

## ***CHARTER OF THE ENVIRONMENT AND HEALTH & SAFETY COMMITTEE***

The Environmental, Health & Safety Committee (“EHS Committee”) is responsible for assisting the Board of the Company in fulfilling its oversight responsibilities in relation to:

- the Company’s policies, management systems and performance with respect to environmental and occupational health and safety (“EHS”) matters;
- the Company’s compliance with legal and regulatory requirements as they pertain to environment, health and safety;
- the liabilities of the Company that may arise from EHS matters with respect to the foregoing; and
- such other duties as may be delegated to the Committee by the Board.

Composition of Committee. The Committee shall be composed of a minimum of three Directors, or such greater number as determined by the Board from time to time. The Committee members shall be appointed annually by the Board following each annual meeting of shareholders, and may be removed by the Board. Committee members shall have knowledge in matters of environmental protection and occupational health & safety. The Secretary of the Company, or such other person as designated by the Secretary and approved by the Committee, namely the Vice President, Facilities Engineering Worldwide, shall act as secretary of Committee meetings.

Committee Chair. Following each annual meeting of shareholders, the Board shall appoint a Chair of the Committee from among the members of the Committee, who shall be an “Independent Director” within the meaning of applicable securities laws. The Chair shall organize and direct the activities of the Committee, call meetings of the Committee as appropriate, establish the agenda for Committee meetings and chair such meetings. The Chair has responsibility to ensure that the matters set forth in this charter are given due consideration in the course of the Committee’s annual activities. The Chair is expected to encourage full participation in the deliberations and activities of the Committee by each of its members. The Chair shall report on the activities of the Committee at regular quarterly Board meetings.

Committee Meetings. Committee meetings shall be convened at least three times each year, and at such other times as may be determined by the Chair. Notice of the time and place of each meeting shall be given by the Chair, or such other person authorized by the Chair, to each Committee member in the manner permitted by the Company’s by-laws, not less than 48 hours before the time when the meeting is to be held. A notice of a meeting need not specify the purpose of or the business to be transacted at the meeting. A Committee member may in any manner waive notice of or otherwise consent to a meeting. Attendance of a Committee member at a meeting is a waiver of notice of the meeting except where the member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called. Telephone conference meetings of the Committee shall be considered valid if all persons participating in the meeting are able to communicate adequately.

with each other during the meeting. Directors not members of the Committee and management may, by invitation of the Chair, attend the Committee meetings. An *in camera* session from which non-Independent Directors and members of management shall be excluded will be available at every regularly scheduled meeting, and upon the specific request of any Committee member who is an Independent Director. The quorum for the transaction of business at a Committee meeting shall be a majority of Committee members. Committee decisions shall be determined by a majority of the votes cast at the meeting by members of the Committee. The Chair shall not have a second or casting vote. The Committee has the authority to engage, instruct and compensate, at the Company's expense, any outside advisor it determines to be necessary to carry out its duties.

Mandate of the Committee. The mandate of the Committee is as follows:

- Ensure that management has proper systems in place for implementing the Company's policies and procedures with respect to EHS matters, such systems to involve appropriate standards, training and supervision, and reviews to ensure compliance with same.
- Review significant compliance and other issues brought forward by the EHS officer and direct senior management to take adequate steps to correct the situation and report back on completion.
- Require that the Company have a documented system requiring the prompt reporting of significant events as defined in the CCL emergency reporting procedures, and receive annual verification by management that contingency plans to deal with EHS incidents are in place.
- Review status of significant environmental issues and health and safety performance reporting on an on-going basis. Bring any material matters discussed by the EHS Committee to the attention of the Board.
- Review and assess the Company's disclosure regarding environmental and social matters, and make recommendations to the Board.
- Ensure appropriate environmental and health and safety due diligence is performed prior to the acquisition of all new businesses.
- Review environmental liabilities and assessment of reserve requirements annually, and provide comment to the Audit Committee as necessary.
- Require senior management delegates to keep it apprised of current and emerging issues and proposed legislation in EHS matters that may have a material effect on the Company's operations, and bring to the attention of the Board such issues as the Committee shall think appropriate.
- Undertake such additional activities within the scope of its responsibilities as it shall deem appropriate in its discretion.
- Require management to annually report to the Committee on the outcome of the EHS awards.
- Review and reassess the adequacy of this Charter and the Cyclical Agenda of the Committee on an annual basis.

Approved by the Board on November 6, 2018.