

BRP INC.

MANDATE OF THE BOARD OF DIRECTORS

1.0 Introduction

The board of directors (the "**Board**") of BRP Inc. (the "**Corporation**") is responsible for the stewardship of the Corporation. Its members (the "**Directors**") are elected by shareholders of the Corporation. The purpose of this mandate is to describe the principal duties and responsibilities of the Board, as well as some of the policies and procedures that apply to the Board in discharging its duties and responsibilities.

2.1 Purpose

Pursuant to applicable laws, in exercising their powers and discharging their duties, Directors must act honestly and in good faith with a view to the best interest of the Corporation, and must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, both as Directors and as committee members. Directors are ultimately accountable and responsible for providing independent, effective leadership in supervising the management of the business and affairs of the Corporation. The responsibilities of the Board include:

- adopting a strategic planning process;
- overseeing technologies, capital investments and projects;
- reviewing and approving annual operating plans and budgets;
- monitoring financial reporting and management;
- risk identification and ensuring that procedures are in place for the management of those risks;
- reviewing internal control and reporting;
- monitoring internal control and management information systems;
- delegating to management and providing general approval guidelines for management;
- succession planning, including the appointment, training and supervision of management;
- overseeing leadership development and executive compensation;
- corporate disclosure and communications;
- adopting measures for receiving feedback from stakeholders;

- corporate social responsibility, ethics and integrity;
- reviewing the integrity of the Chief Executive Officer ("CEO") and the other executive officers and ensuring that the CEO and other executive officers create a culture of integrity;
- adopting key corporate policies designed to ensure that the Corporation, its Directors, officers and employees comply with all applicable laws, rules and regulations and conduct their business ethically and with honesty and integrity.
- overseeing the Corporation's corporate governance policies and practices; and
- overseeing the nomination process for new Directors.

3.1 Composition and Membership

The Board shall be comprised of that number of Directors as shall be determined from time to time by the Board upon recommendation of the Nomination, Governance and Social Responsibility Committee of the Board.

Directors must have an appropriate mix of skills, knowledge and experience in business and an understanding of the industry and the geographical areas in which the Corporation operates. Directors selected should be able to commit the requisite time for all of the Board's business. Directors should make all reasonable efforts to attend all Board and committee meetings and should review the materials provided by management in advance of the Board and committee meetings. A Chairman of the Board shall be appointed by the Board.

Without limiting the foregoing, Directors are expected to possess the following characteristics and traits:

- a) demonstrate high ethical standards and integrity in their personal and professional dealings;
- b) provide independent judgment on a broad range of issues; and
- c) understand and challenge the key business plans and the strategic direction of the Corporation.

4.1 Meetings

Meetings of the Board will be held at such times and places as the Chairman may determine, but in any event not less than five (5) times per year. Directors may attend all meetings either in person, videoconference or by telephone.

The Chairman, if present, will act as the chairman of meetings. If the Chairman is not present at a meeting, the directors will appoint another director to act as Chairman of the meeting. The Secretary of the Corporation or the senior officer with an equivalent title (the "**Secretary**") will be the secretary of all meetings

and will maintain minutes of all meetings and deliberations of the Board. If the Secretary is not in attendance at any meeting, the Board will appoint another person who may, but need not, be a Director to act as the secretary of that meeting.

Subject to any agreement between the shareholders of the Corporation:

- a) a majority of Directors will constitute a quorum for a meeting of the Board;
- b) each Director will have one vote and decisions of the Board will be made by an affirmative vote of the majority;
- c) the Chairman will not have a deciding or casting vote in the case of an equality of votes; and
- d) the powers of the Board may also be exercised by written resolutions signed by all Directors.

The Board may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Board. On the occasion of each Board meeting, independent Directors will consider if an in camera meeting, under the chairmanship of an independent Director, would be appropriate. The independent Director chairing such in camera meetings will forward to the Chairman and to the CEO any questions, comments or suggestions of the Directors.

In advance of every meeting of the Board, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Directors and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Board may require officers and employees of the Corporation to produce such information and reports as the Board may deem appropriate in order for it to fulfill its duties.

Directors will maintain the absolute confidentiality of the deliberations and decisions of the Board and its committees and information received at any meeting, except as may be required by law or as may be determined, from time to time, by the Board, or if the information is publicly disclosed by the Corporation.

5.0 Duties and Responsibilities

The Board will delegate responsibility for the day-to-day management of the Corporation's business and affairs to the Corporation's senior officers and will supervise such senior officers appropriately.

The Board may delegate certain matters it is responsible for to Board committees, presently consisting of the Audit Committee, the Human Resources and Compensation Committee, the Nominating, Governance and Social Responsibility Committee and the Investment and Risk Committee.

The principal duties and responsibilities of the Board as they relate to the following matters, include:

5.1. *Strategic Planning Process*

The Board will adopt, at least on an annual basis, a strategic planning process to establish objectives, goals, vision and mission statement for the Corporation's business, and which takes into account the opportunities and risks of the Corporation's business and affairs. The Board will review, approve and modify as appropriate the strategies/business plan proposed by senior management to achieve such objectives and goals, and monitor the implementation of such planning process on an ongoing basis.

