



**ALTUS GROUP LIMITED**  
**(the “Corporation”)**

**POSITION DESCRIPTION - CHAIRMAN OF THE BOARD OF DIRECTORS**

The Chairman is an “independent” director who is designated by the board of directors (the “**Board**”) to assist the Board in fulfilling its duties effectively, efficiently and independent of senior management. The Chairman’s role also exists to ensure that directors have an independent leadership contact.

The designation of the Chairman shall take place annually at the first meeting of the Board after a meeting of the shareholders at which directors are elected, provided that if the designation is not so made, the director who is then serving as Chairman shall continue as Chairman until his or her successor is appointed.

**Chairman**

The responsibilities of the Chairman include:

- acting as a liaison between the Board and the Chief Executive Officer of the Corporation;
- promoting a thorough understanding by members of the Board and senior management of the duties and responsibilities of the Board;
- recommending procedures to enhance the work of the Board and cohesiveness among the member of the Board;
- working with the Chief Executive Officer of the Corporation to ensure that the Board is appropriately involved in approving the strategy and supervising senior management’s progress against achieving that strategy;
- ensuring that independent directors have adequate opportunities to discuss issues without senior management present;
- communicating to the Chief Executive Officer of the Corporation, as appropriate, the results of private discussions among independent directors;
- in connection with meetings of the Board:
  - taking the principal initiative in scheduling meetings of the Board;
  - organizing and presenting the agenda for Board meetings such that:

- all of the responsibilities assigned to the Board under the terms of its Charter are discharged on a timely and diligent basis; and
- members of the Board have input into the agendas;
- monitoring the adequacy of materials provided to the Board by senior management in connection with the Board deliberations;
- ensuring that members of the Board have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board;
- presiding over meetings of the Board;
- presiding over executive meetings of the Board, its non-management directors and its independent directors;
- on an annual basis, facilitating the annual performance review and evaluation of the Board and its members in accordance with the Charter and facilitating the assessment and the adequacy of the Charter; and
- Performing such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chairman by the Board from time to time.