

GABY Inc.
(the “Company”)

Job Description: Chair of the Board and Chief Executive Officer

The Chair of the Board and Chief Executive Officer is accountable for sustained value creation for stakeholders. The Chair of the Board and Chief Executive Officer is entrusted with managing company resources to ensure optimal performance, developing and maintaining continuity of leadership capabilities, and providing leadership in corporate governance and regulatory compliance. The Chair of the Board and Chief Executive Officer is responsible for championing the mission, vision, values, leadership and strategic capabilities of the Company. As a member of the Board of Directors (the “Board”) and working with the Lead Director, the other members of the Board, and the Executive Team, the Chair of the Board and Chief Executive Officer shapes, communicates and executes the enterprise-wide financial, operational and human resource strategy.

Accountability Overview (Chief Executive Officer Responsibilities):

Leadership and Vision

Leads the Executive Team in developing and executing enterprise-wide strategies to optimize shareholder value by:

- Establishing strategic, operational and financial objectives of the Company.
- Formulating enterprise-wide direction to facilitate business growth.
- Identifying, evaluating and actioning opportunities.
- Enhancing organizational capability through an effective talent strategy and ensuring capable leadership is in place for the future.
- Maintaining a highly effective relationship with key regulators, government and industry characterized by an open and frank dialogue and proactive attention to key issues.

Business Operations

Directs the business operations of the company through the Executive Team, ensuring alignment with the company’s overall strategic direction by:

- Setting operational principles that are conducive to stimulating premier financial, operational and individual performance.
- Monitoring progress against annual, mid and long term business plans.

- Developing for Board/regulatory/shareholder approval (as required) all major change initiatives ensuring they align to enterprise strategy and allocating appropriate resources to assure successful conclusion.

Compliance and Risk Management

Ensures an effective risk management framework and compliance culture is in place by:

- Ensuring implementation of risk management practices and procedures in accordance with the risk management framework approved by the Board.
- Monitoring the Company compliance framework to ensure corrective action is taken when required.
- Addressing capital and operational risk through documented controls and recurring audits.
- Creating a culture that fosters high ethical standards, transparency and ensures open channels to raise issues without reprisal.
- Upholding the governing principles of the Company's Code of Business Conduct and Ethics.
- Clearly articulating and promoting company values to sustain a superior, reputable corporate image.

Accountability Overview (Chair of the Board Responsibilities):

The Chair manages the affairs of the Board so as to assist the Directors in carrying out their responsibilities and enhance the effectiveness and cohesion of the Board as a whole. The Chair is a regular attendee at meetings of Board Committees. The Chair should encourage open discussion and debate at Board meetings and have frequent dialogue with other Directors and senior management.

The principal duties and responsibilities of the Chair include:

- Ensuring that the respective responsibilities of the Board and those of management are well understood, and that the boundaries between Board and management responsibilities are respected.
- Communicating the expectations of the Directors to management.
- In conjunction with the Chair of the Governance and Nominating Committee, regularly evaluating, and in appropriate circumstances proposing enhancements to, the Company's governance structure and procedures.

- Assessing the sufficiency of the resources available to the Board and its Committees, including the scope, timeliness and relevance of available information.
- In consultation with the Governance and Nominating Committee, ensuring that the Directors are appropriately compensated in their capacities as Directors of the Company, or otherwise if not independent.
- In conjunction with the Lead Director, setting the Board agenda, chairing the Board meetings and ensuring that there is adequate time at Board meetings for discussion of relevant issues and in camera sessions for independent Directors.
- In conjunction with the Lead Director, setting the agendas for annual and special meetings and acting as the chair of those meetings.
- In conjunction with the Governance and Nominating Committee, leading assessments of the effectiveness of the Directors, the Board and its Committees on an annual basis.
- In conjunction with the Governance and Nominating Committee, evaluating the performance of the Directors and the Chairs of each Committee as part of an annual peer review process, and meeting individually with each Director at least annually to discuss individual performance.
- In conjunction with the Governance and Nominating Committee, ensuring that appropriate human resource management practices (including succession, development and compensation plans) are in place for senior management.
- In conjunction with the Governance and Nominating Committee, determining the competencies, skills and qualities required or best suited from time to time to complement the diversity of the current Board composition and identifying prospective Board candidates. The Chair (and/or Lead Director) is responsible for conducting initial interviews of prospective candidates and recommending prospective Directors to the Governance and Nominating Committee for its review and subsequent recommendation to the Board.
- Reviewing, with the Chair of the Governance and Nominating Committee, the membership of each Board Committee and the selection and rotation of the Committee Chairs, and making recommendations to the Governance and Nominating Committee for its review and recommendation to the Board.
- In conjunction with the Governance and Nominating Committee, overseeing the orientation and training program for new Directors and the ongoing education program for all Directors.
- Engaging, at the expense of the Company, outside advisors for the Directors or the Board, as required.