



EXECUTIVE CHAIRMAN OF THE BOARD POSITION DESCRIPTION

The Executive Chairman manages the business of the Board of Directors (the “**Board**”) of Héroux-Devtek Inc. (the “**Corporation**”) and ensures that the functions identified in the Board of Directors Charter are being effectively carried out by the Board and its committees. The Executive Chairman of the Board's role allows the incumbent to devote, in collaboration with the President and Chief Executive Officer, part of his time to the development and implementation of strategic initiatives, including strengthening the Company's partnerships with existing clients and fostering key relationships that lead to new business, including strategic acquisitions.

In addition to the responsibilities and specific duties set out in the Board of Directors Charter, the individual director mandate and any other applicable mandate or position description, the Executive Chairman of the Board has the responsibility and specific duties described below and such other powers and duties as the Board may specify.

The nature of the Executive Chairman of the Board responsibilities is such that he or she is a senior executive officer of the Corporation and is not an independent chairman of the Board. The Executive Chairman of the Board ultimately reports to the Board.

I. Appointment

The Executive Chairman of the Board will be a duly elected or appointed member of the Board and be appointed annually at the first Board meeting following the annual general meeting of the shareholders and upon recommendation of the Human Resources and Corporate Governance Committee.

II. Responsibility

The Executive Chairman of the Board will foster and promote the integrity of the Board and a culture where the Board works harmoniously for the long-term benefit of the Corporation and its shareholders. The Executive Chairman of the Board is responsible for the management, the development and the effective performance of the Board, and provides leadership to the Board for all aspects of the Board's work.

The Executive Chairman of the Board knows the practices of corporate governance and is aware of the evolution of these practices in other organizations comparable to the Corporation, and promotes the implementation of similar practices in the Corporation.

The Executive Chairman of the Board collaborate with the President and Chief Executive Officer (the “**CEO**”) and with the other senior management in all matters concerning the interest and management of the Corporation.

It is the responsibility of the Executive Chairman of the Board to:

A) Board and Committee related

Governance:

1. Oversee all aspects of Board direction and administration, ensuring that the Board works as a cohesive team and builds a healthy governance culture.
2. Ensure that the mechanisms for effective governance are in place and that the Board is alert to its obligations to the Corporation, the shareholders and the management under the law and applicable regulations.
3. Ensure that the appropriate committee structure is in place and that the activities of the Board committees are duly integrated with the work of the Board.
4. Foster ethical and responsible decision making by the Board.
5. Work with the CEO and senior management to monitor progress on strategic planning, policy implementation and succession planning.
6. Take all reasonable steps to provide that the responsibilities of the Board, Board committees and individual directors, as set out in the mandates, charters or position descriptions, are well understood by the Board and individual directors and are executed as effectively as possible.
7. With the Human Resources and Corporate Governance Committee and the Board, respond to potential conflict of interest situations.
8. Ensure, in consultation with the Human Resources and Corporate Governance Committee and the Board, that succession plans are in place at senior levels.
9. Foster strong relationships between the Corporation and key stakeholders including investors, shareholders, the industry in general and the community.
10. Give account to the Board of its stewardship of the Corporation's operation.
11. Oversee the Board's' performance of its mandate.

Board Meetings:

1. In accordance with By-laws of the Corporation, act as chair of all Board meetings.
2. Ensure that the Board meets at least quarterly and as many additional times as necessary to carry out its duties effectively, and determine the dates, locations, and agendas of meetings of the Board in conjunction with the CEO.
3. Ensure that all business required to go before the Board is brought to directors in a timely manner.
4. Ensure the quality, quantity and timeliness of the information that goes to the Board and ensure that all directors receive the information required for the proper performance of their duties.
5. Take all reasonable steps to provide that all business set out in the agendas of Board meetings is discussed and brought to resolution, as required, and that sufficient time is allowed during Board meetings to fully discuss agenda items.

6. Encourage full participation and discussion by all Board members and facilitate discussion and debate while seeking consensus.
7. Take all reasonable steps to provide that the independent directors meet in separate, without the presence of management, as often as required.
8. Ensure that decisions and supporting facts discussed in camera are appropriately recorded and that resolutions, if any, are passed in the open session of the Board meeting.
9. Be responsible for the ongoing formal and informal communication with and among Board members.
10. Assist the Board committees and Board committee chairs to bring important issues forwarded to the Board for consideration and resolution.
11. Ensure that the Board committees provide regular reports to the Board.
12. Ensure the development of the Board, including participating in Board members recruitment and directing the orientation and education program of Board members.
13. Ensure the integration of any new director into the Board so that the person receives appropriate guidance.
14. In consultation with the Human Resources and Corporate Governance Committee actively participate in and oversee the administration of the annual evaluation of performance and effectiveness of the Board, Board committees, all individual directors and committee chairs, including the Chairman of the Board and meet with individual directors to provide constructive feedback and advice.
15. Provide overall leadership to foster the effectiveness of the Board.
16. Provide advice, counsel and mentorship to the CEO, committees' chairs and directors.
17. With the Lead Director, act as principal liaison between the independent directors and the CEO on sensitive issues.
18. Ensure that directors work as a team, efficiently and productively.
19. Once the potential nominees for the position of director of the Corporation have been identified by the Human Resources and Corporate Governance Committee, meet with such nominees to explore their interest and aptitude to sit on the Board.
20. When deems appropriate, attend the meetings of Board committees and advise members of these committees, as needed.

Shareholder Meetings:

1. Ensure that the shareholders meet at least once annually and as many additional times as required by law.
2. Take all reasonable steps to provide that all business set out in the agenda of each shareholder meeting is discussed and brought to resolution, as required.
3. Chair the meeting of shareholders.

B) Business Activities Related

1. Collaborate with the CEO and with the other members of senior management in all matters concerning the interests of the Board.
2. Devote part of his time to the development and implementation of strategic initiatives, including strengthening the Company's partnerships with existing clients and fostering key relationships that lead to new business, including strategic acquisitions.
3. Participate in the development and implementation of strategic initiatives, and provide oversight, together with the CEO, on strategic orientation of the Corporation.
4. Strengthen the Corporation's partnerships with existing customers and foster key relationships that lead to new business.
5. Represent the Corporation in certain customer relations and conferences.
6. In coordination with the Human Resources and Corporate Governance Committee, canvas the Board members for their input regarding the performance of the CEO and conduct a performance discussion with the CEO.
7. In coordination with the Human Resources and Corporate Governance Committee and the Board, establish a list of objectives for the CEO for the ensuing year.
8. Report to the Board on the performance review discussion conducted with the CEO.

III. Miscellaneous

The Executive Chairman of the Board shall carry out any other responsibility assigned by the Board.

At least once every year, or as the Human Resources and Corporate Governance Committee decide, the Executive Chairman of the Board position description will be fully evaluated and updates recommended to the Board for consideration.

APPROVED BY THE HUMAN RESOURCES AND CORPORATE GOVERNANCE CORPORATE GOVERNANCE COMMITTEE IN
MARCH, 2019

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