

**CHEMTRADE**

March 10, 2023

Chemtrade Logistics Income Fund

MANAGEMENT  
INFORMATION  
CIRCULAR  
**2023**



## NOTICE OF OUR 2023 ANNUAL MEETING OF UNITHOLDERS

### When

10 a.m. (Toronto time)  
Thursday, May 11, 2023

### Where

TMX Market Centre  
120 Adelaide Street West, Toronto,  
Ontario (Pearce Bunting Room)

### Items of business

- 1 Receive the financial statements of Chemtrade Logistics Income Fund for the year ended December 31, 2022 and the auditors' report
- 2 Appoint the auditors and authorize the trustees to set the auditors' fees
- 3 Elect the trustees
- 4 Vote on the advisory resolution on our approach to executive compensation
- 5 Transact any other business that may properly come before the meeting

If you held units of Chemtrade Logistics Income Fund at the close of business on March 16, 2023 (the *record date*), you are entitled to attend and vote at our 2023 annual meeting of unitholders, or at a reconvened meeting if the meeting is postponed or adjourned. You can read about each item of business beginning on page 6 of the attached management information circular which forms part of this notice.

By order of the board of trustees,

Susan M. Paré

Corporate Secretary  
Chemtrade Logistics Income Fund  
Toronto, Ontario

March 10, 2023

# MESSAGE TO UNITHOLDERS

Dear fellow unitholders,

It brings me great pleasure to have the opportunity to address my fellow Chemtrade unitholders having just completed my first year as chair of the board. The transition with my predecessor, Lorie Waisberg, who contributed so much to the success of Chemtrade since its inception, has gone smoothly, despite all of us greatly missing Lorie's leadership.

## Business Direction and Performance

Our company has generated much positive momentum over the past year. In his second full year as president and chief executive officer (CEO), Scott Rook and his leadership team have focused intensely on improving operational performance in all aspects of our business, driving measurable improvements in health and safety performance, in asset productivity, in pricing for value and broadly in bringing strong operating discipline across Chemtrade.

Our significantly improved financial performance as well as the continued strengthening of our balance sheet have enabled us to move forward with our major growth initiatives. In December, we broke ground on our ultrapure acid expansion in Cairo, Ohio. In July, we announced the formation of the KPCT Advanced Chemicals LLC joint venture for the greenfield construction of an ultrapure acid plant in Arizona. Both projects will serve the rapidly growing North American semiconductor industry where Chemtrade is an established lead supplier. Additionally, our privileged access to green hydrogen at our sites, and the positive dynamics in water markets, are major opportunities for further growth in the years ahead.

## Stakeholder Engagement

Scott, chief financial officer Rohit Bhardwaj, and the board, recognizing the need to enhance our communications with our unitholders and the broader investment community have undertaken a multidimensional outreach program to share our strategy, set expectations and communicate results of our improvement and growth efforts. These efforts, which included enhanced quarterly communications and investor and analyst outreach, culminated with our very first "Investor Day" in November where Scott and members of the Chemtrade leadership met with investors to talk in detail about our growth initiatives, pricing excellence programs, operational improvements, and financial outlook.

Chemtrade advanced its Environmental, Social and Governance (ESG) goals with the announcement last March of a comprehensive set of quantitative targets for the next several years. These targets were established through a broad engagement process and will make meaningful, measurable progress across the most impactful elements

of ESG as they relate to Chemtrade and the communities where we reside. Importantly, these targets have been integrated into our short and long-term incentive programs for senior executives. The details of these commitments are available on our website and in this circular.

## Governance

We thank you for your support in 2022 on our approach to executive compensation. Unitholders voted ~90% in favour of our Say on Pay (SOP) proposal. The board and our compensation and corporate governance committee are committed to guiding the evolution of our compensation programs in a way that is fair and competitive, results-based (across our financial, operating and ESG priorities) and that aligns the compensation of our leadership closely to the interests of our unitholders, both today and over the longer term.

Following the retirement of Lorie Waisberg, we have added two new directors to the Chemtrade board. Luc Doyon, who led a rich career in the industrial gas industry in Canada and abroad was elected as a board member at last year's annual meeting. David Mutombo, who has an extensive leadership background in the water industry, was appointed to the board and is being nominated for election for the first time at this year's annual meeting. Both Luc and David have deep experience in major capital project management which will provide invaluable oversight as Chemtrade progresses with its growth investments.

Your Board of Trustees thanks all of the 1,400 employees of Chemtrade who contributed to the many successes in 2022, and looks with great optimism toward the future.

Sincerely,



Douglas Muzyka  
Chair, Board of Trustees  
Chemtrade Logistics Income Fund

# Your vote is important.

This management information circular contains important information about our 2023 annual meeting of unitholders. It tells you about the items of business, the voting process, how Chemtrade is governed, and executive compensation.

Please read the circular before you decide how to vote your units.

## Where to find it

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Mandate of the Board of Trustees	

# MANAGEMENT INFORMATION CIRCULAR

You have received this management information circular because you held units of Chemtrade Logistics Income Fund at the close of business on March 16, 2023. That gives you the right to attend and vote at our 2023 annual meeting at 10 a.m. on Thursday, May 11, 2023 at TMX Market Centre 120 Adelaide Street West, Toronto, Ontario (Pearce Bunting Room), or at a reconvened meeting if the meeting is postponed or adjourned.

**Management is encouraging you to vote and is soliciting your proxy for the meeting on behalf of the board of trustees.** Proxies are solicited by mail but a member of the board of trustees or other Chemtrade representative may also contact you. Except in the case of the cost assumed by an intermediary to re-distribute meeting materials to objecting beneficial owners, we pay for the costs of proxy solicitation. Chemtrade has retained the services of Carson Proxy Advisors to facilitate communication with unitholders. In connection with these services, Chemtrade will pay fees of up to \$40,000, plus certain out-of-pocket expenses. The cost of proxy solicitation will be borne by Chemtrade.

Units of the Fund are listed on the Toronto Stock Exchange (TSX) under the trading symbol CHE.UN. Financial information is provided in the Fund's annual consolidated financial statements and management's discussion and analysis (MD&A) for the year ended December 31, 2022. These and other documents, including the 2022 annual information form (AIF), are available on our website ([www.chemtradelogistics.com](http://www.chemtradelogistics.com)) and on SEDAR ([www.sedar.com](http://www.sedar.com)).

The AIF includes information about the Fund's audit committee (see AIF sections entitled *Board committees* and *About the audit committee*, and the *Appendix A* to the AIF). You can also write to the Corporate Secretary at our head office to ask us to send you free copies of these documents.

We update our website regularly and use it as our primary medium for communicating with unitholders and other interested parties.

In this document:

- *we, us* and *our* and *Chemtrade* mean Chemtrade Logistics Income Fund and all of its subsidiaries
- *Fund* means Chemtrade Logistics Income Fund
- *units* mean units of the Fund
- *you, your* and *unitholder* mean holders of units of the Fund
- *circular* means this management information circular unless specified otherwise
- *meeting* or *annual meeting* means our 2023 annual meeting of unitholders
- *board of trustees* and *board* mean the Fund's board of trustees
- *Declaration of Trust* means the Amended and Restated Declaration of Trust dated November 12, 2020

Our record date is March 16, 2023.

All information is as of March 10, 2023 and all dollar amounts are in Canadian dollars unless specified otherwise.

**Chemtrade head office**

155 Gordon Baker Road  
Suite 300  
Toronto, Ontario M2H 3N5

**About Chemtrade Logistics Income Fund**

Chemtrade Logistics Income Fund is a limited purpose trust established under the laws of the Province of Ontario on July 11, 2001. The Fund operates under a Declaration of Trust that was most recently amended on November 12, 2020. The Fund holds, directly or indirectly, all of the securities of its operating entities.

Our board of trustees has approved the contents of this circular and authorized us to send it to our unitholders of record. A copy of the circular has also been sent to each trustee and the Fund's auditors.

**About notice and access**

We are using the *notice and access* method to deliver our meeting materials (the notice, our management information circular, and our 2022 annual financial statements and auditors' report thereon and the related annual management's discussion and analysis) to non-registered (beneficial) and registered unitholders for our 2023 annual meeting. Notice and access is a set of Canadian securities rules that permits us to provide online access to materials instead of sending paper copies, reducing energy use as well as paper and mailing costs.

If you are a beneficial or registered unitholder, we have sent you a notice which tells you how you can access the materials online or receive free printed copies which have been sent to your intermediary (or its agent) to distribute to you with either a proxy form or a voting instruction form. We pay the cost of distributing materials to non-objecting beneficial owners, but if you are an objecting beneficial owner, your intermediary bears the cost or may charge you for the cost.

**Stratification**

We have also elected to use procedures known as 'stratification' in relation to our use of the notice and access method. Stratification occurs when a reporting issuer using the notice and access provisions provides a paper copy of an information circular and, if applicable, a paper copy of financial statements and related management's discussion and analysis, to some unitholders together with a notice of a meeting of its unitholders. In relation to our 2023 annual meeting, non-registered (beneficial) and registered unitholders holding greater than 5,000 units will receive a paper copy of the notice of the meeting, this circular and voting instruction form or form of proxy whereas non-registered (beneficial) and registered unitholders holding less than 5,000 units will still receive a voting instruction form or form of proxy in the mail to vote your units, as well as a notice with instructions on how to access and view the electronic copy of our information circular, 2022 annual financial statements and auditor's report thereon and the related annual management's discussion and analysis.

By order of the board of trustees,



Susan M. Paré  
Corporate Secretary, Chemtrade Logistics Income Fund  
Toronto, Ontario  
March 10, 2023

**Do you wish to receive future meeting materials by e-mail?**

E-Delivery with your brokerage or other intermediary institution ensures that unitholders receive documents faster, helps reduce printing and postage expenses and creates less paper waste. Unitholders who wish to enroll in E-Delivery should contact their brokerage or other intermediary institution.

**If you have any questions or require assistance with voting your units, please contact:**

**North American Toll Free Phone: 1-800-530-5189**

**Local (Collect outside North America): 416-751-2066**

**Email: [info@carsonproxy.com](mailto:info@carsonproxy.com)**



# ABOUT THE UNITHOLDER MEETING

This section includes information about the items of business, what you will be voting on, the voting process, this year’s nominated trustees, and the board committees.

We will disclose this year’s voting results in a news release after the meeting. The news release will be available on our website ([www.chemtradelogistics.com](http://www.chemtradelogistics.com)) and on SEDAR ([www.sedar.com](http://www.sedar.com)).

## Where to find it

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# BUSINESS OF THE MEETING

## 1. Receive our financial statements

The Fund's consolidated financial statements for the year ended December 31, 2022 and the auditors' report will be presented at the meeting.

These consolidated financial statements form part of our 2022 annual report, which is available on our website ([www.chemtradelogistics.com](http://www.chemtradelogistics.com)) and on SEDAR ([www.sedar.com](http://www.sedar.com)) or by contacting our Corporate Secretary. They are also available through *notice and access* (see page 4).

## 2. Appoint the auditors

You will vote on appointing KPMG LLP as auditors of the Fund to hold office until the next annual meeting of unitholders or until their successor is appointed, and to authorize the trustees to set the auditors' fees for the coming year.

The auditors will hold office until our next annual meeting or until their successor is appointed. KPMG LLP have been our auditors since the Fund's inception in 2001. At last year's meeting, 94.65% of votes cast were for KPMG LLP's reappointment.

**The board recommends you vote FOR appointing KPMG LLP as auditors of the Fund and authorize the trustees to set the auditors' fees.**

The table below shows the fees paid to KPMG LLP the last two fiscal years.

Table 1	2022	2021
<b>Audit fees</b>	\$1,506,774	\$1,356,760
<b>Audit-related fees</b> For French translation of our MD&A and financial statements	\$82,925	\$37,450
<b>Tax fees</b> For tax compliance and general advisory services	\$750,538	\$648,080
<b>All other fees</b> For audit of certain vendor contracts	\$22,400	\$21,000
<b>Total</b>	<b>\$2,362,637</b>	<b>\$2,063,290</b>

Note: Fees in each category include disbursements and administrative fees.

## 3. Elect the trustees

You will vote on electing eight trustees to hold office until the next annual meeting of unitholders or until their successors are elected or appointed.

The nominees are:

- |                      |                    |
|----------------------|--------------------|
| 1. Lucio Di Clemente | 5. David Mutombo   |
| 2. Daniella Dimitrov | 6. Douglas Muzyka  |
| 3. Luc Doyon         | 7. Katherine Rethy |
| 4. Emily Moore       | 8. Scott Rook      |

**The board recommends you vote FOR electing each nominee as a trustee of the Fund to hold office until the next annual meeting of unitholders or until their successors are elected or appointed.**

All of the nominated trustees currently serve on the board. All trustees stand for election every year. All of the nominees are qualified and have expressed their willingness to serve on the board for a term of one year. If for any reason prior to the meeting, a nominee is unable to serve, the Chemtrade representatives named in the proxy form and voting instruction form have the discretion to vote for another nominee at their discretion.

You can read about the proposed board and each nominee beginning on page 11. We have a majority voting policy, which you can read about on page 49.

## 4. Vote on the advisory resolution on our approach to executive compensation

We hold a 'say on pay' advisory vote every year to give unitholders an opportunity to provide feedback to the board on this important issue.

**The board recommends you vote FOR the advisory resolution on our approach to executive compensation.**

You will vote on our approach to executive compensation as described in this circular. Our compensation discussion and analysis begins on page 21 and explains our compensation governance, pay for performance philosophy, the compensation elements, and the board's decisions about 2022 executive pay. Last year 89.89% of the votes cast were *for* our approach to executive pay.



This is an advisory vote, so the results are not binding on the board. If the advisory resolution is not approved by a majority of the votes cast at the meeting, the board will meet with unitholders, particularly those known to have voted against the advisory resolution, to understand their concerns. The board will review its approach to executive compensation in the context of those concerns and we will discuss the results of the review in our next management information circular.

Unitholders who vote against the resolution or wish to discuss executive compensation or other matters may wish to contact the board (see page 61 for details of our investor engagement policy).

You will vote on the following advisory resolution, subject to any amendments, variations or additions that may be approved at the meeting:

*RESOLVED ON AN ADVISORY BASIS AND NOT TO DIMINISH THE ROLE AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES of Chemtrade Logistics Income Fund (the Fund), that the unitholders accept the Fund's approach to executive compensation as disclosed in the compensation discussion and analysis section in the Fund's management information circular dated March 10, 2023 and delivered in advance of the 2023 annual meeting of unitholders.*

## 5. Other business

The board and management are not aware of any amendment, variation or other matter that will be brought before the meeting.

### **Unitholder proposals and nominating trustees**

We did not receive any unitholder proposals for our 2023 meeting.

If you want to submit a unitholder proposal for our 2024 annual meeting, we must receive your proposal by November 17, 2023, to be considered for inclusion in next year's management information circular.

If you want to nominate someone for election as a trustee for our 2024 annual meeting, the trustees must receive your nomination for annual general meetings:

- at least 30 days before the date of the annual meeting, or
- no later than 10 days after the date of first public announcement of the meeting (if the first public announcement is less than 50 days before the meeting).

You can find information about how to submit a unitholder proposal or nominate a trustee in the Fund's Declaration of Trust on SEDAR ([www.sedar.com](http://www.sedar.com)).

## VOTING INFORMATION

The Fund is authorized to issue an unlimited number of units and had 115,743,838 units issued and outstanding as of March 10, 2023.

### Who can vote

Each unitholder of record at the close of business on March 16, 2023, is entitled to vote at the meeting. Each unit carries one vote.

The board and the Fund's executive officers are not aware of a unitholder that beneficially owns, directly or indirectly, or exercises control or direction over units carrying more than 10% of the votes attached to units of the Fund.

### Notice and access and stratification

We are using the Canadian securities notice and access rules this year to deliver meeting materials to non-registered (beneficial) and registered unitholders. We have also elected to use procedures known as 'stratification' in relation to our use of the notice and access method. See page 4 for more information on notice and access and stratification.

### How to vote

You vote by proxy, or you can attend the meeting and vote your units in person.

Voting by proxy means you appoint someone to be your proxyholder to attend the meeting on your behalf and vote your units according to your instructions. It's the easiest way to vote.

The specific process for you to vote depends on whether you are a registered unitholder or a non-registered (beneficial) unitholder.

<b>Non-registered (beneficial) unitholders other than Chemtrade employee unit plan holders (see the table located below this table if you are a Chemtrade employee unit plan holder)</b>	
<b>How to vote by proxy before the meeting</b>	<p>You are a non-registered (or beneficial) unitholder if you hold your units through an intermediary like a bank, trust company, investment dealer, broker, trustee or plan administrator. As a beneficial unitholder, you have the right to tell your intermediary how you want to vote your units. The process varies by intermediary so be sure to follow the instructions your intermediary or its agent provides. Your package of meeting materials should include either a notice about accessing a copy of this circular online or a printed copy of the circular, plus a proxy form or a voting instruction form.</p> <p>The Chemtrade representatives named in the proxy form have agreed to serve as your proxyholder.</p> <p><b>You can appoint someone else to be your proxyholder</b> by printing that person's name in the blank space provided on the voting instruction form or proxy form. Your intermediary may also allow you to do this online or by telephone. The person you appoint does not need to be a unitholder of the Fund. If your voting instruction form or proxy form does not have a blank space for you to appoint a proxyholder, follow the instructions your intermediary has provided about how to request that it appoint someone else as a proxyholder. Your intermediary should send to you a legal proxy that you must complete and submit to Computershare Trust Company of Canada (Computershare) using the same process registered unitholders follow to submit their proxy form. If your package does not include these instructions, contact your broker or agent right away.</p> <p>Follow the instructions provided by your intermediary for sending your voting instructions. You need to act promptly to allow enough time for your intermediary to receive the form (and, if necessary for you to return a legal proxy), and provide your instructions to Computershare <b>before 10 a.m. (Toronto time) on May 9, 2023</b>, or 48 hours (not including Saturdays, Sundays and holidays) before a reconvened meeting if the meeting is postponed or adjourned.</p>
<b>How to attend and vote in person at the meeting</b>	<p>In most cases, print your name in the blank space provided for appointing the proxyholder on the voting instruction form or proxy form. Your intermediary may also allow you to do this online or by telephone. Do not complete the voting section because you will vote in person at the meeting.</p> <p>If your voting instruction form or proxy form does not have a blank space for you to appoint yourself as proxyholder, follow the instructions your intermediary has provided about how to request that it appoint you as a proxyholder. Your intermediary should send to you a legal proxy that you must complete and submit to Computershare using the same process registered unitholders follow to submit their proxy form. If your package does not include these instructions, contact your broker or agent right away. Check in with a representative of Computershare when you arrive at the meeting.</p> <p>Follow the instructions provided by your intermediary for sending your voting instructions. You need to act promptly to allow enough time for your intermediary to receive the form (and, if necessary for you to return a legal proxy), and provide your instructions to Computershare <b>before 10 a.m. (Toronto time) on May 9, 2023</b>, or 48 hours (excluding Saturdays, Sundays and holidays) before a reconvened meeting if the meeting is postponed or adjourned.</p>

**Non-registered (beneficial) unitholders other than Chemtrade employee unit plan holders (see the table located below this table if you are a Chemtrade employee unit plan holder)**

<b>Deadline</b>	<p><b>May 9, 2023, before 10 a.m. (Toronto time)</b></p> <p>You need to act promptly to allow enough time for your intermediary to receive your voting instructions and to provide them to Computershare <b>before 10 a.m. (Toronto time) on May 9, 2023, OR if the meeting is postponed or adjourned, 48 hours (excluding Saturdays, Sundays and holidays)</b> before the reconvened meeting.</p>
<b>How to change your mind about your vote</b>	<p>If you change your mind, you can revoke your proxy form or voting instruction form as long as you do so within the timelines noted below.</p> <p>If you have provided voting instructions to your intermediary by completing a voting instruction form (or by voting online or by telephone if made available by your intermediary), you can revoke your prior voting instructions by sending new voting instructions to your intermediary in the same manner. You need to act promptly to allow enough time for your intermediary to receive your voting instructions and to provide them to Computershare <b>before 10 a.m. (Toronto time) on May 9, 2023</b>, or 48 hours (excluding Saturdays, Sundays and holidays) before a reconvened meeting if the meeting is postponed or adjourned.</p> <p>If you have provided voting instructions to your intermediary by completing a proxy form or legal proxy, contact your intermediary to find out what to do to revoke your voting instructions.</p>

**Registered unitholders other than Chemtrade employee unit plan holders (see the table located below this table if you are a Chemtrade employee unit plan holder)**

	<p>You are a registered unitholder if you hold the units in your name and are on the register of unitholders of the Fund. Your package of meeting materials includes this circular and a proxy form.</p>
<b>How to vote by proxy before the meeting</b>	<p>The Chemtrade representatives named in the proxy form have agreed to serve as your proxyholder.</p> <p><b>You can appoint someone else to be your proxyholder</b> by printing that person's name in the blank space provided on the proxy form or by completing another proper form of proxy. The person you appoint does not need to be a unitholder of the Fund.</p> <p>Complete the proxy form, then sign and date it and send it to Computershare right away. You can submit your proxy form in one of two ways:</p> <ul style="list-style-type: none"> <li>• <b>By fax:</b> 1-888-453-0330 (toll-free in Canada and the United States) or 514-982-7635 (from outside Canada and the United States)</li> <li>• <b>By mail:</b> Computershare Trust Company of Canada 100 University Avenue 8th Floor Toronto, Ontario M5J 2Y1</li> </ul>
<b>How to attend and vote in person at the meeting</b>	<p>Do <i>not</i> complete the proxy form because your vote will be taken and counted at the meeting. If you appoint yourself or anyone other than the Chemtrade representatives named in the proxy form to vote on your behalf, the person you appoint must cast a vote (by ballot or show of hands) on your behalf for your vote to be counted. Check in with a representative of Computershare (our transfer agent and registrar) when you arrive at the meeting.</p>
<b>Deadline</b>	<p><b>May 9, 2023, before 10 a.m. (Toronto time)</b></p> <p>You need to act promptly to allow enough time for your intermediary to receive your voting instructions and to provide them to Computershare <b>before 10 a.m. (Toronto time) on May 9, 2023</b>, or if the meeting is postponed or adjourned, 48 hours (excluding Saturdays, Sundays and holidays) before the reconvened meeting.</p>
<b>How to change your mind about your vote</b>	<p>If you change your mind, you can revoke your proxy form or voting instruction form as long as you do so within the timelines noted below.</p> <p>If you have provided voting instructions to your intermediary by completing a voting instruction form (or by voting online or by telephone if made available by your intermediary), you can revoke your prior voting instructions by sending new voting instructions to your intermediary in the same manner. You need to act promptly to allow enough time for your intermediary to receive your voting instructions and to provide them to Computershare <b>before 10 a.m. (Toronto time) on May 9, 2023</b>, or 48 hours (excluding Saturdays, Sundays and holidays) before a reconvened meeting if the meeting is postponed or adjourned.</p> <p>If you have provided voting instructions to your intermediary by completing a proxy form or legal proxy, contact your intermediary to find out what to do to revoke your voting instructions.</p>

**If you participate in our unit purchase plan**

Your package of meeting materials includes a notice about accessing a copy of this circular online plus a proxy form. To vote by proxy, follow the same instructions for voting by proxy as for registered unitholders. If you wish to vote in person at the meeting, print your name in the blank space provided for appointing the proxyholder on the proxy form. You may also do this online or by phone. If you wish to change your vote, follow the same instructions for changing your vote as for registered unitholders.

**Broadridge QuickVote™**

Chemtrade may also utilize the Broadridge QuickVote service to assist unitholders with voting their units. Certain beneficial unitholders may be contacted by Carson Proxy Advisors to conveniently obtain a vote directly over the phone. Broadridge then

tabulates the results of all instructions received and provides appropriate instructions respecting the voting of units to be represented at the meeting.

### How your proxyholder will vote

Your proxyholder must attend the meeting on your behalf and vote your units or withhold from voting your units.

Your units represented by the proxy will be voted or withheld from voting in accordance with your instructions on any ballot that may be called for and that, if you specify a choice with respect to any matter to be acted upon, your units will be voted accordingly.

If you do not specify your voting instructions in your proxy form or voting instruction form (or legal proxy), your proxyholder can vote your units as they wish.

### If the Chemtrade representatives named in your proxy form or voting instruction form are appointed as your proxyholder and you have not specified how you wish to vote, they will vote:

- FOR the appointment of KPMG LLP as auditors and authorize the trustees to set the auditors' fees
- FOR each nominated trustee
- FOR the advisory resolution on our approach to executive compensation.

If there is an amendment or variation to the items of business, or if there are other matters that are properly brought before the meeting, your proxyholder has the discretionary authority to vote as he or she sees fit. As of March 10, 2023, no trustee or executive officer of the Fund is aware of any variation, amendment, or other matter to be presented for a vote at the meeting.

The Chemtrade representatives named in your proxy form or voting instruction form are Douglas Muzyka, and failing him, Lucio Di Clemente, both trustees of the Fund.

**You have the right to appoint a person or company to represent you at the meeting other than the Chemtrade representatives named in your voting instruction form or proxy form. To do so, follow the relevant instructions above.**

### Voting Results

The voting results for each item of business at the meeting will be filed with the securities regulators after the meeting.

### For more information

Contact, our transfer agent, Computershare, should you have any questions relating to the meeting or the information contained in the Voting Information section of this circular:

*Phone:* 1-800-564-6253 (toll-free in Canada and the United States)  
514-982-7555 (from outside Canada and the United States)

*Fax:* 1-888-453-0330 (toll-free in Canada and the United States)  
514-982-7635 (from outside Canada and the United States)

*Mail:* 100 University Avenue, 8th Floor, Toronto ON M5J 2Y1

*Email:* [service@computershare.com](mailto:service@computershare.com)

If you would like to ask a question of our CEO, chief financial officer (CFO) and/or chair of the board in advance of the meeting with respect to any of the items of business or other matters in the meeting materials, they can be reached at [srook@chemtradelogistics.com](mailto:srook@chemtradelogistics.com), [rbhardwaj@chemtradelogistics.com](mailto:rbhardwaj@chemtradelogistics.com) and [chair@chemtradelogistics.com](mailto:chair@chemtradelogistics.com), respectively. For more detailed information about the appropriate person to contact, taking into account the nature of your inquiry, see page 61.

**If you have any questions or require assistance with voting your units, please contact:**

**North American Toll Free Phone: 1-800-530-5189**

**Local (Collect outside North America): 416-751-2066**

**Email: [info@carsonproxy.com](mailto:info@carsonproxy.com)**



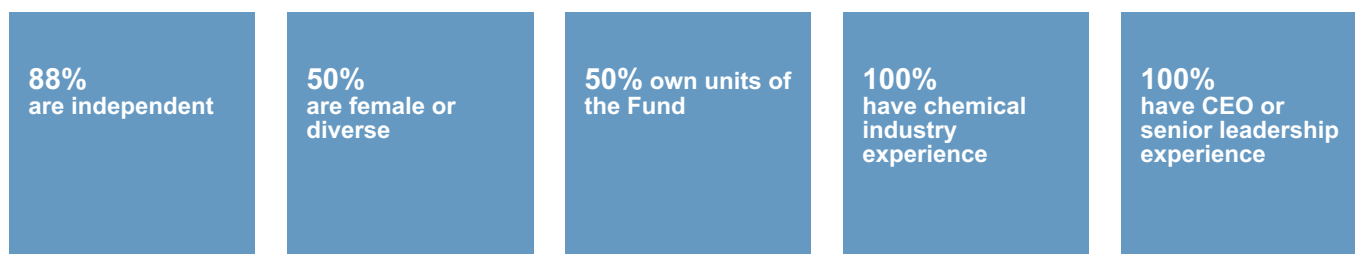
## ABOUT THE PROPOSED BOARD

The Declaration of Trust states that we must have between three to 10 trustees on the board.

The board seeks to have a board size that encourages active discussion and engagement. This year unitholders will elect eight trustees to the board. All of the nominees are qualified and experienced and have expressed their willingness to serve for a one year term. All of the nominees currently serve on our board. Each elected nominee will hold office until the next annual meeting or until their successor is elected or appointed. All are independent except Scott Rook, who is CEO of the Fund.

David Mutombo joined the board in November 2022. Mr. Mutombo currently serves as the Chief Executive Officer of Regideso S.A., the national water utility company of the Democratic Republic of Congo. Prior to December 2022, he served as Global Managing Director of Infrastructure / Water at Hatch Ltd., an engineering and consulting firm. Mr. Mutombo has extensive international engineering, project management and operations management experience. Mr. Mutombo will stand for election at the 2023 annual meeting.

### Characteristics of the proposed board



You can read about each nominee beginning on the next page, and the board committees on page 11. A general discussion of corporate governance at Chemtrade begins on page 44.

### Overboarding

None of the nominees currently serve on more than three public company boards, including the Fund's board.

### No board interlocks

None of the nominees serve together on another public company board or committee.

### 2022 meeting attendance summary

The table to the right is a summary of meeting attendance in 2022. Each board and committee meeting also included an *in camera* session (without management present). You can find the 2022 attendance record for each member of the board starting on page 12.

	Number of meetings	Overall meeting attendance
<b>Table 2</b>		
Board	7	98%
Audit committee	4	100%
Compensation and corporate governance committee	4	100%
Responsible Care committee	4	100%
<b>Total number of meetings held</b>	<b>19</b>	<b>99%</b>

### Equity ownership

The following profiles include details about each member of the board including their equity holdings, which include units of the Fund and deferred units (and restricted units and performance units in the case of Scott Rook, granted as part of his executive compensation). Equity ownership requirements align the interests of our trustees and unitholders and ensure that trustees have a vested interest in our future success. As CEO, Mr. Rook is required to meet our unit ownership requirements for executives (see page 26).

Holdings include equity the board members beneficially own, directly or indirectly, or have control or direction over, including distribution equivalents attributed to deferred units, restricted units, and performance units up to February 28, 2023. Values are based on the higher of the original cost and the market value of \$8.85, the closing price of units on the TSX on March 10, 2023

**DOUGLAS MUZYKA (CHAIR)**

Corporate Director

Independent

**Residence:** Philadelphia, PA, USA**Age:** 68**Trustee since:** November 13, 2020**2022 attendance:** 100%**2022 voting result:** 95.79% for**Knowledge and experience**

Chemical industry	Human resources/
Manufacturing	Compensation
Executive leadership	Corporate governance
Financial/Accounting	Risk management
Environmental, health and safety	Legal/Government/Regulatory affairs
	Information Security/Cyber Security

**Board committees**

Audit  
 Compensation and corporate governance  
 Responsible Care

**Business experience**

Douglas Muzyka has extensive experience in the chemical industry. He retired from E.I. DuPont de Nemours (DuPont), an international manufacturer of chemical products, specialty materials, consumer and industrial products. As Senior Vice President and Chief Science and Technology Officer, he led a science and engineering organization of over 10,000 scientists and engineers. He previously served as President of DuPont, Greater China and DuPont China Holding Co. Ltd., Vice President and General Manager of DuPont Nutrition and Health, President and CEO of DuPont Canada, Inc., President and General Manager of DuPont Mexico and as a research scientist.

**Other public company boards in the past five years**

CCL Industries Inc. (since November 2016, chair of human resources and compensation committee, and member of corporate and social responsibility committee)  
 Stella-Jones Inc. (since December 2019, chair of environmental, health and safety committee and member of corporate governance committee)

**Public board interlocks**

None

**Other boards and memberships**

National Research Council of Canada (Council Chair)  
 Chair Interim Board of Directors of Biologics Manufacturing Centre, Montreal  
 Modern Meadow Inc. (Board Member)

**Education**

B.Sc. (chemical engineering), University of Western Ontario  
 M.Sc. (chemical engineering), University of Western Ontario  
 Ph.D., (chemical engineering), University of Western Ontario  
 Université de Technologie de Compiègne, France

**Equity ownership**

Units: 25,400 / \$224,790  
 Deferred units: 102,622 / \$908,201  
 Total: 128,022 / \$1,132,991  
 Meets his equity ownership requirement (see page 48).

**LUCIO DI CLEMENTE, CPA, CA**

Management Consultant &amp; Corporate Director

Independent

**Residence:** Toronto, Ontario, Canada**Age:** 64**Trustee since:** July 7, 2009**2022 attendance:** 100%**2022 voting result:** 78.29% for**Knowledge and experience**

Chemical industry	Human resources/
Manufacturing	Compensation
Executive leadership	Corporate governance
Financial/Accounting	Risk management
Environmental, health and safety	Legal/Government/Regulatory affairs

**Board committees**

Audit  
 Compensation and corporate governance (chair)  
 Responsible Care

**Business experience**

Lucio Di Clemente is an executive mentor, corporate financial advisor and corporate director. Mr. Di Clemente's executive experience spans numerous sectors, including manufacturing, retail, health sciences and distribution. Mr. Di Clemente has chaired and served on numerous boards including public and private companies as well as charitable institutions, has mergers and acquisitions and capital markets experience and holds an ICD.D designation as a professional corporate director.

**Other public company boards in the past five years**

Spark Power Group Inc. (December 2019 to present, board chair and chair of the audit committee)  
 Corby Spirit and Wine Limited (November 2022 to present, chair of the management resources committee)

**Public board interlocks**

None

**Other boards and memberships**

FER-PAL Construction Inc. (subsidiary of Logistec Corporation)

**Education**

M.B.A., University of Toronto

**Equity ownership**

Units: 3,500 / \$34,300  
 Deferred units: 129,810 / \$1,228,953  
 Total: 133,310 / \$1,263,253  
 Meets his equity ownership requirement (see page 48).

Note: Mr. Di Clemente was a director of Beyond the Rack Enterprises Inc. (now 7098961 Canada Inc.) when it filed for protection under the Companies' Creditors Arrangement Act (Canada) on March 24, 2016.

**DANIELLA DIMITROV, LLB, MBA, NACD.DC**

Finance Executive and Corporate Director

Independent

**Residence:** Toronto, Ontario, Canada**Age:** 53**Trustee since:** May 15, 2020**2022 attendance:** 86%**2022 voting result:** 91.86% for**Knowledge and experience**

Chemical industry	Capital markets
Executive leadership	Corporate governance
Financial/Accounting	Risk management
Environmental, health and safety	Legal/Government/Regulatory affairs
Human resources/Compensation	Information Security/Cyber Security

**Board committees**

Audit (chair)  
 Compensation and corporate governance  
 Responsible Care

**Business experience**

Daniella has 20+ years of experience in mining and financial services in various strategy, finance, operations, corporate development and governance roles. Daniella's previous roles include President and CEO, Interim CEO, CFO of multi mine gold/copper producers and a \$2B+ mine developer, partner at a mining investment bank, Executive Vice-Chair of an iron ore developer and COO of a national wealth management and capital markets firm. In 2021 and 2022 she was the CFO of IAMGOLD Corporation and from 2017 to 2021 she was a Partner at Sprott Capital Partners, a natural resources investment banking firm. Since 2010, she has served as a director of nine companies in the natural resources, energy and chemicals industries and as a member or chair of seven audit committees. Daniella was chosen as one of the Top 100 Global Inspirational Women in Mining for 2016, was a Canada Board Diversity Council – 2016 Diversity 50 Candidate and is National Association of Corporate Directors (NACD) Directorship Certified™

**Other public company boards in the past five years**

International Petroleum Corp. (May 2018 to May 2021)  
 Nexa Resources SA (since January 2018)  
 Excellon Resources Ltd. (December 2016 to April 2020)

**Public board interlocks**

None

**Other boards and memberships**

NACD Directorship Certified™  
 Mining Technical Advisory and Monitoring Committee to the Canadian Securities Administrators (since 2020)

**Education**

CFO Leadership Program, Harvard Business School of Executive Education  
 Global Executive MBA, Kellogg School of Management and Schulich School of Business  
 LL.B., University of Windsor

**Equity ownership**

Units: -  
 Deferred units: 59,865 / \$529,802  
 Total: 59,865 / \$529,802  
 Ms. Dimitrov will have until May 2025 to meet her equity ownership requirement (see page 48).

**LUC DOYON**

Corporate Director

Independent

**Residence:** Montreal, Quebec, Canada**Age:** 63**Trustee since:** May 10, 2022**2022 attendance:** 100%**2022 voting result:** 96.34% for**Knowledge and experience**

Chemical industry	Human resources/Compensation
Manufacturing	Risk management
Executive leadership	Legal/Government/Regulatory affairs
Financial/Accounting	
Environmental, health and safety	

**Board committees**

Audit  
 Compensation and corporate governance  
 Responsible Care

**Business experience**

Mr. Doyon spent his career with the French industrial group Air Liquide, where he worked from 1983 to 2017. Mr. Doyon served as Vice-President, Merchant Gases at Air Liquide America in Houston, and President and Chief Executive Officer of Air Liquide Canada in Montréal. In 2012, he was appointed President and Chief Executive Officer of the welding division of Groupe Air Liquide in Paris. Mr. Doyon is an engineer. He has also completed the Executive Education program at INSEAD (Institut européen d'administration des affaires) [European Institute of Business Administration] in Fontainebleau, France.

**Other public company boards in the past five years**

Lassonde Industries Inc. (February 2023 - Present)

**Public board interlocks**

None

**Other boards and memberships**

Hydro Québec (Since 2019; member of the ESG and Investment Committees)

**Education**

B. Eng (Mechanical Engineering) Polytechnique Montréal  
 Graduate diploma (Welding Engineering) École supérieure du soudage et de ses applications in Paris, France  
 Executive Education program at INSEAD

**Equity ownership**

Units: -  
 Deferred units: 7,827 / \$69,271  
 Total: 7,827 / \$69,271  
 Mr. Doyon will have until May 2027 to meet his equity ownership requirement (see page 48).

## EMILY MOORE

Corporate Director and Director of Troost Institute

Independent

**Residence:** Mississauga, Ontario, Canada

**Age:** 53

**Trustee since:** July 1, 2019

**2022 attendance:** 100%

**2022 voting result:** 95.10% for

### Knowledge and experience

Chemical industry	Human resources/
Manufacturing	Compensation
Executive leadership	Corporate governance
Financial/Accounting	Risk management
Environmental, health and safety	Information Security/Cyber Security

### Board committees

Audit  
Compensation and corporate governance  
Responsible Care (chair)

### Business experience

Emily Moore has been Director of Troost Institute for Leadership Education in Engineering at the University of Toronto since October 2018, where she leads teaching, research and programming to help develop the next generation of engineering leaders. She spent 10 years at Hatch Ltd. holding positions including Managing Director Innovation (2017-2018), and Managing Director Water (2012-2017), leading global initiatives to serve mining, energy and infrastructure sector clients. Dr. Moore previously spent over 10 years at Xerox, leading teams on developing new chemical processes and bringing them to manufacturing scale. Dr. Moore is a licensed professional engineer, a subject matter expert in water and mining and a Rhodes Scholar. She has also completed the Directors Education Program with the Institute of Corporate Directors (ICD).

### Other public company boards in the past five years

International Petroleum Corp. (since May 2021)

### Public board interlocks

None

### Other boards and memberships

Canadian Mining Innovation Council (member)  
Canadian Society for Chemical Engineering (past president)  
Haltech (regional innovation centre serving Halton Region)  
Metrolinx  
Natural Sciences and Engineering Research Council (former member, advisory committee on university industry grants)

### Education

B.Sc. (engineering chemistry), Queen's University  
Rhodes Scholar  
D. Phil. (physical chemistry), Oxford University (England)

### Equity ownership

Units: -  
Deferred units: 85,838 / \$759,670  
Total: 85,838 / \$759,670  
Meets her equity ownership requirement (see page 48).

## DAVID MUTOMBO

Chief Executive Officer and Corporate Director

Independent

**Residence:** Oakville, Ontario, Canada

**Age:** 50

**Trustee since:** November 7, 2022

**2022 attendance:** 100% since appointment in November of 2022

### Knowledge and experience

Chemical industry	Human resources/
Manufacturing	Compensation
Executive leadership	Corporate governance
Financial/Accounting	Risk management
Environmental, health and safety	Legal/Government/Regulatory affairs

### Board committees

Audit  
Compensation and corporate governance  
Responsible Care

### Business experience

Mr. Mutombo currently serves as the Chief Executive Officer of Regideso S.A., the national water utility company of the Democratic Republic of Congo. Until December 2022, he was the Global Managing Director of Infrastructure / Water at Hatch Ltd., an engineering and consulting firm where he worked since 2015. Previously, he has held engineering, project management and operations management roles and worked on projects in Western Canada and South Africa. Mr. Mutombo is a professional engineer, and holds a Master of Engineering degree in Water Utilization Engineering, a Master of Engineering in Chemical and Petroleum Engineering and a Master of Business Administration. Mr. Mutombo also completed the Advanced Management Program with the Harvard Business School.

### Other public company boards in the past five years

None

### Public board interlock

None

### Other boards and memberships

None

### Equity ownership

Units: -  
Deferred units: 1,667 / \$15,111  
Total: 1,667 / \$15,111  
Mr. Mutombo will have until November 2027 to meet his equity ownership requirement (see page 48).



**KATHERINE RETHY**

Corporate Director

Independent

**Residence:** Huntsville, Ontario, Canada**Age:** 66**Trustee since:** July 1, 2015**2022 attendance:** 100%**2022 voting result:** 95.52% for**Knowledge and experience**

Chemical industry	Human resources/ Compensation
Manufacturing	Corporate governance
Executive leadership	Risk management
Financial/Accounting	Legal/Government/ Regulatory affairs
Environmental, health and safety	Information Security/Cyber Security

**Board committees**

Audit  
Compensation and corporate governance  
Responsible Care

**Business experience**

Katherine Rethy has extensive experience in the industrial sector and specifically in shared services, procurement, logistics and operational matters and was previously Senior Vice President, Global Services at Falconbridge Ltd. Prior to joining Falconbridge, she was an executive with Dupont Canada Inc. Ms. Rethy previously served as a director of SBM Offshore NV (Netherlands), Equitable Bank, TransForce Inc., as well as Muskoka Airport and several not-for-profit organizations. Ms. Rethy is a lawyer and has completed the ICD.D professional corporate director course.

**Other public company boards in the past five years**

Toromont Industries Ltd. (since July 2013)

**Public board interlocks**

None

**Other boards and memberships**

None

**Education**

B.Sc., University of Toronto  
J.D., University of Windsor  
M.B.A., York University  
M.A., Lancaster University (England)

**Equity ownership**

Units: 2,000 / \$36,330  
Deferred units: 132,542 / \$1,161,026  
Total: 134,542 / \$1,197,356  
Meets her equity ownership requirement (see page 48).

**SCOTT ROOK**Chief Executive Officer  
Chemtrade Logistics Income Fund

Not independent

**Residence:** Toronto, Ontario, Canada**Age:** 56**Trustee since:** March 1, 2020**2022 attendance:** 100%**2022 voting result:** 97.60% for**Knowledge and experience**

Chemical industry	Human resources/ Compensation
Manufacturing	Risk management
Executive leadership	Legal/Government/ Regulatory affairs
Financial/Accounting	Information Security/Cyber Security
Environmental, health and safety	

**Board committees**

-

**Business experience**

Scott Rook became the President and Chief Executive Officer of Chemtrade Logistics Income Fund and was appointed as a trustee on March 1, 2021. Mr. Rook served as Chief Operating Officer of the Fund from September 2019 to February 2021 and prior to that served in a variety of roles including Senior Vice President, Commercial Operations of Ascend Performance Materials from April 2010 to September 2019. In addition to this experience, Mr. Rook spent 17 years with Eastman Chemical company in a variety of roles including Senior Business Unit Director for the Specialty Plastics Business Organization. He has more than 29 years' experience in the chemical industry including commercial, operational, and business leadership roles.

**Other public company boards in the past five years**

None

**Public board interlocks**

None

**Other boards and memberships**

None

**Education**

MBA, Finance, Auburn University  
B.S., Industrial Engineering, University of Tennessee, Knoxville

**Equity ownership**

Units: 74,250 / \$657,113  
Restricted units: 610,938 / \$5,406,802  
Performance units: 441,085 / \$3,903,606  
Total: 1,126,273 / \$9,967,520  
Is subject to CEO equity ownership requirement (see page 26)

## BOARD COMMITTEES

The board has three independent standing committees to help it fulfill its responsibilities. Each committee has a charter which is available on our website ([www.chemtradelogistics.com](http://www.chemtradelogistics.com)).

### Third party advice

The board and board committees can each engage outside advisors as necessary to ensure effective governance. Chemtrade pays for these costs.

#### Audit committee

100% independent | Met four times in 2022

Daniella Dimitrov (chair)  
Lucio Di Clemente, CPA, CA  
Luc Doyon  
Emily Moore

Douglas Muzyka  
David Mutombo  
Katherine Rethy

The audit committee is primarily responsible for overseeing:

- the quality and integrity of our financial statements and the financial reporting process including our financial reporting accounting systems and internal controls
- the qualifications, performance and independence of the external auditors
- our compliance with legal and regulatory requirements relating to the integrity of our financial statements
- the identification, assessment and management of major operational and financial risks

The committee reports to the board any issues, concerns or breaches it has received relating to our code of conduct. The committee also reviews all related party transactions, Chemtrade's insurance program, management's oversight and the financial status of our defined benefit pension plans, material policies and practices relating to cash management and material financing strategies as well as material tax policies and tax planning initiatives, tax payments and reporting and any pending tax audits or assessments.

All members are financially literate as defined in National Instrument 52-110 – Audit Committees. The committee meets at least four times per year.

#### Compensation and corporate governance committee

100% independent | Met four times in 2022

Lucio Di Clemente (chair)  
Daniella Dimitrov  
Luc Doyon  
Emily Moore

Douglas Muzyka  
David Mutombo  
Katherine Rethy

The compensation and corporate governance committee is primarily responsible for:

- retaining key senior management employees, including the CEO, who have the skills and expertise needed to enable Chemtrade to achieve its goals and strategies at fair and competitive compensation and appropriate performance incentives
- reviewing our executive and trustee compensation programs
- developing, recommending and implementing effective corporate governance principles
- overseeing and assessing the functioning of the board and committees
- recommending changes to board composition and identifying candidates for the board
- reviewing our disclosure relating to executive compensation and corporate governance
- reviewing aspects of the environmental, social, and governance (ESG) framework relevant to the committee's areas of responsibility.

The committee reviews the CEO's annual performance goals and criteria, and assesses the CEO's performance and recommends the CEO's compensation to the board for its review and approval. It also reviews and approves employment contracts and arrangements and our compensation policies and public disclosure about executive compensation and corporate governance at Chemtrade.

The committee reviews our governance practices, code of conduct and the CEO succession plan. It is also responsible for establishing board competencies, orientation and continuing education, committee memberships, the board assessment process and the nomination of qualified trustee candidates.

It also reviews the board mandate and position descriptions for the CEO and the chair of the board. The committee meets at least twice a year, and more often as warranted.

**Responsible Care committee**

100% independent | Met four times in 2022

Emily Moore (chair)  
Lucio Di Clemente  
Daniella Dimitrov  
Luc Doyon

Douglas Muzyka  
David Mutombo  
Katherine Rethy

The Responsible Care committee is primarily responsible for:

- overseeing Chemtrade's environmental, health, safety and security philosophy
- monitoring environmental, health, safety and security policies to ensure they are appropriate to mitigate risk and ensure statutory compliance
- monitoring our environmental, health, safety and security performance to ensure compliance with Chemtrade's policies and to promote the safety of Chemtrade employees and strive for continuous improvement
- reviewing aspects of the ESG framework relevant to the committee's areas of responsibility

The committee is also responsible for reviewing our Responsible Care policies and management systems, compliance with required permits, licences, approvals or authorizations, our program for conducting internal and external audits and for reviewing the appropriateness of ESG metrics and related disclosure.

It also monitors any current, pending or threatened legal or regulatory actions related to environmental, health, safety or security issues and makes recommendations to prevent recurrences of any significant issues.

The committee meets at least four times a year, and more often as warranted.

# EXECUTIVE COMPENSATION

This section describes our executive compensation program – how the program is designed, how we link compensation to strategy, what we pay our executives, and how we manage compensation risk.

It also describes the 2022 compensation awarded to the Fund’s Chief Executive Officer, the Chief Financial Officer, and the next three most highly compensated executives. The compensation and corporate governance committee has reviewed and approved the content of this section.

## 2022 named executives

- Scott Rook, Chief Executive Officer (CEO)
- Rohit Bhardwaj, Chief Financial Officer (CFO)
- Emily Powers, Group Vice-President, Human Resources and Responsible Care
- Susan Paré, General Counsel
- Tim Montgomery, Group Vice-President, Manufacturing and Engineering

## Where to find it

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## Message from the chair of the compensation and corporate governance committee

Dear Fellow Unitholders,

We thank you for your support in 2022 on our approach to executive compensation. Unitholders voted ~90% in favour of our 'Say on Pay' proposal. Our annual advisory 'Say on Pay' vote is only one of many opportunities to engage with unitholders regarding our compensation programs, and the compensation and corporate governance committee takes the results of this vote into account when determining the compensation of our named executive officers.

### *Business results in 2022*

2022 was Chemtrade's strongest year on record for adjusted EBITDA<sup>1</sup> at \$430.9 million, an increase of \$150.5 million or 54% year-over-year. We had favourable market conditions for several of our products, particularly in our EC segment. Global energy markets were disrupted and energy costs increased in most of the world, especially in Europe. As a result, our EC segment facilities in Canada, with a stable hydro-electric source of power, provided us with a cost advantage. The investments we have made over the past few quarters on improving reliability allowed us to maintain high operating rates and capitalize on the favourable market conditions. Further details on our performance are contained in our Management's Discussion and Analysis of results for 2022 filed on SEDAR and available on our website. This strong performance was reflected in both the annual incentive payout for 2022 at 150% of target in respect of financial metrics and in the long-term performance metrics plan (PMP) cash award granted in 2020, which paid out at 200%, in alignment with strong return on invested capital (ROIC) achievement and top quartile relative total unitholder return (TUR) performance.

### *Unitholder engagement*

Over the course of late 2021 and early 2022, we met with several of our unitholders to discuss our executive compensation programs and how they align with our business strategy. Some of the outcomes of this engagement include the introduction of new ESG targets in both the short-term and long-term compensation plans, and the move away from a long-term cash plan (last granted in 2021) to the granting of performance units (PSUs) (first granted in 2022, at 60% of the long-term incentive mix). PSUs were introduced to enhance unitholder alignment – PSUs track both the underlying unit price and participate in Chemtrade's distributions, and are completely at-risk if ROIC and relative TUR targets are not achieved over a cumulative three-year period. These changes were made in response to unitholder feedback that compensation for Chemtrade's executive team should be strongly aligned with unitholder value creation and the evolution of Chemtrade's ESG strategy.

### Snapshot of 2022 executive pay

The board and compensation and corporate governance committee assessed corporate performance and individual performance of the named executives against pre-determined objectives for 2022 and determined the awards for the year.

Salary	Base salaries can be seen at page 29. Increases ranged from 3% to 10% for our named executives, based on market benchmark data and increasing scope of responsibilities for certain roles.
Annual incentive	The financial performance factor was 150% for the named executives. Distributable cash for IC purposes <sup>(1)</sup> , which accounts for most of the financial performance factor, was well above target for 2022 resulting in a 150% payout for this component, and business free cash <sup>(2)</sup> overall was also above target resulting in a 150% payout for this component. Details of our financial targets for the 2022 annual incentive can be found on page 29. After factoring in strong individual performance in a very strong financial performance year, awards ranged from 142.5% to 144.4% of target.
Long-term incentive	The 2022 long-term incentive award was granted in the form of PSUs (60% of the mix) and RSUs (40% of the mix). Both vest over a three-year period. PSUs are completely at-risk, with potential payouts ranging from 0% to 200% based on achievement against ROIC and relative TUR performance (see page 32 for details). <b><i>Due to securities disclosure requirements and the recent change from a PMP cash program to a PSU program, we are obligated to report the payout of the 2020-2022 PMP award in the 2022 Summary Compensation Table (backward looking) while also reporting the grant value of the PSUs (forward looking) in the same 2022 year. This has the effect of 2022 compensation appearing artificially and materially higher than prior years. We ask that you read through the section entitled <u>Recap of 2022 Long-Term Design Change</u> on page 37 which shows compensation actually granted from 2020-2022.</i></b>

Payout of 2020 long-term incentive awards	As noted above, the 2020-2022 PMP cash award vested on December 31, 2022 at 200% of target, due to top quartile relative TUR performance against the S&P/TSX Dividend Index and ROIC improvement that exceeded the maximum goal of 6.67%.
Alignment between realizable pay outcomes and performance	In 2022, the compensation and corporate governance committee reviewed the alignment between realizable compensation for the CEO from 2019-2021. The committee concluded Chemtrade's compensation programs continue to operate effectively, with alignment between key financial and return performance indicators, and realizable pay delivered to the CEO. See page 24 for a summary of this analysis.

<sup>(1)(2)</sup> See *Non-IFRS measures* on page 62 for details.

The compensation and corporate governance committee and board are keenly aware of our responsibility to ensure that our approach to executive compensation supports our strategy and aligns with the interests of our unitholders. We thank you for your continued confidence in Chemtrade, welcome your questions, and look forward to continued dialogue on our executive compensation programs.

Sincerely,



Lucio Di Clemente  
Chair, Compensation and Corporate Governance Committee

## Compensation discussion and analysis

### COMPENSATION GOVERNANCE

The compensation and corporate governance committee is responsible for our compensation policies and programs and oversees all executive compensation matters at Chemtrade. It makes recommendations to the board for approval.

Based on the recommendations of the CEO and the Group Vice-President, Human Resources and Responsible Care, the committee determines the performance targets for the annual incentive plan and for the performance unit (PSU) portion of the long-term incentive plan. It reviews the CEO's annual performance goals and criteria, assesses the performance of our executives, including the CEO, and makes compensation recommendations to the board for its review and approval. The compensation and corporate governance committee also reviews and approves executive employment contracts and arrangements.

From January 1, 2022 to November 7, 2022, the compensation and corporate governance committee had six members. After November 7 2022, it had seven members. All are qualified and experienced, and bring strong skills to the committee:

- all have specific experience overseeing and structuring executive compensation and have served as a senior executive of an operating business
- all have experience in dealing with compensation consultants and using their expertise to design and implement appropriate compensation programs.

The table below shows the key skills relating to compensation governance of each current member. The committee is 100% independent. See page 49 for the complete skills matrix of the board.

<b>Skills and experience</b>	Human resources/ Compensation	Governance (including environmental, health and safety)	Executive leadership	Industry experience	Risk management
<b>Lucio Di Clemente</b> (chair) <ul style="list-style-type: none"> <li>• has executive experience in a variety of industry sectors</li> <li>• also a member of the audit and Responsible Care committees</li> </ul>	✓	✓	✓	✓	✓
<b>Daniella Dimitrov</b> <ul style="list-style-type: none"> <li>• lawyer with senior executive leadership experience including oversight of the HR function and held operations, corporate development and governance roles</li> <li>• has chaired or been a member of compensation committees for a number of other public companies</li> <li>• also a member of the audit (chair) and Responsible Care committees</li> </ul>	✓	✓	✓	✓	✓
<b>Luc Doyon</b> <ul style="list-style-type: none"> <li>• engineer with senior executive experience</li> <li>• has served on this committee since May 2022</li> <li>• also a member of the audit and Responsible Care committees</li> </ul>	✓	✓	✓	✓	✓
<b>Emily Moore</b> <ul style="list-style-type: none"> <li>• has chemical industry and manufacturing experience as well as executive leadership experience</li> <li>• leads teaching, research and programming at the University of Toronto to help develop the next generation of engineering leaders</li> <li>• is a member of the compensation committee of another public board</li> <li>• also a member of the audit and Responsible Care (chair) committees</li> </ul>	✓	✓	✓	✓	✓

<b>David Mutombo</b> <ul style="list-style-type: none"> <li>• engineer with senior executive experience</li> <li>• has served on this committee since November 2022</li> <li>• also a member of the audit and Responsible Care committees</li> </ul>	✓	✓	✓	✓	✓
<b>Douglas Muzyka</b> <ul style="list-style-type: none"> <li>• has specific experience in executive compensation and has executive leadership experience</li> <li>• has extensive chemical industry and manufacturing experience</li> <li>• also a member of the audit and Responsible Care committees</li> </ul>	✓	✓	✓	✓	✓
<b>Katherine Rethy</b> <ul style="list-style-type: none"> <li>• lawyer with senior executive experience at public companies including oversight of the HR function</li> <li>• previous chair of Chemtrade's committee and has chaired or been a member of compensation committees</li> </ul>	✓	✓	✓	✓	✓

You can read more about the compensation and corporate governance committee on page 21, and each of the members beginning on page 12. A copy of the committee charter is available on our website ([www.chemtradelogistics.com](http://www.chemtradelogistics.com)).

### Mitigating compensation risk

Chemtrade's business model includes structuring our businesses to promote stable cash flows and minimize the financial impact of the fluctuations that are common in industrial chemical businesses. The compensation and corporate governance committee monitors the major risks facing the business and carries out a compensation risk review annually to make sure our compensation program and practices do not encourage excessive risk-taking.

All seven members also sit on the audit committee, which reviews enterprise risks and mitigation strategies quarterly. Cross-committee membership ensures that the compensation and corporate governance committee is kept abreast of all major risks on a regular basis. The compensation and corporate governance committee is mindful of ensuring that the goals and objectives for each named executive and the resulting compensation do not encourage excessive risk-taking or other inappropriate behaviour.

In 2022, the compensation and corporate governance committee was satisfied that the design of its compensation program did not encourage any inappropriate decision-making because it obtained an independent review of its compensation programs, plans and policies by its compensation consultant, Meridian Compensation Partners (Meridian). Meridian undertook a comprehensive review and concluded that the compensation and corporate governance committee had a reasonable basis to conclude that it is *not* likely that Chemtrade's pay programs and policies would have a material adverse effect on Chemtrade, its business and its enterprise value. Meridian outlined certain key factors which they viewed should effectively mitigate compensation-related risk, some of which are:

- strong governance process with an independent compensation committee which engages an independent compensation consultant
- well-articulated total compensation strategy including well-balanced pay mix (fixed and variable pay elements) with layering of payout timing, annual award and overlapping vesting of equity incentives and various incentive vehicles
- incentive opportunities are capped. Reasonable balance between elements that focus on short-term financial performance and those that reward for longer-term unit appreciation.
- demanding, yet achievable, goal-setting standards; predetermined performance targets are approved by the compensation and corporate governance committee and both the stretch in and performance against targets are assessed by the committee regularly.
- incentive plans have clear targets and performance intervals; all of the plans have linear performance curves with no major break-points, other than the performance thresholds which are set to be minimum acceptable standards, achievable without excessive or inappropriate risk-taking
- insider trading and anti-hedging policies
- compensation recoupment (clawback) policy that allows the board to recoup an executive's incentive compensation if there are errors in the financial results that were used to determine the awards, whether or not they result in a



restatement of the Fund’s financial statements, or there was wrongdoing by the executive that affects, or has the potential to affect, Chemtrade’s financial results or reputation.

The compensation and corporate governance committee also conducts a comprehensive review of our compensation program and practices annually. When setting performance targets for the incentive plans, the committee considers different performance scenarios to ensure the plans do not incentivize excessive risk-taking.

### Independent advice

The compensation and corporate governance committee receives independent advice from an external compensation consultant. In 2022, Meridian provided an independence letter. Since 2021, the compensation and corporate governance committee has engaged Meridian as its executive compensation consultant. Previously, Willis Towers Watson fulfilled this role. Currently, Willis Towers Watson provides only certain compensation survey data.

The table to the right shows the combined fees paid to Willis Towers Watson and Meridian in the last two fiscal years. In 2022, Meridian was the compensation and corporate governance committee’s only external compensation consultant. As independent advisors, Meridian does not provide any services to management. While Willis Towers Watson provided certain compensation survey data.

Table 3	2022	2021
Executive compensation-related fees	\$143,356	\$73,730
All other fees	–	–
<b>Total</b>	<b>\$143,356</b>	<b>\$73,730</b>

### Clawbacks

Our clawback policy reinforces our philosophy of aligning the interests of executives and unitholders. It allows the board to cancel, adjust or require an executive to repay annual and long-term incentives, including vested and unvested awards, if:

- there are errors in the financial results that were used to determine the awards, whether or not they result in a restatement of the Fund’s financial statements, or
- there was wrongdoing by the executive that affects, or has the potential to affect, Chemtrade’s financial results or reputation.

### Anti-hedging

Trustees, directors, officers and employees, and any of their associates, are not allowed to purchase financial instruments, including prepaid variable forward contracts, instruments for the short sale or purchase or sale of call or put options, equity swaps, collars, or units of exchangeable funds, that are designed to, or that may reasonably be expected to, have the effect of hedging or offsetting a decrease in the market value of securities of the Fund.

### Holdings post retirement

All executives who retire retain their outstanding long-term incentive awards until the awards vest. The performance metric plan awards and PSUs continue to be ‘at risk’ for the full three-year performance period (see *Termination and change of control* on page 40).

## PHILOSOPHY AND APPROACH

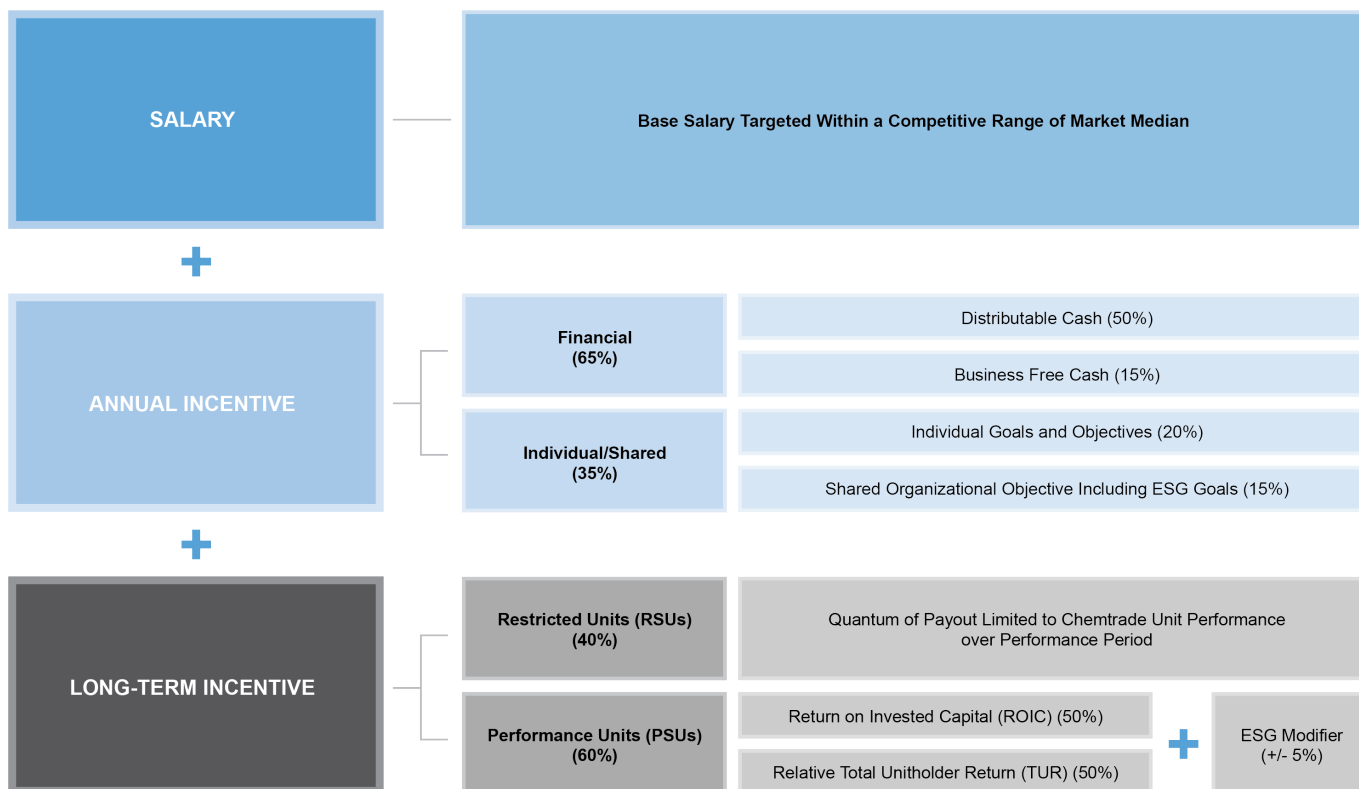
Executive compensation at Chemtrade is designed to pay for performance, be competitive with the market, and align the interests of executives and unitholders.

Our objective is to attract, motivate and retain a high quality management team that will:

- achieve or exceed Chemtrade’s financial and non-financial objectives
- develop an organization that can capture growth opportunities in rapidly changing markets
- create value for unitholders over the longer term

### 2022 Executive compensation program at a glance

The graphic below shows our overall executive compensation program at a high level.



### Pay for performance

The majority of executive pay is variable (*at-risk*) and tied to the achievement of specific, pre-determined objectives. At-risk pay accounts for at least 60% of target total direct compensation for the named executives and is highest for the CEO at 80% (see page 28).

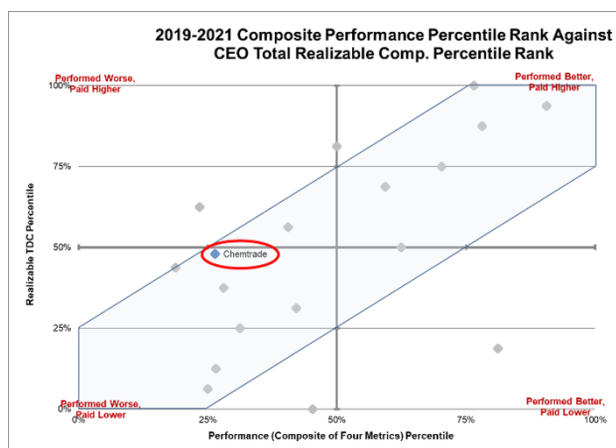
We link a significant portion of the annual incentive (65%) to the financial performance of the Fund. Individual performance accounts for 35%.

For the long-term incentive, we link the value of the award to key financial and market metrics critical to our business:

- Equity-based incentive where each PSU equals the value of a unit of the Fund. Payout on PSUs is based on our performance against two metrics: relative total unitholder return (RTUR) and return on invested capital (ROIC) improvement. These metrics must meet certain performance thresholds to achieve a payout. The final payout % is adjusted up or down (by a maximum of 5%) depending on the performance against five ESG targets (see page 32 for details); and
- the restricted unit plan links payouts to the Fund’s unit price.

Both portions of the long-term incentive have a three-year cumulative performance and vesting period to focus the executive team on longer-term performance. The ultimate value of the long-term incentive is not guaranteed and completely at-risk.

The compensation and corporate governance committee monitors alignment of pay-for-performance. Below are results from our 2022 review of CEO pay and Chemtrade's performance, relative to our comparator group.



The results of this analysis indicate Chemtrade is within the “zone of alignment” between realizable CEO pay and performance (as measured by RTUR, ROIC, free cash flow growth, and Adjusted EBITDA growth) from 2019-2021.

The analysis uses compensation paid to the former CEO in 2019 and 2020 and compensation paid to Scott Rook in 2021.

The committee reviews this form of lookback analysis annually, as one of many inputs in assessing the effectiveness of Chemtrade's compensation programs and then alignment between compensation outcomes and unitholder returns.

## Benchmarking

To make sure our executive compensation program is competitive with the market, we benchmark compensation against a primary compensation comparator group comprised of size-appropriate North American chemical companies, additional use survey data to inform our pay decisions.

We target base salaries, target total cash compensation, and target total direct compensation within a competitive range of market median of the comparator group. Our programs allow for above-median realized pay conditional on strong performance.

	Primary Comparator Group	Additional Reference Group
CEO, CFO, Group Vice President Engineering and Manufacturing	19 Canadian and U.S. companies (see table on next page)	N/A
	Compensation information from company proxy circulars	
Group Vice-President, HR and Responsible Care, General Counsel	Canadian heavy industry companies with revenue of \$500 million to \$3 billion	19 Canadian and U.S. companies (see table on next page)
	Compensation information from Willis Tower Watson's Canadian executive compensation database	Compensation from company proxy circulars

The table below shows the 19 companies in our 2022 compensation comparator group noted above.

Canadian companies	U.S. companies		
AirBoss of America Corp.	AdvanSix Inc.	Intertape Polymers Group Inc.	Minerals Technologies
Methanex Corporation	Balchem Corporation	Koppers Holdings Inc..	Orion Engineered Carbons S.A.
Neo Performance Materials Inc.	Ecovyst Inc.	Kraton Corporation.	Rayonier Advanced Materials Inc.
Richards Packaging Income Fund	GCP Applied Technologies.	Kronos Worldwide, Inc.	Tredegar Corporation
Superior Plus Corp.	Hawkins, Inc.	Livent Corporation.	

These are primarily commodity and specialty chemical companies that serve similar end markets with one-third time to three times Chemtrade's revenue. Assets and market capitalization are used as a secondary lens.

The compensation and corporate governance committee includes U.S. companies in the comparator group as we attract executive talent from across North America and compete mostly against U.S. companies for executive talent, customers, and unitholder capital.

The compensation and corporate governance committee reviews the comparator group regularly to make sure it stays relevant and reflects the nature, scope and scale of Chemtrade's business and our competition for talent.

The compensation and corporate governance committee also considers information from the CEO and the Group Vice-President, Human Resources and Responsible Care, to make sure compensation for each position adequately reflects the responsibilities and scope of the role relative to other positions within Chemtrade.

See page 28 to read about our compensation program and the 2022 target mix for each named executive.

### Equity ownership

Equity ownership requirements for our executives are set as a multiple of base salary and vary by position as shown in the table below. Executives can count units of the Fund, RSUs and PSUs toward meeting the requirements.

As participants in the long-term incentive plan, executives must invest at least 75% of the after-tax payout of their long-term incentive award into units of the Fund until they meet their required ownership level. Executives purchase the units in the open market within 30 days of receiving the cash payout of their award, subject to any securities laws or stock exchange rules.

We assess compliance annually, usually in the first quarter of every year and use the higher of cost and market value to evaluate their holdings. Holdings in the table below are valued as of March 10, 2023 using the higher of cost and the closing price of our units on the TSX (\$8.85).

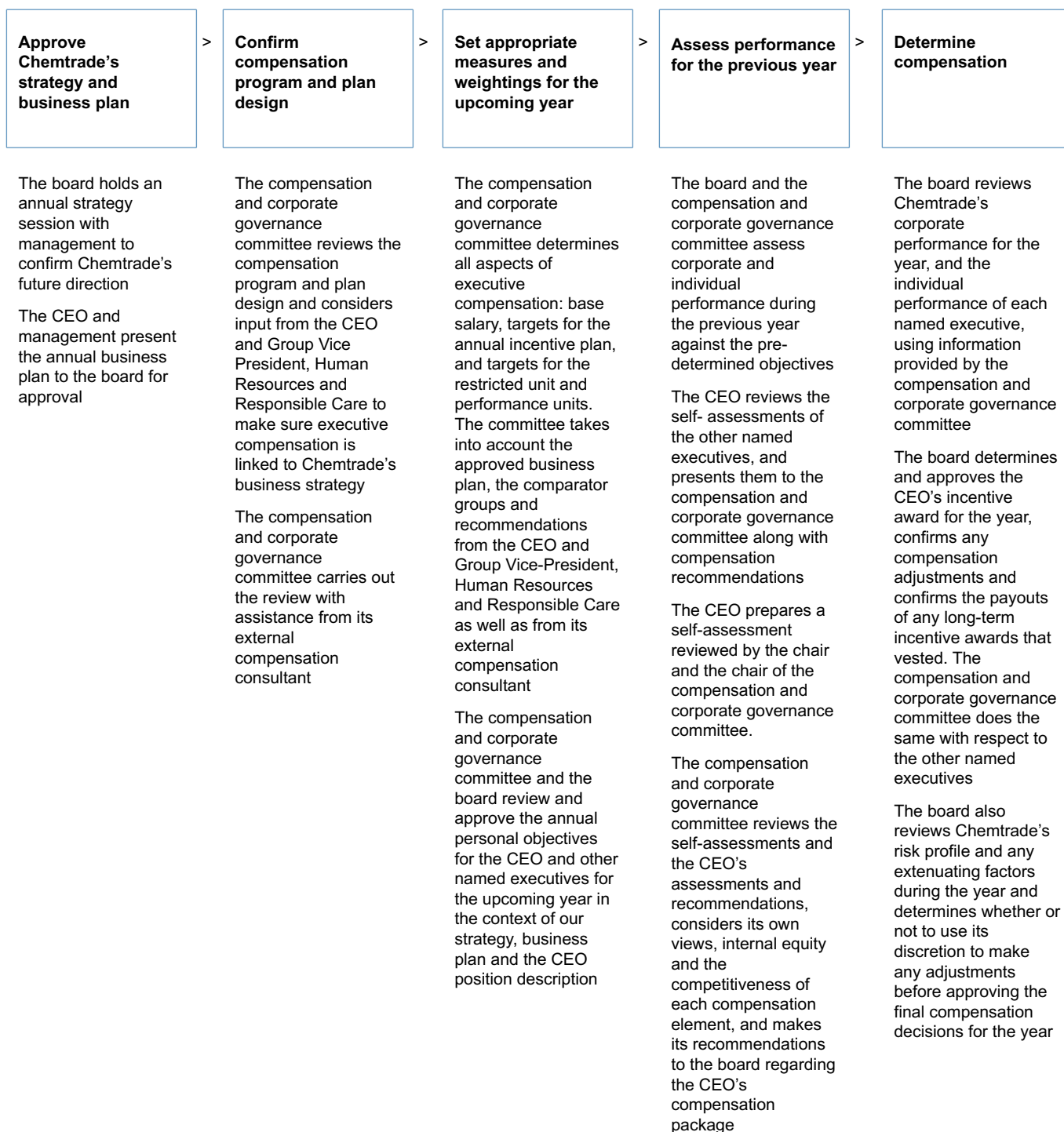
Ownership (as of March 10, 2023)								
Table 4	Ownership requirement (as a multiple of base salary)	Units (#/\$)	Restricted share units (#/\$)	Performance units (#/\$)	Total holdings			Meets Requirement
					Total units, RSUs, and PSUs	Value (\$)	As a multiple of base salary	
Scott Rook, CEO	3x	74,250/ \$657,113	610,938/ \$5,406,802	441,085/ \$3,903,606	1,126,273	\$9,967,520	10.78	Yes
Rohit Bhardwaj, CFO	2x	118,140/ \$1,045,539	264,752/ \$2,343,055	135,826/ \$1,202,060	518,718	\$4,590,654	9.50	Yes
Emily Powers, Group Vice President, Human Resources and Responsible Care	1x	25,386/ \$224,666	126,896/ \$1,123,027	58,661/ \$519,150	210,943	\$1,866,843	4.97	Yes
Susan Paré, General Counsel	1x	34,522/ \$305,520	121,157/ \$1,072,241	52,563/ \$465,182	208,242	\$1,842,942	5.76	Yes
Tim Montgomery, Group Vice President, Engineering and Manufacturing	2x	12,033/ \$106,492	145,002/ \$1,283,270	94,194/ \$833,621	251,230	\$2,223,383	4.18	Yes

Note:

- Equity ownership values for named executives are based on the higher of the original cost and market value. For all named executives the values are based on market value.
- RSU and PSU holdings include distribution equivalents attributable up to February 28, 2023.
- The multiple of holdings to base salary for Tim Montgomery has been converted from U.S. dollars to Canadian dollars using an exchange rate of \$1.38, being the exchange rate available as of the date of this management information circular.

## Comprehensive decision-making process

The schematic below sets out our decision-making process in determining executive compensation.

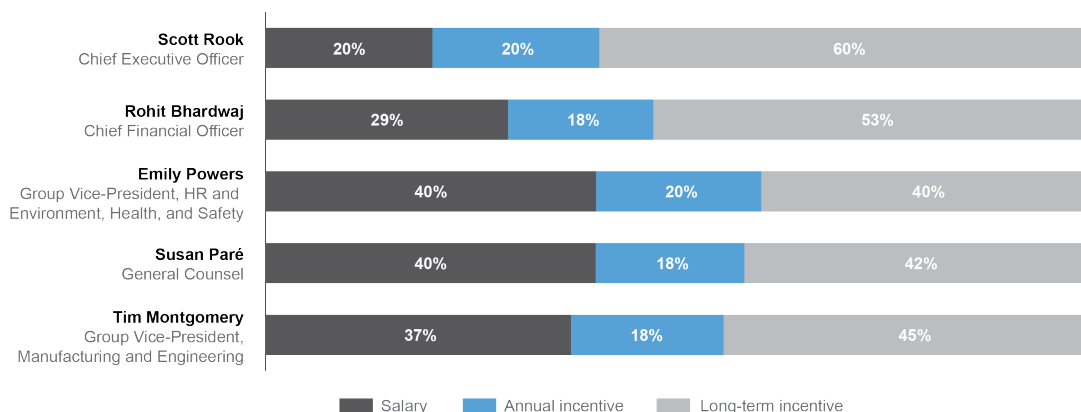


## 2022 COMPENSATION PROGRAM

<b>Fixed compensation</b>	<b>Salary</b> (see page 29)	Cash	Competitive salary based on role, level of experience, and competencies. Reviewed every year against market data from our comparator group and survey data.	one year
<b>Variable compensation</b>	<b>Annual incentive</b> (starting at page 29)	Cash	Annual cash bonus based on corporate (65%) and individual performance (35%)	one year
	<b>Long-term incentive</b> (see page 32) Allocated to two components designed to drive long-term value for unitholders			
		Restricted units (RSUs)	Equity-based incentive where each RSU equals the value of a unit of the Fund. Vests at the end of three years. Cash payout is based on the unit price following the end of the performance period. RSUs earn distribution equivalents (which are notionally reinvested) at the same rate as distributions paid on units during the three-year period	three years
		Performance units (PSUs)	Equity-based incentive where each PSU equals the value of a unit of the Fund. Vests from 0%-200% at the end of three years based on our performance against two metrics: (i) relative total unitholder return (TUR) and (ii) return on invested capital (ROIC) improvement must meet certain performance thresholds to achieve a payout. The final payout % is adjusted up or down (by a maximum of 5%) depending on the performance against five ESG targets	three years
<b>Benefits and perquisites</b>	<b>Retirement benefits</b> (see page 40)	Defined contribution plan (DC plan)	In tandem with this plan, there is an executive benefit plan (EBP) which applies to all members of the pension plan for employees of Chemtrade in Canada. The EBP is designed for high earners who reach the Canada Revenue Agency maximum on their DC plan or defined benefit plan and is secured through a letter of credit. For members in the DC plan, it allows the company to contribute to a non-registered account and is available to the employee immediately. Prior to 2021, Chemtrade contributed to a notional account	one year
		401(k) plan	U.S. executives and employees	
		Unit purchase plan	Encourages ownership of units of the Fund by matching employee contributions, up to 4.5% of base salary per year. Plan is available to all North American employees	
	<b>Perquisites</b>	Car allowance	Three executives receive a pre-determined amount and the CEO and CFO also receive reimbursement of operating costs	
		Travel insurance	For all executives	

The graph below shows the compensation mix for target total direct compensation for each named executive in 2022. The majority of executive pay is variable (*at risk*). The amounts the executives actually receive from their annual and long-term incentive awards are not guaranteed (see the discussion beginning on page 29).

NEO TARGET PAY MIX



## 2022 PERFORMANCE AND COMPENSATION

### Salary

We target base salary around the median of similar roles at companies in our comparator groups to stay competitive with the market. Actual salary is based on the executive's skills, competencies, and experience in the role. Salary represents a relatively small portion of an executive's total direct compensation (see page 28).

The table below shows the annual base salary for each named executive. The annual base salary for Tim Montgomery has been converted from U.S. dollars to Canadian dollars using an exchange rate of \$1.30 for 2022 (\$1.25 - 2021), the average exchange rate for the year. Salaries are reviewed annually and adjustments typically go into effect on March 1. However, in 2021, salary increases went into effect on June 1.

	2022	2021	% change
Scott Rook	\$925,000	\$850,000	9 %
Rohit Bhardwaj	\$483,000	\$469,000	3 %
Emily Powers	\$376,000	\$365,000	3 %
Susan Paré	\$320,000	\$311,000	3 %
Tim Montgomery	\$501,212	\$438,753	14 %

### Annual incentive

Annual cash incentives are based on corporate (financial) and individual performance. Payouts for all named executives can range from 0% to 150% of the target incentive award.

Financial metrics for the annual incentive compensation plans are established through the annual business plan. The compensation and corporate governance committee can exercise its discretion to adjust the actual results used to calculate financial performance (up or down) where material non-recurring impacts to actual financial performance do not reflect management's operating performance in the year. In 2021, unitholders asked for more transparency around financial targets. The table below summarizes our performance in 2022 relative to targets initially set and approved by the board, and the associated payout for each financial target. 2022 was a year of significant over achievement for Chemtrade, resulting in payouts at maximum (150% of target) on the financial component.

Financial Component Target (Percent contribution)	Threshold (\$M) – For 50% Payout	Target (\$M)	Maximum (\$M) – For 150% Payout	Achieved (\$M)	Achieved (% of Target)	% Payout
Distributable cash for IC purposes (50%)	\$63.9	\$98.2	\$127.7	\$236.1	240%	150%
Business free cash (15%)	\$162.7	\$225.5	\$274.6	\$378.6	168%	150%
<b>Total Financial Component Payout: 150%</b>						

Individual performance is measured against the achievement of annual objectives for each named executive set at the beginning of the year and approved by the compensation and corporate governance committee in the areas of environmental, health and safety, operational excellence, organizational excellence, growth and organizational development (see page 31). The compensation and corporate governance committee weighs performance against the objectives and approves the annual incentive for individual performance for each named executive.

Table 6 shows the 2022 annual incentive for each named executive. The 2022 annual incentive for Tim Montgomery has been converted from U.S. dollars to Canadian dollars using an exchange rate of \$1.30, the average exchange rate for the year.

	2022 performance (see below for details)					Award as a % of target
	2022 base salary	Target annual incentive (as a % of base salary)	Financial (65%)	Individual (35%)	2022 annual incentive (0% to 150% of target)	
Scott Rook	\$925,000	100%	150% x 65%	131.6% x 35%	\$1,327,930	143.6%
Rohit Bhardwaj	\$483,000	60%	150% x 65%	128.7% x 35%	\$413,095	142.5%
Emily Powers	\$376,000	50%	150% x 65%	131.6% x 35%	\$269,893	143.6%
Susan Paré	\$320,000	45%	150% x 65%	134.0% x 35%	\$207,936	144.4%
Tim Montgomery	\$501,212	50%	150% x 65%	131.6% x 35%	\$359,770	143.6%

## 2022 performance results for the annual incentive

The distributable cash for IC purposes target was met and paid out at 150% overall. Business free cash targets for each business segment paid out at 150% overall. The committee did not use its discretion to adjust the financial performance factor for 2022.

### Financial (65%)

Financial performance is assessed against targets for two key metrics that are important to unitholders. Targets are set at the beginning of the year.

Performance thresholds vary between 60% and 80% of target. Performance below threshold receives a payout of zero. The committee did not use its discretion to adjust the financial performance factor for 2022

### Individual (35%)

Individual performance is measured using five criteria tied to our strategic priorities. Individual goals related to the five criteria are set at the beginning of the year.

See page 30 for a discussion of each executive's individual performance in 2022.

### Distributable cash for IC purposes (50%)

See *Non-IFRS measures* on page 62 for details.

$$150\% \times 50\% = 75\%$$

+

### Business free cash (15%)

See *Non-IFRS measures* on page 62 for details.

$$150\% \times 15\% = 22.5\%$$

Combined results of our two 2022 business segments. 10% is attributable to SWC and 5% is attributable to EC.

### Five performance criteria

- *ESG and Environmental, health and safety performance* – safety performance, including the overall Occupational Incident Rate (OIR), *potential* serious injury or fatality (PSIFs), environmental performance including spills, and advancement towards our ESG targets
- *Operational excellence* – successful execution of initiatives improving the long-term sustainability of distributable cash
- *Organizational excellence* – continuous improvement in the execution of all areas of the business including the integration of business and functional activities
- *Growth* – pursuing growth in financial results and implementing scalable processes and systems to support organic growth and future acquisitions
- *Organizational development* – leadership and employee development including implementing and maintaining a high-performance culture through an empowered and accountable organizational structure, leadership training and development and succession planning.

#### Notes:

- SWC: Sulphur & Water Chemicals
- EC: Electrochemicals



## 2022 individual performance

### **Scott Rook, CEO**

Leads Chemtrade and is accountable to unitholders for delivering appropriate economic returns. He sets the strategic direction for Chemtrade to ensure our profitable growth and success and is responsible for overseeing our day-to-day business affairs.

**2022 individual performance factor: 131.6%**

#### **2022 individual goals and results**

Best employee safety performance in 9 years, proactive reporting PSIFs was double the target and we continued to advance our safety culture. Exceeded business plan results. Launched 12 long-term ESG targets and incorporated these targets into short-term and long-term incentive plans of all executives. Launched a Joint Venture to build a greenfield Ultrapure Acid (UPA) plant and broke ground on the first high purity UPA line in North America. Added capacity to water specialties. Hired new GVP, Commercial and improved pricing practices and customer relationships. Sponsored initiatives to improve productivity, capital spending, and reliability. Sponsored the talent review and succession planning process for the Commercial, Manufacturing, Engineering and EHS organizations, and drove subsequent development plans and execution.

### **Rohit Bhardwaj, CFO**

Oversees the finance, information technology and legal departments. He is a Certified Management Accountant (U.K.), a fellow of the Chartered Association of Certified Accountants (U.K.) and a Certified Public Accountant (CGA). He also has a Master's degree in Business Administration.

**2022 individual performance factor: 128.7%**

#### **2022 individual goals and results**

Best employee safety performance in 9 years, proactive reporting of PSIFs was double the target and we continued to advance our safety culture. Exceeded business plan results. Improved financial flexibility by raising equity, issuing a Convertible Debenture series and selling an idled acid plant. Supported productivity, capital spending and reliability improvements. Conducted a cyber risk vulnerability assessment and drove improvements. Supported the development and succession planning activities for Finance, IT and Legal.

### **Emily Powers, Group Vice-President, Human Resources and Responsible Care**

Responsible for Chemtrade's human resources and Responsible Care functions as well as our environment, social, and governance (ESG) strategy and approach.

**2022 individual performance factor: 131.6%**

#### **2022 individual goals and results**

Best employee safety performance in 9 years, proactive reporting of PSIFs was double the target and we continued to advance our safety culture. Sponsored the Pandemic Steering Team. Exceeded business plan results. Advanced ESG strategy and disclosure including launching and disclosing 12 long-term targets and incorporating those targets into short-term and long term incentive plans of executives. Hired new GVP, Commercial. Executed Diversity, Equity and Inclusion strategy and plan. Drove talent review and succession planning process for Commercial, Manufacturing, Engineering and EHS organizations, and subsequent development plans and execution.

### **Susan Paré, General Counsel**

Responsible for Chemtrade's legal and environmental risk functions and serves as corporate secretary to the board.

**2022 individual performance factor: 134.0%**

#### **2022 individual goals and results**

Best employee safety performance in 9 years, proactive reporting of PSIFs was double the target and we continued to advance our safety culture. Exceeded business plan results. Supported organic growth initiatives including negotiations of principal documents and contracts. Drove improvements in the management of liabilities and expenses at inactive sites. Supported establishment of corporate procurement policy and crisis communications plan. Drove development of Legal and Environmental Risk teams.

### **Tim Montgomery, Group Vice-President, Manufacturing and Engineering**

Responsible for manufacturing and engineering organizations as well as business and operational excellence

**2022 individual performance factor: 131.6%**

#### **2022 individual goals and results**

Best employee safety performance in 9 years, proactive reporting of PSIFs was double the target and we continued to advance our safety culture. Exceeded business plan results. Improved reliability across most plants, and executed a strong North Vancouver turn-around. Improved margin through productivity improvements above target, and significantly improved capital spending to plan. Realigned resources and upgraded talent to meet the needs of the businesses. Conducted talent review and succession planning for Manufacturing and Engineering organizations and drove individual development plans and execution.

## 2022 Long-term incentive grants

The long-term incentive was granted after the release of the Fund's year-end results for the prior year, consistent with the timing of previous annual awards. The award is allocated to RSUs (40% of long-term incentive mix) and PSUs (60% of long-term incentive mix), and pays out after the performance and vesting period. The 2022 long-term incentive vests on December 31, 2024 and has a performance period of January 1, 2022 to December 31, 2024. To drive performance, the long-term incentive grant is more heavily weighted toward PSU's which track the underlying unit price, increasing alignment with unitholders.

<b>Restricted units (RSUs) - 40%</b>	<b>Performance units (PSUs) - 60%</b>						
Each restricted unit is equivalent in value to one unit, and earns distribution equivalents as additional RSUs.	Each performance unit is equivalent in value to one unit, and earns distribution equivalents as additional PSUs.						
To calculate the number of RSUs awarded, we divide the grant value of the award by the volume weighted average unit price for the five trading days leading up to the first day of the performance period.	To calculate the number of PSUs awarded, we divide the grant value of the award by the volume weighted average unit price for the five trading days leading up to the first day of the performance period.						
We calculate the final payout by multiplying the number of restricted units that vest (including restricted units awarded as distribution equivalents) by the volume weighted average unit price for the five trading day period ending on the last trading day of the performance period.	We calculate the payout by multiplying the number of performance units that vest (including performance units awarded as distribution equivalents) by the volume weighted average unit price for the five trading days leading to the end of the performance period and the performance factor associated with each component. The performance factor can be between 0% and 200%. The final payout % is adjusted up or down by a maximum of 5% depending on the performance against five ESG targets.						
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;"><b>Total unitholder return (TUR)</b> (50%)</td> <td style="text-align: center;">+</td> <td style="text-align: center;"><b>Return on invested capital (ROIC) improvement</b> (50%)</td> </tr> <tr> <td colspan="3" style="text-align: center;"><b>(+/-) 5% ESG modifier</b></td> </tr> </table>	<b>Total unitholder return (TUR)</b> (50%)	+	<b>Return on invested capital (ROIC) improvement</b> (50%)	<b>(+/-) 5% ESG modifier</b>		
<b>Total unitholder return (TUR)</b> (50%)	+	<b>Return on invested capital (ROIC) improvement</b> (50%)					
<b>(+/-) 5% ESG modifier</b>							

The table below shows the 2022 grants (see above for information about how we calculated the number of RSUs and PSUs). The CEO and Group Vice-President, Human Resources and Responsible Care recommend the target amount of RSU and PSUs for each named executive to the compensation and corporate governance committee for approval, taking into account compensation benchmarking (see page 25). Previous grants are not taken into account when considering new grants, but rather we look at the total target compensation, of which the long-term incentive is an element, and we follow our compensation philosophy.

Payouts, if any, are in cash, and will be paid in early 2025. What the executive ultimately receives depends on our performance during the applicable performance period (see page 33 for the 2022-2024 performance metrics) and our unit price when the PSUs will be valued for settlement purposes.

**Table 7**

	<b>RSUs</b>		<b>PSUs</b>	
	Grant value	Units granted 2022	Grant value	Units granted 2022 <sup>1</sup>
Scott Rook	\$1,100,000	148,000	\$1,650,000	222,100
Rohit Bhardwaj	\$352,000	47,000	\$528,000	71,100
Emily Powers	\$152,000	20,500	\$228,000	30,700
Susan Paré	\$136,000	18,300	\$204,000	27,500
Tim Montgomery	\$244,000	32,800	\$366,000	49,300

<sup>1</sup> PSUs that ultimately vest can range from 0%-200% of the amount granted, depending on relative TUR and ROIC improvement from January 1, 2022-December 31, 2024 and are further subject to a +/-5% ESG modifier.

