



DYNACOR GROUP INC.

ROLES AND RESPONSIBILITIES OF A COMMITTEE CHAIR

(UPDATED AUGUST 2023)

GENERAL

The chair of a committee established by the board of directors of Dynacor Group Inc. (the "**Corporation**") is responsible for the management, development and efficient performance of the committee. The chair leads and guides the committee on all aspects of its mandate and takes all reasonable measures to ensure that the committee discharges its responsibilities.

DESCRIPTION OF THE FUNCTION OF COMMITTEE CHAIR

In addition to the responsibilities of all directors of the Corporation, the chair of a committee has the following responsibilities, among others:

- preparing the agenda of committee meetings;
- chairing all committee meetings;
- planning and organizing the activities of the committee in collaboration with management, including preparing and chairing all committee meetings to ensure the quality, quantity and appropriateness of information provided to the committee;
- during committee meetings, promoting the active participation of members in the discussions, leading discussions, fostering consensus and ensuring that the decisions made are clear and duly recorded;
- ensuring that non-management committee members can discuss among themselves, without members of management being present, the activities of the Corporation that are subject to the committee's review;
- reporting to the board of directors of the Corporation the activities, decisions and recommendations of the committee and ensuring that the minutes of committee meetings are distributed; and
- upon request of the committee, discharging any other responsibility.