

BELLUS HEALTH INC.

TERMS OF REFERENCE FOR THE BOARD CHAIR

The term “**Corporation**” refers to BELLUS Health Inc., the term “**Board**” refers to the board of directors of the Corporation.

I. INTRODUCTION

- A. The Chair is appointed annually by and reports to the Board.
- B. The Chair’s primary role is managing the affairs of the Board including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.
- C. The Chair works with the President and Chief Executive Officer (the “**CEO**”) of the Corporation to ensure effective relations with Board members, shareholders, other stakeholders and the public.
- D. The Chair maintains on-going communications with the Secretary and with such other officers of the Corporation as he determines appropriate.

II. DUTIES AND RESPONSIBILITIES

A. Working with the Corporation

The Chair has the responsibility to:

- (a) provide advice to the CEO on major policy issues affecting the Corporation;
- (b) assist and represent the Corporation in a general industry and community context;
- (c) ensure that the CEO is aware of concerns of the Board, shareholders, other stakeholders and the public;
- (d) lead the Board in monitoring and evaluating the performance of the Corporation and ensuring the accountability of the Corporation;
- (e) lead the Board in assessing the performance of the Corporation;
- (f) work closely with the CEO to ensure the Corporation’s strategies and plans are appropriately represented to the Board;
- (g) provide assistance and direction to the Corporation on major policy issues such as acquisitions, divestitures, and new strategic initiatives of the Corporation, and

- (h) assist the CEO in representing the Corporation at senior levels of industry or government to promote specific Company objectives.

B. Managing the Board

The Chair has the responsibility to:

- (a) assist the Board in remaining alert to its obligations to the Corporation, shareholders, other stakeholders, as advised by counsel, and pursuant to law;
- (b) chair Board meetings;
- (c) establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- (d) assist the Board in drawing up an annual slate of directors to be nominated to the Board;
- (e) assist the Board in its recommendation of the committee members and committee chair appointments to the Board for approval and its review of the need for, and the performance and suitability of, those committees;
- (f) oversee the preparation and co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the CEO and the Corporate Secretary;
- (g) ensure the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of the Corporation;
- (h) maintain a liaison and communication with all directors and committee Chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its committees;
- (i) in collaboration with the CEO, ensure information requested by directors or committees of the Board is provided and meets their needs; and
- (j) review and assess director attendance, performance and compensation and the size and composition of the Board, all in conjunction with relevant committees of the Board.

C. Relations with Shareholders, other Stakeholders and the Public

The Chair has the responsibility to:

- (a) chair meetings of shareholders.
- (b) in conjunction with the CEO, ensure the Corporation and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, and other stakeholder groups; and

- (c) undertake public service activities, as requested by the CEO and relevant committees, in connection with the Corporation's charitable educational and cultural activities and objectives.