## About the 2022-2024 PSU

Table 8

<p><b>1 Relative total unitholder return (50%)</b> Relative TUR for the performance period compared to the total return of each of the companies that make up the S&amp;P/TSX Dividend Composite Index (the Index Companies) for the same period</p> <p>We rank TUR for the performance period against the total return of each Index Company.</p> <p><i>Performance period: January 1, 2022 to December 31, 2024</i></p>	<p>Relative TUR for the performance period must be at least the 25<sup>th</sup> percentile of the total return of the Index Companies in the same period to receive a payout. Payout for performance between threshold and maximum is based on a linear interpolation. The payout will not exceed 100% of target if Chemtrade's actual TUR over the performance period is below zero. The table below shows the relative TUR performance criteria for the 2022 PSUs.</p> <table border="1"> <thead> <tr> <th>Relative TUR</th> <th>Payout multiplier</th> </tr> </thead> <tbody> <tr> <td>Below threshold</td> <td>0%</td> </tr> <tr> <td>Threshold: P25</td> <td>50%</td> </tr> <tr> <td>Target: P50</td> <td>100%</td> </tr> <tr> <td>Maximum: P75 and above</td> <td>200%</td> </tr> </tbody> </table>	Relative TUR	Payout multiplier	Below threshold	0%	Threshold: P25	50%	Target: P50	100%	Maximum: P75 and above	200%
Relative TUR	Payout multiplier										
Below threshold	0%										
Threshold: P25	50%										
Target: P50	100%										
Maximum: P75 and above	200%										
<p><b>2 Return on invested capital (ROIC) improvement (50%)</b> ROIC is calculated as annual Adjusted EBITDA divided by average debt, plus the book value of unitholder equity</p> <p>The ROIC for the performance period is compared to the average annual ROIC of the previous 3 years</p> <p><i>Performance period: January 1, 2022 to December 31, 2024</i></p> <p>Adjusted EBITDA is a non-IFRS measure (see <i>Non-IFRS measures</i> on page 74 for details)</p>	<p>The threshold is a 0% improvement. This metric will pay out at target if the ROIC growth is 5%. The maximum payout, being 200% of target, is achieved when the ROIC improvement equals or exceeds 10%. Payout for performance between threshold and maximum is based on a linear interpolation. The table below shows the ROIC performance criteria for the 2022 PSUs.</p> <table border="1"> <thead> <tr> <th>ROIC improvement</th> <th>Payout multiplier</th> </tr> </thead> <tbody> <tr> <td>Below threshold</td> <td>0%</td> </tr> <tr> <td>Target: 5%</td> <td>100%</td> </tr> <tr> <td>Maximum: 10% or higher</td> <td>200%</td> </tr> </tbody> </table>	ROIC improvement	Payout multiplier	Below threshold	0%	Target: 5%	100%	Maximum: 10% or higher	200%		
ROIC improvement	Payout multiplier										
Below threshold	0%										
Target: 5%	100%										
Maximum: 10% or higher	200%										
<p><b>3 ESG Modifier (3-year cumulative targets) (+/-5% modifier)</b></p>	<p>ESG targets were set for the 2022-2024 period and measure progress against our ESG strategy.</p>										

### Payout of the 2020 long-term incentive

The 2020 long-term incentive was for the performance period from January 1, 2020 to December 31, 2022. The 2020 long-term incentive plan was a cash plan, consisting of RSU's and a performance metrics plan (PMP), with payout of the PMP based on RTUR and ROIC, each weighted at 50%. The PMP paid out at maximum over this period due to above quartile relative TUR performance and very strong ROIC improvement over the three-year period (see next page).

Awards vested on December 31, 2022 and amounts will be paid out in March 2023 as shown below.

	2020 RSUs		2020 PMP			Total long-term incentive			
	Grant value	Actual payout	Potential payout range			Actual payout	Total grant	Realized value	Payout as a % of grant
		Minimum	Target	Maximum					
<b>Table 9</b>									
Scott Rook	\$650,000	\$1,683,305	\$0	\$1,750,000	\$3,500,000	\$3,500,000	\$2,400,000	\$5,183,305	216%
Rohit Bhardwaj	\$455,000	\$1,178,553	\$0	\$1,300,000	\$2,600,000	\$2,600,000	\$1,755,000	\$3,778,553	215%
Emily Powers	\$230,000	\$595,871	\$0	\$610,000	\$1,220,000	\$1,220,000	\$840,000	\$1,815,871	216%
Susan Paré	\$230,000	\$595,871	\$0	\$610,000	\$1,220,000	\$1,220,000	\$840,000	\$1,815,871	216%
Tim Montgomery	\$170,000	\$440,009	\$0	\$360,000	\$720,000	\$720,000	\$530,000	\$1,160,009	219%

## About the 2020 RSU awards

The table below shows the final payout of the RSUs awarded in 2020. RSU awards will be paid out at \$9.18 per unit, the volume weighted average unit price on the TSX for the first 5 days following 2 days after the release of Chemtrade's 2022 financial statements.

	(	Number of RSUs granted	+	Number of RSUs received as distribution equivalents	)	x	Volume weighted average trading price	=	2020 RSU payout	Payout as a % of the grant value	
<b>Table 10</b>											
Scott Rook		140,400		42,967			\$9.18		\$1,683,305	258.97%	
Rohit Bhardwaj		98,300		30,083			\$9.18		\$1,178,553	259.02%	
Emily Powers		49,700		15,210			\$9.18		\$595,871	259.07%	
Susan Paré		49,700		15,210			\$9.18		\$595,871	259.07%	
Tim Montgomery		36,700		11,231			\$9.18		\$440,009	258.83%	

## About the 2020 PMP awards

The table below shows the final payout of the PMP awarded in 2020. The committee did not exercise its discretion to adjust the payout of the 2020 award.

2020 – 2022 PMP performance							
(	Relative total unitholder return (50%)	+	Return on invested capital improvement (50%)	)	=	2022 PMP payout	Payout as a % of target
	200% achieved		200% achieved				
<b>Table 11</b>							
Scott Rook	\$1,750,000		\$1,750,000			\$3,500,000	200%
Rohit Bhardwaj	\$1,300,000		\$1,300,000			\$2,600,000	200%
Emily Powers	\$610,000		\$610,000			\$1,220,000	200%
Susan Paré	\$610,000		\$610,000			\$1,220,000	200%
Tim Montgomery	\$360,000		\$360,000			\$720,000	200%

## 2020-2022 performance results for the 2020 PMP awards

Performance period: January 1, 2020 to December 31, 2022

### 1. Relative total unitholder return (50%)

**Table 12**

TUR for the performance period compared to the total return of the S&P/TSX Composite Index for the same period	Payout multiplier	Result
Threshold: TUR = equal to 25th percentile of the total return of the Index Companies (P25)	0%	Final TUR was P94 resulting in a payout of 200%
Target: TUR = P50	50%	
Maximum: TUR = P75 and above	200%	

### 2. Return on invested capital improvement (50%)

**Table 13**

The ROIC for the performance period is compared to the average annual ROIC of the previous 3 years	Payout multiplier	Result
Threshold: TUR 0% improvement	0%	ROIC improvement was 81.5% resulting in a payout of 200%
Target: 3.33% improvement	100%	
Maximum: 6.67% improvement or higher	200%	

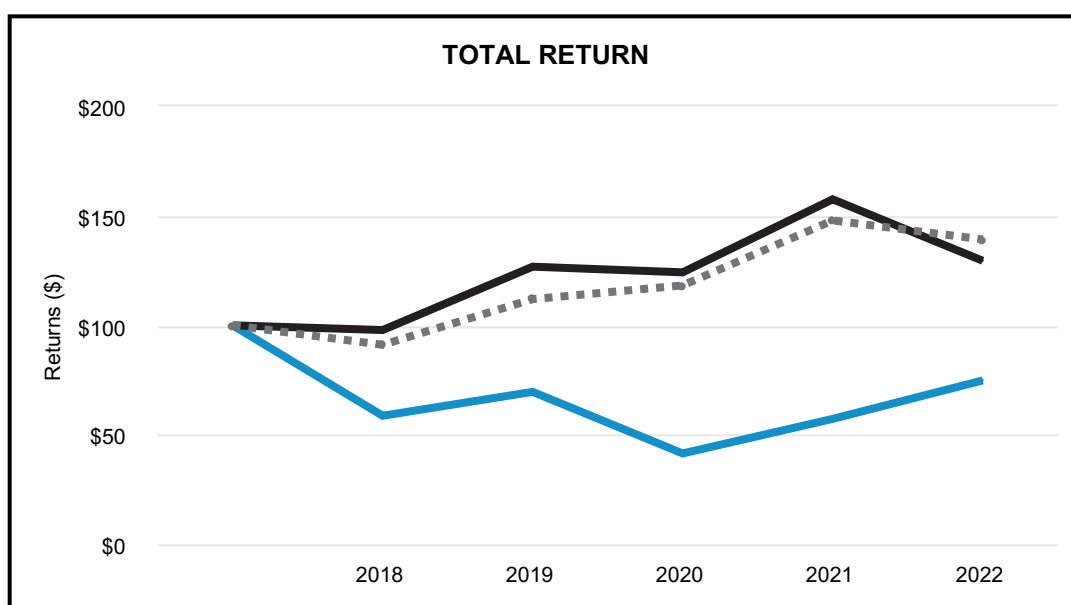
## GENERATING VALUE FOR UNITHOLDERS

### Performance Graph

The graph below compares the Fund's cumulative total return over the past five years compared to the return of the S&P/TSX Income Trust – Total Return Index and the S&P/TSX Composite – Total Return Index. It assumes \$100 was invested on January 1, 2018 and that distributions or dividends were reinvested.

From January 2018 to the end of December 2022 total unitholder return decreased by approximately 25.17% over the entire period. The trend in compensation reported under this form is aligned with the trend in performance over the same period:

- **IC payouts:** IC payouts have aligned with distributable cash for IC purposes and business free cash flow results and have been lower in low performance years and higher in high performance years
- **RSUs:** RSUs directly tracked unit price over the time period, participating in the same distributions provided to unitholders
- **PMP:** the 2018-2020 PMP paid out at 0% and the 2019-2021 PMP paid out at 0%, aligned with Chemtrade's performance over those two time periods shown in the performance graph below. The 2020-2022 PMP paid out at max (200%), aligned with Chemtrade's performance over that time period shown in the performance graph below



	Jan 1	December 31				
	2018	2018	2019	2020	2021	2022
Chemtrade Logistics Income Fund	\$100	\$58.71	\$69.62	\$41.50	\$57.28	\$74.83
S&P/TSX Income Trust - Total Return Index	\$100	\$97.85	\$126.78	\$124.20	\$157.54	\$129.50
S&P/TSX Composite - Total Return Index	\$100	\$91.11	\$111.96	\$118.23	\$147.89	\$139.25

### Cost of management

The table below shows our Adjusted EBITDA for the past five years compared to the total direct compensation paid and normalized total direct compensation granted to the named executive officers for each year.

Total direct compensation was higher in 2018 due to retention awards granted to three named executives, as disclosed in our 2019 management information circular. These awards vested at the end of 2020. Not including the retention awards, total direct compensation paid in 2018 as a percentage of Adjusted EBITDA was 3.6%.

The 2019 amount included transitional awards granted to Scott Rook to recognize incentive compensation he forfeited from his previous employer. These vested in part at the end of 2020 and in part at the end of 2021. Not including the transitional awards, total direct compensation in 2019 as a percentage of Adjusted EBITDA was 2.5%. Total direct compensation in 2021 includes six, rather than five, named executives, as Mr. Davis' direct compensation is included for the portion of 2021 in which he remained CEO prior to the transition to Mr. Rook.

Total direct compensation reported in Tables 16 and 18 for 2022 includes both 2020 long-term incentive that vested on December 21, 2022 and PSUs granted in March 2022, double-counting long-term incentive for 2022 (as we are obligated to report both the value of the PMP when it pays out and the grant date value of the PSUs when they are granted), artificially and materially increasing long-term incentive value for 2022. See the section titled Recap of 2022 Long-Term Design Change on page 37 for more details. For a more realistic picture of compensation granted, we have normalized the total direct compensation by including granted values of the long-term incentive in the year they were granted.

	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
Chemtrade Adjusted EBITDA (000s)	\$196,223	\$295,603 <sup>1</sup>	\$265,268 <sup>1</sup>	\$280,380 <sup>1</sup>	\$430,868 <sup>1</sup>
Total direct compensation paid to the named executives (000s)	\$14,159	\$8,285	\$8,771	\$7,127	\$19,386
Total direct compensation as a % of Adjusted EBITDA	7.2%	2.8%	3.3%	2.5%	4.5%
Total direct compensation granted to the named executives (000s)	\$16,066	\$11,485	\$15,046	\$10,411	\$10,126
Normalized total granted compensation as a % of Adjusted EBITDA	8.2%	3.9%	5.7%	3.7%	2.4 %

<sup>1</sup> Starting in 2019, Adjusted EBITDA does not include lease expenses. Adjusted EBITDA is a non-IFRS measure (see page 62).

Named executives:

2018: Mark Davis, Rohit Bhardwaj, Leon Aarts, Tab McCullough, Daniel Dietz

2019: Mark Davis, Rohit Bhardwaj, Scott Rook, Leon Aarts, Tab McCullough

2020: Mark Davis, Rohit Bhardwaj, Scott Rook, Leon Aarts, Emily Powers

2021: Mark Davis, Scott Rook, Rohit Bhardwaj, Leon Aarts, Tim Montgomery, Emily Powers

2022: Scott Rook, Rohit Bhardwaj, Emily Powers, Susan Paré, Tim Montgomery

## CEO lookback

Variable (at-risk) compensation accounts for a large portion of our CEO's compensation, and is not guaranteed. The realized and estimated realizable compensation of our CEO in 2022 and 2021 (the first two years of Mr. Rook's tenure as CEO) was above target due to a stronger unit price appreciation resulting in a larger realizable compensation related to the long-term incentive.

<b>Table 17</b>	<b>Target compensation</b>	<b>Salary</b>	<b>Annual incentive</b>	<b>Long-term incentive (realized or estimated realizable)</b>	<b>Total realized or estimated realizable compensation</b>	<b>Realized or Estimated Realizable as a % of target</b>
2022	\$4,587,500	\$912,500	\$1,327,930	\$3,577,713	\$5,818,143	127%
2021	\$4,022,375	\$834,375	\$1,171,000	\$2,705,331	\$4,710,706	117%

### Salary

Target and realized compensation = base salary for each year

### Annual incentive

Target compensation = target annual incentive award for each year

Realized compensation = actual annual incentive award for each year

### Long-term incentive

Target compensation = target value of the long-term incentive awards that were granted in each year (grant value of the RSUs, PSUs and target potential payout of the PMP)

Realized and estimated realizable compensation = actual payout value of the RSUs, PSUs and PMP if vested. If not vested, equal to the value of the RSUs and PSUs granted in the applicable year, including distributions, as of December 31, 2022 plus the target value of the PMP component granted in that year.

## Recap of 2022 Long-Term Design Change

In 2022, based on feedback from unitholders in response to the 2021 'Say on Pay' vote, the board approved a new share unit plan to allow for the grant of PSUs to the senior leadership team. In our engagement with unitholders, we heard repeatedly that unitholders wanted greater alignment between compensation outcomes and Chemtrade's performance over the long-term. This feedback prompted the introduction of PSUs which: (1) are a more conventional form of long-term equity in the market; (2) track Chemtrade's unit price directly; (3) like the legacy PMP cash plan, are completely at-risk; (4) vest contingent on two performance measures: ROIC improvement and RTUR with additional ESG modifier (+/5%); and (5) participate in Chemtrade's distributions only to the extent that the underlying PSUs vest. Based on our engagement with unitholders previewing this design change, the move to PSUs (which form 60% of the long-term incentive mix) was viewed very positively. RSUs continue to make up the balance of the long-term incentive at 40%.

In the table below, we outline long-term incentive awards over the last four years to our CEO, Scott Rook. The grant value of long-term incentive has remained stable over the four-year period, informed by benchmark market data provided by our independent consultant.

### Annual long-term incentive Grant History for Mr. Rook (2019-2022)

Year	RSUs Granted (\$)	PMP Cash Granted (\$)	PSUs Granted (\$)	Total Long-term incentive
2022	\$1,100,000	<i>PMP discontinued</i>	\$1,650,000	<b>\$2,750,000</b>
2021	\$818,000	\$1,520,000	--	<b>\$2,338,000</b>
2020	\$900,000	\$1,750,000	--	<b>\$2,650,000</b>
2019	\$1,260,000	\$1,500,000	--	<b>\$2,760,000</b>

### Disclosure Implications for 2023 and 2024 Summary Compensation Table

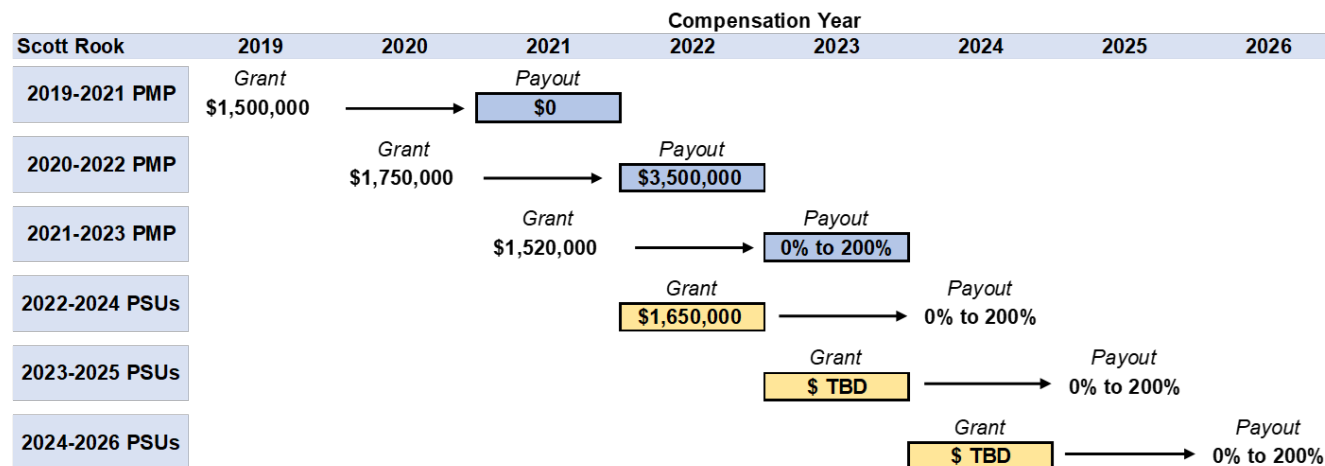
As a result of this program design change, the Summary Compensation Table values reported for Mr. Rook and other NEOs appear artificially higher in 2022 (see Table 18) and 2023 (to be disclosed in next year's proxy). This is because disclosure obligations for TSX-listed companies require disclosure of:

- the grant date fair value of share-based awards (e.g., RSUs and PSUs)
- The payout value of long-term cash incentive plans (e.g., PMP)

For 2022, both the grant date fair value of 2022-2024 PSUs (\$1,650,000) and the payout value of the 2020-2022 PMP granted in 2020 (\$1,750,000 at target, paying out at max \$3,500,000 due to very strong ROIC and RTUR performance) are reported in the same 2022 compensation row.

For 2023, both the grant date fair value of PSUs granted in March 2023 and the payout value of the 2021-2023 PMP (in progress) will be reported in the same 2023 compensation row.

This disclosure obligation gives the appearance of materially higher 2022 and 2023 grants and affects the value of the other non-CEO NEOs in the same way. We provide an illustration of the timing of Mr. Rook's PMP and PSU grants below, for greater clarity. Note that this will no longer be a disclosure issue in 2024 and future years.



Payout value reported under "Long-term incentive plan" in Summary Compensation Table

Grant value reported under "Share-Based Awards" in Summary Compensation Table

## 2022 Compensation details

### SUMMARY COMPENSATION TABLE

The table below shows the total compensation awarded to each named executive officer for each of the last three fiscal years ending December 31.

Table 18	Year	Salary	Share-based awards	Non-equity incentive plan compensation		Pension value	All other compensation	Total compensation
				Annual incentive plans	Long-term incentive plan			
<b>Scott Rook</b> Chief Executive Officer	2022	\$912,500	\$2,750,000	\$1,327,930	\$3,500,000	\$54,703	\$41,625	\$8,586,758
	2021	834,375	818,000	1,171,000	0	57,690	35,000	2,916,065
	2020	700,000	900,000	652,000	0	37,380	31,500	2,320,880
<b>Rohit Bhardwaj</b> Chief Financial Officer	2022	480,667	880,000	413,095	2,600,000	28,831	21,735	4,424,328
	2021	465,250	280,000	360,000	0	33,519	21,105	1,159,874
	2020	451,667	630,000	314,000	0	27,057	20,700	1,443,424
<b>Emily Powers</b> Group Vice-President, Human Resources and Responsible Care	2022	374,167	380,000	269,893	1,220,000	22,440	16,830	2,283,330
	2021	355,834	140,000	251,000	0	21,332	16,000	784,166
	2020	320,834	330,000	202,000	0	19,933	14,430	887,197
<b>Susan Paré</b> General Counsel	2022	318,500	340,000	207,936	1,220,000	19,104	14,328	2,119,868
	2021	310,000	130,000	171,000	0	18,506	13,880	643,386
	2020	299,167	330,000	151,000	0	18,559	13,920	812,646
<b>Tim Montgomery</b> Group Vice-President, Manufacturing and Engineering	2022	501,212	610,000	359,770	720,000	0	45,976	2,236,959
	2021	438,753	210,000	298,352	0	0	43,000	999,520
	2020	73,126	170,000	38,861	0	0	17,922	333,428

Mr. Montgomery joined Chemtrade in October of 2020. His 2020 compensation is prorated accordingly. He is based in the U.S. and paid in U.S. dollars. His salary, annual incentive and other compensation have been converted from U.S. dollars to Canadian dollars using the following average exchange rates for the year: \$1.30 (2022) \$1.25 (2021) and \$1.34 (2020).

#### Salary

Amounts are the actual salaries paid during the calendar year. Salary adjustments typically go into effect on March 1, except for 2021 when salary adjustments took effect on June 1.

#### Share-based awards

We calculated the number of RSUs (2020-2022) and PSUs (2022) granted by dividing the dollar amount of the award by the volume weighted average price of units for the five trading days leading up to the date of the award: \$7.43 (2022) \$7.15 (2021) and \$4.63 (2020).

#### Long-term incentive

- 2022 amounts are for the 2020 PMP award that vested on December 31, 2022 and paid out at 200% of target.
- 2021 amounts are for the 2019 PMP award that vested on December 31, 2021 and did not pay out.
- 2020 amounts are for the 2018 PMP award that vested on December 31, 2020 and did not pay out.

#### Pension value

Includes Chemtrade's contribution to the DC plan in 2020, 2021 and 2022.

#### All other compensation

Includes the following:

- Chemtrade's contribution to the unit purchase plan
- Tim Montgomery: company contributions to the 401(k) plan.
- Amounts do not include the value of perquisites and benefits received by each named executive because they total less than \$50,000 or 10% of their salary.



## INCENTIVE PLAN AWARDS

The table below shows the outstanding share-based awards (RSUs and starting in 2022, PSUs) for each named executive as at December 31, 2022. Market values are calculated using \$8.97, the price of units on the TSX on December 31, 2022 and include distributions. The 2020 RSU awards vested on December 31, 2022 and amounts were calculated based on the volume weighted average unit price on the TSX for the first 5 days following 2 days after the release of Chemtrade's 2022 financial statements.

You can read more about the long-term incentive beginning on page 32.

### Outstanding share-based awards

Table 19	Year award was granted	Share-based awards		
		Number of share-based awards that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
Scott Rook	2022	398,853	\$3,577,713	–
	2021	132,144	\$1,185,331	–
	2020	–	–	\$1,683,305
	<b>Total</b>	<b>530,997</b>	<b>\$4,763,044</b>	<b>\$1,683,305</b>
Rohit Bhardwaj	2022	127,706	\$1,145,525	–
	2021	45,280	\$406,162	–
	2020	–	–	\$1,178,553
	<b>Total</b>	<b>172,986</b>	<b>\$1,551,688</b>	<b>\$1,178,553</b>
Emily Powers	2022	55,178	\$494,944	–
	2021	22,640	\$203,081	–
	2020	–	–	\$595,871
	<b>Total</b>	<b>77,818</b>	<b>\$698,026</b>	<b>\$595,871</b>
Susan Paré	2022	49,358	\$442,743	–
	2021	21,023	\$188,575	–
	2020	–	–	\$595,871
	<b>Total</b>	<b>70,381</b>	<b>\$631,319</b>	<b>\$595,871</b>
Tim Montgomery	2022	88,478	\$793,651	–
	2021	33,960	\$304,622	–
	2020	–	–	\$440,009
	<b>Total</b>	<b>122,438</b>	<b>\$1,098,273</b>	<b>\$440,009</b>

### Incentive plan awards – value vested or earned in 2022

The table below shows the value of share-based awards (RSUs) that vested in 2022 and cash incentive awards that were earned in 2022 (annual incentive award and PMP award under the long-term incentive plan).

Table 20	Option-based awards – Value vested during the year	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
Scott Rook	–	\$1,627,845	\$4,827,930
Rohit Bhardwaj	–	\$1,139,724	\$3,013,095
Emily Powers	–	\$576,239	\$1,489,893
Susan Paré	–	\$576,239	\$1,427,936
Tim Montgomery	–	\$425,512	\$1,079,770

#### Option-based awards

We do not grant stock option awards.

#### Share-based awards

Represents the number of RSUs that vested in 2022 under the 2020 long-term incentive plan, multiplied by \$8.97 per unit, the closing unit price on the TSX on December 31, 2022.

#### Non-equity incentive plan compensation

Includes the 2022 annual incentive and the 2020 PMP award that vested on December 31, 2022, which paid out at its maximum. The annual incentive amounts for Tim Montgomery have been converted from U.S. dollars to Canadian dollars using \$1.30 the average exchange rate for the year.

### About burn rate

The burn rate of a securities-based compensation arrangement measures the pace at which awards are granted under the arrangement. The TSX Company Manual (manual) requires disclosure of the annual burn rate for an issuer's three most recently completed fiscal years for the relevant arrangement. The manual requires that the annual burn rate of the arrangement be calculated as follows and expressed as a percentage: *Number of securities granted under the arrangement during the applicable fiscal year divided by the weighted average number of securities outstanding for the applicable fiscal year.*

We do not have a stock option plan. The TSX requirement for disclosing burn rate does not apply to RSUs or PSUs granted to the named executives because the RSU plan does not involve the issuance, or potential issuance, of units from treasury and therefore is not dilutive in nature. See page 60 for a description of our burn rate for DSUs issued to trustees.

## RETIREMENT BENEFITS

Retirement benefits for our named executives include:

- defined contribution pension plan for Canadian executives
- 401(k) plan for U.S. executives

These plans are identical to the plans offered to all employees in the same jurisdiction other than certain unionized employees.

### Defined contribution pension plan

In 2019, we introduced a DC plan for all eligible Chemtrade employees in Canada, replacing our group registered retirement savings plan (group RRSP). The DC plan was open to four of the named executives during 2022 (Scott Rook, Rohit Bhardwaj, Emily Powers and Susan Paré).

The DC plan is self-directed. Participants choose from a range of investment options offered by Sun Life Financial, who administers the plan. The interest and earnings on the investments held in the DC plan account vary, and depend on the terms and performance of the investments chosen.

We provide a basic contribution of 4% of base salary for plan participants. They can make additional voluntary contributions up to 2% of their base salary, and we match each dollar contributed up to 2% for a total of 6% of base salary. Our contributions to the DC plan vest immediately.

### Defined contribution plan table

The table below shows the accumulated value at the start and end of the year, and the compensatory amount earned by four of the named executives participating in the plan in 2022. *Compensatory (executive plan)* is the amount contributed to a non-registered account after the executive reaches the contribution limit allowed under the *Income Tax Act* (Canada). Until 2020, these contributions were made to a notional account. We wound up the plan in 2021 and transferred the notional value to the named executive's non-registered accounts.

Table 21	Accumulated value at start of the year	Compensatory	Compensatory (executive plan)	Accumulated value at year-end
Scott Rook	\$63,279	\$24,819	\$29,884	\$167,673
Rohit Bhardwaj	\$99,615	\$25,000	\$3,831	\$137,906
Emily Powers	\$97,270	\$22,440		\$117,837
Susan Paré	\$82,539	\$19,104		\$97,867

### 401(k) plan

We offer a 401(k) plan to employees in the U.S. The plan is open to one of the named executives (Tim Montgomery) and other employees.

The plan is a qualified retirement 401(k) plan, and is self-directed. Participants choose from a range of investment options offered by Securian, who administers the plan. The interest and earnings on the investments held in the 401(k) plan account vary, and depend on the terms and performance of the investments chosen.

Employees make voluntary contributions on each pay, and we match the first 6% of eligible earnings subject to legislated government maximums. Our contributions to the 401(k) plan vest immediately.

## TERMINATION AND CHANGE OF CONTROL

We have employment agreements with each of the named executives that set out the terms of their employment and provide for certain benefits if their employment is terminated other than for cause. Certain of our employment agreements include non-competition, non-solicitation and confidentiality provisions to protect our interests. Upon retirement, participants must sign a non-competition agreement to receive vested long-term incentive awards.

The table below sets out the key benefits for the named executives.

	Voluntary resignation/ Termination with cause	Retirement	Death or incapacity	Termination without cause	Change of control with termination without cause within 12 months or resignation for good reason
Cash severance	<ul style="list-style-type: none"> <li>None</li> </ul>	<ul style="list-style-type: none"> <li>None</li> </ul>	<ul style="list-style-type: none"> <li>None</li> </ul>	<p>Scott Rook:</p> <ul style="list-style-type: none"> <li>18 months annual compensation (base salary plus the average of his last two actual incentive payouts)</li> </ul> <p>Rohit Bhardwaj and Susan Paré:</p> <ul style="list-style-type: none"> <li>18 months annual compensation (base salary plus target annual incentive as noted below). Target annual incentive is 55% of base salary for Mr. Bhardwaj and 45% for Ms. Paré</li> </ul> <p>Emily Powers:</p> <ul style="list-style-type: none"> <li>12 months annual compensation (base salary plus target annual incentive). Target annual incentive is 50% of base salary</li> </ul> <p>Tim Montgomery:</p> <ul style="list-style-type: none"> <li>12 months annual compensation (base salary plus annual incentive based on the company's most recently completed financial year). Target annual incentive is 50% of base salary</li> </ul>	<p>Scott Rook:</p> <ul style="list-style-type: none"> <li>18 months annual compensation (base salary plus the average of his last two actual incentive payouts)</li> </ul> <p>Rohit Bhardwaj and Susan Paré:</p> <ul style="list-style-type: none"> <li>18 months annual compensation (base salary plus target annual incentive as noted below). Target annual incentive is 55% of base salary for Mr. Bhardwaj and 45% for Ms. Paré</li> </ul> <p>Emily Powers:</p> <ul style="list-style-type: none"> <li>12 months annual compensation (base salary plus target annual incentive). Target annual incentive is 50% of base salary</li> </ul> <p>Tim Montgomery:</p> <ul style="list-style-type: none"> <li>12 months annual compensation (base salary plus annual incentive based on the company's most recently completed financial year). Target annual incentive is 50% of base salary</li> </ul>
Long-term incentive	<ul style="list-style-type: none"> <li>Outstanding awards are cancelled</li> </ul>	<ul style="list-style-type: none"> <li>Outstanding awards vest in full at the end of the performance period and are paid out</li> </ul>	<ul style="list-style-type: none"> <li>Outstanding awards vest in full at the end of the performance period and are paid out.</li> </ul>	<ul style="list-style-type: none"> <li>Pro-rata outstanding awards vest and are paid out immediately</li> </ul>	<ul style="list-style-type: none"> <li>All awards from 2022 onward under the long-term incentive plan provide double trigger change of control equity vesting</li> <li>Prior to 2022, outstanding awards vest in full and are paid out immediately</li> </ul>

	Voluntary resignation/ Termination with cause	Retirement	Death or incapacity	Termination without cause	Change of control with termination without cause within 12 months or resignation for good reason
Retirement benefits	• Entitled to accrued retirement benefits	• Entitled to accrued retirement benefits	• Entitled to accrued retirement benefits	• Entitled to accrued retirement benefits	• Entitled to accrued retirement benefits
Perquisites and other benefits	• Cease immediately	• Cease immediately	• Cease immediately	• Cease immediately	• Cease immediately

The table below shows the estimated incremental amounts that would be paid to each named executive if their employment had been terminated on December 31, 2022

Table 23		Voluntary resignation/ Termination with cause	Retirement	Incapacity	Death	Termination without cause	Change of control
Scott Rook	Cash severance	—	—	—		\$3,261,698	\$3,261,698
	Long-term incentive	—	—	—	\$6,282,941	\$5,686,648	\$5,686,648
	Retirement benefits	—	—	—			
	Other benefits	—	—	—			
Rohit Bhardwaj	Cash severance	—	—	—		\$1,159,200	\$1,159,200
	Long-term incentive	—	—	—	\$2,151,652	\$1,960,728	\$1,960,728
	Retirement benefits	—	—	—			
	Other benefits	—	—	—			
Emily Powers	Cash severance	—	—	—		\$564,000	\$564,000
	Long-term Incentive	—	—	—	\$938,006	\$773,023	\$773,023
	Retirement benefits	—	—	—			
	Other benefits	—	—	—			
Susan Paré	Cash severance	—	—	—		\$696,000	\$696,000
	Long-term Incentive	—	—	—	\$841,301	\$767,509	\$767,509
	Retirement benefits	—	—	—			
	Other benefits	—	—	—			
Tim Montgomery	Cash severance	—	—	—		\$833,265	\$833,265
	Long-term Incentive	—	—	—	\$1,498,245	\$1,233,691	\$1,233,691
	Retirement benefits	—	—	—			
	Other benefits	—	—	—			

#### Cash severance

Amounts for Tim Montgomery have been converted from U.S. dollars to Canadian dollars using an exchange rate of US\$1.00 = \$1.30 on December 31, 2022.

#### Long-term incentive

Retirement is defined as:

- Between age 55 and 59 with five years of service, or 60 years or older with three years of service, and in each case retirement deemed by the board.

#### Payouts

Termination without cause and Change of control: RSU and PSU amounts are based on \$8.97, the closing unit price on December 31, 2022. Further, the PSU performance multiplier is assumed to be 1. PMP amounts for the 2021 long-term incentive have been calculated using target.

#### Change of Control

Beginning in 2022, all awards under the long-term incentive plan provide double trigger change of control equity vesting (i.e. vesting requires a termination without cause or resignation for good reason within 12 months of a change of control).

### Additional information about the long-term incentive

Outstanding long-term incentive awards vest in full if employment is terminated without cause or if there is a change of control for the plans prior to 2022. For 2022 and beyond, vesting of the long-term incentive awards in full requires a double-trigger as described above in the termination table. Payouts upon termination without cause are calculated as follows:

- RSU and PSU component: The RSUs (2022 plan) and PSUs are pro-rated to the date of termination, taking into account any notice period. We calculate the RSU and PSU value as the weighted average unit price for the 5 days of active service. The PSU multiplier will range from 0% to 200% based on actual performance results to the termination date, and if the actual performance cannot be calculated, the multiplier will be deemed to be 100%; and
- PMP component (2021 LTI plan): We prorate the PMP component to the date of termination, taking into account any notice period. Performance achievement is calculated based on performance to the end of the last fiscal period.

The compensation and corporate governance committee can use its discretion to accelerate vesting of long-term incentive awards if a named executive is absent from service for a reason other than those contemplated under the plan.

**Change of control**

We define *change of control* as any one of the following events:

- a person, firm, corporation or other legal entity, or a group acting jointly or in concert, acquires directly or indirectly and by any means whatsoever, the beneficial ownership or control or direction over the number of voting securities of the Fund that represents more than 50% of the total issued and outstanding units entitled to vote for trustees of the Fund
- the Fund's voting unitholders approve a reorganization, amalgamation, merger or plan of arrangement that results in the voting unitholders owning or controlling less than 50% of the voting power of the Fund on a fully diluted basis
- the majority of the trustees are replaced immediately following a meeting of the Fund's unitholders or upon execution of a unitholders' resolution
- the Fund sells all or substantially all of its assets to a person, firm, corporation or other legal entity (not affiliated with the Fund), or to a group acting jointly or in concert
- the board of trustees adopts a resolution to the effect that a change in control of the Fund has occurred.

# CORPORATE GOVERNANCE

Chemtrade is committed to high standards of corporate governance. The Fund's board of trustees is responsible for overseeing management, and the overall stewardship of Chemtrade.

We comply with the rules and regulations that apply to us and follow responsible governance practices.

## Where to find it

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# ABOUT THE BOARD

## Structure

<b>Unitholders</b>	Elect the board See page 49 to read about our majority voting policy
<b>Board of trustees</b>	Led by an independent chair of the board Oversees management of Chemtrade Logistics Income Fund Has overall stewardship responsibility for Chemtrade. The board of trustees also declares Fund distributions to unitholders and reports to unitholders. The board's mandate is consistent with the guidance contained in National Policy 58-201 - Corporate Governance Guidelines (NP 58-201). It is reviewed annually and was last reviewed in August 2022. You can find a copy in Appendix A and on our website ( <a href="http://www.chemtradelogistics.com">www.chemtradelogistics.com</a> ).
<b>Board committees</b>	Three standing committees help the board carry out its responsibilities: <ul style="list-style-type: none"><li>• audit committee</li><li>• compensation and corporate governance committee</li><li>• Responsible Care committee</li></ul> You can read about the committees on page 16. Copies of the committee charters are available on our website ( <a href="http://www.chemtradelogistics.com">www.chemtradelogistics.com</a> ).

## Position descriptions

We have a formal written position description for the chair of the board that sets out his/her duties and responsibilities. The board and the CEO have developed a formal written position description for the CEO.

The compensation and corporate governance committee reviews the position descriptions every year. They were last reviewed in February 2023 and are available on our website ([www.chemtradelogistics.com](http://www.chemtradelogistics.com)).

## About the Chair of the Board

The chair of the board is independent and provides the board with independent leadership, overseeing the effective functioning of the board, presides over board meetings and chairs meetings of the unitholders. The chair acts as a resource for the CEO on major strategy issues and also serves as a liaison between the board and management. Douglas Muzyka has served as the chair of the board since the 2022 annual meeting.

## About the committee chairs

We do not have formal position descriptions for committee chairs. Each committee chair is responsible for providing leadership to the committee, presiding over committee meetings, making sure the committees have adequate resources to support their decision-making, facilitating candid and full discussions on all key matters and advising management as appropriate.

## About subsidiary governance

Each Chemtrade subsidiary has its own board of directors. Our CEO, CFO and Corporate Secretary are members of the board of each Canadian subsidiary.

The CEO and one member of U.S. management sit on the boards of each U.S. subsidiary.

## Size and composition

Our Declaration of Trust states that we must have between three to 10 trustees on our board.

We currently have eight trustees on our board. The board seeks to have a board size that encourages active discussion and engagement.

## Independence

Seven of the eight trustees are *independent* as defined in NI 58-101 and NP 58-201, meaning that they do not have a direct or indirect "material relationship" with the Fund that could reasonably interfere with their ability to exercise independent judgment. Scott Rook is not independent because he is President and CEO of the Fund.

The table below sets out the board and committee memberships during 2022 and until the date of this circular. The board and board committees are each led by an independent trustee. The independent trustees met *in camera* without management and non-independent trustees present at all meetings of the board and committees in 2022.

	Board of trustees	Audit committee	Compensation and corporate governance committee	Responsible Care committee	Independent
Douglas Muzyka	chair (since May 10, 2022)	●	●	●	Yes
Lucio Di Clemente	●	●	chair	●	Yes
Daniella Dimitrov	●	chair	●	●	Yes
Luc Doyon (since May 10, 2022)	●	●	●	●	Yes
Emily Moore	●	●	●	chair	Yes
Douglas Muzyka	●	●	●	●	Yes
David Mutombo (since November 7, 2022)	●	●	●	●	Yes
Katherine Rethy	●	●	●	●	Yes
Scott Rook	●	○	○	○	no – CEO
Lorie Waisberg (retired from the board May 10, 2022)	chair (until May 10, 2022)	●	●	●	Yes

● = member

○ = invited to meetings

The board sets aside time at each board meeting to meet *in camera* without management present. In 2022 the independent trustees met separately at all 7 meetings.

Each committee charter requires the committee to meet periodically without management present, and a trustee can request a meeting of independent trustees at any time. In 2022 the committees met without management present at all 12 meetings.

Board and committee meetings are scheduled on the same day or generally within one day of each other so the trustees are able to raise issues or concerns relating to all committees at an *in camera* meeting of the independent trustees. You can read about each committee beginning on page 16.

## Diversity

We adopted a written diversity policy that recognizes the importance of diversity on the board and in executive management, including diversity of age, gender, visible minorities, Indigenous peoples, persons with disabilities, sexual orientation and other personal characteristics. A copy of our diversity policy is available on our website ([www.chemtradelogistics.com](http://www.chemtradelogistics.com)). Our policy requires the identification and consideration of gender diverse candidates, as well as candidates who are visible minorities, Indigenous peoples or persons with disabilities as detailed in the Board and Management sections directly below. Annually, the compensation and corporate governance committee reviews the diversity policy and assess its effectiveness in promoting a diverse board and executive management team and the Fund's progress in achieving targets provided by this policy. Our 2022 diversity statistics and targets (as provided in our diversity policy) for both board and management levels are set out below.

### Diversity: women

	2022	
	Number	Percentage
Women on board	3 of 8	38%
Women in executive officer positions	2 of 6	33%



	Target - Women		Specific date for achievement of target	Progress in achieving target
	Number	Percentage		
<b>Board</b>	3	30%	Achieved	The target is to maintain a minimum of 30% women on the board and our board has 38% women.
<b>Executive Officer Positions</b>	2	30%	Achieved	The target is to maintain a minimum of 30% women in executive officer positions and we have 33% women in executive officer positions.

#### *Diversity: designated groups*

In 2022, we added diversity targets for both board and management levels for categories for which the *Canada Business Corporations Act* (CBCA) require certain disclosure. While Chemtrade is not a CBCA corporation, we wish our unitholders to have a similar experience to a shareholder with respect to information regarding the diversity of our board and management. The designated groups set out in the CBCA are: women, members of visible minorities, Indigenous peoples and persons with disabilities (designated groups). These targets are set out below:

	Target – Designated Groups		Specific date for achievement of target	Progress in achieving target
	Number	Percentage		
<b>Board</b>	4	50%	Achieved	50% 3 women 1 member of a visible minority.
<b>Executive Officer Positions</b>	3	50%	Achieved	50% 2 women 1 member of a visible minority.

#### *Board*

With the appointment of our most recent trustee in November 2022, we achieved our target that 50% of our board members consist of individuals from designated groups (as defined above). Our target date to reach our goal was by our 2024 annual meeting but we met our goal early, in November 2022. Our 8 member board of trustees consists of three female trustees, representing 37.5% of the board, and one male trustee who self-identifies as a member of a visible minority, representing 12.5% of the board. If all trustee nominees are elected at the meeting, the board will include three female trustees, representing 37.5% of the board, and one male trustee who self-identifies as a member of a visible minority, representing 12.5% of the board. Our targets are now to maintain a board in which each gender represents at least 30% of trustees and 50% of trustees identify as a member of the designated groups. When recruiting for new board members, the compensation and corporate governance committee may retain an executive search firm to assist in identifying potential candidates. Our search protocols include that a reasonable proportion of candidates must be women and members of one or more of the designated groups.

#### *Management*

As of December 31, 2022, there were six individuals on our senior leadership team serving as executive officers. Two executives were female, representing 33% of the Fund's executive officers, and one male executive self-identified a member of a visible minority, representing 17% of the Fund's executive officers, resulting in 50% of the Fund's executive officers self-identifying as being from one or more of the designated groups. In our diversity policy, we set a target to maintain an executive management team in which each gender represents 30%, and to maintain at least 50% of our team consisting of individuals from one or more of the designated groups, and during 2022 both of these targets have been attained. When recruiting for executive officer roles, our search protocols include that a reasonable proportion of candidates must be women and members of one or more of the designated groups.

### **Expectations of the board**

#### **Serving on other boards**

We do not limit the number of other public company boards our trustees can serve on but we do report the number (see page 12). However we expect all trustees to fulfill their obligations for serving on our board. This includes being prepared for meetings, attending all board and committee meetings and carrying out other duties as required, all of which is monitored by the compensation and corporate governance committee as part of the board assessment process.

When the compensation and corporate governance committee conducts a trustee search, it considers the existing commitments of a potential candidate so that the person will be able to fulfill their obligations as a member of the board.

None of the nominees currently serve on more than three public company boards, including the Fund's board.

## Equity ownership.

Board members must attain an ownership level of three times their retainer within five years of becoming a board member. We assess compliance annually, usually in the first quarter of every year and use the higher of grant value and market value to evaluate their holdings. Trustees who meet the requirement must take at least 50% of their retainer in deferred units on an ongoing basis, and may receive the balance in cash. For this purpose, retainer includes the additional amounts paid to committee chairs. These requirements ensure that board members have a vested interest in our future success and build their equity ownership.

The table below shows the equity ownership of each trustee as at March 10, 2023, including distribution equivalents attributable to DSUs to February 28, 2023, based on the higher of the original cost and the market value of \$8.85, the closing price of a unit on the TSX on March 10, 2023. Scott Rook is not included in the table because he is required to meet our executive equity ownership requirements (see page 26).

Table 24 (as at March 10, 2023)	Total equity holdings						As a multiple of annual retainer	Met Hold Requirement
	Units (# / \$)	Deferred units (# / \$)	Total units and deferred units	Total value				
Lucio Di Clemente	3,500	\$34,300	129,810	\$1,228,953	133,310	\$1,263,253	6.32	Yes
Daniella Dimitrov	—	\$—	59,865	\$529,802	59,865	\$529,802	2.65	In progress
Luc Doyon	—	\$—	7,827	\$69,271	7,827	\$69,271	0.35	In progress
Emily Moore	—	\$—	85,838	\$759,670	85,838	\$759,670	3.80	Yes
David Mutombo	—	\$—	1,667	\$15,111	1,667	\$15,111	0.08	In progress
Douglas Muzyka	25,400	\$224,790	102,622	\$908,201	128,022	\$1,132,991	3.98	Yes
Katherine Rethy	2,000	\$36,330	132,542	\$1,161,026	134,542	\$1,197,356	5.99	Yes

### Notes:

- Daniella Dimitrov was elected to the board in May 2020 and has until May 2025 to meet the ownership requirement.
- Luc Doyon was elected to the board in May 2022 and has until May 2027 to meet the ownership requirement.
- David Mutombo was appointed to the board in November 2022 and has until November 2027 to meet the ownership requirement.
- Equity ownership values for trustees are based on the higher of the original cost and market value. For all trustees the values are based on market value, except Lucio Di Clemente, Katherine Rethy, and David Mutombo whose values are based on original cost.

## Attendance

We expect all trustees to attend all board meetings and all of their committee meetings.

### 2022 meeting attendance

The table below sets out the 2022 attendance record for each member of the board.

Table 25	Board committees							
	Board of trustees		Audit		Compensation and corporate governance		Responsible Care	
Scott Rook	7 of 7	100%	4 of 4	100%	4 of 4	100%	4 of 4	100%
Lucio Di Clemente	7 of 7	100%	4 of 4	100%	4 of 4	100%	4 of 4	100%
Daniella Dimitrov	6 of 7	86%	4 of 4	100%	4 of 4	100%	4 of 4	100%
Luc Doyon	4 of 4	100%	2 of 2	100%	2 of 2	100%	2 of 2	100%
Emily Moore	7 of 7	100%	4 of 4	100%	4 of 4	100%	4 of 4	100%
Douglas Muzyka	7 of 7	100%	4 of 4	100%	4 of 4	100%	4 of 4	100%
David Mutombo	1 of 1	100%	1 of 1	100%	1 of 1	100%	1 of 1	100%
Katherine Rethy	7 of 7	100%	4 of 4	100%	4 of 4	100%	4 of 4	100%
Lorie Waisberg	3 of 3	100%	2 of 2	100%	3 of 3	100%	2 of 2	100%

### Notes:

- The board and each committee held *in camera* sessions of the independent trustees at each meeting in 2022.
- Mr Doyon, Mr. Mutombo and Mr. Waisberg attended all meetings for the portion of 2022 that they were members of the board.
- Mr. Rook was invited to all meetings of the audit, compensation and corporate governance and the Responsible Care committees as a guest.

