



Mandate of the Environmental, Health and Safety Committee

Approved by the Board of Directors
on May 9, 2016

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GEORGE WESTON LIMITED

Mandate of the Environmental, Health and Safety Committee

1. RESPONSIBILITY

The Environmental, Health and Safety Committee (the "Committee") is responsible for assisting the Board of Directors of the Company ("Board") in fulfilling its oversight responsibilities in relation to:

- the Company's policies, management systems and performance with respect to environmental and occupational health and safety matters;
- the Company's policies and compliance with food safety and product safety matters, including safe preparation and handling standards;
- the Company's compliance with legal and regulatory requirements with respect to the foregoing; and
- such other duties as may be delegated to the Committee by the Board.

2. MEMBERS

The Board shall appoint a minimum of three (3) directors to be members of the Committee. No more than one member of the Committee shall be a management director.

3. CHAIR

Each year, the Board shall appoint one member from amongst the non-management directors to be Chair of the Committee. If, in any year, the Board does not appoint a Chair, the incumbent Chair shall continue in office until a successor is appointed. The Board has adopted and approved a position description for the Chair which sets out his or her role and responsibilities.

4. TENURE

Each member shall hold office until his or her term as a member of the Committee expires or is terminated, or a successor is duly appointed.

5. QUORUM, REMOVAL AND VACANCIES

A majority of the Committee's members shall constitute a quorum. Any member may be removed and replaced at any time by the Board. The Board may fill vacancies in the Committee by appointment from among the members of the Board. If a vacancy exists on the Committee, the remaining members shall exercise all powers so long as a quorum remains in office.

6. DUTIES

The Committee shall have the duties set out below as well as any other duties that are specifically delegated to the Committee by the Board:

- (a) The Committee shall review the actions taken by management in order for management to ensure that the Corporation has proper systems for implementing the Corporation's policies with respect to environmental and occupational health and safety matters including waste management, as well as food safety and product safety matters, such systems to involve appropriate standards, education, supervision and inspection and to take into account risk management practices in the industry to which they are to apply;
- (b) The Committee shall review the actions taken by management in order for management to ensure that employees are: (a) aware of the Corporation's policies with respect to environmental, occupational health and safety, food safety and product safety matters, and (b) expected to deal with environmental, occupational health and safety, food safety and product safety problems expeditiously or to bring such problems to the attention of appropriate management personnel;
- (c) The Committee shall review the actions taken by management in order for management to ensure that the Corporation communicates standards and policies with respect to food safety matters to independent contractors, as appropriate, recognizing their arm's length relationship;
- (d) The Committee shall receive and review periodic reports from management and such independent consultants, if any, as the Committee shall consider appropriate, on environmental, occupational health and safety, food safety and product safety matters, such reports to note in particular any significant government requests for action and the manner of dealing with the same. The Committee shall also receive and review periodic reports from management on claims management matters;
- (e) The Committee shall satisfy itself as to the effective risk management of the individual risks for which such oversight has been delegated to the Committee by the Board, through the receipt of periodic reports from Internal Audit Services and management;
- (f) The Committee shall receive and review periodic reports from management on current and emerging issues and proposed legislation in environmental, occupational health and safety, food safety and product safety matters as they may affect the Corporation's operations or its independent contractors and shall bring to the attention of the Board such issues as it shall think appropriate;
- (g) The Committee shall review the actions taken by management in order for management to ensure that food safety programs address safe manufacturing, handling and preparation standards, that suppliers, both domestic and offshore, of food products adhere to safe standards, and that best practices are in place for storage, distribution and packaging of food product, along with the necessary control systems to monitor compliance with such policies;
- (h) The Committee shall bring to the attention of the Board any serious problems or deviations that management cannot deal with expeditiously or within reasonable

economic bounds, and shall submit to the Board periodic reports as to the Committee's activities;

- (i) The Committee shall receive timely reports on any major incidents, including any involving a breach or violation of the Corporation's policies and any food safety crises. The Committee will ensure that the proper action is taken by management to rectify the situation and to proactively minimize any risks of such incident occurring at other locations or facilities; and
- (j) The Committee shall undertake such additional activities within the scope of its responsibilities as it shall deem appropriate in its discretion.

7. COMPLAINTS PROCEDURE

The Committee shall monitor the effectiveness of the Company's procedures for the receipt, retention and follow-up of complaints received by the Company regarding environmental, occupational health and safety, food safety and product safety controls or related matters and for the confidential, anonymous submission of concerns by employees of the Company regarding such matters. The Committee shall review with management periodic reports in this regard.

8. REPORTING

The Committee shall report to the Board on:

- the Company's performance of its obligations and objectives relating to environmental, occupational health and safety, food safety and product safety matters;
- the adequacy of the Company's internal control and monitoring systems with respect to environmental, occupational health and safety, food safety and product safety matters;
- the Company's compliance with legal and regulatory matters to the extent they affect the Corporation's operations;
- the management of those risks for which oversight has been delegated by the Board to the Committee pursuant to the enterprise risk management program; and
- all other material matters dealt with by the Committee.

9. REVIEW AND DISCLOSURE

This Mandate should be reviewed by the Committee at least annually and be submitted to the Board for approval with such amendments as the Committee proposes.

10. FREQUENCY OF MEETINGS AND *IN CAMERA* SESSIONS

The Committee shall meet at least semi-annually at the call of the Chair. Meetings may also be called by any member of the Committee or by the Secretary of the Committee. Following each regularly-scheduled meeting of the Committee, the Committee members shall meet in private session.

11. RETENTION OF EXPERTS

The Committee may engage such special legal, accounting or other experts, without Board approval and at the expense of the Company, as it considers necessary to perform its duties.