

# Chair

## POSITION DESCRIPTION



This position description describes the role and responsibilities for the Chair of AutoCanada Inc. (the “**Company**”). The Chair shall be an independent director and shall be appointed by the Board following a recommendation of the Governance and Nominating Committee.

### MANDATE

The Chair acts as Chair of the Board and is responsible for providing leadership to the Board. Fostering a constructive working relationship between Management and the Board, the Chair is central to coordinating the flow of information between the Board and Management, facilitating the effective functioning and deliberations of the Board. This position description is subject to and shall be interpreted in a manner consistent with the Mandate of the Board of the Company, as it may be amended from time to time, the articles and by-laws of the Company, the *Canada Business Corporations Act*, and any other applicable legislation.

### REMUNERATION

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

### AUTHORITY AND RESPONSIBILITIES

The Chair's authority and responsibilities shall include the following:

#### 1. **Board Leadership Responsibilities**

- (a) Provide leadership to the Board to promote an understanding of the duties and responsibilities of the Board, its committees and individual Directors and facilitate the effective operation and deliberations of the Board.
- (b) Promote open and constructive discussions between the directors as well as effective decision-making by the Board.
- (c) Manage the boundaries between the responsibilities of the Board and Management while fostering a constructive and professional working relationship.
- (d) Ensure that the Board and Management work in an open and productive manner and that the Board receives appropriate and timely information, materials and reports from Management.
- (e) Oversee the activities of the Corporate Secretary relating to the functioning of the Board.

## POSITION DESCRIPTION

### 2. Meetings

- (a) Schedule 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) Set the agenda for Board meetings in accordance with the Board's objectives and with management's needs and priorities, and ensure there is sufficient time for discussion of all agenda items.
- (c) 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.
- (d) Attend and preside over Board meetings, except where the Chair is (or may be perceived to be) conflicted, or any portion of any such meeting which is held *in camera*.
- (e) Determine, in consultation with management, the advisors, consultants, management personnel and other individuals to be invited to participate in each meeting (or portions thereof).
- (f) Engage with other independent directors to identify matters for discussion during *in camera* sessions of the independent directors.
- (g) Preside over regular *in camera* sessions of the independent directors or meetings of independent directors.
- (h) 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.

### 3. Communication with Management

- (a) Act as a liaison between the CEO, management and the Board.
- (b) Debrief the CEO and management as required on decisions reached and suggestions made at meetings of the Board or during *in camera* sessions.
- (c) Consult and meet with any or all of the directors and represent such directors, where necessary, in discussions with management of the Company on corporate governance issues and other matters.
- (d) Work with 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.

### 4. Other Responsibilities

- (a) Actively participate in the recruitment, selection and orientation of new director nominees.

# Chair

## POSITION DESCRIPTION



- (b) Work with management to ensure that the Board is provided with the resources, including external advisors and consultants to the Board requested by the Board or any of its committees, to permit the Board or such committee to carry out its responsibilities.
- (c) Conduct and preside over all annual and special meetings of the shareholders of the Company.
- (d) The Chair shall take such steps as are reasonably required to ensure that the Board fulfills its mandate and perform such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

## 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 October 28, 2025.**