

POLICY FOR THE SELECTION AND APPOINTMENT OF THE CHAIR OF THE BOARD OF DIRECTORS OF METRO INC. (the “Company”)

This Policy serves to establish a process through which a new Chair of the Company’s Board of Directors (the “Board”) is selected.

1. Selection process

The outgoing Chair of the Board (the “Outgoing Chair”), and/or the Governance and Corporate Responsibility Committee (the “Committee”) and/or any other individuals designated by the Committee (collectively, the “Selection Group”) shall be responsible for identifying suitable candidates as Chair of the Board and recommending to the Board the appointment of the selected candidate. Said recommendation for appointment must be presented to the Board together with the Selection Group’s justification of the recommendation, based on its assessment of the proposed candidates’ competencies, experience and qualifications.

The selection of Board Chair candidates shall be based on a prior analysis of the role of the Chair and the needs of the Board and of the Company, performed by the Selection Group with advice and input from the Board and the Company’s President and Chief Executive Officer (the “CEO”). The objective is to select the most suitable candidate as Chair of the Board that meets the needs of the Board at the time of the appointment.

Any Board Member may submit names of potential candidates for consideration by the Selection Group for appointment as Chair of the Board.

2. Timeline

The Selection Group should begin the process of identifying suitable candidates for appointment as Chair of the Board approximately two (2) years before any planned Board Chair transition.

Should it be necessary to recruit a director who is not already a member of the Board, the Selection Group should begin the process of identifying suitable candidates at least two years before any planned Board Chair transition.

The Selection Group will create a succession timeline. This timeline should account, as needed, for the time required to recruit any external candidate, to allow potential candidates to chair one or more committees of the Board and to avoid conflict with any planned succession transition for the Company’s CEO. In creating the timeline, the Selection Group should ensure that the current or new Chair of the Board will be able to guide any CEO succession process effectively and maintain a degree of board leadership continuity before and after this CEO succession transition.

3. Conditions to be met by candidates

Candidates for the position of Board Chair must be current directors of the Board or individuals eligible to become directors under the Québec *Business Corporations Act*, with the competence, experience, qualifications, skills, availability and degree of commitment required for the position.

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When considering candidates, the Selection Group shall assess and/or take into consideration the following aspects, bearing in mind the needs of the Board:

- The candidate's career and profession or business competencies.
- The candidate's knowledge of the French language.
- The candidate's management and leadership experience, having regard to the size and complexity of the business of the Company.
- The candidate's demonstrated leadership skills and strong followership at the Board.
- The availability of the candidate given the positions already held by such candidate at other companies and on other boards, having regard to the required time commitment needed to hold the position.
- Any matter or event that may have a detrimental and/or beneficial effect on the candidate's responsibility or reputation or on that of the Company.
- The advice and input from the Board and CEO.

4. Role and Profile

At the onset of the process, the Selection Group shall review the role, responsibilities and mandate of the Chair of the Board. The Selection Group shall also develop a list of specific skills and competencies required of the Chair of the Board to fulfill the role and meet the Board's and the Company's needs. The Selection Group shall solicit comments from the Board and from the CEO on the skills, competencies, role and responsibilities of the Chair of the Board. The Selection Group will also make its recommendation to the Board as to any changes to the role, responsibilities or mandate of the Chair of the Board and will present the list of skills and competencies required of the Chair of the Board.

5. External advisors

When selecting candidates for Chair of the Board, the Selection Group may hire the services of external advisors specializing in searching for and selecting candidates to make the process more efficient and effective.

When analysing the candidacies, the advisor must take into consideration the requirements set out in Section 3 of this Policy.

6. Special reference to diversity

Any type of implicit or explicit bias in the candidate selection process that may imply any kind of discrimination shall be avoided.

The Selection Group should give special attention to diversity, including but not limited to, gender, cultural and ethnic diversity, during the selection process. As much as possible, at least one candidate of a diverse background should be included in the short list of suitable candidates for appointment.

7. Review

The Committee will review this Policy every three (3) years and recommend any changes to the Board for approval.

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