

**ATS CORPORATION**  
**(the “Company”)**

**ROLE DESCRIPTION FOR THE**  
**CHAIR OF THE BOARD OF DIRECTORS**  
**(the “Board”)**

**A. PURPOSE**

1. The Chair of the Board shall facilitate the operations and deliberations of the Board and the satisfaction of the Board’s functions and responsibilities under its mandate.
2. The Chair, together with the Chief Executive Officer, shall be the liaison between the Board and management, and together shall facilitate the flow of information between management and the Board.

**B. GENERAL**

1. **Appointment and Removal of the Chair of the Board** - The Chair of the Board shall be elected annually by the members of the Board at the first meeting of the Board after each annual general meeting of the Company’s shareholders or between annual general meetings upon the resignation, death, disqualification or removal of the Chair. The Chair shall serve at the pleasure of the Board, or until the earlier of (a) the close of the next annual general meeting; (b) the death of the Chair; or (c) the resignation, disqualification or removal of the Chair from the Board.

2. **Qualifications**

The Chair shall be a member of the Board and satisfy the independence standards required for a chair of a board of directors under the binding requirements of any stock exchanges on which the Company’s securities are listed, the rules and policies of applicable Canadian securities regulators (including but not limited to section 1.4 of National Instrument 52-110 – *Audit Committees* with respect to the meaning of independence), the rules promulgated by the U.S. Securities and Exchange Commission and all other applicable laws (collectively, the “**Applicable Requirements**”).

3. **Access to Management and Outside Advisors**

- a. The Chair shall have unrestricted access to the Company's management and employees and its legal and financial advisors, as well as the Company's books and records.
- b. The Chair shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist them in fulfilling their responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any Company officer.
- c. The Company shall provide appropriate funding, as determined by the applicable committee, for the services of these advisors.

### **C. FUNCTIONS AND RESPONSIBILITIES**

The Chair shall have the functions and responsibilities set out below as well as any other matters that are specifically delegated to the Chair by the Board. In addition to these functions and responsibilities, the Chair shall perform the duties required of a chair of a board of directors by the Applicable Requirements from time to time.

#### **1. Board Management**

- a. **Oversight** - The Chair shall oversee the Board's duties and responsibilities under the Applicable Requirements and under the Company's internal policies and practices, including the Mandate for the Board and the Code of Business Conduct.
- b. **Chair of Board Meetings** - The Chair shall chair Board meetings and *in camera* sessions (other than portions of such meetings, in respect of which the Chair is conflicted). Subject to compliance with the Applicable Requirements, the Chair may vote at a Board meeting on any matter requiring a vote. The Chair shall provide leadership to the Board, and (i) arrange for it to review and monitor the aims, strategy, policy and direction of the Company and the achievement of its objectives; and (ii) encourage free, open and candid discussion, stimulate debate, and seek to facilitate consensus at meetings of the Board.
- c. **Board Meetings** - In consultation with the Company's Chief Executive Officer, the Chair shall set the agenda for each Board meeting and direct

that agenda materials are circulated to members of the Board in sufficient time to study prior to the meeting. Each Board meeting agenda shall include appropriate strategic issues and any other matters requiring approval of, or consideration by, the Board.

- d. **Director Appointments and Nominations** - The Chair shall provide input to the Corporate Governance and Nominating Committee on its recommendation to the Board for approval of (i) candidates for nomination or appointment to the Board; and (ii) members and chairs of Board committees.
- e. **Access to Management and Outside Advisors** - On an ongoing basis, the Chair shall assess whether the Board and its committees have appropriate administrative support, access to management, employees, legal and financial advisors, and access to the Company's books and records for the purposes of the Board and its committees fulfilling their mandate.
- f. **Director Performance** – In consultation with the Corporate Governance and Nominating Committee on at least an annual basis, the Chair shall participate in the review and assessment of director attendance, performance and compensation, and the size and composition of the Board.
- g. **Execution of Documents** – The Chair shall sign all contracts, documents or instruments in writing which require their signature.

## 2. Management Relations

- a. **Liaison** - The Chair shall (i) act as the principal liaison between the Board and the Chief Executive Officer on sensitive matters, material developments and new strategic initiatives or opportunities; and (ii) manage boundaries between the responsibilities of the Board and management while fostering a constructive and professional working relationship and facilitating effective communication between the Board and management.
- b. **Review of Information** - The Chair shall, where appropriate, review presentations and information to be communicated to the Board, and

provide feedback to management so as to assist management in meeting the Board's expectations.

- c. **Independence** - The Chair shall oversee the Board's independence from management so that the independent directors of the Company have adequate and regularly scheduled opportunities to meet without management presence.

### **3. Shareholder Relations**

- a. **Meetings** - The Chair shall chair all annual and special meetings of the shareholders.
- b. **Communications** - The Chair shall (i) facilitate communications between the Board and the Company's shareholders; and (ii) receive concerns addressed to the Board from shareholders or other key stakeholders about the Company's governance, strategy, corporate conduct, business ethics, sustainability, capital and financial structure and executive compensation programs, and consult with the Board and management, where appropriate, to determine suitable responses.

### **4. Advisory Matters Relating to the Chief Executive Officer**

- a. **Input on Chief Executive Officer Matters** - The Chair shall provide input to the Human Resources Committee of the Board in respect of the appointment, removal, evaluation, compensation and succession, as applicable, of the Chief Executive Officer.
- b. **Meeting with Chief Executive Officer** - At least quarterly, the Chair shall meet with the Chief Executive Officer to provide feedback and advice on behalf of the Board. On an ongoing basis, the Chair shall communicate with the Chief Executive Officer, on behalf of the Board, regarding concerns or comments of the Board, shareholders or other stakeholders.

- 5. **Succession** - The Chair shall participate in and provide input, as required, to the Corporate Governance and Nominating Committee on succession plans in respect of the position of the Chair.

## **D. REPORTING TO THE BOARD**

1. The Chair shall report to the Board on material matters arising in undertaking their functions and responsibilities under this mandate and, if necessary, shall make recommendations to the Board for its approval on these matters.

**E. CURRENCY OF THE BOARD CHAIR'S MANDATE**

1. This role description was last revised and approved by the Board on March 9, 2026.