

Lead Director

POSITION DESCRIPTION



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

OFFICE OF THE LEAD DIRECTOR

The Board shall appoint a Lead Director for as long as the Executive Chair of the Board (the “**Executive Chair**”) is not independent (as independence is defined in National Instrument 52-110 – *Audit Committees*). The Governance and Nominating Committee of the Board (the “**Governance and Nominating Committee**”) shall be responsible for recommending a director for the position of Lead Director from among the independent members of the Board. The Board shall be responsible for approving and appointing the Lead Director.

APPOINTMENT

The appointment of the Lead Director shall take place annually, and the Lead Director shall hold office at the pleasure of the Board, provided that if the appointment of the Lead Director is not so made, the director who is then serving as Lead Director shall continue as Lead Director until his or her successor is appointed. If there is a vacancy in such office, the Chair of the Governance and Nominating Committee, or if such office is also vacant, then the Chair of the Audit Committee of the Company shall fill the vacancy until such time as it is filled by the Board.

MANDATE

The primary function of the Lead Director is to facilitate the functioning of the Board independent of management of the Company and the Executive Chair, to serve as an independent leadership contact for directors and management of the Company and to assist in maintaining and enhancing the quality of the Company’s corporate governance.

AUTHORITY AND RESPONSIBILITIES

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

Leadership and Governance

1. Work collaboratively with the Executive Chair with respect to Board governance and Board processes.
2. Provide leadership to ensure the Board functions independently of management of the Company and other non-independent directors.
3. Ensure the Board works in an open and productive manner with management of the Company and receives appropriate and timely information, materials and reports from management of the Company.
4. Review conflict of interest issues with respect to members of the Board as they arise.
5. Ensure that the Board, committees of the Board, individual directors and senior management of the Company understand and discharge their duties and obligations in accordance with the Company’s governance practices.

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Meetings

6. Consult with the Executive Chair in setting the agenda for Board meetings; the Lead Director may add items to the agenda in his or her discretion.
7. Determine, in consultation with the Executive Chair and management, the advisors, consultants, management personnel and other individuals to be invited to participate in each meeting (or portions thereof).
8. Provide input on Board meeting schedules to ensure that there is sufficient time for discussion of all agenda items.
9. Work with the Executive Chair to ensure that Board meetings provide an adequate opportunity for serious discussion of appropriate issues and that appropriate meeting materials are made available to Board members on a timely basis.
10. Preside over Board meetings when the Executive Chair is absent or in circumstances where the Executive Chair is (or may be perceived to be) conflicted.
11. Engage with other independent directors to identify matters for discussion during *in camera* sessions of the independent directors.
12. Preside over regular *in camera* sessions of the independent directors or meetings of independent directors.
13. Call, where necessary, the holding of special meetings of the Board or independent directors, with appropriate notice, and establish the agenda for such meetings in consultation with the other outside or independent directors, as applicable.

Communication with the Executive Chair and Management

14. Act as a liaison between the Executive Chair and the independent directors.
15. Debrief the Executive Chair on decisions reached and suggestions made at meetings of independent directors or during *in camera* sessions.
16. Consult and meet with any or all of the independent directors, with or without the attendance of the Executive Chair, and represent such directors, where necessary, in discussions with management of the Company on corporate governance issues and other matters.
17. Work with the Executive Chair and management of the Company to ensure that the Board is provided with the resources, including external advisers and consultants to the Board as considered appropriate, to permit it to carry out its responsibilities; retain independent advisors on behalf of the Board as the Board or independent directors may deem necessary or appropriate.
18. Engage with the Executive Chair between Board meetings and assist with informing or engaging with independent directors, as appropriate.

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REVIEW

The Governance and Nominating Committee will review this position description periodically and recommend to the Board any amendments that it considers appropriate. The Board shall be responsible for approving any amendments.

Adopted by the Board on March 6, 2024.