

**Intact Financial Corporation
And its Canadian P&C Insurance Companies
(jointly called the “Company”)**

Mandate of the Chair of the Board

I. Mission of the Chair of the Board

The Chair of the Board is responsible for the management, the development and the effective performance of the Board of Directors of the Company (the “Board”) and its committees. The Chair will take all reasonable measures to ensure that the Board and its committees fully execute their mandate and that directors clearly understand and respect the boundaries between the Board and its committees and management responsibilities.

The main responsibilities of the Chair consist in the following:

- manage the affairs of the Board, including ensuring that the Board and its committees are organised properly, function effectively and meet their obligations and responsibilities;
- facilitate the functioning of the Board independently of management (as defined under securities legislation) and maintain and enhance the quality of the Board’s governance and that of the Company;
- act as liaison between the committees of the Board, the CEO and management of the Company (“Management”);
- regularly interface with the CEO on performance and governance issues, including providing feedback from the Board; and
- lead the Board in the execution of its obligations and responsibilities to the Company for the benefit of all the Company’s shareholders.

II. Qualification

The Chair is a non-executive Chair, appointed by the Board of directors, among the members of the Board of directors of the Company.

III. Specific responsibilities

Among responsibilities pertaining to the Chair’s role, the Chair has the following specific responsibilities:

1. Board Effectiveness

- (i) Taking all reasonable steps to ensure that the Board works as a cohesive team and providing the leadership essential to achieve this;
- (ii) Arranging for adequate resources being available to the Board (in particular timely and relevant information) to support its work;
- (iii) Taking all reasonable steps to ensure that a process is in place for the assessment on a regular basis of the effectiveness of the Board and its committees and the contribution of each director.

2. Board Management

- (i) Chairing Board meetings and being a member or a permanent guest of the Board committees;
- (ii) Setting the agenda of each Board meeting, in consultation with the CEO and the Corporate Secretary of the Company (the “Secretary”);
- (iii) Taking all reasonable steps to ensure that the conduct of Board meetings facilitates discussions and provides adequate time for effective study and discussion of the business under consideration while, in collaboration with the CEO, overseeing that the focus of the Board’s attention is on strategically important issues;
- (iv) Proposing and implementing procedures to ensure that the Board conducts its work effectively, including, coordinating the activities with committee chairs, periodical review of committee structure and composition and regular reporting on the work of each committee to the Board;
- (v) Taking all reasonable steps to ensure that independent directors meet periodically without Management and other non-independent directors present, attend such meetings as appropriate and discuss the results of such meetings with the CEO;
- (vi) In accordance with the guidance of the Compliance Review and Corporate Governance Committee (that is also the Nominating Committee), and in collaboration with the CEO, approaching potential Board candidates to explore their interest in joining the Board.

3. Interaction with Committees of the Board

- (i) Meeting with the committee chairs on a regular basis and, when appropriate, act as liaison between the committee chairs and the CEO and Management;
- (ii) Discussing any issue related to the committee functions or Management with committee chairs.

4. Interaction with CEO and Management

- (i) Taking all reasonable steps (through processes, policies, mandates and reporting) to ensure that the expectations of the Board toward Management, and the expectations of Management toward the Board, are clearly expressed, understood and respected;
- (ii) Acting as liaison between the Board and Management;
- (iii) Acting in an advisory capacity to the CEO and to other senior management members in all matters concerning the interests and Management of the Company, including building a healthy governance culture.

5. Representing the Interests of the Company for the Benefit of all Shareholders

- (i) Chair the meetings of shareholders and be available to answer questions and participate in any matter concerning shareholders;
- (ii) In conjunction with Management, respond to shareholders' concerns and report to the Board concerns, when appropriate;
- (iii) Lead the Board in the execution of its obligations and responsibilities to the Company for the benefit of all the Company's shareholders.

6. Engaging with Shareholders and Other Stakeholders

- (i) Support an open and transparent process for shareholders to contact and engage with the Board;
- (ii) At the request of the Board, and with the agreement of the CEO, representing the Company to external groups and other stakeholders, including local community groups, associations and governments.

7. Board Independence and Governance and Assessment

- (i) Be knowledgeable of, and keep informed with respect to, corporate governance practices, including corporate governance practices of other comparable companies and lead the adoption of "best practices", where appropriate, to maintain a leadership level of governance practices;
- (ii) In conjunction with the CEO and the Secretary, facilitate the effective and transparent interaction of Board members and Management;
- (iii) Meet with all Board members and seek their feedback on Board and committee performance and other matters;
- (iv) In conjunction with the Compliance Review and Corporate Governance Committee, assess performance of directors collectively and individually, including the committee chairs and, where applicable, provide individual performance feedback to Board members;

- (v) Provide feedback and input to the committee chairs on governance and other matters.

IV. Performance Assessment

The Compliance Review and Corporate Governance Committee annually supervises the performance assessment of the Board Chair and reports to the Board on such assessment.

Approved by the Board of Directors of Intact Financial Corporation and its Canadian P&C Subsidiaries on February 6, 2018.