

Role and Responsibilities of the Chairman of the Board and Chief Executive Officer

Chairman of the Board and Chief Executive Officer

The Chief Executive Officer shall also act as Chairman of the Board.

1. As **Chairman of the Board**, he shall have, among others, the following responsibilities:
 - Planning the meetings of the Board and its committees, establishing the agenda of these meetings and coordinating the activities of the Corporate Secretary as regards to the affairs of the Board and its committees;
 - Chairing all of the meetings of the Board, ensuring the proper and efficient conduct thereof, ensuring that all members are able to express their opinions on the topics being discussed and making sure that the decisions made by the Board are clear;
 - Ensuring that all strategically important issues are communicated to the Board for approval and that the Board receives the information, reports, documents it needs to allow its members to fully assume their role;
 - Following up on the implementation of decisions made by the Board;
 - Ensuring that all policies of the Board relating to compliance with regulations as well as ethics and conduct standards are communicated to all interested parties;
 - Receiving any complaint respecting breaches of the Code of Ethics on the part of the independent directors and bringing these to the attention of the Board in order that the matter may be dealt with appropriately;
 - Receiving any complaint respecting breaches of the Code of Ethics on the part of the officers and employees and bringing these to the attention of the Board in order that the matter may be dealt with appropriately;
 - Ensuring that appropriate relations are maintained with shareholders, employees, the financial community, governments and the general public;
 - Ensuring that the Board and each of its committee respect their respective mandates (or charters).

2. As **Chief Executive Officer**, he shall have, among others, the following responsibilities:
- Supervising the management team and employees of the Corporation;
 - In collaboration with the management team, preparing strategic plans and budgets, financial statements and any other information respecting the affairs of the Corporation that must periodically be submitted to the Board for approval or auditing;
 - Ensuring the daily management and execution of the strategic plan of the Corporation as well as implementing the decisions, guidelines and policies of the Board;
 - Ensuring the efficient use of resources available to the Corporation to achieve its strategic objectives, including its objectives in terms of growth and short-term and long-term profitability;
 - Representing the Corporation before the principal interested parties: employees, shareholders, financial community, governments and general public;
 - Receiving any complaint respecting breaches of the Code of Ethics on the part of the officers and employees and bringing these to the attention of the Board in order that the matter may be dealt with appropriately.

The **Chairman of the Board and Chief Executive Officer** shall report to the Board and the shareholders in matters relating to his mandate.

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