

STACK CAPITAL GROUP INC.
(“Stack Capital”)

POSITION DESCRIPTIONS

1. Chair of the Board

The Chair of the board of directors of Stack Capital (the “Board”) manages the business of the Board and ensures that the functions identified in the Board mandate are being effectively carried out by the Board and its committees. In addition, the Board Chair performs the following functions:

- (a) convening and chairing each Board meeting;
- (b) in consultation with the lead independent director (“**Lead Director**”), if any, and Chief Executive Officer of Stack Capital (“**CEO**”), as necessary, prepares the agenda for each meeting of the Board;
- (c) ensures the proper flow of information to the members of the Board;
- (d) establishes the procedures to govern the Board’s work;
- (e) ensures that the appropriate committee structures are in place and makes initial recommendations for appointment to such committees;
- (f) ensures that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board’s committees and individual members of the Board, and makes recommendations for changes when appropriate;
- (g) acts as a liaison between the Board and management of Stack Capital and its manager, SC Partners Ltd.; and
- (h) works with the CEO, the Lead Director (if any) and other members of senior management of Stack Capital and its manager, SC Partners Ltd., as applicable, to monitor the progress on strategic planning, policy implementation and succession planning.

2. Lead Independent Director

The Board may appoint an independent director to act as the lead director if the Board Chair is not independent, as determined by the Board in accordance with applicable securities laws. If a Lead Director is appointed by the Board, the Lead Director shall perform the following functions:

- (a) ensures that the Board acts and functions independently from management of Stack Capital and its manager, SC Partners Ltd., in fulfilling its duties;
- (b) act as an advisor to the CEO and other members of senior management of Stack Capital and its manager, SC Partners Ltd., in all matters concerning the interests and management of Stack Capital;
- (c) work closely with the Board Chair and the CEO to ensure that Stack Capital is building a healthy governance culture and an effective relationship between management of Stack Capital and its manager, SC Partners Ltd., and the Board;
- (d) provides input to the Board Chair on the preparation of meeting agendas for each meeting of the Board;

- (e) works with the Board Chair, the CEO and other members of senior management of Stack Capital and its manager, SC Partners Ltd., to monitor the progress on strategic planning, policy implementation and succession planning;
- (f) ensures that the independent members of the Board have the opportunity at each Board meeting to meet separately without non-independent members of the Board or management of Stack Capital and its manager, SC Partners Ltd., present;
- (g) act as chair of all meetings of the independent members of the Board and prepare the agendas for such meetings in consultation with other independent members of the Board;
- (h) report concerns of the independent members of the Board to the Board Chair and, if necessary, the Board;
- (i) chair meetings of the Board when the Board Chair is not in attendance; and
- (j) assume the responsibilities of the Board Chair during meetings of the Board when non-independent members of the Board declare a conflict or otherwise excuse themselves from debate on an agenda item or do not participate in a vote.

3. **Chair of the Audit Committee**

The Chair of the Audit Committee of the Board (the “**Audit Committee**”) is generally responsible for managing the affairs of the Audit Committee. The responsibilities of the Chair of the Audit Committee include:

- (a) reviewing and approving the agenda for each meeting of the Audit Committee, taking into consideration of the Audit Committee Charter and items noted at prior meetings;
- (b) presiding over all meetings of the Audit Committee and ensuring that there is adequate time for discussion of relevant issues and for members of the Audit Committee to meet without management of Stack Capital and its manager, SC Partners Ltd.;
- (c) consulting or meeting with representatives of Stack Capital external auditor, as deemed appropriate;
- (d) consulting and meeting with the Board Chair and members of management of Stack Capital and its manager, SC Partners Ltd., as deemed appropriate, as part of the agenda and meeting preparation process;
- (e) reporting to the Board following each meeting on the Audit Committee’s activities and presenting recommendations to the Board on matters requiring Board approval;
- (f) providing consultation in advance in connection with the appointment, reassignment, replacement and dismissal of the external auditor; and
- (g) considering and, if appropriate, pre-approving any engagement of the external auditor on behalf of the Audit Committee where pre-approval is required between meetings of the Audit Committee.

4. **Chair of the Governance, Compensation and Nominating Committee**

The Chair of the Governance, Compensation and Nominating Committee of the Board (“**GCN Committee**”) is generally responsible for managing the affairs of the GCN Committee. The responsibilities of the Chair of the GCN Committee include:

- (a) reviewing and approving the agenda for each meeting of the GCN Committee, taking into consideration the GCN Committee Charter and items noted at prior meetings;
- (b) presiding over all meetings of the GCN Committee and ensuring that there is adequate time for discussion of relevant issues and for members of the GCN Committee to meet without management of Stack Capital and its manager, SC Partners Ltd.;
- (c) consulting or meeting with the Board Chair and members of management of Stack Capital and its manager, SC Partners Ltd., as deemed appropriate, as part of the agenda and meeting preparation process; and
- (d) reporting to the Board on the GCN Committee's activities following each meeting and presenting recommendations to the Board on matters requiring Board approval.

5. **Chief Executive Officer**

Subject to approved policies and direction by the Board, the CEO manages the business and affairs of the Stack Capital and oversees the execution of its strategic plans. In addition to managing the business and affairs of Stack Capital, the CEO performs, or causes to be performed on the CEO's behalf, the following functions:

- (a) presents to the Board for approval annually a strategic plan for Stack Capital, including the strategies to achieve that plan, the risks and alternatives to these strategies, which will enable the Board to evaluate progress on implementing such strategies;
- (b) establishes, maintains and reports to the Board on Stack Capital's risk assessment processes and procedures to ensure there is an appropriate emphasis on risk management in management's approach to business decisions;
- (c) acts as the primary spokesperson for Stack Capital to all its stakeholders;
- (d) evaluating the effectiveness of senior management of Stack Capital and its manager, SC Partners Ltd., and reporting on such matters to the Board at least annually;
- (e) recommends to the Board the appointment or termination of any corporate officer of Stack Capital, other than the Board Chair;
- (f) maintaining awareness of Stack Capital's competitive landscape and industry developments and reporting to the Board on such matters, as appropriate; and
- (g) together with the appropriate senior management of Stack Capital, establishes and maintains disclosure controls and procedures, and internal controls and procedures, for financial reporting appropriate to ensure the accuracy and integrity of Stack Capital's financial reporting and public disclosures; and oversees the development, implementation and compliance with key corporate policies, including policies regarding corporate governance, risk management, financial reporting as well as compliance with applicable legal and regulatory requirements.

Approved April ►, 2021