

SLEEP COUNTRY CANADA HOLDINGS INC.

POSITION DESCRIPTION

CHAIR OF THE BOARD

1. General

1.1 Purpose

This position description describes the appointment, role and responsibilities of the chair or the co-chairs, as the case may be (the "**Chair**"), of the board of directors (the "**Board**") of Sleep Country Canada Holdings Inc. (the "**Corporation**").

1.2 Governing Statute, Articles and By-Laws

This position description is subject to the provisions of the *Canada Business Corporations Act* and the Corporation's articles and by-laws, as amended from time to time.

1.3 Charter

This position description should be read together with the written charter of the Board (the "**Charter**"), as such Charter may be amended from time to time.

2. Office of the Chair

2.1 Appointment

- (a) The Chair shall be appointed by the Board.
- (b) The office of Chair is to be vacated:
 - (i) if the Chair resigns (which resignation shall become effective upon the Chair delivering a written resignation to the secretary or another officer of the Corporation);
 - (ii) upon the death of the Chair; or
 - (iii) following the passing of a resolution of the Board removing the Chair from office.

2.2 Term

The Chair shall be appointed for a one-year term; provided, however, that if no successor is appointed at the end of such term, the incumbent Chair shall remain in office until a successor is appointed.

2.3 Remuneration

The Chair shall receive such remuneration for his services as the Board may determine from time to time, in consultation with the Compensation, Nominating and Corporate Governance Committee of the Board.

3. Responsibilities of the Chair

3.1 Board Leadership

The Chair will provide leadership to the directors of the Corporation (the "**Directors**") in discharging their mandate as set out in the Charter, including by:

- (a) promoting a thorough understanding by the Directors and management of:
 - (i) the duties and responsibilities of the Directors; and
 - (ii) the distinctions between the role of the Directors and the role of management; and
- (b) promoting cohesiveness among the Directors.

3.2 Liaison between the Directors and Management

The Chair shall be the liaison between the Directors and management, promoting open and constructive discussions between the Directors and management.

3.3 Liaison between Independent and Non-Independent Directors

The Chair shall be the liaison between the independent and non-independent Directors.

3.4 Information Flow

The Chair shall promote the proper flow of information to the Directors to keep the Directors fully apprised of all matters which are material to the Directors at all times.

3.5 Meetings of the Board

In connection with meetings of the Board, the Chair shall be responsible for:

- (a) scheduling meetings of the Directors and coordinating with the chairs of the various committees of the Board to schedule meetings of such committees;
- (b) organizing and presenting the agenda for meetings of the Directors based on input from other Directors;
- (c) monitoring the adequacy of the materials provided to the Directors by management in connection with the Directors' deliberations;

- (d) ensuring that the Directors have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board; and
- (e) presiding over meetings of the Directors.

3.6 Meetings of Shareholders

The Chair shall preside over meetings of the Corporation's shareholders.

3.7 Other Responsibilities

The Chair shall perform such other functions:

- (a) as may be ancillary to the duties and responsibilities described above; and
- (b) as may be delegated to the Chair by the Directors from time to time.