



GIVEX INFORMATION TECHNOLOGY GROUP LIMITED

POSITION DESCRIPTION CHAIR OF BOARD OF DIRECTORS

(Adopted and approved by the Board of Directors on November 30, 2021)

1. GENERAL

1.1 Purpose

This position description describes the appointment, role and responsibilities of the chair (the “**Chair**”) of the Board of Directors of Givex Information Technology Group Limited (the “**Company**”).

1.2 Mandate

This position description should be read together with the written mandate (the “**Mandate**”) of the Board of Directors of the Company (the “**Board**”), as such Mandate may be amended from time to time. In particular, the role of the Chair shall be limited by the Mandate to the extent that the Chair is not considered independent under applicable laws and the Board has appointed a Lead Director, who shall have such roles and responsibilities as set out in the Mandate. Any words or terms with initial capital letters which are not defined herein shall have the meanings ascribed to them in the Mandate.

2. OFFICE OF THE CHAIR

2.1 Appointment

- (a) The Chair shall be appointed by the directors of the Company (the “**Directors**”).
- (b) The office of Chair is to be vacated:
 - (i) if the Chair resigns (which resignation shall become effective upon the Chair delivering a written resignation to the Company);
 - (ii) or death of the Chair; or
 - (iii) by resolution of the Board removing the Chair from office.

2.2 Term

The Chair shall be appointed for a one-year term at the first meeting of the Board after a meeting of shareholders of the Company at which Directors are elected, provided however that if no successor is appointed at the end of such term, the incumbent Chair shall remain in office until a successor is appointed.

2.3 Remuneration

The Chair shall receive such remuneration as the Directors may determine from time to time.

3. **RESPONSIBILITIES OF THE CHAIR**

3.1 Board Leadership

The Chair shall provide leadership to Directors in discharging their mandate as set out in the Mandate, including by:

- (a) promoting a thorough understanding by the Directors and management of:
 - (i) the duties and responsibilities of the Directors; and
 - (ii) the distinctions between the role of the Directors and the role of management;
- (b) promoting cohesiveness among the Directors; and
- (c) ensuring processes are in place to monitor legislation and best practices relating to the responsibilities of the Board, and to review the effectiveness of the Board, its committees and individual Directors on a regular basis.

3.2 Liaison between the Directors and Management

If the Chair is independent, the Chair shall be the liaison between the Directors and management, promoting open and constructive discussions between Directors and management.

3.3 Information Flow

The Chair shall promote the proper flow of information to the Directors to keep the Directors fully apprised of all matters which are material to Directors at all times.

3.4 Meetings of the Board

In connection with meetings of the Directors, the Chair shall be responsible for:

- (a) scheduling meetings of the Directors and coordinating with the Chairs of the committees of the Directors to schedule meetings of the committees;
- (b) organizing and presenting the agenda for regular or special Director meetings based on input from other Directors and the Chief Executive Officer, in accordance with the Mandate;
- (c) if the Chair is independent, monitoring the adequacy of materials provided to the Directors by management in connection with the Directors' deliberations;
- (d) ensuring that the Directors have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board;
- (e) presiding over meetings of the Directors;

- (f) if the Chair is independent, ensuring that the independent Directors have adequate opportunities to meet without management present; and
- (g) if the Chair is independent, presiding over *in camera* meetings of the independent Directors.

3.5 Meetings of Shareholders

The Chair shall preside over meetings of the Company's shareholders.

3.6 Other Responsibilities

The Chair shall perform such other functions:

- (a) as may be ancillary to the duties and responsibilities described above; and
- (b) as may be delegated to the Chair by the Directors from time to time.