

## MANDATE OF THE CHAIR OF THE INVESTMENT AND RISK MANAGEMENT COMMITTEE

---

### Appointment

The Board of Directors (hereinafter the “Board”) of Caisse de dépôt et placement du Québec (hereinafter “CDPQ”) appoints one of the independent members of the Board to serve as Chair of the Investment and Risk Management Committee. The Chair of the Board may not be appointed Committee Chair.

### Role of the Chair

The Committee Chair sees to the proper functioning of the Committee meetings. The Chair exercises leadership and rigour in the position’s functions so that the Committee can carry out its mandate.

The Committee Chair ensures that all new members have the knowledge they require to exercise their functions on the Committee and offers them any required training.

### Main responsibilities

The responsibilities of the Chair of the Investment and Risk Management Committee include:

- a) Presiding over Committee meetings and ensuring that they are efficient and productive
- b) Seeking a consensus while encouraging frank, complete discussions
- c) Fostering a team spirit on the Committee
- d) Developing, in collaboration with the President and Chief Executive Officer, the Chief Risk Officer and Head of Depositor Relationships and the Secretary, agendas for the Committee meetings
- e) Establishing, in advance and in collaboration with the Chair of the Board, the President and Chief Executive Officer and the Secretary, the annual schedule of Committee meetings
- f) Ensuring, in collaboration with the President and Chief Executive Officer, the Chief Risk Officer and Head of Depositor Relationships and the Secretary, that the presentations and reports made to the Committee are well coordinated
- g) Ensuring that the Committee fulfills its roles and responsibilities in accordance with the *Act respecting the Caisse de dépôt et placement du Québec*, CDPQ’s regulations and policies and the Committee’s mandate
- h) Fostering a constructive relationship between the Committee and the Chief Risk Officer and Head of Depositor Relationships
- i) Presenting the important issues discussed at Committee meetings to the Board
- j) