



WORLD COLOR
CORPORATE GOVERNANCE



WORLD COLOR PRESS INC.
(the “ **Corporation** ”)

COMMITTEE CHAIRMAN POSITION DESCRIPTION

The Chairman of a Committee is responsible for the effective performance of the Committee and takes all reasonable measures to ensure that the Committee fully executes its mandate.

RESPONSIBILITIES

In addition to the responsibilities applicable to all directors of the Corporation, the responsibilities of the Chairman of a Committee include the following:

A. With respect to Committee effectiveness

1. **Ensuring** that the Committee works as a cohesive team and **providing** the leadership needed to achieve this.
2. **Ensuring** that the Committee has the adequate resources in support of its work and that the Committee is provided with all the relevant information as required.
3. **Ensuring** that the Committee deals with all the requirements set out in its mandate.

B. With respect to Committee management

1. **Presiding** over Committee meetings.
2. **Setting** the agenda of each Committee meeting in consultation with management.
3. **Chairing** the Committee in an independent and efficient manner and providing guidance to assist the Committee to effectively carry out its duties as set out in its mandate.
4. **Ensuring** that the unfolding of Committee meetings facilitates discussions and provides adequate time for effective evaluation and discussion of the business set at hand.
5. **Ensuring** that the Committee fully fulfils its duties.
6. **Working** constructively towards arriving at decisions and achieving consensus.
7. **Ensuring** that the Committee meets as often as required to carry out its duties effectively.
8. **Ensuring** that the Committee holds in-camera sessions as it deems it appropriate.
9. Following each regular meeting of the Committee, **reporting** to the Board on the activities, findings and recommendations of the Committee.

C. With respect to the relationship between the Committee and management

1. **Acting** as liaison between the Committee and management. This involves working closely with management.
2. **Ensuring** that the expectations of the Committee towards management, as well as the expectations of management towards the Committee, are clearly expressed, understood and respected.

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