

**CANADIAN TIRE CORPORATION, LIMITED**  
**BRAND AND CORPORATE RESPONSIBILITY COMMITTEE MANDATE**

**1. Purpose of the Committee**

The Brand and Corporate Responsibility Committee (the “Committee”) was established by the Board of Directors (the “Board”) of Canadian Tire Corporation, Limited (the “Company”) to assist the Board in: (a) ensuring that the Company’s brand remains trusted and relevant to Canadians; (b) monitoring the development and fulfilment of the Company’s brand purpose; (c) overseeing the impact of the Company’s management of environmental, social and ethical matters (“Corporate Responsibilities”) on the Company’s brand and reputation and approving its environmental, social and governance (ESG) reporting; and (d) approving the Company’s approach to management of risks that could have a significant adverse impact on the Company’s brand and reputation.

**2. Responsibilities of the Committee**

The Committee shall:

- (a) monitor assessments and studies of the Company’s corporate brand and reputation, including the Company’s performance against relevant external indices and benchmarks;
- (b) monitor the development and fulfilment of the Company’s brand purpose and its integration with corporate strategy;
- (c) monitor emerging trends, risks, issues and regulatory matters relating to the Corporate Responsibilities;
- (d) review and, where appropriate, approve management’s objectives and strategies with respect to the Corporate Responsibilities;
- (e) monitor the Company’s progress towards achieving targets, goals and commitments related to the Corporate Responsibilities;
- (f) review all material risks relating to the Company’s Corporate Responsibilities and other material risks identified by management that could have a significant adverse impact on the Company’s brand and reputation, and management’s plans for managing such risks in a manner consistent with the Company’s brand;
- (g) approve the Company’s ESG reporting;
- (h) review the brand health of the “charity of choice” for the Company, Canadian Tire Jumpstart Charities (“Jumpstart”), and in connection therewith, receive reports on the audits of Jumpstart’s activities;
- (i) review and approve annually a report of the Committee’s activities, prepared by the Chairman and secretary of the Committee, for inclusion in the Company’s management information circular; and

- (j) perform such other responsibilities and duties that are delegated by the Board to the Committee.

### **3. Composition of the Committee**

- (a) The Committee shall be comprised of at least five Directors.
- (b) One of the Committee members shall be designated by the Governance Committee as the Committee Chairman.

### **4. 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.

### **5. Operating Procedures**

- (a) The Committee shall meet three times annually and as many additional times as necessary to carry out its duties effectively. Unscheduled 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. Notice of the meetings of the Committee shall be provided in accordance with the Company's By-Laws.
- (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 and an annual work plan that are responsive to the Committee's responsibilities as set out in this Mandate, as well as the Committee's strategic priorities, all in consultation with the Committee members and management, as appropriate.
- (d) Unless the Committee otherwise specifies, the Corporate Secretary of the Company (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 regularly scheduled meetings shall be conducted with no members of management present.
- (g) The Chairman of 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) At least 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 Board for its approval, except for minor technical amendments to this Mandate, authority for which is delegated to the Corporate Secretary or Assistant Corporate Secretary of the Company, who will report any such amendments to the Committee and the Board at their next regular meetings.
- (b) The performance of the Committee shall be evaluated at least every two years in accordance with the evaluation process developed and approved by the Governance Committee, and the results of such evaluation shall be reviewed by the Committee.
- (c) The Committee shall develop and recommend to the Governance Committee a position description for the Chairman of the Committee. At least 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 shall have the authority to retain, at the expense of the Company, outside counsel and other advisors as it deems necessary.