

EMPIRE

COMPANY LIMITED

Position Description for the Chair of the Board of Directors

Scope

The Chair is accountable for the overall effectiveness and efficiency of the Board's processes and governance. The Chair is responsible for leading the Board in the performance of its duties including the discharge of all fiduciary and legal obligations.

The Board has adopted a policy of having an independent, non-management Chair. The Chair shall not be a member of corporate or operating management and, therefore, shall not share in the accountabilities, authorities and responsibilities delegated to management by the shareholders through the Board of Directors. However, the Chair shall provide advice and counsel to the President and Chief Executive Officer ("CEO") respecting matters within the purview of the Board.

Board Leadership Responsibilities

The Chair shall:

- Preside as Chair at all Board meeting and provide leadership and direction to the Board and its processes;
- Preside as Chair at the annual and any special meetings of the shareholders;
- Foster ethical and responsible decision making by the Board, Committees and its individual members;
- Establish and monitor procedures and structure to govern the Board's and Committees' activities and responsibilities in concert with the Corporate Governance & Social Responsibility Committee;
- Ensure that the Board discharges its stewardship duties in exerting appropriate influence on the manner in which the Company's business is conducted, and in preserving and creating shareholder value;
- Work with the CEO, Corporate Secretary and other Directors to prepare, prioritize and organize the agendas for the Board and Committee meetings;
- Schedule meetings in a manner that enables the Board and its committees to perform their duties and responsibilities while not unduly interfering with the flow of operations of the Company,
- Work with other Directors and Committee Chairs to ensure effective discussion occurs at both Board and Committee levels;
- With the assistance of the Corporate Secretary, ensure proper flow of information and review adequacy and timing of documentation for meetings of the Board and Committees;
- Work with the CEO and appropriate Board committees in respect of nominations for all corporate officers;

- Identify corporate and Board governance and social responsibility issues for consideration and ensure, in working with the Corporate Governance & Social Responsibility Committee, that each Director and the Board overall is adding significant value;
- Ensure the independent directors have adequate opportunities to discuss issues without management present;
- Work with Nominating and Corporate Governance & Social Responsibility Committee to ensure proper Board Membership, committee structure and continuity. Particularly, the Chair shall ensure that adequate succession plans are in place in respect of the Board and Committee Membership; and
- Participate as a non-voting, non-quorum committee member of all standing committees of the Board.

Overview Role

In conjunction with other Directors, through the Board and its various committees, the Chair monitors management's performance, succession, financial, strategic and operating decisions, as well as all aspects of corporate governance, social responsibility and reputation.

Other Duties and Responsibilities

The Chair shall:

- Act as a liaison among the Board, CEO, management and, to the extent necessary, the Company's shareholders;
- Communicate with and be available for discussion with members of the Board between meetings of the Board;
- Work with the CEO, as appropriate, to represent the Company to shareholders and other stakeholders;
- Counsel and advise the CEO, as appropriate, and follow up on the implementation by management of all Board resolutions; and
- Perform the other appropriate tasks and duties, as may from time to time be requested by the Board or CEO, to advance the corporate strategy and operating objectives.