



## IPL PLASTICS INC.

### POSITION DESCRIPTION OF THE CHAIR OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

#### INTRODUCTION

On the recommendation of the Corporate Governance and Nominating Committee, the board of directors (the "**Board**") of IPL Plastics Inc. (the "**Corporation**") has decided to adopt a written position description for the chair of the Corporate Governance and Nominating Committee (the "**Chair of the Committee**"). The Chair of the Committee leads the Corporate Governance and Nominating Committee (the "**Committee**") in all aspects of its work and is responsible to effectively manage the affairs of the Committee and ensure that it is properly organized and functions effectively.

#### 1. APPOINTMENT

The Chair of the Committee shall be appointed by the Board (on the recommendation of the Committee) for a one year term at the first meeting of the Board following the annual meeting of shareholders of each year (provided if there is a vacancy in such office, the members of the Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board) or at such other time as may be determined by the Board.

#### 2. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Chair of the Committee shall include the following:

- 2.1 Provide leadership to enable the Committee to act effectively in carrying out its duties and responsibilities as described in the Corporate Governance and Nominating Committee mandate and as otherwise may be appropriate.
- 2.2 Ensure that there is an effective relationship between management and the members of the Committee.
- 2.3 Chair every meeting of the Committee and encourage a free and open discussion at the meetings.
- 2.4 Establish procedures to govern the Committee's work and ensure the Committee's full discharge of its duties, including:
  - 2.4.1 Developing the agenda for Committee meetings, in consultation with, unless the Committee otherwise determines, the chair of the Board, the lead director (if any), the chief executive officer and other members of management of the Corporation, where appropriate;
  - 2.4.2 Obtaining appropriate information from management to enable the Committee to exercise its duties;
  - 2.4.3 Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
  - 2.4.4 Ensuring that the conduct of the Committee meetings provides adequate time for serious discussion of relevant issues;

- 2.4.5 Ensuring proper flow of information to the Committee and reviewing adequacy and timing of required documentary materials;
  - 2.4.6 Ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent;
  - 2.4.7 Fostering ethical and responsible decision making by the Committee and its individual members; and
  - 2.4.8 Ensuring that the Committee has access to such members of senior management as may be required.
- 2.5 Review the annual assessment of the Committee and take measures to correct any weaknesses underlined by the assessment.
  - 2.6 Report to the Board on matters reviewed by, and on any decisions or recommendations of, the Committee at the next meeting of the Board following any meeting of the Committee.
  - 2.7 To the extent required, attend every meeting of shareholders and respond to such questions from shareholders as may be put to the Chair of the Committee.
  - 2.8 Carry out such other duties and responsibilities as the Board may request from time to time.

**APPROVAL DATE: June 28, 2018.**