



**POSITION DESCRIPTION FOR
CHAIR OF THE BOARD**

February 20, 2019

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The Board of Directors (the “**Board**”) of Nutrien Ltd. (the “**Corporation**”) approves the following position description for the chair of the Board (the “**Chair**”), which supersedes previously adopted position descriptions.

The Chair shall provide overall leadership to enhance the effectiveness of the Board, the committees of the Board (the “**Committees**”) and the individual directors of the Board (the “**Directors**”). The Chair has the responsibility and is expected to:

Leadership and Governance

- manage the affairs of the Board, and take reasonable steps to ensure that the Board is organized properly, functions effectively, and meets its responsibilities and duties;
- set the “tone” for the Board, the Committees and the Directors to foster ethical and responsible decision making, appropriate oversight of management, and good corporate governance practices;
- communicate with all Directors to co-ordinate their input, take reasonable steps to ensure their accountability, and provide for the effectiveness of the Board and the Committees;
- lead the Board, in consultation with the Corporate Governance & Nominating Committee, in monitoring and evaluating the performance and effectiveness of the Board, the Chair, the Committees and the respective Committee chairs, and the contributions of the Directors to the Board;
- lead the Board, in consultation with the Human Resources & Compensation Committee, take reasonable steps to ensure that succession plans are in place at the senior management level;
- take reasonable steps to ensure that the Directors understand the boundaries between the Board and management responsibilities; and
- take reasonable steps to ensure that the responsibilities and duties of the Board, as outlined in its Charter, are well understood by the Directors and executed as effectively as possible.

Board Meetings

- schedule and set the agenda for Board meetings following consultation with the Chief Executive Officer, taking into account suggestions from the Directors;
- schedule time at each Board meeting for the Board to meet separately without any non-director members of management present, and with or without internal personnel or external advisors as needed or appropriate;
- organize the Board to function independently of management and schedule time at each Board meeting for the independent Directors to meet separately without any non-independent Directors and members of management present, and with or without internal personnel or external advisors as needed or appropriate;
- preside as chair of each Board meeting, including requiring meeting materials to be delivered to

the Board in a timely fashion, stimulating debate, facilitating consensus, encouraging free and open discussion, promoting full participation by the Directors, and ensuring clarity and due recording of decisions of the Board; and

- facilitate the timely, accurate and proper flow of information to and from the Board, and arrange sufficient time during Board meetings to fully discuss agenda items.

Board Committees

- take reasonable steps to ensure that the duties and responsibilities of the Committees are carried out in accordance with the charters of such Committees;
- assist the Committees in bringing their recommendations forward to the Board for consideration; and
- assist the Corporate Governance & Nominating Committee in identifying and assessing potential candidates for nomination as Directors.

Senior Management

- provide advice and counsel to the Chief Executive Officer and other senior members of management regarding key strategic decisions; and
- take reasonable steps to ensure the Board works in an open and productive manner with senior members of management and receives appropriate and timely information, material and reports from senior members of management in order to permit the Board to effectively discharge its duties and responsibilities.

Other Duties

- preside as chair of each meeting of the shareholders of the Corporation;
- determine, in consultation with the Board and senior members of management, the time and places of the meetings of the shareholders of the Corporation; and
- carry out such other duties and responsibilities as may be necessary or appropriate in the circumstances.