**HIGH LINER FOODS INCORPORATED**
**DIRECTOR**
**POSITION PROFILE**

---

## OVERVIEW

The Board of Directors of High Liner Foods Incorporated is a steward of the Company, and oversees the strategic planning process, the identification of principal risks and implementation of systems to manage risks, succession planning, external communications, and the integrity of the Company's internal control and management information systems.

The Board of Directors is independent of management, and reports to the shareholders of the Company. The Board is comprised of a maximum of seventeen members, a majority of whom shall be unrelated and outside directors, as such terms are defined in the Corporate Governance Guidelines of the Toronto Stock Exchange or in other applicable legislation or guidelines, as the case may be.

The Board reviews and adopts procedures to deal with major business issues and risks including environmental concerns, internal financial controls, reporting of information to the public, the appointment and compensation of senior officers, and the overseeing of management of the Company's pension plans. The Board, both directly and through its Committees, regularly reviews and defines the objectives of the Company, which the Chief Executive Officer and other members of management are responsible for achieving. The Board is ultimately responsible to ensure that the senior management team focuses its efforts on enhancing and preserving long-term shareholder value, striving for leadership in target markets through superior customer satisfaction, and providing challenging and inspirational careers for well-trained and committed employees, all while respecting the environmental and health and safety obligations of the Company and general principles of good corporate citizenship.

The Standing Committees of the Board include the Executive Committee, the Audit Committee, the Human Resources Committee, and the Governance Committee. Some powers of the Board have been delegated to these Committees.

Directors are responsible for overseeing the administration of the assets and business affairs of the Company in an honest, fair, diligent and ethical manner. A Director has a duty to make and enact informed decisions and policies in the best interests of the Company and all of its shareholders. A Director is expected to exercise independent judgment in evaluating management's recommendations or proposals. The Company will incur the expense of retaining outside advisors for a

Director in appropriate circumstances. The engagement of an outside advisor is subject to the prior approval of the Audit Committee.

**ENVIRONMENT**

The Board of Directors meets at least four times a year to review the financial performance of the Company, to compare financial performance to approved budgets, to approve quarterly reporting to shareholders, and to review and approve major operating decisions, including new capital expenditures and asset disposals. In addition, the Board meets in September of each year to review the strategic plan of the Company and in December to approve an annual budget for the next operating year.

**MAJOR RESPONSIBILITIES**

A Director is required to fulfill his or her duties with regard to accepted standards of care and diligence and in compliance with all applicable legal standards and requirements. A Director's major responsibilities are:

a) Oversee corporate performance
b) Provide for management succession
c) Approve changes in the Articles of Association of the Company
d) Approve all proposals to be submitted to shareholders for approval

**JOB SPECIFICATIONS**

1. According to the Articles of Association of the Company, a Director must hold at least one share of the Company, or must acquire such share within a reasonable time following appointment. To align the interests of Directors with the interests of all other shareholders, Directors are further required to hold common shares valued at not less than four times the annual retainer of the Director within five years from November 17, 2021 or their appointment whichever is later.
2. Demonstrated business acumen and experience, or other professional experience, at the highest level of business in Canada or the United States; food industry experience an asset, although not required, since overall board composition should reflect diversity in both talents and backgrounds.
3. Knowledge gained through experience, or through orientation and general briefing provided by the Company following the Director's appointment, of the regulatory regime applicable to public companies.

**DUTIES**

1. To exercise, collectively with other members of the Board of Directors, the power of corporate directors to carry out the rights and obligations of the Company

from time to time, as set out in applicable corporate legislation and in the Memorandum and Articles of Association of the Company, including the power to:
   (a) Approve dividends
   (b) Approve annual business plan and budget for the Company
   (c) Authorize officers to sign various instruments
2. Exercise the directorship with care, diligence, skill, and with the recognition that his or her conduct must meet the standard of what a reasonably prudent person would do in comparable circumstances.
3. Attend board and committee meetings regularly, and attend the annual meeting of shareholders; at each board meeting, discuss all material business opportunities and threats, inquire into major deficiencies in corporate performance, identify barriers to company progress and propose changes in company direction.
4. Stay informed and keep abreast of the business affairs and developments of the Company.
5. Act in the best interests of the Company and its shareholders by exercising his or her best judgment when voting for any authorizing resolution.
6. After a reasonable period of orientation provided by the Company, be reasonably familiar with the federal, provincial, and foreign statutory legislation applicable to the specific business of the Company, and with the Articles of Association of the Company.
7. Avoid situations that place him or her in a conflict of interest or perceived conflict of interest.
8. Be familiar with the policies of the Company requiring reference of decisions to the Board, particularly the Transaction Approval Policy.
9. Recommend the appointment of auditors to the shareholders of the Company, and appoint officers, annually' and delegate to such officers, management responsibility and authority to manage the day-to-day affairs of the Company.
10. Provide for management succession, particularly with respect to the Chief Executive Officer; establish compensation for the Chief Executive Officer and approve senior management compensation packages.
11. Approve all pension and retirement plans and other significant employee benefits.
12. Distinguish between board oversight and management responsibilities.
13. File requisite insider reports with securities regulators, with respect to transactions in shares of the Company carried out by the director.
14. May sit on at least one committee of the Board and, along with the Chairman and members of such committee, discharge the duties outlined in the charter of such committee, as approved by the Board from time to time. Committees include the Executive Committee, the Audit Committee, the Human Resources Committee and the Governance Committee.
15. Act in an advisory and consultative capacity to the Chief Executive Officer and make available individual and collective expertise to assist the Company when called upon by management.