



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

LEAD INDEPENDENT DIRECTOR POSITION

The Lead Independent Director will facilitate the functioning of the Board of Directors of the Corporation independently of management of the Corporation and provide independent leadership to the Board of Directors.

In fulfilling his or her responsibilities, the Lead Independent Director is responsible for:

- Providing leadership to ensure that the Board of Directors functions independently of management and non-independent directors;
- Providing leadership to foster the effectiveness of the Board of Directors;
- Working with the Executive Chair of the Board to ensure that the appropriate committee structure is in place and assist the Governance, Human Resources and Compensation Committee in making recommendations for appointments to Board Committees;
- Performing the duties of the Executive Chair when there is a conflict of interest between the Executive Chair and executive officer roles;
- Recommending items to the Executive Chair for the agenda for each meeting of the Board of Directors;
- Commenting to the Executive Chair on the quality, quantity and timeliness of information provided by management to the independent directors;
- Where necessary, calling special meetings of the independent directors, with appropriate notice, and establishing agendas for such meetings, in consultation with the other independent directors;
- In the absence of the Executive Chair chairing meetings of the Board of Directors, including providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded; in addition, chairing each meeting at which only the independent directors are present;
- Consulting and meeting with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Executive Chair, and representing such directors, where necessary, in discussions with management on corporate governance issues and other matters;
- Working with the Executive Chair and the Chief Executive Officer to ensure that the Board of Directors is provided with the resources it needs to carry out its responsibilities, including external advisers and consultants to the Board as considered appropriate, and bringing any issues that are preventing the Board of Directors from carrying out its responsibilities to the attention of the Executive Chair and the Chief Executive Officer;

- Being available to provide counsel to management of the Corporation on major policy issues such as acquisitions, divestitures, and financial structure;
- Conducting peer reviews through a process involving meeting with each director individually. These peer reviews will be conducted to coincide with a formal survey of Board of Directors' effectiveness.

Revised July 2021

Last Reviewed July 2021