## Tenure and renewal

We do not have term limits or a mandatory retirement age for trustees serving on our board, as the board considers it important to have longer serving trustees because of the complexities of the business. The performance of individual trustees is overseen and managed through a rigorous board assessment process (see page 52) and strong leadership from the chair of the board.

Trustee Term Limits		Other Mechanisms for Board Renewal
Age Limit	Tenure Limit	
No	No	Rigorous board assessment process

In the past five years, five long-serving trustees have retired from the board, including the former chair Lorie Waisberg who retired in May 2022. During this time, we have added six new board members:

<b>New Trustees</b>	<b>Date they joined the board</b>
Emily Moore	July 2019
Daniella Dimitrov	May 2020
Douglas Muzyka	January 2020 <sup>(1)</sup>
Scott Rook	March 2021
Luc Doyon	May 2022
David Mutombo	November 2022

<sup>(1)</sup> Mr. Muzyka started attending meetings in an advisory capacity January 1, 2018

Accordingly, based on our experience, the board believes that it is able to achieve meaningful board renewal without the adoption of arbitrary term limits.

### **Majority voting**

We have had a majority voting policy since 2013. Trustees in an uncontested election who do not receive the support of a majority of the votes cast at a meeting of unitholders in their favor are required to immediately tender their resignation to the chair, to be effective upon acceptance by the board. The board will accept the resignation unless there are exceptional circumstances. The board will issue a news release within 90 days of the meeting with unitholders, disclosing its decision and its reasons for accepting or rejecting the resignation. The affected trustee does not participate in any meeting of the board at which the resignation is considered. The policy was last updated in 2017.

### **Appointing and nominating new trustees**

The board uses a skills matrix (see page 49) to identify any gaps or specific skills, experience or character it should seek in a new trustee candidate in light of the opportunities and risks facing Chemtrade. The compensation and corporate governance committee invites suggestions for potential candidates from the board and management. It may also retain an external search firm to identify and help to assess additional qualified candidates.

Potential candidates are assessed against the required attributes, including industry experience, ESG experience and leadership and specialized knowledge, as well as independent thinking skills, integrity, accountability, process orientation in decision making and open-mindedness. In considering potential new trustee candidates, the board requires a reasonable proportion of candidates who are members of one or more of the designated groups to enhance diversity on the board. The CEO participates in the selection process.

### **Board renewal**

The board recruits new members concurrent with retirement of existing members and should the board assessment process identify the need to replace a member or to add additional competencies or skills. At such times, an executive search firm may be retained to help search for new trustees, with search criteria provided by the chair and the chair of the compensation and corporate governance committee with input from the CEO and other board members. The search firm is instructed to take into account our diversity policy and goals (see page 46 – *Diversity*).

### **Board attributes, development, and assessment**

The compensation and corporate governance committee takes into account several factors when reviewing the board's composition, including gender, age, cultural background and other personal characteristics, as well as the experience, knowledge, skills and character of an individual. The board believes the right combination of these factors and qualities provides diversity of thought, which brings a richer perspective and makes for a more effective board.

### **Skills matrix**

The following table sets out the skills and competencies of the nominees for the board.

The board periodically reviews the skills and competencies set out in the matrix to ensure they continue to reflect the skills and competencies required to effectively oversee Chemtrade's business. In February 2023, the board added information security and cybersecurity knowledge to the matrix. The board believes the mix of skills and competencies of this group of trustees is appropriate for the board to effectively carry out its responsibilities.

<b>Skills matrix</b>		Douglas Muzyka	Lucio Di Clemente	Daniella Dimitrov	Luc Doyon	Emily Moore	David Mutombo	Katherine Rethy	Scott Rook	
<b>Years on board</b>	0 to 5	X		X	X	X	X		X	
	6 to 10							X		
	11 to 15		X							
	15 +									
<b>Age</b>	59 or younger			X		X	X		X	
	60 to 69	X	X		X			X		
	70 +									
<b>Gender</b>	Male	X	X		X		X		X	
	Female			X		X		X		
<b>Skills</b>	<b>Industry Experience</b>									
	Chemical industry experience	●	⊙	⊙	●	●	⊙	●	●	
	Manufacturing experience	●	●	○	●	●	●	●	●	
	<b>ESG Experience</b>									
	Environmental, health and safety experience/knowledge	●	⊙	●	●	●	●	●	●	
	HR/Compensation experience/knowledge	⊙	●	●	⊙	⊙	⊙	●	●	
	Corporate governance knowledge	●	●	●	●	●	●	●	●	
	Risk management experience/knowledge	⊙	●	●	●	●	●	●	●	
	<b>Leadership and Specialized Knowledge</b>									
	Executive leadership experience	●	●	●	●	●	●	●	●	
	Financial/Accounting experience/knowledge	⊙	●	●	⊙	⊙	⊙	⊙	⊙	
	Legal/Government/Regulatory affairs knowledge	⊙	⊙	●	⊙	○	⊙	●	⊙	
	Information Security/Cybersecurity knowledge	⊙	○	⊙	○	●	○	⊙	⊙	
	<b>Competencies</b>	Independent thinking skills	●	●	●	●	●	●	●	●
	Process orientation in decision-making	●	●	●	●	●	●	●	●	
Open-minded/Information seeking skills	●	●	●	●	●	●	●	●		
Conflict resolution	●	●	●	●	⊙	⊙	⊙	●		
Communication and listening skills	●	●	●	●	●	●	●	●		

● = Strong experience or knowledge  
⊙ = General experience or knowledge  
○ = Limited experience or knowledge

## Orientation

New trustees receive comprehensive orientation so they can effectively contribute to the board as soon as possible. Orientation includes:

- meetings with the chair of the board and committee chairs to review the functioning of the board and committees and our expectations of trustees
- briefings by the CEO, CFO and other members of senior management about Chemtrade and each business segment, including our key products and operations
- tour of our head office
- tours of our manufacturing facilities in conjunction with the meetings of the Responsible Care committee.

Owing to the restrictions caused by the COVID-19 pandemic, Ms. Dimitrov and Mr. Mutombo have not yet had the opportunity to visit any of the manufacturing facilities, nor the head office in Mr. Mutombo's case.

New trustees also receive reference materials that include:

- a description of their responsibilities as a trustee
- information about our business
- board materials (board mandate and committee charters)
- key policies (code of conduct and insider trading policy)
- important background information from previous board and committee meetings.

## Continuing education

Trustees attend continuing education sessions so they stay current on issues relating to our business and operations, corporate governance, financial and accounting practices, environmental, health and safety and corporate ethics among other things.

Chemtrade manufactures and distributes chemicals and it is important that board members understand the safety culture of the organization and visit day-to-day operations to fulfil their duties. Touring the manufacturing facilities and meeting with site management and employees are critical to their understanding of the operations and issues facing the organization. The visits include various presentations by management focused on the facility and they give the board an opportunity to interact with leaders throughout the organization and with local plant personnel.

We usually arrange for board members to visit at least one facility every year. Unfortunately, these visits have had to be postponed due to the COVID-19 pandemic but the board intends to resume them during 2023. However, in 2022, several board members have made visits to facilities on an individual basis.

### Facility visits

The table below shows the facility visits by our current independent board members over the last several years.

Chemtrade facilities	Business segment	Lucio Di Clemente	Daniella Dimitrov	Luc Doyon	Emily Moore	David Mutombo	Douglas Muzyka	Katherine Rethy
Cairo, OH (December 2022)	SWC			✓	✓		✓	
North Vancouver, BC (August 2022)	EC				✓			
Toledo, OH (December 2019)	SWC	✓			✓		✓	✓
North Vancouver, BC (November 2018)	EC	✓					✓	✓
Brandon MB (November 2017)	EC	✓						✓
Anacortes, WA (November 2016)	SWC							✓
Mount Vernon, WA (November 2016)	SWC							✓

### Notes:

- SWC: Sulphur & Water Chemicals
- EC: Electrochemicals
- Shaded areas indicate that the individual was not yet a member of the board.
- Mr. Rook has visited numerous Chemtrade sites in his management and trustee roles.

### 2022 continuing education program

We also hold sessions on a range of topics. The table below shows our 2022 continuing education program as well as external sessions that board members attended on their own.

2022 board and committee sessions	Presenter	Board	Audit committee	Compensation and corporate governance committee	Responsible Care committee
<b>Strategy</b>					
– Product market analysis, growth initiatives and outlook (January)	Management	✓			
– Long Range Plan (May; August)	Management	✓			
<b>Financial</b>					
– Review of Capital Structure	BMO Capital Markets		✓		
– Recent developments update – KPMG (February, May, August, November)	KPMG		✓		
– Overview of Tax Structure	KPMG		✓		
<b>Risk</b>					
– Enterprise risk management overview (February)	Management	✓			
– Internal Financial Controls - overview of Program (May)	Management		✓		
– Review of Crisis Management Plan and Mock Drill Event (February, August, November)	Management				✓
– Strategic Review of Cybersecurity	Assuranz	✓			
<b>ESG</b>					
– Diversity and Inclusion (January, February)	Management	✓		✓	
– Update regarding metrics (May, August, November)	Management			✓	✓
– Safety (February, May, August, November)	Management				✓
– Review of Mandate and Charters (August 22)	Management		✓	✓	✓
<b>Investor Engagement</b>					
– IR Update (February, May, August, November)	Management	✓	✓		
<b>Executive Compensation</b>					
– Review of Proxy Advisory reports (May)	Meridian			✓	
– Trends in Executive and Director Compensation (August)	Compensation Partners (both sessions)			✓	

2022 sessions	Presenter	Participant
Chairing Boards - Your Role and Responsibilities in Optimizing Board Effectiveness	Institute of Corporate Directors	Douglas Muzyka
Thirty one (31) NACD continuing education credits, including sessions in Privacy and Cyber Security, Compensation Committees and Climate Governance	National Association of Corporate Directors (NACD)	Daniella Dimitrov
In-house training seminars related to GHG emissions, cybersecurity and Indigenous relations	Hydro Quebec	Luc Doyon
Directors Education Program - Module 4 (3 day)	Institute of Corporate Directors	Emily Moore

All board members are members of the Institute of Corporate Directors (ICD) and some members of the board hold the ICD.D designation or other corporate director certification. We pay for their membership, and up to half of their tuition for the Directors' Education Program, at the chair's discretion. In addition, we provide each board member with an annual education budget of \$2,500 to attend external workshops, seminars and conferences that are relevant to their role and responsibilities on our board.

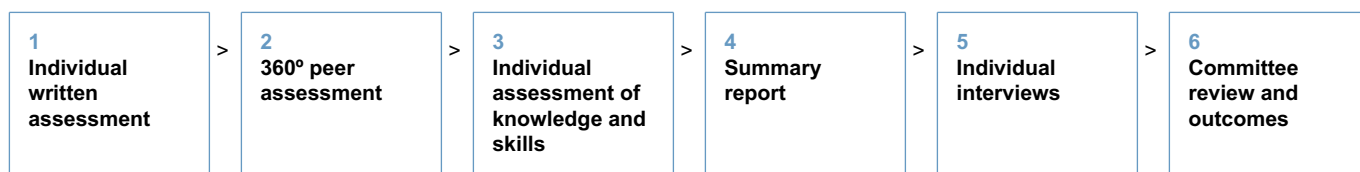
### Board assessment

The compensation and corporate governance committee oversees the annual board assessment process, covering the performance of the trustees, board committees and the board overall.

We use a six-step process and cover a range of topics as set out in the committee's charter. These include the following, among others:

- the effectiveness of the board as a whole and of each board committee
- the standards to be applied for determining material relationships between a trustee and Chemtrade, and compliance with the standards

- the competencies, skills and personal qualities required of our trustees that bring value to the organization in overseeing our strategy, opportunities and risks
- trustee contributions to the effective functioning of the board, in the context of the position description of the board chair, the results of the annual trustee surveys, board and committee meeting attendance and overall contributions
- Chemtrade’s approach to governance issues.



Each trustee and member of senior management completes a written, non-attributable evaluation covering the topics noted above

Trustees evaluate each other and themselves on various criteria, including a trustee’s contribution to board meetings, ability to question management, accountability, and understanding of Chemtrade’s strategy and vision

Trustees also evaluate the chair of the board against his position description

Each trustee rates himself or herself on their level of knowledge or experience in each area of the skills matrix (see page 49)

The Corporate Secretary summarizes the results of the individual assessments and the 360° feedback for the chair, and prepares a draft summary report for the board

After reviewing the summary report, the chair of the board has a one-on-one interview with each trustee to elicit more detailed observations and to discuss individual results

The chair of the board then adds his comments to the draft summary report

The compensation and corporate governance committee, or the board, reviews the report and the aggregated results of the individual written assessments and discusses the report’s conclusions at its next meeting.

It determines whether any changes to the board’s processes, composition or committee structure are appropriate. It also advises senior management of any suggestions or feedback from the trustees for enhancing processes to support the work of the board.

The board engages an independent third party to run the board assessment process from time to time, as an opportunity to elicit fresh insights. The last time a third party was engaged was in 2021 when Jon Martin & Associates Inc. conducted one-on-one interviews with each board member and members of management.

## BOARD PRIORITIES

The board of trustees has overall stewardship responsibility for Chemtrade, including maintaining a culture of integrity, and overseeing strategy, governance, risk and succession planning.

### Integrity and ethical conduct

The board is responsible for satisfying itself as to the integrity of the CEO and other executive officers and that management has created a culture of integrity throughout the organization.

### Code of conduct

The board has approved a code of conduct that sets out the high business and personal standards we expect of everyone at Chemtrade – officers, employees, trustees and directors. Our code of conduct borrows from our Responsible Care philosophy, aiming to ensure that we “do the right thing and are seen to do the right thing” while performing our daily tasks. Everyone must read and follow the code of conduct, including the guidelines, policies and procedures for ethical conduct, avoid conflicts of interest and comply with the law. The code of conduct encompasses several other Chemtrade policies, including our antitrust and competition compliance policy. All employees and board members are trained and tested biannually on the contents of the code of conduct and certify completion.

Everyone is expected to act with integrity and to speak up if something does not seem right. If anyone suspects a breach or violation of the code of conduct, they must immediately report it to the appropriate supervisor, environmental, health, and safety representative or human resources representative, or alternatively to senior management, the legal department, the chair of the audit committee or the Compliance Line, a hotline that allows anyone to raise a concern or file a report anonymously through a special toll-free number or website. The Compliance Line is administered by an independent company to provide anonymity and to encourage and promote a culture of ethical conduct. The independent third party notifies the audit chair of any reports or concerns for appropriate follow-up.

Senior management (or the audit committee chair) investigates any alleged breaches of the code of conduct and reports the results of the investigation to the board immediately (if warranted) or at the next scheduled board meeting. The audit committee and our auditors are notified (immediately if warranted) of any alleged violations of the code of conduct relating to accounting, internal controls or auditing matters.

The CEO oversees the code of conduct and monitors compliance under the board's supervision. The CEO is responsible for reviewing the code of conduct and changes in laws that apply to Chemtrade, and recommending changes to the code of conduct to the compensation and corporate governance committee.

The audit committee reviews the Compliance Line procedures annually and completed its last review in November 2022. The compensation and corporate governance committee, in consultation with the board, periodically reviews the code of conduct and the process for administering it. The code of conduct was substantially revised in May 2020 and last reviewed by the compensation and corporate governance committee in August 2022. A copy of the code of conduct is available on our website ([www.chemtradelogistics.com](http://www.chemtradelogistics.com)) or by writing to our Corporate Secretary.

#### **Clawback policy**

The board has approved a clawback policy that reinforces our philosophy of aligning the interests of executives and unitholders. It allows the board to cancel, adjust or require an executive to repay annual and long-term incentives, including vested and unvested awards, if:

- there are errors in the financial results that were used to determine the awards, whether or not they result in a restatement of the Fund's financial statements, or
- there was wrongdoing by the executive that affects, or has the potential to affect, Chemtrade's financial results or reputation.

#### **Insider trading policy**

The board has approved an insider trading policy that covers, among other things:

- Insider trading – Our insider trading policy restricts trustees, directors, officers and employees (and their families and household members) from trading in securities of the Fund when they have material information that has not been generally disclosed. It also restricts them from trading in the securities of another public company or entity that we may have undisclosed material information about as a result of a potential transaction or arrangement.
- Anti-hedging – Trustees, directors, officers and employees, and any of their associates, are not allowed to purchase financial instruments, including prepaid variable forward contracts, instruments for the short sale or purchase or sale of call or put options, equity swaps, collars, or units of exchangeable funds, that are designed to, or that may reasonably be expected to, have the effect of hedging or offsetting a decrease in the market value of securities of the Fund.

#### **Disclosure policy**

The board has appointed a disclosure committee and approved a disclosure policy. The policy establishes procedures respecting disclosure of material information and maintaining the confidentiality of confidential information. The disclosure committee is responsible for the public disclosure of all material information about the Fund, including our interim and annual financial statements. It includes five members of management who review all information before it is publicly disclosed, to help ensure it:

- is accurate and complete
- fairly represents in all material respects the Fund's financial condition, results of operations and cash flows
- is balanced, timely and in line with all legal and regulatory requirements that apply.

The disclosure committee has a charter that governs its actions. The committee also has a system of internal controls so that its members are apprised in a timely manner of information that may need to be disclosed.



## Strategic planning

The board is responsible for overseeing the development and execution of Chemtrade’s strategy.

We hold an annual financial planning meeting with the board and management to discuss our strategic direction, the challenges and opportunities for each business, product line and function as well as our capital structure and organic growth opportunities. This annual planning process includes both a one year and rolling three year strategic plan. The board challenges management on its assumptions and outlook and approves the annual budget for the coming year. Targets are then set for the incentive plan measures at a follow-up meeting and individual goals and objectives are also set for the named executives to align with the strategy.

The board sets aside time at each quarterly meeting to receive a strategy update from the CEO, which includes progress on our strategic direction and objectives, growth opportunities, risks and leadership succession plan. The board then meets without management present to assess our progress against our strategy and stated business objectives for the year and beyond.

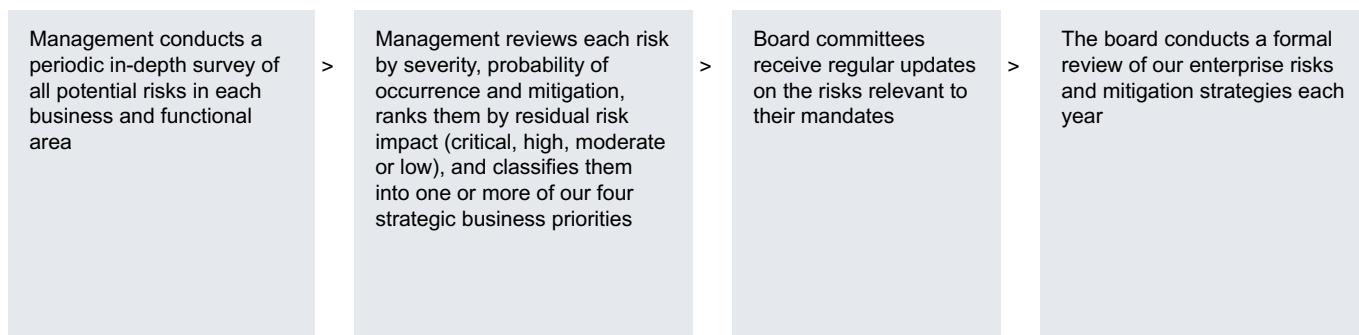
## Risk oversight

The board is responsible for risk oversight, and for overseeing our approach to sustainability and Responsible Care. The charters of the board’s committees include specific duties related to risk management, and environmental, social, and governance (ESG) oversight. Turn to page 16 for more about the committees.

<p><b>Audit committee</b></p> <p>Oversees major operational and financial risks, the systems implemented to monitor them and the strategies and controls in place to manage them</p>	<p><b>Compensation and corporate governance committee</b></p> <p>Oversees our governance practices and compensation policies and programs, including plan design, incentive plan targets and awards to make sure they do not motivate inappropriate risk-taking</p>	<p><b>Responsible Care committee</b></p> <p>Oversees environmental, health, safety and security risks and the policies to manage them, and monitors our performance. Responsible for tracking our ESG metrics</p>
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## Risk identification and management

The board is responsible for ensuring that management identifies, understands and evaluates the principal risks of our business and implements appropriate systems to mitigate or manage them. We identify and manage risk using the following process:



In addition to the above formal process, the board routinely addresses topics related to risk identification and management at its various board and board committee meetings as such topics arise and are warranted.

## Cybersecurity and information security risk

The security of our data and other information is one of the operational risks overseen by our audit committee. Five members of the audit committee are knowledgeable about overseeing the assessment and mitigation of cybersecurity risks. We participate in U.S. Department of Homeland Security audits on a periodic basis which assess security risks at key US plants, along with other third-party audits of IT controls annually covering all operations. In 2016, Tejinder Kaushik was added as Vice-President, Information Technology to our leadership team, bringing his extensive experience in assessing and mitigating cybersecurity risks. He reports to the board annually respecting Chemtrade’s cybersecurity strategy, results, and all other related topics.

We use third parties to monitor endpoint security 24x7, including our security operations center (SOC). We have enhanced our detection, prevention, and response capabilities through investments in key security technologies, and the use of a security information event management system (SIEM) to correlate potential security events across these platforms. We’ve reduced risks associated with remote workers by providing enhanced internet security protections and granular application controls. We use a third-party security awareness training program to aid employees in recognizing potential cyber security threats and reduce the risks associated if these threats elude other security control measures. Internally, we have an information security incident response plan. This plan sets out potential information security risk scenarios and the related processes and actions to implement in such scenarios to mitigate our risk exposure. Our data center provider as well as our internal teams monitor and

provide additional network security and cyber security controls. Our plants use a combination of security strategies, such as network segregation, firewalls, DMZ zones, and jump boxes to limit potential risks to plant operations from a network breach. We had 4 incidents of unauthorized account access in 2022, none of which resulted in any known material or productivity loss. These incidents are reviewed, and lessons learned applied to reduce future security risks. On a quarterly basis, we have an internal audit requiring sign off on the occurrence or non-occurrence, as the case may be, of such events by our CFO and CEO. Members of the board attended a session in 2022 by Assuranz with respect to a strategic review of cybersecurity and through the board's continuing education program, certain directors have participated in cybersecurity educational sessions individually.

## Environmental, Social, and Governance (ESG)

### Sustainability and Responsible Care®

The board is responsible for overseeing our approach to ESG.

As a manufacturer and distributor of chemicals, environmental, health, safety, security and sustainability issues are among our highest priorities. The nature of Chemtrade's business means it is governed by environmental, health and safety regulations in the jurisdictions we operate in, and where our products are shipped and sold. As members of the Chemistry Industry Association of Canada (CIAC) and the American Chemistry Council (ACC), however, we do more than just comply with regulations. We have been actively adhering to the CIAC's Responsible Care ethic and its codes of practice and principles since the Fund was formed in 2001.

