

## **TERMS OF REFERENCE OF THE CHAIRMAN OF THE BOARD**

### **1. GENERAL PURPOSE AND MAIN TERMS OF REFERENCE**

The Chairman of the Board of Directors is appointed by the directors of D-BOX Technologies Inc. (the "Corporation") and chosen from amongst their numbers (the "Board"). In the capacity of Chairman of the Board, he<sup>1</sup> chairs the Board meetings and is thus responsible for the Board's management, development and effective operations. As Chairman, he provides direction in establishing the Corporation's values and standards and in maintaining a relationship of trust between the directors. He also serves as the Corporation's spokesperson to shareholders and promotes the Corporation's efforts towards achieving its objectives, its viability and its strategic development.

### **2. RESPONSIBILITIES AS CHAIRMAN OF THE BOARD**

#### **A. With respect to management of the Board**

1. Determine the Board's agenda, together with the Chief Executive Officer.
2. Chair the Board meetings, ensuring that they are run in such a way as to facilitate discussions and that sufficient time is allowed to effectively study and address all items on the agenda.
3. Adopt the necessary procedures to ensure that the Board can effectively do its work; monitor the structure and membership of the committees.
4. Ensure that the responsibilities delegated to the committees or to the directors are effectively carried out, and that a report on these activities is submitted to the Board.

#### **B. With respect to effectiveness of the Board**

1. Ensure that the Board operates consistently and efficiently, and provide the leadership that will make this possible.
2. Assist the Board and the Corporate Governance and Human Resources Committee in establishing a process for periodically evaluating the effectiveness of the Board and of its committees.
3. Facilitate an effective contribution by the directors and ensure that they maintain constructive relations with members of management.
4. Ensure that new Board members receive appropriate orientation and training as defined by the Corporate Governance and Human Resources Committee.
5. Ensure sound corporate governance by monitoring trends in corporate governance principles and practices and by promoting an ethical culture.

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<sup>1</sup> In this text, the masculine form is used merely for the sake of brevity, it includes the feminine.

6. In collaboration with the Corporate Governance and Human Resources Committee, carry out succession planning for the Board.

**C. With respect to relations between the Board on one hand, and management, shareholders and other external groups on the other**

1. Ensure that the Board's expectations regarding management, and management's expectations regarding the Board, are clearly expressed, understood and met.
2. Ensure that the Corporation's activities are managed in a manner that is consistent with the objectives, requirements, procedures and controls that are put in place, by acting as liaison between the Board and management; this involves collaboration with the Corporation's Chief Executive Officer, creating a sound corporate culture.
3. Ensure that the independent directors are able to meet, at their discretion, apart from the non-independent directors.
4. Chair the shareholders' meetings.
5. Plan the shareholders' meetings in order that they be held at the prescribed time and that they proceed in such a way as to address all relevant issues.