The Board will monitor, review and approve all major corporate decisions and transactions and serve as an advisor to management on strategic initiatives.

5.2. *Technologies, Capital Investment, Projects*

The Board will monitor the development cycle of all new products and technologies to determine whether development is in line with strategic planning and budgets, ensure that sufficient funds are allocated to research and development of new products and technologies and review the compliance of any capital expenditures delegations.

5.3. *Risk Management*

Periodically, the Board, in conjunction with management and Board committees will identify the principal risks of the Corporation's business, including those related to compensation and incentive plans and oversee management's implementation of appropriate systems to effectively monitor, manage and mitigate the impact of such risks. The Board shall oversee the timely disclosure of any such material risk and of the process to monitor and mitigate it.

5.4. *Internal Control and Reporting*

The Board will oversee the Corporation's major financial and operational risk and discuss them with management, internal auditors and external auditors. The Board will monitor the adequacy and effectiveness of the accounting and financial controls and the steps taken by management to control risk exposure.

5.5. *Succession Planning, Appointment and Supervision of Management*

The CEO will be appointed by the Board, after considering the recommendation of the Nominating, Governance and Social Responsibility Committee, for such term as the Board may determine.

The Board will approve the succession plan for the CEO and the CEO's succession plan for senior management of the Corporation, including their selection and appointment, and will review the objectives, performance and compensation of the CEO and senior management of the Corporation.

To the extent feasible, the Board shall satisfy itself as to the integrity of the CEO and the other executive officers and take reasonable measures to ensure that the CEO and other executive officers create a culture of integrity throughout the organization.

The Board will ensure that the compensation plans and programs create and reinforce good conduct, ethical behaviors and promote reasonable risk taking, and will ensure that processes are in place for the recruitment, training, development and retention of senior executives who exhibit high standards of integrity and competence.

5.6. *Communication and Public Disclosure*

The Board shall adopt communication policies, including the Corporation's Disclosure Policy and Insider Trading Policy, and monitor investor relations programs and communications with analysts, the media and the public, including measures for receiving feedback from the Corporation's stakeholders. The Corporation's communications policies should address how the Corporation interacts with analysts, other key stakeholders and the public, and contain measures for the Corporation to comply with its continuous and timely disclosure obligations and to avoid selective disclosure. The Corporation shall approve, and as required, oversee compliance with the Corporation's communications policies by Directors, officers and other management personnel and employees.

5.7. *Governance and Nomination*

Subject to the terms of any agreement between shareholders of the Corporation and the Corporation, the Board will approve the selection criteria and nomination procedure for new Directors, review the independence of Directors, determine the remuneration of Directors and oversee orientation and continuing education of new Directors.

Subject to the terms of any agreement between shareholders of the Corporation and the Corporation, the Board will identify the Board nominees for election at the annual meeting of shareholders or the nominees to fill Board vacancies.

Subject to the terms of any agreement between shareholders of the Corporation and the Corporation, the Board will monitor the size and composition of the Board to ensure effective decision-making, and oversee management in the competent and ethical operation of the Corporation.

The Board will review and approve of the Corporation's governance policies and practices and any update, amendment or restatement thereof and ensure that such policies comply with applicable legislation and stay current with best practices in corporate governance.

5.8. *Pension fund matters*

The Board will monitor and review the Corporation's pension fund investment policies and practices, in the context of pension plan liabilities.

5.9. *Environmental matters*

The Board will monitor and review, as appropriate, the Corporation's environmental policies and practices and oversee their compliance with applicable legal and regulatory requirements.

5.10. *Occupational health and safety matters*

The Board will monitor and review, as appropriate, the Corporation's occupational health and safety policies and practices and oversee their compliance with applicable legal and regulatory requirements.

6.0 Limitations on Board's Duties

Notwithstanding the foregoing and subject to applicable law, nothing contained in this Charter is intended to require the Board to ensure the Corporation's compliance with applicable laws or regulations.

In contributing to the Board's discharge of its duties under this mandate, each Director shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this mandate is intended or may be construed as imposing on any Director a standard of care or diligence that is in any way more onerous or extensive than the standard to which the Directors are subject.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. The terms contained herein are not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

7.1 Corporate Policies

The Board will adopt and monitor compliance of the policies and procedures, which are designed to ensure that the Corporation, its Directors, officers and employees comply with all applicable laws, rules and regulations and conduct the Corporation's business ethically and with honesty and integrity. Principal policies consist of:

- Code of Ethics;
- Disclosure and Insider Trading Policy; and

- Complaints of Illegal or Unethical Conduct Policy.

8.0 Access to Information and Authority

The Board will be granted unrestricted access to all information regarding the Corporation that is necessary or desirable to fulfill its duties.

The Board has the authority to retain, at the Corporation's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts, to assist the Board in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms.

9.0 Review of Mandate

The Nominating, Governance and Social Responsibility Committee will annually review and assess the adequacy of this mandate and recommend any proposed changes to the Board for consideration. The Board may, from time to time, amend this Mandate. The Board will satisfy itself that regular assessments of the Chairman, the Directors as a whole (including any committees) and of individual Directors, if deemed appropriate, are carried out in order to enhance their performance.

Effective May 27, 2020
Approved Board of Directors on May 27, 2020