



MANDATE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

The Chairman of the Board of directors (the "**Chairman**") is responsible for the management, the development and the effective performance of the Board of Directors (the "**Board**") of Labopharm Inc. (the "**Company**"). He or she ensures that the Board fully executes its mandate and that the directors clearly understand and respect the boundaries between Board and management responsibilities. He or she is appointed each year from among the members of the Board.

RESPONSIBILITIES

The Chairman has the following responsibilities:

A. With respect to Board effectiveness

- Ensuring that the Board works as a cohesive team and providing the leadership needed to achieve this.
- Ensuring that the Board possesses adequate resources to support its work and ensuring that the Board receives the relevant information it requires.
- Ensuring that a process is in place for the periodic assessment of the effectiveness of the Board and its committees.

B. With respect to Board management

- Presiding over Board meetings.
- Setting the agenda of each Board meeting, in consultation with the President and Chief Executive Officer and the Secretary.
- Ensuring that the unfolding of Board meetings facilitates discussions and provides adequate time for effective evaluation and discussion of the business at hand.
- Adopting procedures to ensure that the Board deliberates effectively, in particular as regards the review of the structure and composition of various committees.
- Ensuring that the Board fulfils its responsibilities in an effective manner.
- Where responsibilities are delegated to committees or individual directors, ensuring that such responsibilities are carried out effectively and results thereof are reported to the Board.
- Contacting prospective Board candidates, once potential candidates are identified, in order to ascertain their interest in joining the Board.

C. With respect to the relationship between the Board on the one hand and management, shareholders and other stakeholders on the other hand

- Ensuring that the expectations of the Board towards management, as well as the expectations of management towards the Board, are clearly expressed, understood and respected.
- Acting as liaison between the Board and management. This involves working closely with the President and Chief Executive Officer in order to ensure that the Company promotes a healthy corporate governance culture.
- Acting in an advisory capacity to the President and Chief Executive Officer and to other senior

management members on all matters concerning the management of the Company.

- Ensuring that the independent directors have the opportunity to meet after each meeting.
- Planning shareholders' meetings in order that they be held at the appropriate time and in such a manner as to address all relevant matters.
- Presiding over annual and special meetings of the shareholders.
- At the request of the Board, representing the Company to external groups such as shareholders and other stakeholders, including local community groups and government representatives.