



**AMCOMRI**

**ENTERTAINMENT INC.**

## **POSITION DESCRIPTION FOR CHAIRMAN OF THE BOARD OF DIRECTORS**

### **1. PURPOSE**

The Chairman of the Board of Directors (the “**Board**”) of Amcomri Entertainment Inc. (the “**Corporation**”) shall be a director who is designated by the full Board to act, together with the independent Lead Director, as the leader of the Board and enhance and protect, with the Compensation, Nominating and Corporate Governance Committee and the other committees of the Board as may be appointed from time to time, the independence of the Board.

### **2. WHO MAY BE CHAIRMAN**

The Chairman will be selected amongst the directors of the Corporation who have a sufficient level of experience with corporate governance issues to ensure the leadership and effectiveness of the Board. The Chairman will be selected annually at the first meeting of the Board following the annual general meeting of shareholders.

### **3. RESPONSIBILITIES**

In order to enhance and protect the independence of the Board, the following responsibilities of the Chairman shall be shared with or delegated to the Lead Director of the Board, as appropriate.

- Chairing all meetings of the Board in a manner that promotes meaningful discussion.
- Providing leadership to the Board to enhance the Board’s effectiveness, including:
  - Together with the assistance of the Compensation, Nominating and Corporate Governance Committee, ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected to facilitate independent functioning and maintain an effective relationship between the Board and management;
  - Ensuring that the Board works as a cohesive team with open communication;
  - Working with management to ensure management strategies, plans and performance are appropriately represented to the Board.
  - Communicating with the Board to keep it up to date on all major developments and ensuring that the Board has sufficient resources, knowledge and adequate material on a timely basis to permit it to make informed decisions.
  - Together with the Compensation, Nominating and Corporate Governance Committee, ensuring that a process is in place by which the effectiveness of

the Board and its committees (including size and composition) is assessed at least annually; and

- Together with the Compensation, Nominating and Corporate Governance Committee.
- Ensure the proper functioning of the Board, as it relates to:
  - Preparing the agenda of the Board meetings;
  - Adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
  - Ensuring meetings are appropriate in terms of frequency, length and content;
  - Ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board;
  - Ensuring that a succession planning process is in place to appoint the Chief Executive Officer when necessary; and
  - Working with the Compensation, Nominating and Corporate Governance Committee in connection with the recruitment of new directors where necessary, approaching potential candidates once such candidates are identified and exploring their interest in joining the Board.
  - Providing opportunities for independent directors to meet in camera at each Board meeting in the absence of non-independent directors, with such in camera sessions being presided upon by the Lead Director.
- Acting as a liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves ensuring that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture.
- Where appropriate, and in coordination with the Lead Director and the Chief Executive Officer, assisting in representing the Corporation to external stakeholders, including shareholders.
- Presiding over meetings of the shareholders of the Corporation or delegating such responsibility to the Lead Director.
- Carrying out other duties as requested by the Board as a whole from time to time, depending on need and circumstance.