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**GROUPE DYNAMITE INC.**

**(THE “CORPORATION”)**

**CHAIR OF THE BOARD OF DIRECTORS**

**POSITION DESCRIPTION**

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Adopted by the Board of Directors of the Corporation on November 7, 2024

## **GROUPE DYNAMITE INC.**

### **POSITION DESCRIPTION**

#### **CHAIR OF THE BOARD OF DIRECTORS**

## **1 GENERAL**

### **1.1 Purpose**

This position description describes the appointment, role and responsibilities of the chair (the “**Chair**”) of the board of directors (the “**Board**”) of Groupe Dynamite Inc. (the “**Corporation**”).

### **1.2 Articles, By-Laws, Applicable Laws and Investor Rights Agreement**

This position description is subject to and shall be interpreted in a manner consistent with the articles and by-laws of the Corporation, the *Canada Business Corporations Act*, and any other applicable legislation.

This position description may be subject to an investor rights agreements or similar agreement existing between the Corporation and one or more of its shareholders (the “**Investor Rights Agreement**”). Certain of the provisions of this position description may be modified or superseded by the provisions of the Investor Rights Agreement. In the event of a conflict between this position description and the Investor Rights Agreement, the Investor Rights Agreement shall prevail.

### **1.3 Board Charter**

This position description should be read together with the charter of the Board (the “**Charter**”), as the Charter may be amended from time to time.

## **2 OFFICE OF THE CHAIR**

### **2.1 Appointment**

- (a) The Chair shall be appointed by the Board, unless an Investor Rights Agreement is in force and effect, in which case the Chair shall be appointed in accordance with the Investor Rights Agreement.
- (b) The Chair shall cease to hold office upon:
  - (i) delivering a written resignation to the Corporation (or at such later date as may be specified in the resignation);
  - (ii) being removed from office by an ordinary resolution of the Board;
  - (iii) ceasing to be a director of the Corporation (a “**Director**”); or

- (iv) his or her death.

## **2.2 Qualifications**

Unless a lead director (the “Lead Director”) of the Board has been appointed, the Chair shall be an independent Director.

## **2.3 Term**

The appointment of the Chair shall take place annually at the first meeting of the Board after a meeting of the shareholders of the Corporation at which Directors are elected; provided, however, that if the appointment of the Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

## **2.4 Remuneration**

The Chair shall receive such remuneration as the Board may determine from time to time, in consultation with the human resources and compensation committee of the Board.

# **3 RESPONSIBILITIES OF THE BOARD CHAIR**

## **3.1 Board Leadership**

The Chair shall provide leadership to the Directors with a view of enabling the Board to discharge its duties and responsibilities as set out in the Charter, including by promoting:

- (a) a thorough understanding of:
  - (i) the duties and responsibilities of the Board, its committees and individual Directors; and
  - (ii) the delineation of the role of the Board and the role of management of the Corporation;
- (b) open and constructive discussions between the Directors; and
- (c) effective decision-making by the Board.

## **3.2 Liaison between the Directors and Management**

The Chair shall be the liaison between the Directors and management of the Corporation, by promoting open and constructive discussions between them.

## **3.3 Flow of Information**

The Chair shall promote the proper flow of information to the Directors to keep them fully apprised of all relevant matters.

### **3.4 Meetings of the Directors**

In connection with the meetings of the Directors, the Chair shall be responsible for:

- (a) scheduling the meetings of the Board and coordinating the scheduling of the meetings of the committees of the Board with the Chair of each such committee;
- (b) consulting with the Lead Director in fixing the agenda and determining materials for meetings of the Board and organizing same;
- (c) presenting the agenda for the meetings of the Board based on input from the other Directors;
- (d) monitoring the adequacy of the materials provided to the Directors by management of the Corporation in connection with the deliberations of the Board;
- (e) ensuring that the Directors have sufficient time to review the materials provided to them in order to fully consider the business that comes before the Board;
- (f) presiding over the meetings of the Board, other than in circumstances where the Lead Director has (or may be perceived to have) a conflict of interest with respect to matters to be acted upon; and
- (g) presiding over the *in camera* sessions of the non-management Directors and, except when a Lead Director has been appointed, the independent Directors.

### **3.5 Meetings of the Shareholders**

The Chair shall preside over the meetings of the shareholders of the Corporation.

### **3.6 Other Responsibilities**

The Chair shall perform such other functions:

- (a) as may be ancillary to the duties and responsibilities described above; and
- (b) as may be delegated to the Chair by the Directors from time to time.

Adopted by the Board of Directors of the Corporation on November 7, 2024.