



## **CHAIR OF THE BOARD MANDATE**

May 11, 2022

### **I. RESPONSIBILITIES**

In performing his/her duties, the Chair of the Board of Directors (the "Board") of Tidewater Midstream and Infrastructure Ltd. (the "Corporation") takes all reasonable measures to ensure that the Board carries out its responsibilities efficiently with respect to the stewardship of the Corporation and the oversight of the management of the activities of the Corporation. The Chair of the Board (the "Chair") is responsible for the management, the training and the efficiency of the Board. The Chair provides leadership and direction to the Board with respect to all aspects of the Board's work.

In performing his/her duties, the Chair:

- (a) chairs Board meetings and shareholders meetings;
- (b) attends meetings of the committees of the Board, if convenient;
- (c) ensures the strategic plan is communicated to the Board, and that all material decisions are approved by the Board on a timely basis;
- (d) in collaboration with the Lead Director, coordinates and prepares the agenda for Board meetings;
- (e) manages Board activities, namely planning and organizing Board activities, and ensuring that Board meetings are efficient and that the quality, quantity and speed with which information is transmitted to the Board are appropriate;
- (f) serves as the Board's spokesperson in its dealings with the Chief Executive Officer (if the Chair and Chief Executive Officer are separate individuals).
- (g) ensures that the Board has all the necessary information to carry out its duties and make informed decisions;
- (h) acts as the resource person and advisor for the Corporate Governance, Compensation, Nomination, Health, Safety and Environment Committee ("CGCNHSE") with respect to the performance of the officers of the Corporation (other than the Chief Executive Officer where the Chair and Chief Executive Officer are the same person);
- (i) ensures that Board committees report their activities to the Board;
- (j) works in collaboration with the Lead Director or chair of the CGCNHSE Committee, to lead the Directors' annual evaluation process;
- (k) works with the Lead Director to lead the succession process with respect to executive officers;
- (l) serves as the Corporation's representative, in conjunction with management, in dealings with shareholders, business partners or other external authorities, and stakeholders of the Corporation;
- (m) exercises all of the powers conveyed upon the Chair by the Articles, the By-laws or any Corporate Policy; and
- (n) assumes any other responsibility assigned to the Chair by the Board.