

**AXIS AUTO FINANCE INC.**  
**(the "Company")**

**COMPENSATION & CORPORATE GOVERNANCE COMMITTEE CHAIR  
POSITION DESCRIPTION**

As approved by the Board of Directors of the Company (the "**Board**") on July 29<sup>th</sup>, 2022.

**Section 1. The Chair of the Compensation & Corporate Governance Committee**

The Chair ("**Chair**") of the Compensation & Corporate Governance Committee ("**Committee**") of the Board of the Company is responsible for facilitating highly effective performance by the Committee. The Chair is not an executive of the Company in the sense that the Chair is not responsible for the management of any aspect of the Company's business.

In discharging his or her responsibility, the Chair will, from time to time, (i) provide leadership to the Committee on specific issues, (ii) act as a servant to the Committee in meeting Committee requirements, (iii) at and in accordance with the direction of the Committee, act as the spokesperson for the Committee, (iv) at the request of the Committee and/or the Chief Executive Officer of the Company ("**CEO**"), act as an intermediary between the Committee and the CEO, and (v) at the request of the Committee and/or the CEO, provide advice and counsel to the CEO or other officers of the Company ("**Officers**").

**Section 2. Specific Responsibilities of the Chair**

Without limiting the generality of the responsibility of the Chair as described in Section 1 above, the Chair shall:

**Pre-Committee Meeting Responsibilities**

- (a) schedule an appropriate number and the timing of Committee meetings each calendar year so as to enable the Committee to deal on a timely basis with all matters for which the Committee is responsible, specifically ensuring that matters of compensation and corporate governance are dealt with in a timely and appropriate manner, that the strength and development of the Company's human assets are regularly assessed and that there is an orderly plan of succession for the CEO, for the Officers and for any other identified key positions;
- (b) in consultation with the Chair of the Board, the CEO, the senior human resource executive or other officer (as appropriate), establish the agenda for each Committee meeting with a view to bringing before the Committee (i) matters in respect of which the Chair of the Board, CEO, the senior human resource executive or an officer requires or wants Committee direction or approval, and (ii) matters with which the Committee is obliged or wishes to deal;
- (c) use his or her best efforts to provide or to cause to be provided to the Committee a reasonable time in advance of each Committee meeting all reasonably required and available information relating to each matter to be dealt with by the Committee at that meeting;
- (d) where, in the Chair's opinion, the subject matter and expected duration of a Committee meeting or the particular circumstances of a member of the Committee ("**Member**") would so warrant, encourage a Member or Members to participate in the

meeting by means of telephone, teleconference, videoconference or other methodology by which Members participating in the meeting are able to speak to and be heard by each other;

- (e) approve the general nature and length of all presentations to be made at each Committee meeting and whenever possible review every written presentation to be made to the Committee before such written presentation is provided to Members;
- (f) prior to any Committee meeting, confer with one or more Members on any matter to be discussed at the Committee meeting if, in the Chair's opinion, the discussion of that matter at the Committee meeting would probably be thereby enhanced;

#### **Attendance by Directors at Committee Meetings**

- (g) permit or not permit, at his or her discretion, a director who is not a Member of the Committee to attend a Committee meeting, taking into consideration: (i) whether the presence of the director would enhance the discussion of the business to be conducted at the meeting and facilitate the education or orientation of the director; and (ii) any other factors that the Chair may consider appropriate; and any director who wishes to attend a meeting of the Committee of which he or she is not a Member should notify the Chair of his or her wish and consult with the Chair about the appropriateness of his or her attendance;