The table below describes how we currently oversee and manage ESG issues across our business, and notes the areas we are focusing on for the future.

Governance	Strategy	Risk management	Metrics
<p><b>Board</b> The board is responsible for overseeing strategy, governance and risk. The audit committee oversees risk. The Responsible Care committee oversees environmental, health, safety and security. The compensation and corporate governance committee oversees governance practices, business ethics and compensation.</p> <p><b>Management</b> The Group Vice President of Human Resources and Responsible Care has overall ESG oversight responsibility, working with the General Counsel and the Director of Responsible Care. The Responsible Care team works with all of our facilities to monitor, support and report on our environmental, health and safety performance.</p>	<p>The board has committed to doing business in a responsible way, guided by principles of environmental, societal and economic sustainability. This helps shape our strategic planning and risk management processes, and our management of day-to-day operations.</p> <p>We integrated our material environmental and social risks and opportunities, including those associated with climate change, into our strategic planning process.</p> <p>Key safety and environmental metrics are included in the executive compensation program.</p>	<p>We consider environmental, and social impacts, including safety and security issues across the lifecycle of our operations, and include them in our overall enterprise risk management process.</p> <p>We use the RC14001 management system to manage these risks, underpinned by environmental, health and safety policies, systems, training, and tools that are applied across the organization.</p> <p>We are implementing RC14001 at facilities we have acquired, prioritized by risk, and we are building out our procedures, systems, training, and tools at newer facilities that are still in the implementation process.</p>	<p>We track, monitor and report publicly on our material Sustainability Accounting Standards Board (SASB) environmental and social metrics, and have established targets for many of them.</p> <p>We also track and monitor health, safety and environmental metrics that align with the Responsible Care ethic and our RC14001 corporate objectives.</p>

### Lifecycle approach

Environmental, health and safety issues pose a significant risk for Chemtrade's operations and financial results. We consider these issues across the lifecycle of our operations (during due diligence and acquisition, in our day-to-day operations and when we remediate and close or sell a site).

### Management framework

Chemtrade uses the RC14001 management system, which combines Responsible Care and ISO14001, to support its continuous improvement process in several key areas: community awareness and emergency response, security, distribution, employee health and safety, pollution prevention, environmental footprint and process and product safety.

### Policies and training

Policies, standards and procedures define how the environmental, health, and safety management system functions and how we measure performance. Employees receive training on our environmental, health, and safety management systems, and on issues specific to their position and their responsibilities in support of the system.

- *Responsible care policy* – forms the basis of our approach to societal, economic and environmental sustainability. It focuses on continuous improvement in environmental management, safety and health protection, safe transportation, process safety management and security of our processes, products, services and activities.
- *Quality policy* – sets out the quality expectations we have of our employees: a commitment to customer satisfaction, safe, cost effective and environmentally responsible operations, safe transportation, teamwork and open communication, personal growth and development, diligent records management and performance monitoring.
- *Sustainable excellence program* – combines Responsible Care principles with operational excellence practices to encourage employee engagement by focusing on lean manufacturing, quality and community involvement.

## ESG approach

We have identified the sustainability topics that are most likely to affect the financial or operating performance of Chemtrade. Environmental and social metrics are tracked and long-term targets for some factors have been established and disclosed. In addition, ESG targets have been incorporated into the short term and long-term incentive plans of executive officers. For some of our targets, we compare ourselves to the chemical industry average, by which we mean that we compare ourselves against certain data provided by the Chemistry Industry Association of Canada (CIAC).

### ESG TARGETS SET IN 2021

Please see the Fund's 2022 AIF dated March 10, 2023 for more detailed information about ESG targets and our progress towards these targets in 2022.

Environmental	GHG and other air emissions	<ul style="list-style-type: none"> <li>Reduce, offset or displace 2021 baseline direct greenhouse gas (GHG) emissions emitted from sources we own or control (Scope 1 emissions) by 50% by 2025</li> <li>Including all future acquisitions, maintain GHG intensity (kg GHG/kg product) below the chemical industry average</li> </ul>
	Industrial and Hazardous Waste	<ul style="list-style-type: none"> <li>Reduce high clay alumina (HCA) landfill disposal by an additional 20% of 2021 baseline by 2025</li> </ul>
	Energy Management	<ul style="list-style-type: none"> <li>Ensure a minimum of 85% of our electricity usage is from hydroelectric or other renewable sources and maintain this target when making acquisitions</li> </ul>
Social	Workforce Health and Safety	<ul style="list-style-type: none"> <li>Achieve employee occupational injury/illness incident rates (OIR) of 0.7 by 2025</li> <li>Avoid all serious injuries or fatalities (SIFs) for employees and contractors in 2022 and beyond</li> </ul>
	Operational Safety, Emergency Preparedness and Response	<ul style="list-style-type: none"> <li>Reduce Level 1 spills or releases by 50% of 2021 baseline by 2025</li> <li>Reduce the number of transportation incidents by 40% of 2021 baseline by 2025. In 2022, we updated our target to reduce the number of transportation incidents by 50% of our revised 2022 baseline by 2025</li> </ul>
	Employee Engagement and Diversity	<ul style="list-style-type: none"> <li>Achieve industry benchmark employee engagement survey results by 2023</li> <li>Across the organization, fill 40% of vacancies with black, Indigenous and people of colour (BIPOC) and/or women by 2024</li> <li>Achieve 50% BIPOC and/or women in all management positions by end of 2025</li> </ul>
Governance	Corporate Governance and Business Ethics	<ul style="list-style-type: none"> <li>Demonstrate leadership on ESG by reporting material Sustainability Accounting Standards Board (SASB) factors in alignment with Task Force on Climate-Related Financial Disclosure model (Governance, Strategy, Risk Management, Metrics and Targets)</li> <li>Incorporate ESG into short term and long-term incentive plans of executives starting in 2022</li> </ul>

## Succession planning

The board is committed to developing our talent and oversees succession planning for the senior leadership team and throughout the organization.

### Senior leadership

It is critical to our business to have a sound succession planning process for the CEO and other members of the senior leadership team, and for other strategic positions considered essential to our success. The compensation and corporate governance committee works with the CEO and the Group Vice-President, Human Resources and Responsible Care to review the internal talent pool on a regular basis, monitoring and promoting executive development opportunities, and evaluating development and performance. This includes long range planning for retention, recruitment, development and succession to ensure leadership sustainability and continuity.

The board and the compensation and corporate governance committee discuss potential successors to the CEO and other senior leadership positions based on their observations and the CEO's quarterly updates to the compensation and corporate governance committee on the performance, competencies and potential of each member of the senior leadership team. The board and the compensation and corporate governance committee then set aside time to meet *in camera*, without management present.

Scott Rook assumed the role of CEO in March 2021. Scott Rook was hired in September 2019 as the COO as a potential successor to the CEO. Scott Rook was provided with development and coaching to enable him to assume the role in this timeline, and members of the board have provided feedback to Mr. Rook regularly since he has assumed the role.

## Non-executive management

Management has developed a four-pronged plan to develop our leadership pipeline, focusing on our core competencies to strengthen the foundation of our training and development:

- *annual performance evaluations* – managers are assessed on their progress in developing their direct reports
- *manager development programs* – managers receive training and education as part of their development program
- *talent review and succession planning* – managers and other employees are assessed on performance and potential
- *cross-training and advancement* – management execute individual development plans for employees and seek opportunities to promote and re-assign employees from within the organization for development purposes.

Talent reviews and succession planning is undertaken for employees in commercial, manufacturing, engineering and corporate functions every two years. A rigorous review of individual development plans is done in the year following the talent review.

## TRUSTEE COMPENSATION

Board compensation is designed to attract and retain the most qualified people to serve on the Fund's board and committees, align the interests of trustees and unitholders and provide appropriate compensation to board members for carrying out their duties and responsibilities.

We pay an all-in, flat fee retainer which includes all board and committee meetings. The chair of the board receives a higher retainer because of the greater scope of his role. Each of the committee chairs receive additional compensation to recognize their additional duties in directing the work of their respective committees. Scott Rook does not receive compensation as a trustee because he is compensated for his role as CEO.

The compensation and corporate governance committee is responsible for establishing the compensation of Fund trustees. Trustee compensation is benchmarked to the same comparator group used for executive compensation. The committee reviews the compensation programs and competitive data every few years with the assistance of its external compensation consultant, Meridian Compensation Partners. The last review was completed in August 2022 and the compensation and corporate governance committee determined that an increase in compensation was warranted to bring it in line with the median pay of Chemtrade's comparator group, as the board retainer and board chair had not been increased since January 1, 2018 and as a result Chemtrade's trustee compensation had fallen materially below market. Accordingly, effective as of July 1, 2022, the base retainer for trustees was increased by \$50,000, and the committee chair retainers were increased as noted in Table 26 below.

### Fee schedule

The table below shows the 2022 retainers for trustees. We also reimburse board members for any travel or out-of-pocket expenses related to attending our board and committee meetings.

	2022 (until June 30, 2022)		2022 (after July 1, 2022)	
	Annual retainer (cash + equity)	Committee Chair Additional Compensation	Annual retainer (cash + equity)	Committee Chair Additional Compensation
Board chair retainer	\$235,000		\$285,000	
Board retainer	\$150,000		\$200,000	
Audit committee;		\$15,000		\$30,000
Compensation and corporate governance committee		\$15,000		\$25,000
Responsible Care committee		\$10,000		\$15,000

Board members must attain an ownership level of three times their retainer within five years of becoming a board member. The requirement was increased from \$450,000 to \$600,000 effective with the changes to the base retainer as noted above. Trustees who meet the requirement must take at least 50% of their retainer in deferred units on an ongoing basis, and may receive the balance in cash. For this purpose, retainer includes the additional amounts paid to committee chairs. These requirements ensure that board members have a vested interest in our future success and build their equity ownership. You can read more about trustee equity ownership on page 48.

### About deferred units

Under the deferred unit plan for non-management trustees and directors of subsidiaries, participants can elect before the end of the prior fiscal year to receive all or a portion of their retainer in deferred units, subject to the mandatory deferred unit requirements set out above.

Deferred units earn distribution equivalents at the same rate as cash distributions paid by the Fund.

Deferred units are redeemed for units (issued from treasury) or cash when a trustee or director of a subsidiary retires from the board.

#### About burn rate

The burn rates, calculated in accordance with the rules of the manual, would be 0.13% in 2022, 0.13% in 2021 and 0.30% in 2020. See page 39 for a further description of the burn rate of our securities.

## 2022 trustee compensation

<b>Table 27</b>	Cash fees earned	Share-based awards (deferred units)	All other compensation	Total
Lucio Di Clemente	\$97,500	\$97,500	–	\$195,000
Daniella Dimitrov	\$0	\$197,500	–	\$197,500
Luc Doyon	\$60,714	\$60,714	–	\$121,428
Emily Moore	\$93,750	\$93,750	–	\$187,500
David Mutombo	\$14,946	\$14,946	–	\$29,892
Douglas Muzyka	\$114,821	\$114,821	–	\$229,642
Katherine Rethy	\$0	\$175,000	–	\$175,000
Lorie Waisberg	\$42,287	\$42,287	–	\$84,574

#### Notes:

- We use the weighted average trading price of units on the TSX for the five trading days prior to the award date to determine the number of deferred units granted.
- Mr Waisberg retired from the board on May 10, 2022. Mr. Doyon was elected to the board on May 10, 2022. Mr. Mutombo was appointed to the board November 7, 2022.
- Scott Rook does not receive any fees for his role as trustee.

## Outstanding share-based awards

The table below shows the outstanding share-based awards for each trustee as at December 31, 2022. Amounts include additional deferred units received during the year as distribution equivalents. Market values are based on \$8.97, the price of units on the TSX on December 31, 2022.

<b>Table 28</b>	Share-based awards		
	Number of share-based awards that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
Lucio Di Clemente	–	–	\$1,152,365
Daniella Dimitrov	–	–	\$531,439
Luc Doyon	–	–	\$69,485
Emily Moore	–	–	\$762,016
David Mutombo	–	–	\$14,797
Douglas Muzyka	–	–	\$911,007
Katherine Rethy	–	–	\$1,176,623

## COMMUNICATING WITH THE BOARD

We communicate with the investment community in a number of ways, including through our disclosure documents (annual report, annual information form, management information circular and quarterly management's discussion and analysis and financial statements), news releases, website, and presentations to the investment community and at industry conferences.

We also hold conference calls for our quarterly earnings releases and major corporate developments for the investment community, media and the general public.

We encourage holders of our units and debentures to contact management or the board with feedback or concerns.

You can also speak to the CEO and chair of the board at our annual meeting of unitholders.

### Investor Outreach during 2022

Chemtrade held its first Investor Day on November 18, 2022 in downtown Toronto which featured presentations by our senior leadership team on our operations, commercial, ESG and growth initiatives.

In addition, we have held numerous conversations with investors and potential investors.

### Investor engagement policy

We adopted an investor engagement policy in 2016 to promote open dialogue, consistent with our obligations to provide fair disclosure and maintain effective disclosure controls and procedures. A copy of the policy is available on our website ([www.chemtradelogistics.com](http://www.chemtradelogistics.com)).

### How to contact us

**Management** is mainly responsible for communication with investors. The CEO and CFO are our principal spokespersons, as well as our Manager, Corporate Development.

#### Mail

Chemtrade Logistics Income Fund  
155 Gordon Baker Road, Suite 300  
Toronto, Ontario M2H 3N5  
Attention: Chief Executive Officer and Chief Financial Officer

#### Email

CEO: [srook@chemtradelogistics.com](mailto:srook@chemtradelogistics.com)  
CFO: [rbhardwaj@chemtradelogistics.com](mailto:rbhardwaj@chemtradelogistics.com)  
Corp Dev: [rpaul@chemtradelogistics.com](mailto:rpaul@chemtradelogistics.com)

#### Phone

CEO: 647-255-3651  
CFO: 416-496-4177  
Corp Dev: 973 -515-1831

The **board of trustees** is responsible for monitoring and supervising our relationships with investors. The board engages with investors on board composition, governance policies, executive compensation philosophy, CEO performance and succession planning and any matter submitted to unitholders for approval. You can reach the independent chair of the board as follows.

#### Mail

Chemtrade Logistics Income Fund  
155 Gordon Baker Road, Suite 300  
Toronto, Ontario M2H 3N5  
Attention: Chair of the Board of Trustees

#### Email

[chair@chemtradelogistics.com](mailto:chair@chemtradelogistics.com)

Our Corporate Secretary will make the arrangements for any meetings with the chair of the board. The chair will determine whether anyone from management should be present, bearing in mind our desire to promote transparency as well as our need to comply with the requirements for fair disclosure and disclosure controls and procedures.

# OTHER INFORMATION

## Non-IFRS measures

Non-IFRS financial measures are financial measures disclosed by an entity that (a) depict historical or expected future financial performance, financial position or cash flow of an entity, (b) with respect to their composition, exclude amounts that are included in, or include amounts that are excluded from, the composition of the most directly comparable financial measure disclosed in the primary financial statements of the entity, (c) are not disclosed in the financial statements of the entity and (d) are not a ratio, fraction, percentage or similar representation.

These non-IFRS financial measures are not standardized financial measures under IFRS and, therefore, are unlikely to be comparable to similar financial measures presented by other entities. Management believes these non-IFRS financial measures provide transparent and useful supplemental information to help investors evaluate our financial performance, financial condition and liquidity using the same measures as management. These non-IFRS financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with IFRS

Certain additional disclosures for these financial measures have been incorporated by reference and can be found starting on pg. 50 of our MD&A for the year ended December 31, 2022 dated February 22, 2023, available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Fund's website ([www.chemtradelogistics.com](http://www.chemtradelogistics.com)).

### *Distributable cash for IC purposes*

**Most directly comparable IFRS financial measure:** Cash flows from operating activities

**Definition:** Distributable cash for IC purposes is calculated as cash flow from operating activities less lease payments net of sub-lease receipts, maintenance capital expenditures and adjusting for cash interest, current taxes and LTIP expenses, and before decreases or increases in working capital.

#### **Why we use the measure:**

It provides useful information related to our cash flows and used to determine business performance for incentive compensation purposes.

**Table 29**

(\$000)	December 31, 2022
Cash flows from operating activities	\$ 369,191
Add (less):	
Lease payments net of sub-lease receipts	(52,360)
Decrease in working capital	(5,989)
Changes in other items <sup>1</sup>	4,036
Maintenance capital expense <sup>2</sup>	(99,766)
Add:	
LTIP expense	20,971
Distributable cash for IC purposes	\$ 236,083

<sup>1</sup> Changes in other items relate to cash interest and cash taxes.

<sup>2</sup> See supplemental financial measures below.

### *Free Cash and Business Free Cash*

**Most directly comparable IFRS financial measure:** Cash flows from operating activities

**Definition:** Free Cash is calculated as cash flow from operating activities less lease payments net of sub-lease receipts, maintenance capital expenditures and adjusting for interest paid, interest received and net income tax paid, and before decreases or increases in working capital. Business Free Cash is calculated as free cash, adding back corporate costs, corporate maintenance capital expenditures and corporate lease payments.

**Why we use the measure and why it is useful to investors:** It provides useful information related to our cash flows from our business operations and is used to determine overall company performance for incentive compensation purposes.



**Table 30**

(\$000)	December 31, 2022	
Cash flows from operating activities	\$	369,191
Add (less):		
Decrease in working capital	\$	(5,989)
Interest paid	\$	53,407
Interest received	\$	(2,395)
Net income tax paid	\$	16,654
Lease payments, net sub-lease receipts	\$	(52,360)
Maintenance capital expenditures	\$	(99,766)
Free Cash	\$	278,742
Add:		
Corporate Costs	\$	95,749
Corporate maintenance capital expenditures	\$	2,643
Corporate lease payments	\$	1,477
Business Free Cash Flow	\$	378,611

### Total of segments measures

Total of segments measures are financial measures disclosed by an entity that (a) are a subtotal of two or more reportable segments, (b) are not a component of a line item disclosed in the primary financial statements of the entity, (c) are disclosed in the notes of the financial statements of the entity, and (d) are not disclosed in the primary financial statements of the entity. The following section provides an explanation of the composition of the total of segments measures.

### Adjusted EBITDA

#### Most directly comparable IFRS financial measure: Net earnings (loss)

Table 31 (\$000)	Year ended				
	December 31, 2022	December 31, 2021	December 31, 2020	December 31, 2019	December 31, 2018
Net (loss) earnings	\$ 109,115	\$ (235,209)	\$ (167,478)	\$ (99,654)	\$ (131,517)
Add:					
Depreciation and amortization	216,950	239,622	253,912	262,458	214,507
Net finance costs	49,969	116,182	140,296	88,487	74,126
Income tax expense (recovery)	60,068	14,969	(47,464)	(24,291)	(48,680)
Impairment of intangible assets	—	81,657	56,000	65,600	90,000
Impairment of PPE	—	48,343	—	—	—
Change in environmental liability	—	561	8,170	—	—
Net (gain) loss on disposal and write-down of PPE	(15,304)	(373)	20,999	13,790	(4,039)
Loss on disposal of assets held for sale	478	7,135	—	—	—
Unrealized foreign exchange loss (gain)	9,592	7,493	833	(10,787)	1,826
Adjusted EBITDA	\$ 430,868	\$ 280,380	\$ 265,268	\$ 295,603	\$ 196,223

### Supplementary financial measures

Supplementary financial measures are financial measures disclosed by an entity that (a) are, or are intended to be, disclosed on a periodic basis to depict the historical or expected future financial performance, financial position or cash flow of an entity, (b) are not disclosed in the financial statements of the entity, (c) are not non-IFRS financial measures, and (d) are not non-IFRS ratios.

The following section provides an explanation of the composition of those supplementary financial measures.

#### Maintenance capital expenditures

Represents capital expenditures that are required to sustain operations at existing levels and include major repairs and maintenance and plant turnarounds.

#### Non-maintenance capital expenditures

Represents capital expenditures that are: (a) pre-identified or pre-funded, usually as part of a significant acquisition and related financing; (b) considered to expand the capacity of our operations; (c) significant environmental capital expenditures that are considered to be non-recurring; or (d) capital expenditures to be reimbursed by a third party

#### Cash interest

Represents the interest expense on long-term debt, interest on Debentures, pension interest expense and interest income.

#### **Cash tax**

Represents current income tax expense adjusted to exclude current income tax expense related to the disposal of assets held for sale.

#### **Interests of insiders**

Except as disclosed in this circular, the board is not aware of any material interest, direct or indirect, of any trustee, or executive officer of the Fund, or any director or executive officer of any subsidiary of the Fund, or any unitholder who beneficially owns, or controls or directs, directly or indirectly, more than 10% of the units, or any of their associates or affiliates, in any transaction since January 1, 2022, or in any proposed transaction, that has or would materially affect the Fund or any of its subsidiaries.

#### **Liability insurance**

The Fund has insurance policies to protect its trustees and officers, and directors and officers of our subsidiaries, against liabilities they may incur while carrying out their duties and responsibilities in circumstances where they are not indemnified by Chemtrade.

#### **Loans to trustees and officers**

Other than routine indebtedness, no trustee, director, officer or employee was indebted to the Fund or any of its subsidiaries as at December 31, 2022.

# APPENDIX A

## Chemtrade Logistics Income Fund

### Mandate of the Board of Trustees

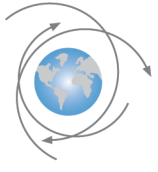
The Board of Trustees of the Fund (the “Board”) shall be responsible for the stewardship of the Fund, including supervision of the management of the business and affairs of the Fund, and shall have the powers and authorities set out in the Declaration of Trust. In fulfilling its mandate, the Board shall, either directly or indirectly through committees of the Board:

1. establish broad parameters within which the Fund’s management is to operate, including the adoption of a strategic planning process and approving, on an annual basis, a strategic plan taking into account, among other things, the opportunities and risks of the business;
2. review the framework to identify the principal risks of the Fund’s business, and ensure the implementation of appropriate systems to manage these risks;
3. monitor the integrity of all public disclosures, financial and otherwise, of the Fund;
4. adopt and monitor for effectiveness, a communications policy for the Fund;
5. monitor the appropriateness for the nature of the Fund’s enterprise, the internal control and management information systems adopted by the Fund and its subsidiaries (the “Organization”);
6. appoint a chief executive officer (“CEO”) for the Fund and provide guidance and advice to the management team;
7. assess the effectiveness of the management team of the Organization, consisting of the CEO and the senior officers who report directly to the CEO and such other employees as may be identified by the Board (collectively, the “Designated Employees”), by overseeing performance management evaluations, management development and training programs and succession planning;
8. review the compensation policies and processes (including incentive compensation and equity compensation plans) of the Organization and in particular, of the Designated Employees;
9. take reasonable steps to satisfy itself as to the integrity of the CEO and other Designated Employees and that the CEO and Designated Employees create a culture of integrity throughout the Organization;
10. oversee the environmental, social, and governance (ESG) framework selected by management to ensure it is appropriate for the Organization;
11. develop the Fund’s approach to corporate governance, including the expectations and responsibilities of Trustees; and
12. ensure that a process is implemented for the Board to receive feedback directly from stakeholders.

#### Board Assessment

Performance Assessment - On an annual basis, the Board shall follow the process established by the Trustees and overseen by the Compensation and Corporate Governance Committee for assessing the performance of the Board.

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**CHEMTRADE**

**Chemtrade Logistics Income Fund**  
**155 Gordon Baker Road**  
**Suite 300**  
**Toronto, Ontario M2H 3N5**

[www.chemtradelogistics.com](http://www.chemtradelogistics.com)



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