



POSITION DESCRIPTION OF THE CHAIR OF THE BOARD OF DIRECTORS

The Chair of the Board of Directors (the “**Chair of the Board**”) is responsible for the management, the development and the effective performance of the Board of Directors (the “**Board**”) of TVA Group Inc. (the “**Corporation**”). He ensures that the Board fully executes its mandate and that the directors clearly understand and respect the boundaries between Board and management responsibilities. He is appointed each year from among the members of the Board. If the Chair of the Board is not an independent director, a Lead Director is then appointed amongst the independent directors and, in this case, the mandate of the latter is supplementary and complementary to the mandate of the Chair of the Board.

RESPONSIBILITIES

The Chair of the Board has the following responsibilities:

A. With respect to Board effectiveness

1. Take reasonable steps to ensure the cohesion of the Board and provide the leadership needed to achieve this.
2. Ensure that the Board possesses adequate resources to support its work and ensure that it receives the relevant information needed.
3. Ensure that the effectiveness of the Board is assessed on a regular basis.
4. Evaluate on an annual basis the performance of the Board members on an individual basis.
5. Identify, based on the needs of the Corporation, the nominees for the position of director and consult the members of the Human Resources and Corporate Governance Committee in this regard.
6. Contact prospective Board candidates in order to ascertain their interest in joining the Board.

B. With respect to Board management

1. Preside over Board meetings.
2. Approve the agenda of each Board meeting, after consultation with the President and Chief Executive Officer and the Secretary.
3. Ensure that the unfolding of Board meetings facilitates discussions and that sufficient time is provided to analyze and deal with the items on the agenda.
4. Adopt procedures to ensure that the Board deliberates effectively.

5. Ensure that the Board fulfils its responsibilities in an effective manner.
6. Where responsibilities are delegated to committees or individual directors, take reasonable steps in order that such responsibilities are carried out effectively and results thereof are reported to the Board.

C. With respect to the relationship between the Board on the one hand and management, shareholders and other stakeholders on the other hand

1. Ensure that the expectations of the Board toward management, as well as the expectations of management towards the Board, are clearly expressed, understood and respected.
2. Act as liaison between the Board and management and, consequently, work closely with the President and Chief Executive Officer in order to ensure that the Corporation promotes a healthy corporate governance culture.
3. Act in an advisory capacity to the President and Chief Executive Officer and to other senior management members on all matters concerning the interests and management of the Corporation.
4. Ensure that the independent directors have the opportunity to meet after each meeting of the Board.
5. Plan shareholders' meetings in order that they be held at the appropriate time and in such a manner as to address all relevant matters.
6. Preside over annual and special meetings of the shareholders.
7. At the request of the Board, and with the agreement of the President and Chief Executive Officer, represent the Corporation to external groups such as shareholders and other stakeholders, including local community groups and government representatives.

PERFORMANCE ASSESSMENT

The Human Resources and Corporate Governance Committee evaluates and reviews the compensation of the Chair of the Board and makes the appropriate recommendations to the Board.

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Approved by the Board of Directors on November 2, 2015.