

APPENDIX K – CHAIR AND CEO REVIEW

1. CEO REVIEW PROCESS

- 1.1 The following documents constitute the parameters against which a review of the performance of the CEO takes place:
- (a) the position description for the CEO, which is found in Appendix C;
 - (b) the strategic plan;
 - (c) the annual corporate priorities, budget and business plan;
 - (d) the corporate scorecard;
 - (e) the performance, progression and development of the ELT, including the robustness of the succession plan process; and
 - (f) any specific strategic initiatives and goals agreed to with the Board but not included in the above material.
- 1.2 The People, Culture and Compensation Committee (“PCCC”) will evaluate the performance of the CEO (as an executive and as a director on the Board) using the relevant parameters outlined above and the performance management tools that are in place to evaluate the performance of the Company’s employees, and in particular, the Amazing People Performance Development (APPD) framework, measuring the CEO’s results against goals (WHAT you do) and values (HOW you do it), while taking into account other strategic considerations. In addition, the PCCC also assesses the CEO’s retention value (to determine the LTI grant level).
- 1.3 Every director will be encouraged to provide their own assessment of the CEO’s performance (as an executive and as a director on the Board). The Chair of the PCCC will provide a format for director input with respect to the CEO. The directors’ assessment of the CEO will be consolidated by the Chair of the PCCC with the assistance of the external compensation consultant, if necessary, and presented to the PCCC. The Chair of the PCCC will subsequently discuss the assessment with the CEO.
- 1.4 The Chair of the PCCC will report to the directors the results of their discussions with the CEO.

2. CHAIR REVIEW PROCESS

- 2.1 The following documents constitute the parameters against which a review of the Chair takes place:
- (a) the position description for the Chair, which is found in Appendix C; and
 - (b) any specific goals agreed to with the Board but not included in the Chair’s position description.
- 2.2 The Corporate Governance Committee will review the Chair’s performance through its Director Evaluation Process. See Appendix L – Board and Director Evaluation Process.

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- 2.3 The directors' assessment of the Chair will be consolidated by the chair of the Corporate Governance Committee, with the Chief Legal and Governance Officer's assistance, and presented to the Corporate Governance Committee.
- 2.4 All directors will have an opportunity to comment on the above assessment and the report will be discussed with the Chair.
- 2.5 The chair of the Corporate Governance Committee will report to the directors the results of their discussions with the Chair.