



ROOTS CORPORATION

Position Descriptions

Approved by the Board of Directors on October 17, 2017



Lead Independent Director – Position Description

The Lead Independent Director shall be selected by the Board of Directors (the “**Board**”) of Roots Corporation (the “**Corporation**”) from among its independent directors.

The Lead Independent Director, along with the Chair of the Board (the “**Chair**”), is responsible for the management, development and effective performance of the Board and for providing leadership to the Board in carrying out its collective responsibility for supervising the management of the business and affairs of the Corporation.

The roles and responsibilities of the Lead Independent Director include, among other things:

- (a) together with the Chair, ensure that appropriate procedures are in place to enable the Board to work effectively and efficiently and to function independently of management;
- (b) provide input to the Chair for the establishment of the agenda for each Board meeting to ensure that all appropriate matters are brought forward for discussion to the Board and input on the quantity, quality and timeliness of information provided to the Board;
- (c) together with the Chair, determine the information the Board requires to discharge its responsibilities effectively and confirm that senior management is keeping the Board fully-apprised at all times of all matters which are material to the Board’s responsibilities;
- (d) preside, in the absence of the Chair, at Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, providing adequate time for discussion of issues, facilitating full participation and discussion by Board members and ensuring that decisions of the Board are accurately recorded, communicated to management and tracked to ensure proper follow up;
- (e) preside, in the absence of the Chair, at shareholder meetings, be available for questions and participate in other activities to engage shareholders and other stakeholders as may be necessary or appropriate;
- (f) preside over all *in camera* meetings of the Board’s independent directors and ensure that matters raised during these meetings are reviewed with the Chair and acted upon in a timely fashion;

- (g) recommend the calling of, and preside over, special meetings of the independent directors, when necessary, including establishing meeting agendas;
- (h) together with the Chair and in conjunction with the Governance, Compensation and Nominating Committee, ensure that the Board is comprised of capable, experienced individuals and that an appropriate Board succession plan is in place;
- (i) together with the Chair and in conjunction with the Governance, Compensation and Nominating Committee, ensure that appropriate governance policies for the Corporation and the Board, including those regarding the conduct of Board and committee meetings, including *in camera* sessions, managing and reporting information and other policies relating to the Board's business, are established and monitored for compliance;
- (j) together with the Chair and in conjunction with the Governance, Compensation and Nominating Committee, take all other reasonable steps to ensure that the responsibilities and duties of the Board, as provided for in the Board Mandate, are understood by both the Board and senior management and that the boundaries between Board and management responsibilities are understood and respected; and
- (k) together with the Chair and in conjunction with the Governance, Compensation and Nominating Committee, ensure that the Board is provided with the resources, including external advisors and consultants, as deemed appropriate in the conduct of their responsibilities and duties.



Chair of the Board – Position Description

The Chair of the Board (the “**Chair**”), along with the lead independent director (the “**Lead Director**”), of Roots Corporation (the “**Corporation**”), is responsible for the management, development and effective performance of the Board of Directors (the “**Board**”), and for providing leadership to the Board in carrying out its collective responsibility for supervising the management of the business and affairs of the Corporation.

The roles and responsibilities of the Chair include, among other things:

- (a) lead, manage and organize the Board in accordance with the Board Mandate and work with the Lead Director so he or she can fulfill the duties and responsibilities assigned to him or her in such role;
- (b) ensure that appropriate procedures are in place to enable the Board to work effectively and efficiently and to function independently of management;
- (c) together with the other directors, establish the agenda for each Board meeting to ensure that all appropriate matters are brought forward for discussion to the Board and that appropriate members of senior management are available to present or address various issues, as may be necessary;
- (d) chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, providing adequate time for discussion of issues, facilitating full participation and discussion by Board members and ensuring that decisions of the Board are accurately recorded, communicated to management and tracked to ensure proper follow up;
- (e) maintain an effective relationship between the Board and senior management;
- (f) determine the information the Board requires to discharge its responsibilities effectively and confirm that senior management is keeping the Board fully-apprised at all times of all matters which are material to the Board’s responsibilities;
- (g) ensure that the Board meets as frequently as is necessary;
- (h) confirm that Board functions are delegated to appropriate committees, that functions are carried out and that the results are reported to the Board;
- (i) chair meetings of shareholders, be available for questions and participate in other activities to engage shareholders and other stakeholders may be necessary or appropriate;

- (j) in conjunction with the Governance, Compensation and Nominating Committee, ensure that the Board is comprised of capable, experienced individuals and that an appropriate Board succession plan is in place;
- (k) ensure that appropriate governance policies for the Corporation and the Board, including those regarding the conduct of Board and committee meetings, including *in camera* sessions, managing and reporting information and other policies relating to the Board's business, are established and monitored for compliance; and
- (l) take all other reasonable steps to ensure that the responsibilities and duties of the Board, as provided for in the Board Mandate, are understood by both the Board and senior management and that the boundaries between Board and management responsibilities are understood and respected.



