



LI-FT POWER LTD.
(the “Company”)

**POSITION DESCRIPTION FOR THE LEAD DIRECTOR OF
THE BOARD OF DIRECTORS**

1. PURPOSE

The Lead Director of the Board of Directors (the “Board”) of the Company shall be a director who is designated by the independent directors of the Board in circumstances in which the Chair of the Board is not considered independent under applicable securities laws, or in the event that the Company does not have a Chair of the Board, to provide independent leadership to the Board.

The Lead Director is primarily responsible for supporting the Chair of the Board, or the Chief Executive Officer (“CEO”) in the event that the Company does not have a Chair of the Board, in the management and effective performance of the Board and for protecting the independence of the Board.

2. SELECTION

- a) The Lead Director must be an independent director under applicable securities laws
- b) The Lead Director shall have sufficient knowledge and experience of the Board, the Company and the business to serve effectively
- c) The Lead Director shall have the ability to achieve consensus and alignment among independent directors and consensus between independent directors and the Chair of the Board and CEO
- d) The Lead Director will be selected annually by the independent members of the Board at the first meeting of the Board following the annual general meeting of shareholders.

3. RESPONSIBILITIES

The following are the primary responsibilities of the Lead Director:

- a) Preside over regular meetings of the independent directors and, if the Chair of the Board is absent, the Board in a manner that promotes inclusive and meaningful discussion.
- b) Consult with the Chair of the Board to set the agenda of meetings and incorporate input from the independent directors and senior management.
- c) Together with the Chair of the Board, oversee the Board of Directors’ discharge of its duties assigned to it by law, in the constating documents of the Company and in the Board Mandate.
- d) Together with the Chair of the Board, provide leadership to the Board to enhance the Board’s effectiveness, including:

- with the assistance of the Corporate Governance and Nominating Committee and the CEO, ensure that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected to facilitate independent functioning and maintain an effective relationship between the Board and management.
 - ensure that the Board works as a cohesive team with open communication.
 - ensure that the resources available to the Board (in particular timely and relevant information) are adequate to support its work.
 - together with the Corporate Governance and Nominating Committee, ensure that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually.
 - together with the Corporate Governance and Nominating Committee, ensure that a process is in place by which the contribution of individual directors to the effectiveness of the board and its committees is assessed at least annually.
- e) together with the Chair of the Board, ensure the proper functioning of the Board, as it relates to:
- preparing the agenda of the Board meetings
 - adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings
 - ensuring Board meetings are appropriate in terms of frequency, length and content
 - ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board
 - ensuring that a succession planning process is in place to appoint the CEO when necessary
 - working with the Corporate Governance and Nominating Committee and the CEO in recruiting new directors when necessary, approaching potential candidates once such candidates are identified and exploring their interest in joining the Board.
- f) together with the Chair of the Board, assisting Board committees by:
- working with the committees appointed by the Board, ensuring that they have a proper structure and appropriate assignments;
 - overseeing the functions delegated to the committees and monitoring the committees' work to see that these functions are carried out and results are reported to the Board
 - as appropriate, attending committee meetings;
- g) acting as a liaison between the independent directors of the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves ensuring that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Company is building a healthy governance culture.

- h) communicating with the senior management of the Company so that they are aware of concerns of the independent directors of the Board, shareholders and other stakeholders; and
- i) carrying out other duties as requested by the independent directors of the Board, as needs and circumstances arise.

This Position Description of Lead Director of the Board of Directors was reviewed by the Corporate Governance and Nominating Committee and approved by the Board of Directors on July 25, 2024.

Reviewed by the Corporate Governance and Nominating Committee and approved by the Board of Directors on May 15, 2025.