

## **CANADIAN TIRE CORPORATION, LIMITED BRAND AND COMMUNITY COMMITTEE MANDATE**

The Board of Directors (the “Board”) bears responsibility for the stewardship of Canadian Tire Corporation, Limited (the “Company”). The Board believes that oversight of management’s strategies to enhance and protect the Company’s brands (the “Brands”) is an essential aspect of this stewardship responsibility.

This mandate (the “Mandate”) sets out the purpose of the Brand and Community Committee (the “Committee”) and includes provisions concerning the Committee’s composition, member appointment and removal, responsibilities, operations, manner of reporting to the Board, requirement for an evaluation of this Mandate and the Committee, and certain other items.

### **1. Purpose of the Committee**

The Committee was established by the Board in recognition of the importance of the Company’s brands, including the “Canadian Tire” master brand, in creating and maintaining long-term value. The “Canadian Tire” master brand is one of the Company’s most valuable assets. Each of the Company’s retail banners, as well as the Company’s owned product brands, play a role in strengthening the master brand.

The Company’s aspiration is to be the #1 Retail Brand in Canada through the lenses of multiple stakeholders, including its customers, the investment community, employees, Associate Dealers and franchisees, and Canadian communities.

Within this context, the Committee will oversee: (i) the choice of metrics and targets that would enable the #1 Retail Brand aspiration to be achieved; (ii) the Company’s strategies to achieve those targets; (iii) the execution of those strategies; and (iv) the Company’s brand risk management program, which is part of its enterprise risk management program.

### **2. Composition of the Committee**

- (a) The Committee shall be comprised of at least five directors who are not officers of the Company and may include, in addition, the Chief Executive Officer and Chairman of the Board.
- (b) One of the Committee members shall be designated by the Governance Committee as the Committee Chairman.

### **3. Member Appointment and Removal**

Committee members shall be appointed annually by the Governance Committee and from time to time thereafter to fill vacancies on the Committee. A Committee member may be removed or replaced at any time in the discretion of the Governance Committee.

### **4. Responsibilities of the Committee**

The Committee will:

- (a) review and recommend to the Board the brand measurements and targets to be used to

claim the position of “#1 Retail Brand in Canada”, including measurements for the master brand and individual banner brands with respect to the brand perceptions of each of the following stakeholders: (i) customers; (ii) investment community; (iii) employees; (iv) Associate Dealers and franchisees; and (v) Canadian communities;

- (b) review and recommend to the Board brand strategies brought by management to the Committee (the “Brand Strategies”) to advance the perception of the master brand and individual banner brands in order to achieve agreed targets;
- (c) oversee management’s execution of the Brand Strategies;
- (d) review the brand health of the “charity of choice” for the Company, Jumpstart, and in connection therewith receive reports from management on the strength of the charity’s affiliation with the “Canadian Tire” master brand and individual banner brands, including through the charity’s fundraising, brand building and philanthropic support activities;
- (e) review the Company’s brand risk management program, which includes elements such as crisis protocols and social compliance and media monitoring, and which forms part of the enterprise risk management program established by management;
- (f) review and approve annually a report of the Committee’s activities for inclusion in the Company’s management information circular;
- (g) consider other issues brought to it by members of the Committee, the Board of Directors or management; and
- (h) perform such other responsibilities and duties that are delegated by the board to the Committee pursuant to the “Delegation of Board Duties to Committees”.

## **5. Operating Procedures**

- (a) The Committee shall meet two times annually and as many additional times as necessary to carry out its duties effectively. Committee meetings shall be held at the call of the Committee Chairman, or upon the request of two Committee members, and a majority of the members of the Committee shall form a quorum.
- (b) The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee. Each Committee member (including the Chairman) is entitled to one vote in Committee proceedings. For greater certainty the Chairman does not have a second or casting vote.
- (c) The Committee Chairman shall develop the agenda for all meetings of the Committee as well as an annual work plan responsive to the Committee’s responsibilities as set out in this Mandate and its strategic priorities, all in consultation with the Committee members and management, as appropriate.
- (d) Unless the Committee otherwise specifies, the Secretary of the Corporation (or his or her designate) shall act as secretary of the meetings of the Committee and minutes shall be kept for each Committee meeting.

- (e) The Committee Chairman shall conduct all meetings of the Committee at which he or she is present. In the absence of the Committee Chairman, the Committee members shall appoint an acting Chairman.
- (f) A portion of each of the Committee's meetings shall be conducted with no members of management present.
- (g) The Committee may invite any officer or employee of the Company or any other person to attend any Committee meetings to participate in the discussion and review of the matters considered by the Committee.
- (h) A copy of the minutes of each meeting of the Committee shall be provided to each Director.

#### **6. Reporting to the Board**

The deliberations, decisions and recommendations of the Committee, including with respect to the most significant matters discussed by the Committee, shall be reported to the Board at the Board's next regular meeting.

#### **7. Evaluation and Assessment of this Mandate, the Committee and its Compliance with this Mandate**

- (a) Every three years, the Committee shall review and assess the appropriateness of this Mandate taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Company has a reporting relationship and, if appropriate, recommend changes to the Mandate to the Governance Committee for recommendation to the Board for its approval, except for minor technical amendments to this Mandate, authority for which is delegated to the Secretary or Assistant Secretary of the Company, who will report any such amendments to the Committee and the Board at their next regular meetings.
- (b) Every two years, the Committee shall conduct a review and evaluation of the Committee's performance including its ability to meet the requirements of this Mandate, in accordance with the evaluation process developed and approved by the Governance Committee, and provide the results of the performance evaluation to the Governance Committee and the Board.
- (c) The Committee shall develop and recommend to the Governance Committee a position description for the Chairman of the Committee. Every three years, the Committee shall review and update as necessary the Chairman's position description and recommend any changes thereto to the Governance Committee for its approval.

#### **8. Advisors**

The Committee may at the expense of the Company retain and terminate external advisors having particular expertise for the purposes of fulfilling its Mandate, and shall be entitled to rely in good faith upon any report by any advisor. The Committee shall also have the authority to approve the proposed fees of these external advisors and any other terms of engagement.