

Deluxe Corporation Independent Chair Responsibilities

December 2019

In addition to the duties of all Board members as set forth in the Company's Corporate Governance Guidelines, the specific responsibilities of the Independent Chair are as follows:

- To serve as the lead representative of the Board and the principal liaison between the Independent Directors and the CEO, although any Independent Director maintains the right to communicate directly with the CEO on any matter;
- To ensure that the respective responsibilities of the Board and management are understood, and that the boundaries between Board and management responsibilities are respected;
- To work with the CEO to develop, and to approve, an appropriate schedule of Board meetings, seeking to ensure that the Board can perform its duties responsibly while recognizing and supporting the operational demands of the Company;
- To work with the CEO and Board members to develop, and to approve, the agendas for the Board meetings;
- To confer with the CEO and Corporate Governance Committee on recommendations regarding the staffing of the Board's committees and the selection and rotation of committee chairs;
- To have the authority to call meetings of the directors;
- To chair all meetings of the Board and to preside at all shareholder meetings;
- To be available to consult and directly communicate with major shareholders, as requested;
- To assess and advise the CEO as to the quality, quantity and timeliness of the flow of information from Company management that is necessary for the Board to effectively and responsibly perform its duties, and to approve the information substantially as it is sent to the Board. Although Company management is responsible for the preparation of materials for the Board, the Independent Chair will consider requests from any Board member regarding the inclusion of specific information in such material and all directors maintain the right to communicate directly with members of management;
- To recommend to the Board the retention of consultants who report directly to the Board on Board matters (as opposed to Committee consultants);

- Upon recommendation of the Corporate Governance Committee, to interview potential Board candidates;
- To coordinate and develop the agenda for, and to preside at, executive sessions of the Board, and to communicate to the CEO the substance of the discussions occurring at such sessions;
- In consultation with the Chair(s) of the Compensation and Corporate Governance Committees, to determine the manner in which to deliver to the CEO the Board's annual evaluation of the CEO's performance;
- In conjunction with the Chair of the Corporate Governance Committee, to address all issues relating to the performance of individual directors; and
- To act as principal Board contact for purposes of crisis management.