

HUMAN RESOURCES COMMITTEE

COMMITTEE CHAIR POSITION DESCRIPTION

(Revised November 7, 2022)

Introduction

This position description outlines the roles and responsibilities of the Chair of the Human Resources and Compensation Committee (the “Committee”) of the Board of Directors of Keyera Corp. This position description should be read together with the written Terms of Reference for the Human Resources and Compensation Committee.

Responsibilities of the Chair

The Committee Chair shall provide overall leadership to enhance the effectiveness of the Committee and be responsible to:

- (a) set the tone for the Committee and its members to foster ethical and responsible decision making, appropriate oversight of Management and appropriate corporate governance practices;
- (b) encourage free and open discussion at meetings of the Committee;
- (c) schedule and set the agenda for Committee meetings with input from other Committee members, the Chair and Management as appropriate;
- (d) facilitate the timely, accurate and proper flow of information to and from the Committee, and arrange sufficient time during Committee meetings to fully discuss agenda items;
- (e) report to the Board following each meeting of the Committee on the activities, findings and any recommendations of the Committee;
- (f) provide advice and counsel to the senior members of Management in the areas covered by the Committee’s mandate;
- (g) proactively encourage training and education of the Committee and its members in areas falling within the Committee’s mandate;
- (h) take reasonable steps to ensure that Committee members understand the boundaries between the Committee and Management responsibilities;
- (i) organize the Committee to function independently of Management and take reasonable steps to ensure that the Committee has an opportunity at each of its meetings to meet in separate closed sessions without Management present, and with or without internal personnel or external advisors as needed or appropriate; and
- (j) take all other reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its Terms of Reference, are well understood by the Committee members and executed as effectively as possible.