#### **Conduct of Committee Meetings**

- (h) act as the chair of each Committee meeting;
- (i) conduct the business of each Committee meeting in a manner which will normally result in all matters on the meeting's agenda being dealt with effectively and appropriately;
- (j) propose the termination of discussion on any matter at a Committee meeting when he or she is of the opinion that the matter has been thoroughly canvassed and discussed and that no new points of view or information are being presented, with the understanding that the Chair's discretion in such cases will be exercised so as to err on the side of allowing full discussion rather than limited discussion;
- (k) attempt to achieve resolution of all issues discussed at a Committee meeting in respect of which (i) the Committee's decision, views or advice has been requested or is required, and (ii) Members express conflicting positions, views or advice, but such attempt should in no way inhibit a member from maintaining a different position, view or advice;
- (l) ensure that all Members who wish to address a matter at a Committee meeting are afforded a reasonable opportunity to do so;
- (m) in any case where a Member ("**conflicted Member**") has an interest or potential conflict in or in respect of a matter to be discussed at a Committee meeting, and as any Member has a duty to declare an interest or potential conflict in or in respect of a matter to be discussed at a Committee meeting, the Chair shall ask the conflicted Member to excuse himself or herself from all or a portion of the Committee

discussion of that matter if the Chair is of the opinion that the Committee discussion of that matter would probably be enhanced by the absence of the conflicted Member;

- (n) at every meeting of the Committee, hold an in camera session at the beginning to discuss how the topics of the meeting will be addressed and hold an in camera session at the end with and without external advisors, as appropriate;

### **Committee Culture**

- (o) provide leadership in promoting and supporting a Committee culture characterized by
  - (i) the acceptance by each Member of his or her responsibility to use his or her best efforts in carrying out his or her duties as a Member;
  - (ii) the Committee's insistence on the highest level of integrity, accountability and honesty in the actions of the Committee and of the CEO and Officers ("**Management**");
  - (iii) respect and trust amongst Members;
  - (iv) the open and timely sharing of all relevant information amongst all Members;
  - (v) acceptance by all Members of the right of every Member to hold and express dissenting opinions;
  - (vi) a genuine commitment by Members to good governance practices; and
  - (vii) a willingness on the part of Members to function in a collaborative manner;

### **Committee Structure**

- (p) assist the Board in establishing the composition of the Committee, including designating the Chair, and approving any changes thereto;
- (q) assist the Board in regularly reviewing the mandate of the Committee with a view to recommending to the Board appropriate amendments to the Committee's mandate;

### **Miscellaneous Matters**

- (r) assist the Committee and Management in understanding and respecting the boundaries between the responsibilities of the Committee and the responsibilities of Management, with particular attention to compensation and corporate governance issues where the Committee has the responsibility for advising the Board in its final determination of officer compensation and corporate governance practice;
- (s) at the request of any Member, meet or be available for discussion with that Member between meetings of the Committee;
- (t) following each meeting of the Committee, review the draft minutes of the meeting with the secretary of the meeting, make any amendments that may be required, and approve the final draft before it is submitted to the Committee for its approval;

- (u) following each meeting of the Committee, provide a report to the Board at its next meeting on the most significant matters covered in the meeting;
- (v) whenever necessary or desirable to facilitate the effective performance of the Committee's duties, attend meetings of other Board committees, subject to paragraph (g);
- (w) advise Management of each decision made by the Committee (or by the Board on the advice or recommendation of the Committee) which requires implementation by Management and, together with the Chair of the Board, monitor Management's implementation of that decision;
- (x) review and assess the Compensation & Corporate Governance Committee Charter annually, or more frequently if necessary, or at the request of the Corporate Secretary of the Company as a result of legislative or regulatory changes;
- (y) perform such other functions as the Board may reasonably specify from time to time;

### **Specific Matters**

- (z) use his or her best efforts to ensure that in, matters of compensation for the senior executives and officers of the Company, the Committee has available to it appropriate, independent, professional advisors who are fully informed about all compensation matters and who attend all meetings where such matters are discussed; and
- (aa) use his or her best efforts to ensure that, at least annually, the Board reviews, discusses and endorses a plan for CEO succession in both the short and longer terms.

### **Section 3. Review of Compensation & Corporate Governance Committee Chair Position Description**

At least once every three years, the Board shall review and assess the adequacy of this position description and approve changes thereto, except for minor technical amendments, authority for which is delegated to the Corporate Secretary of the Company to make. The Corporate Secretary shall report all minor technical amendments to the Committee and the Board at their next regular meetings.