

CHIEF EXECUTIVE OFFICER POSITION DESCRIPTION

Approved and adopted by the
Board of Directors on Oct. 9, 2024.



POSITION SUMMARY

The Chief Executive Officer (“CEO”) is responsible for implementing strategic objectives of Goodfellow Inc. and its subsidiaries (the “Corporation”), as well as managing operations on a day-to-day basis, within the authority delegated by the Board of Directors (the “Board”), and in compliance with applicable laws and regulations. The CEO is appointed for a one-year term.

In directing and overseeing the effective management of the Corporation’s operations, the CEO, in conjunction with senior management, will:

- Promote a culture of integrity and performance.
- Develop, implement and monitor the business strategies, plans, organizational structure, policies and controls, as approved by the Board.
- Seek opportunities for business growth in a way that creates competitive advantage for the Corporation, drives top line growth, accelerates service-centric strategies, and improves efficiency.
- Hire, supervise and develop key senior executive officers.
- Oversee financial performance.
- Ensure the effective operation of risk management and internal controls of the Corporation.
- Work with the Board, keeping it well informed, to enable it to fulfill its oversight role.

The CEO is expected to be present, accessible, collaborative and resourceful.

DUTIES

The CEO has the following responsibilities:

Strategic Planning:

1. Formulate and recommend to the Board a long-term strategic plan that will enhance shareholder value (“Corporate Strategy”), including business plans and budgets in support of the Corporate Strategy.
2. As approved by the Board, implement and adjust business plans that support the Corporate Strategy, and ensure its effective dissemination and communication to employees and other affected stakeholders.
3. Track and report on progress in the achievement of objectives identified in the Corporate Strategy.

Operations:

4. Establish annual operating plans and financial budgets, and submit them to the Board for review and approval.

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5. Ensure the daily business of the Corporation is managed properly by implementing strategies and processes to meet the Corporation's financial, operational and strategic goals.
6. Actively foster relationships with major customers, suppliers and stakeholders.

Human Resources:

7. Build and lead an effective senior management team and ensure succession plans are in place to provide the continuity of leadership required for future success.
8. Set goals for the senior management team, ensure accountability, evaluate performance in relation to goals, and make compensation recommendations to the Compensation and Human Resources Committee who will in turn make recommendations to the Board for final approval.

Corporate Governance, Culture and Risks:

9. Ensure that all operations and financial reporting and disclosure are conducted in full compliance with applicable laws, regulations and the Corporation's Code of Business Conduct and Ethics.
10. Foster a corporate culture of ethical conduct and encourage inclusion, individual integrity, and a work environment that attracts, retains and motivates top-quality employees across the organization.
11. Identify and assess existing and emerging business risks, including ESG-related risks and Health and Safety risks, and ensure that management systems and internal control procedures are in place to mitigate those risks.

Communications:

12. Serve as the chief spokesperson for the Corporation.
13. Interface with shareholders, investors, banking institutions and other lenders.
14. Collaborate with the Chair of the Board in setting priorities and Board agendas, ensuring that the Board is appropriately informed in a timely and candid manner of the overall business operations, progress towards the achievement of its established goals, and major developments and issues affecting its business, including market and industry conditions.

The Compensation and Human Resources Committee shall review this position description on an annual basis and may amend it from time to time as the Committee considers advisable and as the Board may approve.