



**FLOW BEVERAGE CORP.
(the "Corporation")**

EXECUTIVE CHAIR POSITION

The Executive Chair of the Board of Directors of the Corporation is responsible for:

- Providing leadership to the Board of Directors;
- Overseeing the effectiveness of the Board of Directors and Board Committees and ensuring that they meet their obligations and responsibilities;
- Monitoring and coordinating the functions of the Board of Directors with senior management of the Corporation, except where matters fall within the mandate of the Lead Independent Director;
- Determining, in consultation with Executive Officers, the Corporate Secretary and the Chairs of Board Committees ("**Committee Chairs**"), as appropriate, the frequency, dates and locations of meetings of the Board of Directors, Board Committees, and Shareholders;
- Chairing all Board of Directors' and Shareholders' meetings;
- Ensuring that adequate advance information is distributed to the Directors and that the Board of Directors receives regular updates on all issues important to the affairs of the Corporation;
- Ensuring, in consultation with the Committee Chairs, that all items requiring Board, Board Committee, or Shareholder approval are appropriately tabled;
- Meeting with members of the Board and each Board Committee to ensure full utilization of individual capacities and optimum performance of the Board and each of the Board Committees;
- Reviewing progress made by management of the Corporation in executing the Board's decisions and plans in the conformity with the Corporation's policies;
- Being available to provide counsel to management of the Corporation on major policy issues such as acquisitions, divestitures, and financial structure;
- Ensuring the proper flow of information to the Board of Directors and review, with the executive officers and the Corporate Secretary, the adequacy and timing of materials in support of management's proposals;
- Participating in external activities involving the representation of the Corporation to its major stakeholders, including its shareholders, the financial community, governments, and the public; and
- Undertaking specific assignments for the Board of Directors upon request.

Revised July 2021

Last Reviewed July 2021