



## PIVOT TECHNOLOGY SOLUTIONS, INC.

### ROLES AND RESPONSIBILITIES OF CHAIR OF THE BOARD

It is the policy of the Board of Directors (the "Board") that, where appropriate, the Chair should not be an executive of Pivot Technology Solutions, Inc. (the "Company") and that there should be a separation of the offices of Chair and Chief Executive Officer. In the event the non-Executive Chair is not independent, the independent directors shall appoint an independent lead director to carry out the responsibilities of the Chair set out below. The Chair and the Chief Executive Officer are to be in regular communications during the course of the year including with respect to the Company's business and the responsibilities of the Board.

The principal responsibilities of the Chair of the Board shall be to oversee, manage and assist the Board in fulfilling its duties and responsibilities as a Board in an effective manner independently of management. The Chair shall be responsible, among other things, to:

- chair annual and special meetings of shareholders;
- chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual directors and ensuring that clarity regarding decisions is reached and duly recorded;
- prepare the agenda for each Board meeting with the participation of management;
- monitor the work of the committees of the Board and in that connection the Chair may attend, as a non-voting participant, all meetings of Board committees (other than those on which he otherwise sits) provided that if the Chair is not independent, he or she must be absent for meetings and portions thereof where all Committee members are required to be independent;
- ensure that the Board and its committees have the necessary resources to support their work, in particular, accurate, timely and relevant information;
- assist in the Board's evaluation and self-assessment of its effectiveness and implementation of improvements;
- provide, as required, appropriate guidance to individual Board members in discharging their duties;

- ensure newly appointed directors receive an appropriate orientation and education program;
- promote constructive and effective relations between the Board and the CEO.
- promote best practices and high standards of corporate governance;
- provide arrangements for members of the Board to communicate with the Chair formally and informally concerning matters of interest to Board members;
- provide leadership to ensure that the Board works as a cohesive team;
- ensure that appropriate processes are in place for evaluation by the board of the Chief Executive Officer.