

Schedule E — Mandate of the Environment, Safety and Sustainability Committee

Overall Purpose / Objective

The Environment, Safety and Sustainability Committee (the “ESS Committee”) is appointed by the Board of Directors (the “Board”) of Parkland (the “Corporation”) to assist the Board in carrying out its governance and oversight responsibilities in relation to the Corporation’s management of matters including:

- Health & Safety, including worker safety, product safety, asset integrity and crisis management;
- Environment & Sustainability, including low carbon and climate change impacts, GHG emissions, air quality, ecological impacts;
- Business Ethics, including supply chain management, political contributions, and anti-corruption;
- Social Capital, including community engagement, social investment, First Nations engagement, human rights, and customer privacy; and
- Human Capital, including diversity and inclusion, and labour practices.
(collectively, the “ESG Matters”)

The ESG Matters do not include broad oversight of corporate governance (which is overseen by the GNE Committee) or enterprise risk (which is overseen by the Audit Committee) components of both areas are relevant to the ESG Matters.

In performing its duties, the ESS Committee will maintain effective working relationships with the Board, management, and other committees of the Board. To perform his or her role effectively, each ESS Committee member (“Member”) will need to develop and maintain his or her skills and knowledge, including an understanding of the ESS Committee’s responsibilities and the Corporation’s business operations and risks.

Roles and Responsibilities

The ESS Committee will:

- oversee the management of the Corporation in setting the Corporation’s general strategy with respect to ESG Matters, including the identification, assessment and prioritization of material and strategically significant ESG Matters, and consider and recommend policies, practices, and disclosures that conform with the strategy;
- identify issues and trends in respect of the ESG Matters that could significantly impact the Corporation’s ability to create long-term value;
- ensure that the management of ESG issues is embedded in the wider Corporation, and ensure that different functions within the Corporation are prepared to take advantage of new opportunities in respect of the ESG Matters;
- review, monitor and report to the Board on the performance, policies and activities of the Corporation and its subsidiaries on ESG Matters, including the adequacy of the Corporation’s operating management system and system of internal controls as they relate to the ESG Matters;
- review, monitor and report to the Board on actions and initiatives undertaken by the Corporation to prevent, mitigate and manage risks related to ESG Matters, including climate change-related risks, which may have the potential to adversely impact the Corporation’s business, operations, performance, or reputation or are otherwise pertinent to the Corporation and its stakeholders;
- review and monitor any critical incidents respecting the Corporation’s assets or operations involving: a fatality or a life-threatening injury to a person, or any incidents involving personnel and public safety, property damage, environmental damage or physical security that have the potential to severely and adversely impact the Corporation’s reputation and or business continuity;
- review, monitor and report to the Board on the findings of any significant examination or audit by regulatory agencies or external auditors concerning ESG Matters and review the audit scope and approach of any external auditors related to ESG Matters;
- provide oversight of the Corporation’s voluntary public disclosure on ESG matters including any significant sustainability reports;
- review and assess this mandate annually and recommend any proposed changes to the Board for approval; and
- perform such other duties, tasks, and responsibilities relevant to the purpose of the ESS Committee as may from time to time be requested by the Board.

Reporting Responsibilities

The ESS Committee will update the Board about ESS Committee activities and make appropriate recommendations and ensure the Board is aware of ESG Matters, or other matters, that may significantly impact the Corporation.

Authority

The Board authorizes the ESS Committee, within the scope of its responsibilities, to:

- Perform activities within the scope of this mandate;
- Ensure the attendance of the Corporation's officers at meetings, as appropriate;
- Request and gain access to members of management, employees and relevant information;
- Establish procedures for dealing with the various aspects of this mandate; and
- Engage and compensate independent counsel and other advisers as it deems necessary to carry out its duties.

Organization

Membership

The Board will nominate the Members and the Chair of the ESS Committee ("ESS Committee Chair") who will be an independent director within the meaning of National Instrument 52-110 – Audit Committees ("NI 52-110"). In the absence of the ESS Committee Chair, a Member can act in the capacity of the ESS Committee Chair provided the quorum is maintained.

The ESS Committee shall consist of not less than three nor more than five Members. A majority of the Members shall be independent (within the meaning of NI 52-110), non-executive directors of the Corporation. Replacements are appointed by the Board in case of resignation or vacancy.

A quorum of any meeting will be two Members by telephone or in person.

Each Member should have skills and experience commensurate with the discharge of such duties and responsibilities.

Members will be appointed for a one-year term of office. However, the Board may, by resolution, from time to time, remove any Member, with or without cause, or add to or otherwise change the membership of the ESS Committee. A Member shall ipso facto cease to be a member of the ESS Committee upon ceasing to be a director of the Corporation.

If and whenever a vacancy shall exist on the ESS Committee, the remaining Members may exercise all its powers so long as a quorum remains.

The ESS Committee shall appoint a secretary who need not be a director of the Corporation. In lieu of the appointment of a secretary, the corporate secretary of the Corporation shall act as the secretary of the ESS Committee.

Meetings

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by other electronic means to each Member at least 48 hours prior to the time fixed for such meeting. A Member may in any manner waive notice of the meeting. Attendance of a Member at a meeting shall constitute waiver of notice.

Meetings shall be quarterly at a time consistent with the quarterly meetings of the Board, and additional meetings will be at the discretion of the ESS Committee Chair. Teleconferences, although not the preferred meeting method, are acceptable.

Special meetings may be called by the secretary of the ESS Committee on the direction of: (i) the Chief Executive Officer and one Member; or (ii) any two Members. The secretary shall circulate the Agenda and supporting documentation to the Members a reasonable period in advance of each meeting.

The ESS Committee may invite the Chief Executive Officer, the Chief Sustainability Officer and the Chair of the Board and, as necessary, any other person deemed appropriate by the ESS Committee Chair, except during a camera period where only the Members are entitled to attend. The ESS Committee Chair shall have the right to determine who shall and who shall not be present at any time during a meeting of the ESS Committee.

The secretary of the ESS Committee shall circulate the minutes to members of the Board after approval of such minutes by the ESS Committee Chair.

As a minimum, the ESS Committee Chair (or another Member) shall attend the Board meeting at which an ESS Committee report is tabled.