

# Chair of the Human Resources Committee

## POSITION DESCRIPTION



### 1. General

#### 1.1. Purpose

This position description describes the appointment, role and responsibilities of the chair (the “**Chair**”) of the human resources committee (the “**Human Resources Committee**”) of the board of directors (the “**Board**”) of AutoCanada 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. Human Resources Committee Charter

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

### 2. Human Resources Committee Chair

#### 2.1. Appointment

The Board shall appoint the Chair from the members of the Human Resources Committee.

#### 2.2. 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.

#### 2.3. Remuneration

The Chair shall receive such remuneration as the Board may determine from time to time, as recommended by the Governance and Nominating Committee.

### 3. Responsibilities of the Chair of the Audit Committee

#### 3.1. Human Resources Committee Leadership

The Chair shall provide leadership to the members of the Human Resources Committee with a view of enabling the Human Resources Committee 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 Human Resources Committee; and

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- ii. the relationship between the Human Resources Committee and each of the Corporation's management and any compensation consultant or other advisor retained by the Human Resources Committee;
- b) open and constructive discussions between the members of the Human Resources Committee; and
- c) effective decision-making by the Human Resources Committee.

### 3.2. Human Resources Committee Liaison

The Chair shall be the liaison between the Human Resources Committee and each of the Board, other committees of the Board and the Corporation's management, and any compensation consultant or other advisor retained by the Human Resources Committee, promoting open and constructive discussions between them.

### 3.3. Flow of Information

The Chair shall promote the proper flow of information to the members of the Human Resources Committee to keep fully apprised of all relevant matters.

### 3.4. Meetings of the Audit Committee

In connection with the meetings of the Human Resources Committee, the Chair shall be responsible for:

- a) scheduling the meetings of the Human Resources Committee and establishing the frequency of such meetings;
- b) organizing and presenting the agenda for the meetings of the Human Resources Committee based on input from the other members of the Human Resources Committee and the Corporation's management;
- c) monitoring the adequacy of the materials provided to the members of the Human Resources Committee by management of the Corporation in connection with the deliberations of the Human Resources Committee;
- d) ensuring that the members of the Human Resources Committee have sufficient time to review the materials provided to them and to fully consider the business that comes before the Human Resources Committee; and
- e) presiding over the meetings of the Human Resources Committee.

### 3.5. 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 Human Resources Committee or the Board from time to time.

**Approved by the Board of Directors of the Corporation on March 6, 2024.**