

**ORFAP WORLDWIDE SARL
(THE "CORPORATION")**

MANDATE OF THE BOARD OF DIRECTORS

Stewardship of the Corporation

1. The Board of Directors (the "**Board**") of the Corporation is responsible for the stewardship of the Corporation and for overseeing the conduct of the business of the Corporation and the activities of management, who are responsible for the day-to-day conduct of the business.

Director Obligations

2. Each director on the Board has the responsibility to:
 - (a) attend all regularly scheduled meetings of the Board and all of the committees on which they serve and to be prepared for such meetings by reviewing materials provided in advance of meetings;
 - (b) act honestly and in good faith with a view to the best interests of the Corporation; and
 - (c) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Board Composition and Qualifications

3. A majority of the Board will, at all times, be independent as defined in applicable securities laws and the rules or guidelines of any stock exchange upon which the shares of the Corporation are listed ("**Applicable Laws**").
4. In addition to the qualifications required by Applicable Laws, directors must have an appropriate mix of skills, knowledge and experience in business and or industry, as well as an understanding of the Corporation's principal operational and financial objectives, plans and strategies, and financial position and performance.
5. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership.

Board Meetings

6. The Board is responsible to:
 - (a) meet in person or by telephone conference call, at least once each quarter and as often thereafter as required to discharge the duties of the Board;
 - (b) at each regularly scheduled meeting, hold in-camera sessions of the independent directors without management and non-independent directors present; and

7. In the discharge of its responsibilities, the Board may meet with any internal personnel or external advisors in open or closed sessions, as needed or appropriate.

Board Chair and Lead Director

8. The Board is responsible to annually select an independent director to serve as Board chair (the "**Chair**") (or if the Chief Executive Officer ("**CEO**") is also the Board Chair, a lead director who is an independent director) to:
 - (a) provide leadership to all directors;
 - (b) manage the affairs of the Board; and
 - (c) ensure that the Board functions effectively in fulfillment of its duties to the Corporation.

Committees of the Board

9. The Board discharges its responsibilities directly and through its committees. As such the Board shall:
 - (a) establish such committees of the Board as are required by applicable law and as are necessary to effectively discharge the duties of the Board;
 - (b) appoint directors to serve as members of each Committee on an annual basis;
 - (c) appoint a chair of each Committee to:
 - (i) provide leadership to the Committee;
 - (ii) manage the affairs of the Committee;
 - (iii) ensure that the Committee functions effectively in fulfilling its duties to the Board and the Corporation; and
 - (d) develop position descriptions for the Board Chair and the chair of each committee; and
 - (e) regularly receive and consider reports and recommendations of each Committee.

Supervision of Management

10. The Board is responsible to:
 - (a) select and appoint the CEO, and with the assistance of the Corporate Governance and Compensation Committee, establish the CEO's goals and objectives and evaluate CEO performance on at least an annual basis;
 - (b) together with the CEO, develop a position description for the CEO which includes a description of management's responsibilities; and
 - (c) assist the CEO to select and appoint executive officers, establish executive officers' goals and objectives and monitor their performance on at least an annual basis;

- (d) with the assistance of the Corporate Governance and Compensation Committee, maintain and review annually a succession plan for the replacement of the CEO and the Corporation's executive officers; and
- (e) generally provide advice and guidance to management.

Governance

11. The Board is responsible to:

- (a) annually review the mandates of the Board and each Committee, position descriptions, the code of business conduct and ethics (the "**Code**") and all other policies of the Corporation (collectively the "**Governance Documents**") and on the advice of the Corporate Governance and Compensation Committee either approve or require revisions to the Governance Documents;
- (b) together with the Corporate Governance and Compensation Committee, to the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers, and that the CEO and other executive officers create a culture of integrity throughout the Corporation, and further, that business is conducted on behalf of the Corporation in accordance with the requirements and the spirit of the Governance Documents.
- (c) ensure that all new directors receive a comprehensive orientation and that all new directors fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and resources that the Corporation expects from its directors) and that all new directors also understand the nature and operation of the Corporation's business; and
- (d) provide continuing education opportunities for all directors, so that Board members may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Corporation's business remains current.

