

EMPIRE COMPANY LIMITED

COMMITTEE CHAIR POSITION DESCRIPTION

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In addition to the duties and responsibilities set out in the Board of Directors Mandate and any other applicable mandate or position description, the responsibilities of the Committee Chair (the "Chair") shall be to:

- Attend and preside at all Committee meetings and provide leadership and direction to the Committee;
- Foster ethical and responsible decision making by the Committee and its individual members;
- Oversee the structure, composition, membership and activities delegated to the Committee;
- Work with the CEO, CFO and Corporate Secretary to organize and set the agenda for the meeting;
- Set the tone for the meetings and ensure the discussions are directed towards the agenda and/or related topics;
- With the assistance of the Corporate Secretary, ensure proper flow of information and review adequacy and timing of documentation for meetings of the Committee;
- Facilitate the Committee's interaction with management, the Board and other Committees;
- Have a casting vote in case of deadlock;
- Report to the Chairman of the Board;
- Report the business of the meeting to the Board of Directors including any discussions or recommendations; and
- Perform such other duties as may be reasonably be requested by the Committee or the Board of Directors.