



GOVERNANCE AND NOMINATING COMMITTEE CHARTER
for
CHEMTRADE LOGISTICS INCOME FUND

I. GENERAL MANDATE

1. The Governance and Nominating Committee (the “**Committee**”) is a standing committee of the Board of Trustees (the “**Board**” or the “**Trustees**”) of Chemtrade Logistics Income Fund (the “**Fund**”).
2. The Committee shall provide assistance to the Board in fulfilling its oversight responsibilities relating to:
 - (a) overseeing and assessing the functioning of the Board and the committees of the Board;
 - (b) developing, recommending to the Board, implementing and assessing effective corporate governance principles;
 - (c) identifying candidates for Trustee and recommending to the Board any changes to the incumbent slate with respect to the Trustee nominees for election to the Board at the Annual General Meeting of unitholders;
 - (d) overseeing management of enterprise risks as well as the implementation of policies and standards for monitoring and mitigating such risks; and
 - (e) with the assistance of the Board and the Board’s other committees, overseeing the organization’s framework to determine, assess, manage and disclose the material environmental, social and governance (“**ESG**”) risks and opportunities.
3. In carrying out its responsibilities, the Committee shall endeavour to maintain flexible policies and procedures in order to be able to react to changing conditions and to ensure the Board and unitholders that the corporate governance of the Fund is in accordance with statutory requirements and sound principles.

II. COMPOSITION, ORGANIZATION AND PROCEDURES

4. *Composition* - The Committee shall consist of at least three Trustees.
5. *Independence* – Each of the Committee members shall be non-management and shall be free from any relationship that, in the opinion of the Board or Committee members, would interfere with his/her independent judgment as a member of the Committee. Each of the Committee members shall comply with any applicable securities laws or stock exchange rules for independence or relatedness

6. *Quorum* - A quorum shall consist of a majority of the members.
7. *Delegation* - The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.
8. *Meetings* - In accordance with the Declaration of Trust, proper notice of meetings shall be given and meetings may be held by telephone or other communication facilities that permit all persons participating in the meeting to speak and hear each other. The Chair of the Committee will determine both the agenda for the meeting and the material to be circulated by management to the Committee.
9. *Meetings without Management* – The Committee shall meet periodically without management present.
10. *Frequency of Meetings* – The Committee shall meet at least two times per year and more often as warranted.
11. *Reporting to the Board* – The Committee shall report through the Committee Chair to the Board following meetings of the Committee in respect of matters considered by the Committee, its activities and compliance with this Charter.
12. *Professional Assistance* - The Committee may engage such legal, accounting, or other consultants as the Committee may deem appropriate, at the Fund’s expense including full authority to retain and terminate any consulting firm or search firm to be used to identify candidates for Trustee positions and to approve any such firms’ fees and other retention terms.

III. RESPONSIBILITIES

The specific responsibilities of the Committee are set out below.

A. Corporate Governance

13. *Governance Practices* – The Committee shall keep abreast of corporate governance trends with the aim of continuous improvement of governance practices. On an annual basis or more frequently as required, the Committee shall review the Fund’s approach to governance issues and make such recommendations as appropriate. This review may be held in conjunction with the annual evaluation of the Board’s effectiveness.
14. *Code of Conduct* – Periodically, the Committee shall review the Organization’s Code of Conduct and shall review management’s procedures for monitoring compliance with such Code.
15. *Charters and Position Descriptions* – On an annual basis, the Committee shall review the Board mandate and position description for the CEO and the Chair of the Board, and recommend changes to the Board as appropriate, as well as ensure that each committee has reviewed its respective charter and recommend changes to the Board as appropriate.
16. *Reporting Requirements* – The Committee shall supervise the preparation of disclosure relating to corporate governance contained in the Fund’s annual proxy circular, annual report or other public documents, all in accordance with applicable rules and regulations.



