Position Description – Chair of the Board

Revised in 2019.
Approved by the Corporate Governance and Human Resources Committee on March 28, 2019.
Adopted by the Board of Directors on April 17, 2019.

The Chair of the Board of Saputo Inc. (the "**Company**") shall be appointed by the Board for a one-year term at the first meeting of the Board following the annual meeting of shareholders each year. If there is a vacancy in such office, then the Lead Director shall fill the vacancy until such time as it is filled by the Board.

The Chair of the Board shall:

1.   Establish procedures to govern the Board's work and ensure the Board's full discharge of its duties, including:

   - Collaborating with the Lead Director and other members of management, where appropriate, to develop agendas and schedules for Board meetings;

   - Providing appropriate information from management to enable the Board and the committees to exercise their duties;

   - Ensuring that all items requiring Board and committee approval are appropriately tabled;

   - Ensuring proper flow of information to the Board and reviewing adequacy and timing of documentary materials in support of management's proposals;

   - Ensuring that external advisors retained or to be retained by the Board are appropriately qualified;

   - Ensuring that the Board has full access to such members of senior management and other personnel, as well as to documents of the Company and its subsidiaries; and

   - Ensuring that the Board is able to act independently from management.

2.   Chair every meeting of the Board and encourage free and open discussion at meetings of the Board.

3.   Respond to such questions as are put to the Chair of the Board at any meeting of shareholders.

4. Together with the Corporate Governance and Human Resources Committee, identify guidelines for the selection of the directors of the Board.

5. Act as liaison between the Board and the Company's senior management.

6. Carry out other duties as requested by the Board as a whole, depending on need and circumstances.