

Lead Independent Director Charter

Where the Chair of the Board is not an Independent Director, the Board of Directors considers it to be useful and appropriate to designate an Independent Non-Executive Director to serve in a lead capacity to coordinate the activities of the other Non-Executive Directors or Independent Directors and to perform such other duties and responsibilities as the Board of Directors may determine.

The specific responsibilities of the Lead Independent Director when acting as such shall be as follows:

- Confer with the Chair or Co-Chairs on any issues raised by Non-Executive Directors or Independent Directors on the discharge of the Board's responsibilities;
- Assist the Corporate Governance Committee to enable the Board of Directors and the officers of the Company in better ensuring compliance with the implementation of Corporate Governance matters;
- Serve as a liaison for consultation and communication with shareholders on matters where it is not appropriate for the Chair or Co-Chair or other Executive Directors to deal with the issue due to his or their lack of independence;
- Recommend to the Chair or Co-Chairs on the retention of advisers and consultants who report directly to the Board of Directors as appropriate;
- Calling meetings of the Non-Executive Directors and/or Independent Directors;
- Serve as principal liaison between the Non-Executive Directors and the Chair or Co-Chairs on sensitive issues;
- Serve as Chair of the Board when the Chair or Co-Chairs or Deputy Chair is not present or when the Chair or Co-Chairs or Deputy Chair is unable to act in that capacity as a result of his or her lack of independence;
- Serve as Chair at meetings of Non-Executive Directors and Independent Directors as desired from time to time on matters of interest to the Non-Executive Directors and Independent Directors without the presence of the Executive Directors or of senior management.

The Company Secretaries will, if required, provide such assistance as may be required by the Lead Independent Director in order to convene any meeting of Non-Executive Directors or Independent Directors and to attend and take minutes of such proceedings.