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**GARAGE**

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**GROUPE DYNAMITE INC.**

(THE “CORPORATION”)

**LEAD DIRECTOR**

**POSITION DESCRIPTION**

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

**GROUPE DYNAMITE INC.**

**POSITION DESCRIPTION**

**LEAD DIRECTOR**

**1 GENERAL**

**1.1 Purpose**

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

**1.2 Articles, By-Laws and Applicable Laws**

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.

**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 LEAD DIRECTOR**

**2.1 Appointment**

- (a) The Lead Director shall be appointed by the Board from among the independent directors of the Corporation (the “**Independent Directors**”).
- (b) The Lead Director 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 an Independent Director; or
  - (iv) his or her death.

**2.2 Term**

Where the chair of the Board (the “**Board Chair**”) is not to be an Independent Director, the appointment of the Lead Director 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 Lead Director is not so made,

the Independent Director who is then serving as Lead Director shall continue as Lead Director until his or her successor is appointed.

### **2.3 Remuneration**

The Lead Director shall receive such remuneration as the Board may determine from time to time, in consultation with the compensation committee of the Board.

## **3 RESPONSIBILITIES OF THE LEAD DIRECTOR**

### **3.1 Independent Leadership**

The Lead Director shall facilitate the functioning of the Board independent of management and the Board Chair, shall serve as an independent leadership contact for directors of the Corporation (the “**Directors**”) and senior executives, and shall assist in maintaining and enhancing the quality of the Corporation’s corporate governance by ensuring that the responsibilities of the Board are well understood and respected by both the Directors and senior executives.

### **3.2 Powers and Responsibilities**

In addition to the authority and responsibilities applicable to all other Directors, the Lead Director’s powers and responsibilities shall include the following:

#### **(a) General Governance and Oversight**

- (i) ensuring that the Board functions independently of management;
- (ii) providing leadership to the Board in circumstances where the Board Chair or any other Director has (or may be perceived to have) a conflict of interest;
- (iii) ensuring that the Independent Directors are alert to their obligations and responsibilities and fully discharge their duties as Independent Directors;

#### **(b) Meetings**

- (i) presiding over meetings of the Independent Directors or at *in camera* sessions of the Independent Directors;
- (ii) presiding over meetings of the Board when the Board Chair is absent or in circumstances where the Board Chair has (or may be perceived to have) a conflict of interest with respect to matters to be acted upon;
- (iii) consulting with the Board Chair in fixing the agenda and determining materials for meetings of the Board and, at his or her discretion, adding additional items to the agenda and/or meeting materials for such meetings;

#### **(c) Engagement with the Chair**

- (i) facilitating communication between the Independent Directors and the Board Chair;
  - (ii) debriefing the Board Chair on decisions reached at meetings of Independent Directors or at *in camera* sessions of the Independent Directors;
  - (iii) between Board meetings, acting as a liaison between the Independent Directors, the Board Chair, and management of the Corporation;
- (d) Communication with Shareholders and External Groups**
- (i) where appropriate, and in coordination with the Board Chair and the Chief Executive Officer of the Corporation, assisting in representing the Corporation to external groups such as shareholders, creditors, consumer groups, suppliers, local communities and federal, provincial and local governments;
- (e) Other Powers and Responsibilities**
- (i) where appropriate, retaining independent advisors on behalf of the Board or the Independent Directors;
  - (ii) carrying out such other duties as requested by the Board or the Independent Directors, from time to time, depending on need and circumstance;
  - (iii) performing such other functions as may be ancillary to the duties and responsibilities described above and performing such other functions; and
  - (iv) performing such other functions as may be delegated to the Lead Director by the Directors from time to time.

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