

## CHAIRMAN OF THE BOARD OF DIRECTORS

### POSITION DESCRIPTION

#### **REPORTS TO**

The Chairman of the Board of Directors (the “**Chair**”) is an independent director of MOSAID Technologies Incorporated (the “**Corporation**”) who is elected as a director by the Corporation’s shareholders and is appointed Chair by the Board of Directors (the “**Board**”). The Chair serves in this role at the pleasure of the Board.

#### **DIRECT REPORTS**

The Chair maintains open communication and is the primary liaison with the Chief Executive Officer (the “**CEO**”). Unfettered two-way communication with all senior officers (“**Management**”) is also required.

#### **POSITION SUMMARY**

The Chair has overall responsibility for the management of the Board. This includes ensuring that the Board functions properly, meets its obligations and responsibilities and fulfills its written mandate (the “**Board Mandate**”).

#### **RESPONSIBILITIES**

1. Provides leadership to the Board with respect to its functions as described in the Board Mandate and as otherwise may be appropriate.
2. Chairs Board and shareholder meetings, including in camera sessions of the former.
3. Ensures that the Corporation’s policies and practices related to corporate governance and Board operations are properly reflected in internal and external communications.
4. Working with the Corporate Governance and Nominating Committee, submits to the Board a proposed slate of directors for election at the Annual General Meeting of shareholders.
5. Ensures that appropriate procedures are in place for the effective operation of the Board.
6. Manages the ongoing Performance Management Program and the compensation plan for the CEO.
7. Together with Management and the other directors, works to establish the appropriate culture for the Corporation and to adapt it to new requirements, including, without limitation, with respect to its governance practices as well as its practices vis a vis both employees and third parties.
8. Approves Board related expenses for all other non-employee directors.
9. Is available to the CEO and Management to provide guidance and advice.
10. Acts as ex-officio member of all Board committees.