17. *Additional Disclosure* - The disclosure relating to corporate governance referred to above shall disclose the number of Board and committee meetings held during the preceding calendar year and the attendance of individual Trustees at all meetings. The Committee shall ensure that the Board mandate and committee charters are posted on the Fund's website or otherwise made freely available to unitholders.
18. *ESG Tracking and Disclosure* – On an annual basis, the Committee shall review (a) the Organization's ESG metrics relevant to the Committee's areas of responsibility to ensure they appropriately reflect elements of significance to the business and operations of the Organization; and (b) the disclosure related thereto to ensure it is accurate and in keeping with the evolving interests of unitholders.

B. Board Succession Planning

19. *Board Competencies* – The Committee shall develop a set of competencies which members of the Board, collectively, should possess and periodically the Committee shall review and amend the set of competencies, as appropriate.
20. *Trustee Nomination* – The Committee shall identify and recommend to the Board qualified candidates in the event of a Trustee vacancy on the Board and shall recommend to the Board any changes to the incumbent slate with respect to the Trustee nominees for election to the Board at the Annual General Meeting.
21. *Over-Boarding* – The Committee is responsible to (a) ensure that all Trustees are aware of their obligation to report to the Committee Chair prior to accepting any new membership of *any* other board of directors or any other affiliation with other businesses or governmental bodies; and (b) review the board and committee memberships and affiliations of the Trustees to ensure that (i) the time commitment involved will not detract from enabling any such Trustee to devote sufficient time and attention to properly discharge his or her responsibilities to Chemtrade; and (ii) the boards, committees and affiliations of a Trustee do not involve any actual or potential competitor, business partner or significant investor of Chemtrade inconsistent with Chemtrade's conflict of interest standards as set out in its Code of Conduct.
22. *Trustee Orientation and Continuing Education* - The Committee shall oversee an orientation program to familiarise new Trustees with the Organization's business and operations. The Committee shall also oversee ongoing educational opportunities for all Trustees.
23. *Committee Membership* – Upon a vacancy occurring at any time in the membership of any Board committee, the Committee shall recommend to the Board a suitable Trustee or other individual to fill such vacancy.
24. *Evaluation of Board Effectiveness* – On an annual basis, the Committee shall evaluate the effectiveness of the Board and its committees through the means of a Committee-level review, a Trustee survey and a 360 degree review or such other process, which may include the use of a third party from time to time, as it deems appropriate and shall make recommendations to the Board.



Our Vision

To Create Value through
Responsible Chemistry



Our Values

Diverse & **E P I C**



Our Culture

Inclusive & **S A F E**

C. Enterprise Risk

25. *Risk Management* – The Committee shall oversee the Organization’s enterprise risk management systems and processes, including the identification, analysis and mitigation of material risks. The Committee shall discuss with Management the actions Management has taken to mitigate, monitor and control such exposures, all of which are Management’s responsibility.
26. *Risk Coverage* – The Committee shall liaise with the Board of Trustees and other committees of the board to ensure that Management’s handling of enterprise risks relating to the mandate of each committee are appropriately overseen by such committee.

D. Stakeholder Engagement

27. *Stakeholder Engagement* – The Committee shall oversee policies and practices with respect to communication with the unitholders of the Fund, other stakeholders, and the public in general, including a periodic review of the Investor Engagement Policy.

E. Additional Matters

28. *Delegated Matters* - The Committee shall review and approve, as appropriate, any other matter specifically delegated to the Committee by the Board and undertake on behalf of the Board such other activities as may be necessary or desirable to assist the Board to provide effective corporate governance for the Fund and contribute to the success of the Organization and enhance unitholder value.

F. Committee and Charter Review

29. *Effectiveness Evaluation* - The Committee shall follow the process established by the Trustees and overseen by this Committee for assessing the effectiveness of the Committee.
30. *Charter* - The Committee shall review and assess the adequacy of the Committee Charter periodically and recommend to the Board any changes it deems appropriate.