



PET VALU HOLDINGS LTD.

POSITION DESCRIPTION OF CHAIR

Effective Date: June 30, 2021

The Board of Directors (the “**Board**”) of Pet Valu Holdings Ltd. (the “**Company**”) is responsible for supervising the management of the business and affairs of the Company. The Chair of the Board (the “**Chair**”) is principally responsible for overseeing the operations of the Board.

Without limitation to the foregoing, the Chair shall:

- (a) provide leadership in defining, setting and implementing the corporate culture of the Company and in fostering the effectiveness of the Board;
- (b) ensure there is an effective relationship between the Board and senior management of the Company including by acting as a liaison between the Board and senior management;
- (c) in consultation with the other members of the Board, including the Lead Director (if any), and the Chief Executive Officer and Corporate Secretary of the Company, prepare the agenda for each meeting of the Board;
- (d) together with the Lead Director (if any), ensure that timely and relevant information is provided to the members of the Board as required for the proper performance of their duties;
- (e) together with the Lead Director (if any), ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bring to the attention of senior management any issues that are preventing the Board from being able to carry out its responsibilities;
- (f) ensure appropriate communication between the Board and shareholders and chair all shareholder general meetings;
- (g) chair Board meetings (other than in camera meetings or portions of such meetings in respect of which the Chair is conflicted), including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (h) serve a public relations role in representing the Board and the Company to outside parties;

- (i) together with the Lead Director (if any), ensure that the appropriate committee structure is in place and assist the Governance and Nominating Committee in making recommendations for appointment to such committees;
- (j) together with the Lead Director (if any), be satisfied that the responsibilities of the Board are effectively carried out in compliance with the Board's mandate and that the functions of the Board delegated to the committees of the Board are effectively carried out and reported to the Board;
- (k) together with the Governance and Nominating Committee, ensure that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and making recommendations to the Governance and Nominating Committee for changes when appropriate;
- (l) in collaboration with the Governance and Nominating Committee support the director recruitment process, as well as the orientation of new, and the continued education of, incumbent directors; and
- (m) provide additional services required by the Board.