



STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors and management of Intertape Polymer Group Inc. (the “**Corporation**”) believe that the highest standards of corporate governance are essential in the effective management of the Corporation as well as in the Corporation’s ability to build sustainable worth for our customers, business partners, employees and investors.

The Board of Directors of the Corporation is committed to maintaining a high standard of corporate governance, and regularly reviews and updates its corporate governance systems in light of changing practices, expectations and legal requirements.

The Corporation is a Canadian reporting issuer and its common shares are listed and posted for trading on the TSX. The Corporation’s corporate governance practices reflect applicable rules and guidelines adopted by the Canadian securities administrators as set out in National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure Corporate Governance Practices* (collectively, the “**CSA Guidelines**”). Further, the Corporation’s governance practices also comply with the governance rules of the U.S. Securities and Exchange Commission applicable to foreign issuers and those mandated by the United States Sarbanes-Oxley Act of 2002.

The CSA Guidelines set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members.

The Corporation’s corporate governance practices are substantially in alignment with the CSA Guidelines. In accordance with the CSA Guidelines, the Corporation discloses, on an annual basis and in prescribed form, the corporate governance practices that it has adopted.

Pursuant to its mandate, the Board of Directors of the Corporation supervises the management of the business and affairs of the Corporation, including the development of major policies and strategies and the identification of the risks of the Corporation’s business and implementation of the appropriate systems to manage these risks. The Board of Directors of the Corporation has explicitly assumed responsibility for the stewardship of the Corporation and has adopted a formal mandate setting out its stewardship responsibilities. The Board of





Directors of the Corporation discharges its responsibilities either directly or through its committees.

The Board of Directors of the Corporation has established four committees, namely the Audit Committee, the Compensation Committee, the Executive Committee and the Corporate Governance and Nominating Committee to facilitate the carrying out of its duties and responsibilities and to meet applicable statutory requirements. The Board of Directors of the Corporation has adopted a formal mandate for each committee.

The Board of Directors of the Corporation has developed a description of the role and responsibilities for each of the Chairman of the Board, the Lead Director, where applicable, the Chair of each committee of the Board and the Chief Executive Officer.

The Corporation has adopted a Code of Conduct and Business Ethics that all directors, management personnel and employees of the Corporation are expected to adhere to.

