



Liminal
BioSciences



Mandate of the Chair of the Board of Directors

Mandate of the Chair of the Board of Directors

General

The chair (the “**Chair**”) of the Board of Directors (the “**Board**”) of Liminal BioSciences Inc. (the “**Company**”) chairs the meetings of the Board and assures its good functioning and the good functioning of the committees of the Board. The Chair may attend at all such committee meetings.

Functions and Responsibilities

Management of Board

The Chair shall:

1. preside over the meetings of the Board and ensure its efficient and productive functioning;
2. work in a constructive manner to arrive at a consensus among Board members while allowing open and honest discussions;
3. establish, in collaboration with the Chief Executive Officer (“**CEO**”), the Lead Independent Director and the Corporate Secretary of the Company, the agenda, the calendar and the annual workplan for Board meetings;
4. promote and facilitate open and effective communication among Board members;
5. strive to maximize the cohesion and general effectiveness of the Board as a policy-making and surveillance entity;
6. ensure that the Board performs its duties and responsibilities as stipulated in the Board mandate as well as any applicable legislation, and assure himself that the

- Board respects administrative regulations and the governance policies of the Board;
7. oversee the enforcement of the Code of Ethics and Business Conduct among the Board members, interpret its articles, and assure himself that the rules and principles of ethics are respected by Board members;
 8. “Personal Implication” provision: abstain from chairing a specific moment in any meeting where he/she has a personal implication in an item being discussed at that moment; another Board member shall chair the meeting for that item;
 9. represent the Company before shareholders in collaboration with the CEO and the Lead Independent Director of the Company;
 10. collaborate with the HR & Corporate Governance Committee, further to consultation with the Board, to ensure the proper succession of Board members as well as to ensure the proper Board Committees composition;
 11. oversee the proper coordination of presentations and reports made to the Board;
 12. ensure constructive relationships and effective communication between the Board and the Company’s management team;
 13. examine and approve the travel and entertainment expenses of the CEO as well as the members of the Board;
 14. ensure that the Board has all the necessary information to permit the proper examination and supervision of the implementation of the Company’s strategies and policies;
 15. together with the Lead Independent Director, coordinate the performance evaluation of the Board members based on guidelines previously established by the HR & Corporate Governance Committee, and conclude the evaluation process by meeting individually with each Board member;

16. assume all other responsibilities and functions that may be assigned to him by the Board;

Board Committees

The Chair shall strive to maximize the:

1. smooth functioning of the Board Committees meetings;
2. regular presentation of reports to the Board by the Board Committees; and
3. ensure that the Committees perform their duties and responsibilities as stipulated in their respective mandate as well as any applicable legislation, and assure himself that the Committees respect administrative regulations and governance policies of the Company.

Liaison with the CEO of the Company

The Chair shall:

1. transmit to the Company's CEO any pertinent recommendation or comment made by the Board;
2. jointly with the HR & Corporate Governance Committee and the Board, establish the performance objectives of the Company's CEO and evaluate the CEO's performance thereon; and
3. act as a source of advice and counsel for the Company's CEO.

The Company's CEO shall ensure that the Company furnish all the required technical and logistical support necessary for the Chair to perform his/her functions and fulfill his/her responsibilities.