Communications

12. The Board is responsible to:

- (a) approve and maintain a process for the Corporation's stakeholders to contact the independent directors directly with concerns and questions regarding the Corporation; and
- (b) ensure the Corporation endeavors to keep its shareholders informed of its progress through an annual report, annual information form, quarterly interim reports and periodic press releases. Directors and management meet with shareholders at the Corporation's annual shareholder meeting and are available to respond to questions at that time.

Waivers and Conflicts

13. The Board is responsible, with the assistance of the Corporate Governance and Compensation Committee, for:

- (a) monitoring compliance with the Code;

- (b) providing or denying waivers from the Code; and
- (c) disclosing departures from the Code including filing required material change reports for material departures from the Code containing:
 - (i) the date of the departure(s);
 - (ii) the parties involved in the departure(s);
 - (iii) the reason why the Board has or has not sanctioned the departure(s); and
 - (iv) any measures taken to address or remedy the departure(s).

Strategic Planning

14. The Board has the responsibility to:
- (a) adopt a strategic planning process and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risk of the businesses of the Corporation; and
 - (b) approve capital and operating budgets to implement the strategic plan.

Risk Management

15. The Board has the responsibility to:
- (a) adopt a process to identify the principal business risks of the Corporation, including environmental and social risks, and to ensure the implementation of appropriate systems, policies and procedures to manage those risks including review such risk management strategies annually; and
 - (b) together with the Audit Committee, ensure policies and procedures are in place that are effective to maintain the integrity of the Corporation's:
 - (i) disclosure controls and procedures (such that the Board satisfies itself as to the accurate, timely and effective communication to the Corporation's shareholders and the investment community of developments material to the Corporation);
 - (ii) internal controls over financial reporting; and
 - (iii) management information systems.

Financial Management

16. The Board has the responsibility to:
- (a) review and on the advice of the Audit Committee, approve, prior to their public dissemination:
 - (i) interim and annual consolidated financial statements and notes thereto;

- (ii) management's discussion and analysis of financial condition and results of operations;
 - (iii) relevant sections of the Corporation's annual report, annual information form and management information circular containing financial information;
 - (iv) forecasted financial information and forward looking statements; and
 - (v) all press releases and other documents in which financial statements, earnings forecasts, results of operations or other financial information is disclosed; and
- (b) approve dividends and distributions, material financings, transactions affecting authorized capital or the issue and repurchase of shares and debt securities of the Corporation's, and all material divestitures and acquisitions.

Materials

17. The Board shall have access to all books, records, facilities and personnel of the Corporation necessary for the discharge of its duties.

Advisors

18. The Board has the power, at the expense of the Corporation, to retain, instruct, compensate and terminate independent advisors to assist the Board in the discharge of its duties.

Annual Review

19. The Board will assess, on an annual basis, the adequacy of this Mandate of the Board.
20. Assess, on at least an annual basis, the effectiveness of the Board, the committees of the Board and each individual director. An assessment will consider:
- (a) in the case of the Board or a committee of the Board, its mandate or charter, as applicable;
 - (b) in the case of an individual director, the applicable position descriptions, as well as the competencies and skills each individual director is expected to bring to the Board; and
 - (c) the opinions and recommendations of the Corporate Governance and Compensation Committee.

Approved by the Board of Directors October 31, 2012
Ratified by the Board of Directors October 30, 2013
Ratified by the Board of Directors October 30, 2014
Ratified by the Board of Directors October 29, 2015
Ratified by the Board of Directors October 25, 2016
Ratified by the Board of Directors October 25, 2017
Approved by the Board of Directors, as amended, October 24, 2018