President and Chief Executive Officer – Position Description

The President and Chief Executive Officer (the “**CEO**”) is primarily responsible for the overall management of the business and affairs of Roots Corporation (the “**Corporation**”). In this capacity, it is the CEO’s duty to establish the strategic and operational priorities of the Corporation and to provide leadership for the effective overall management of the Corporation. The CEO is directly responsible to the Board of Directors of the Corporation (the “**Board**”) for all activities of the Corporation.

The roles and responsibilities of the CEO include, among other things:

- (a) developing the Corporation’s strategic direction with input from the Board and monitoring same;
- (b) directing the overall business operations of the Corporation;
- (c) ensuring that the Board is kept appropriately informed of the overall business operations and major issues facing the Corporation;
- (d) being ultimately accountable for the execution of strategy and policies of the Corporation as well as overall leadership, management, direction and performance of the Corporation;
- (e) developing and executing an annual business plan which includes an operations plan and a financial budget with performance targets, all of which must be accomplished within the strategic framework of the Corporation;
- (f) developing leadership, assessing the performance and recommending the compensation of senior management;
- (g) ensuring, in cooperation with the Board, that the Corporation has a high-performing senior management team and an effective succession plan for all areas of business;
- (h) representing the Corporation to its shareholders as well as investment and financial communities, governments, customers and the public;
- (i) monitoring compliance by the Corporation with all applicable laws, rules and regulations, as well as the Corporation’s Code of Conduct and any other policies that are in effect from time to time, and serve as a member of the Corporation’s Disclosure Committee;
- (j) establishing and monitoring systems to identify and manage the principal risks to the Corporation’s business;

- (k) working with the Chair of the Board and Lead Independent Director to bring material decisions to the Board for review and approval, including the following:
 - (i) acquisitions or disposition of assets;
 - (ii) issuance or sale of shares of the Corporation and/or rights, options or warrants to acquire shares of the Corporation; and
 - (iii) any other material transaction, contract, agreement, undertaking, commitment or arrangement;

other than, in each case, as may be within the authority of the CEO delegated by the Board;

- (l) building a corporate culture that promotes ethical practices and encourages individual integrity; and
- (m) performing such other duties as may be delegated by the Board from time to time.
- (n) Without limiting the generality of the foregoing, the CEO, working with the Corporation's other executive officers, including the Corporation's Chief Financial Officer, shall be responsible for: (i) providing the Board with information and advice relating to the operation of the Corporation's business, acquisitions, dispositions, developments and financings; (ii) implementing the annual business plan and monitoring the financial performance of the Corporation relative to such plan; (iii) conducting and supervising the due diligence required in connection with proposed new business arrangements or transactions, as approved by the Board; (iv) maintaining, or causing to be maintained, the books and financial records of the Corporation; (v) determining and preparing, or causing to be determined and prepared, designations, elections and determinations to be made in connection with the income and capital gains of the Corporation for tax and accounting purposes, as approved by the Board; (vi) preparing, or causing to be prepared, reports and other information required to be sent to the Corporation's shareholders and other disclosure documents, as approved by the Board or in accordance with the Corporation's Disclosure Policy; and (vii) communicating with the Corporation's shareholders and other persons, including investment dealers, lenders, investors, and professionals, in accordance with the Corporation's Disclosure Policy.



Committee Chair – Position Description

The Mandate of the Board of Directors (the “**Board**”) of Roots Corporation provides that the Board will carry out its responsibilities directly and through an Audit Committee, a Governance, Compensation and Nominating Committee (“**Governance Committee**”) and such other committees as the Board may establish from time to time.

The Chair of each committee is appointed by the Board on the recommendation of the Governance Committee.

A committee Chair is principally responsible for determining the agenda, frequency and conduct of committee meetings.

Specific Role and Responsibilities

The committee Chair will:

- (a) ensure that the committee is properly organized, functions effectively and meets its obligations and responsibilities;
- (b) establish the frequency of committee meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- (c) chair committee meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for the discussion of issues, facilitating consensus, encouraging full participation by individual committee members and ensuring that clarity regarding decisions is reached and duly recorded;
- (d) in consultation with the other members of the committee, the Chair of the Board, Lead Independent Director, President and Chief Executive Officer and, in the case of the Audit Committee, the Chief Financial Officer, establish the agenda for meetings of the committee;
- (e) liaise and communicate with the Chair of the Board and Lead Independent Director to coordinate input from the committee for Board meetings;
- (f) report to the Board on matters discussed and approved in committee meetings;
- (g) assist the Governance Committee in its annual review of: (i) mandates and charters of the Board and committees of the Board; and (ii) the effectiveness of the committee in fulfilling its responsibilities and duties;

- (h) in conjunction with the committee, retain and oversee independent advisors to assist the committee when appropriate; and
- (i) ensure that the committee members meet *in camera* following each meeting of the committee.