

## BRP INC.

### CHAIR OF THE BOARD OF DIRECTORS

#### POSITION DESCRIPTION

On the recommendation of the Board of Directors (the "**Board**") of BRP Inc. (the "**Company**"), and in light of the Board's decision to appoint the Company's President and Chief Executive Officer as Chair of the Board, the Company has decided to adopt a written position description for the Chair of the Board (the "**Chair**") who is responsible for the effective functioning of the Board.

The Chair shall be appointed by the Board for a one year term at the first meeting of the Board following the annual meeting of shareholders each year (provided if there is a vacancy in such office, the members of the Board shall appoint the lead director of the Board ("**Lead Director**") to fill the vacancy until such time as it is filled by the Board or at such other time as may be determined by the Board).

The Chair, in collaboration with the Lead Director, provides leadership to the directors, and effectively manages the affairs of the Board and ensure that the Board is properly organized and functions efficiently.

The duties and responsibilities of the Chair shall include the following:

#### A. Strategy

- Work with the Lead Director and members of senior management, where appropriate, to monitor progress on the strategic plan, annual budgets, policy implementation and succession planning;
- Establish procedures to govern the Board's work and provide leadership to ensure the Board's full discharge of its duties and responsibilities as described in the Board mandate and as may otherwise be appropriate;
- Ensure proper flow of information to the Board and review adequacy and timing of documentary materials;
- Provide overall leadership in support of the Company's commitment to corporate social responsibility;

#### B. Interaction with management

- Together with the Lead Director, act as liaison and facilitate effective and transparent communication between the Board and management and ensure that the respective responsibilities of the Board and of management as well as the boundaries between them are clearly understood and respected;
- Ensure that the Board acts and functions independently from management in fulfilling its fiduciary obligations;
- Obtain appropriate information from management, and ensure that the Board has access to such members of management as may be required to enable the Board and the Board committees to exercise their duties;

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- Ensure management is aware of concerns of the Board, shareholders, other stakeholders and the public;

### C. Board and committee structures, meetings and assessments

#### **Meetings of the board**

- Chair meetings of the Board and encourage free and open discussion at meetings of the Board and on an ongoing basis;
- Collaborate with the Lead Director and members of management, where appropriate, to set the frequency, dates and locations of the meetings of the Board and to develop the meetings agendas, including to determine items of importance for consideration by the Board and ensure all such items are properly discussed, considered and resolved;
- Ensure that major initiatives have proper and timely Board understanding, consideration, oversight and approval;
- Ensure that the Board works as a cohesive team and provide the requisite leadership to achieve this;

#### **Resources available to the Board**

- Ensure that the resources available to the Board (in particular, timely and relevant information) are adequate to support its work;
- Ensure that external advisors retained or to be retained by the Board are appropriately qualified and independent;

#### **Separate meetings**

- As required and in collaboration with the Lead Director, ensure that directors have the opportunity, at each meeting, to meet separately without management personnel (including the Chair and CEO) being present, including, when necessary, meetings with only independent members of the Board;

#### **Committee meetings**

- Receive notices and materials for all committee meetings and attend such meetings whenever possible and to the extent required;
- Adopt procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structures and composition, scheduling, and management of meetings;
- Monitor Board committees' work to ensure that delegated projects or responsibilities are carried out and reported to the Board, and that any important issues and recommendations are brought forward by the Board committees to the Board for consideration;

#### **Attendance, performance**

- Ensure that a process is in place by which the effectiveness of the Board and its committees is assessed on a regular basis and improvements are effectively implemented;

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- Together with the Nomination, Governance and Social Responsibility Committee, identify guidelines for the selection of, and evaluation of conduct of, the directors;
- Ensure that a process is in place to review and assess on a regular basis director attendance, performance, compensation and contribution to the effectiveness of the Board and its committees, as well as the size and composition of the Board and its committees;
- Provide advice, counsel and mentorship to directors and assist them to improve their performance;
- Ensure that appropriate and complete education programs are developed and deployed for directors;

**D. Shareholders**

- Subject to the By-laws of the Company, chair meetings of shareholders and respond to such questions from shareholders as are put to the Chair at any such meeting;
- At the request of members of senior management, assist in representing the Company and/or the Board, as appropriate, in a general industry and community context, including at official functions and meetings with major shareholder groups and other stakeholder groups; and

**E. Other**

- Carry out other duties as requested by the Board as a whole, depending on need and circumstances.

Effective date: May 29, 2013 (amended on September 6, 2023)

Approved by: Board of Directors  
on May 21, 2013, May 29, 2019 and  
September 6, 2023