



LAURENTIAN BANK OF CANADA

Position Description: Committee Chair

Approved by the Board of Directors on August 28, 2024

MANDATE:

The chair (a **Committee Chair**) of any committee, sub-committee or special committee (a **Committee**) of the Board of Directors (the **Board**) of Laurentian Bank of Canada (the **Bank**) is responsible for the management, development and effective performance of that Committee and provides the leadership necessary to carry out that Committee's mandate.

This position description will be reviewed as required and, in any event, at least annually.

DUTIES AND RESPONSIBILITIES:

As an independent member of the Board, a Committee Chair ensures the effective performance of that Committee in performing its important support and reporting role for the Board, allowing it to further the best interests of the Bank.

In fulfilling its duties, the Committee Chair is mindful of the importance of environmental (including climate), social and governance (**ESG**) principles adopted and managed by the Bank.

A Committee Chair will:

1. Provide leadership to that Committee and preside over its meetings in good order and standing, in accordance with the By-Laws of the Bank and governance policies;
2. Ensure the proper structure, composition and responsibilities of that Committee;
3. Ensure that Committee efficiently discharges its duties with diligence and in good faith;
4. Ensure meeting agendas of that Committee are adequately prepared, meeting procedure is properly adhered to and that important issues are discussed during the meeting;
5. Ensure proper flow of information to and from that Committee, reviewing adequacy and timing of documentary materials and reports;
6. Direct discussions of that Committee by fostering open, respectful, focused and efficient exchanges;
7. Oversee the continuous training of Committee members with a view to ensure relevant and targeted content;
8. Act as liaison between that Committee and the Board, including reporting to the Board on the activities of that Committee; and
9. Carry out any other duties requested by that Committee or the Board, as needs and circumstances arise.