



## **NOWVERTICAL GROUP INC.**

### **POSITION DESCRIPTION OF THE CHIEF EXECUTIVE OFFICER**

#### **1. General**

##### **A. Purpose**

This position description describes the appointment, role and responsibilities of the chief executive officer (the “**CEO**”) of NowVertical Group Inc. (the “**Company**”).

##### **B. Constatng Documents and Applicable Legislation**

This position description is subject to and shall be interpreted in a manner consistent with the Company’s constating documents and any applicable legislation (including the rules and policies of the stock exchange on which the Company’s securities are listed), all as may be amended or amended and restated from time to time.

##### **C. Charter**

This position description should be read together with the written charter of the board of directors (the “**Board**”) of the Company and the position description for the chair of the Board (the “**Chair**”), as such documents may be amended or amended and restated from time to time.

#### **2. Office of the CEO**

The Board shall appoint the CEO on terms and conditions it considers appropriate. The CEO shall report to the Board.

#### **3. Responsibilities**

##### **A. General**

The CEO shall oversee the Company’s strategic plan and shall have responsibility for the operation of the Company’s business in accordance with such plan and the operating and capital expenditure budgets as previously approved by the Board.

##### **B. Specific Responsibilities**

In discharging his or her responsibility for the oversight and operation of the Company’s business, subject always to the oversight by the Board, the CEO shall:

- (a) provide leadership and direction to the other members of the Company’s management team;
- (b) lead management of the business and affairs of the Company;



- (c) foster and maintain a positive image and reputation of the Company;
- (d) foster a corporate culture that promotes ethical practices and encourages individual integrity and initiative;
- (e) maintain a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees at all levels;
- (f) develop, or supervise the development of, and recommend to the Board a long-term strategy and vision for the Company that leads to enhancement of shareholder value;
- (g) lead the implementation of the resolutions and policies of the Board;
- (h) supervise day-to-day management of the Company and ensure that the day-to-day business affairs of the Company are appropriately managed;
- (i) strive to achieve the Company's financial and operating goals and objectives;
- (j) design, or supervise the design and implementation of, effective disclosure and internal controls;
- (k) maintain responsibility for the integrity of the financial reporting process;
- (l) ensure that the Company has an effective management team below the level of the CEO and has a plan for management development and succession;
- (m) serve as chief spokesperson for the Company (including communication with shareholders of the Company and regulators), subject to the direction of the Board;
- (n) perform such other duties as are regularly and customarily performed by a chief executive officer of a reporting issuer; and
- (o) assume such other appropriate responsibilities as are delegated to him or her by the Board.

### **C. Information Flow to the Board**

The CEO will deliver information to the Board on a timely basis to keep the Board apprised of matters which are material to the Board. The CEO will coordinate with the Chair to ensure that information requested by any director of the Board is provided and meets the needs of that director.

### **D. Position Description Review**

The Board shall review, assess and approve (subject to any changes it deems appropriate) this position description and mandate on an annual basis.



**4. Remuneration**

The CEO shall receive such remuneration as the Board may determine from time to time.