

## REITMANS (CANADA) LIMITED

### POSITION DESCRIPTION – EXECUTIVE CHAIR OF THE BOARD OF DIRECTORS

#### **Mandate**

The primary functions of the Executive Chair of the Board of Directors (the “**Board**”) of Reitmans (Canada) Limited (the “**Corporation**”) is to provide leadership and direction to the Board, facilitate the operations and deliberations of the Board independent of management, satisfy the Board’s functions and responsibilities under its mandate, and assume responsibility for the matters outlined below.

Reference is made to the mandate of the Board (the “**Board Mandate**”). Capitalized terms used but not otherwise defined herein shall have the meaning ascribed thereto in the Board Mandate.

#### **Responsibilities**

In addition to the responsibilities applicable to all other Directors, the Executive Chair’s responsibilities shall include the following, as well as any other matters that are specifically delegated to the Executive Chair by the Board:

#### ***Strategic Initiatives***

1. working with the Board, the President and Chief Executive Officer and the Corporation’s senior officers to develop the strategy for the Corporation’s future growth and profitability;
2. driving overall execution of the Corporation’s key strategic initiatives, in particular, financing, investment and acquisition transactions, in collaboration with the President and Chief Executive Officer and the Corporation’s senior officers; and
3. assisting in maintaining and enhancing the quality of the Corporation’s corporate governance.

#### ***Meetings***

1. scheduling, calling and chairing Board meetings, setting the agenda for Board meetings and ultimately approving the agenda and associated materials for Board meetings;
2. ensuring that sufficient time is allotted during Board meetings for effective discussion of agenda items and key issues and concerns and fostering an environment in which Directors ask questions and express their viewpoints;
3. where the Executive Chair is an Independent Director, providing opportunities for Independent Directors to meet at each Board meeting in the absence of non-Independent Directors and presiding over any such meetings, failing which such tasks shall be entrusted to the Vice-Chair (provided that the Vice-Chair is independent) or the Lead Independent Director;

4. arranging for adequate resources to be made available to the Board to support its deliberations and taking all reasonable steps to ensure that the Board has the information and access to management necessary in order to fulfil its mandate;
5. otherwise presiding over meetings of the Board and assuming principal responsibility for the Board's operation and functioning; and
6. chairing Shareholder meetings.

### ***Leadership***

1. ensuring that Board functions are effectively carried out and, where functions have been delegated to Board committees, that the results are reported to the Board;
2. ensuring that the interests of various stakeholders are considered by the Board; and
3. taking all reasonable steps to ensure that Board decisions are implemented.

### ***Communications With and Between Independent Directors and Management***

Where the Executive Chair is an Independent Director,

1. scheduling, calling and presiding over regular in camera sessions of the Independent Directors or meetings of Independent Directors;
2. identifying, engaging with, discussing and deliberating with other Independent Directors on matters of discussion, decisions reached and suggestions made at meetings or in camera sessions of Independent Directors; and
3. facilitating communication between management and the Independent Directors on any such matters of discussion, decisions and suggestions,

failing which such tasks shall be entrusted to the Vice-Chair (provided that the Vice-Chair is independent) or the Lead Independent Director.

### ***Communications with President and Chief Executive Officer***

Where the Executive Chair is an Independent Director,

1. debriefing the President and Chief Executive Officer on decisions reached and suggestions made at meetings or during in camera sessions of Independent Directors, as appropriate;
2. facilitating communications between the Independent Directors and the President and Chief Executive Officer, including by presenting the President and Chief Executive Officer's views, concerns and issues to such Independent Directors and raising with the President and Chief Executive Officer, as appropriate, views, concerns and issues raised by such Independent Directors; and

3. engaging with the President and Chief Executive Officer between Board meetings and assisting with informing or engaging with Independent Directors, as appropriate,

failing which such tasks shall be entrusted to the Vice-Chair (provided that the Vice-Chair is independent) or the Lead Independent Director.

#### ***Communications With Shareholders***

1. being available for consultation and direct communication with shareholders and other key stakeholders, as appropriate.

#### ***Relationship with Management***

1. acting as principal liaison and independent leadership contact between the Directors and the senior officers of the Corporation and taking all reasonable steps to ensure that the expectations of the Board towards management, and the expectations of management towards the Board, are clearly expressed, understood and respected;
2. working with the senior officers of the Corporation to ensure management strategies, plans and performance are appropriately represented to the Board;
3. working with the senior officers of the Corporation to monitor progress on strategic planning and implementation;
4. in furtherance of the objectives set forth above with respect to strategic initiatives and planning, working with the senior officers of the Corporation to ensure that the priorities set by the Board are being executed to the highest possible standard;
5. as part of the nomination process for election or re-election to the Board, together with the Human Resources, Compensation and Governance Committee, engaging with each Director individually regarding the performance and functioning of the Board, its committees and other evaluation matters, as appropriate, assessing candidates for the Board and playing an instrumental role in the selection of new Directors, and inquiring as to whether any Director has concerns about the nomination of other Directors;
6. providing feedback and advice to the President and Chief Executive Officer with respect to strategies, accountability, relationships among the Board members and between the Board members and management and other issues, as appropriate;
7. in consultation with the Human Resources, Compensation and Governance Committee, providing the President and Chief Executive Officer with an annual performance evaluation; and
8. together with the President and Chief Executive Officer, conducting annual performance evaluations of the Directors and senior officers of the Corporation,

provided that the Executive Chair may elect to entrust any such tasks to the Vice-Chair or the Lead Independent Director.

***Other Powers and Responsibilities***

1. The Executive Chair shall have the authority to retain independent advisors on behalf of the Board as the Board or Independent Directors may deem necessary or appropriate.
2. The Executive Chair shall provide leadership to the Board in circumstances where the President and Chief Executive Officer may be, or perceived to be, in conflict, or in responding to any reported conflicts of interest, or potential conflicts of interest, arising for any Director or senior officer of the Corporation.
3. The Executive Chair shall have such additional authorities and responsibilities as the Independent Directors may designate from time to time.
4. The Executive Chair may delegate his/her responsibilities to the Vice-Chair who shall act in the absence of, or as requested by the Executive Chair, to assist in the fulfillment of the responsibilities and duties of the Executive Chair.