeting of the shareholders at which directors are elected, provided that if the designation is not so made, the director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

If the Board has a chair who does not meet the criteria for independence established by the Corporation’s Categorical Standards for Determining Independence of Directors, then the Board shall also select one of the independent members of the Board to be appointed as the lead director (the “**Lead Director**”).

Roles and Responsibilities

In addition to the Chair’s responsibilities as a member of the Board and responsibilities set out in the Mandate, the Chair, in consultation with the Lead Director, if applicable, will have the following duties:

1. Leadership

- (i) providing overall leadership to enhance the effectiveness and performance of the Board, the committees of the Board, and individual directors of the Board;
- (ii) fostering ethical and responsible decision-making by the Board, the committees of the Board and individual directors, and ensuring the integrity and effectiveness of the Board’s governance role and processes;
- (iii) promoting a thorough understanding by members of the Board and senior management of the duties and responsibilities of the Board;
- (iv) recommending procedures to enhance the work of the Board and cohesiveness among the members of the Board;
- (v) ensuring that independent directors have adequate opportunities to discuss issues without senior management present;

2. Relationship with the Chief Executive Officer

- (i) acting as a liaison between the Board and the Chief Executive Officer of the Corporation;
- (ii) working with the Chief Executive Officer of the Corporation to ensure that the Board is

appropriately involved in approving the strategy and supervising senior management's progress against achieving that strategy;

- (iii) communicating to the Chief Executive Officer of the Corporation, as appropriate, the results of private discussions among independent directors;

3. Meetings

- (i) taking the principal initiative in scheduling meetings of the Board;
- (ii) organizing and presenting the agenda for Board meetings such that:
 - a. all of the responsibilities assigned to the Board under the terms of its Charter are discharged on a timely and diligent basis; and
 - b. members of the Board have input into the agendas;
- (iii) monitoring the adequacy of materials provided to the Board by senior management in connection with the Board deliberations;
- (iv) ensuring that members of the Board have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board;
- (v) presiding over meetings of the Board;
- (vi) presiding over executive meetings of the Board, its non-management directors and its independent directors;

4. Evaluation

on an annual basis, the Chair will facilitate:

- (i) the performance review and evaluation of the Board and its individual members, as well as the committees of the Board, in accordance with the Mandate; and
- (ii) the assessment and the adequacy of the Mandate and this position description, and following such review and assessment, make a recommendation to the Board with respect to any changes the Board deems appropriate; and

5. Other Duties

performing such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chair by the Board from time to time.

As approved by the Board of Directors of Altus Group Limited the Corporation on May 7, 2025.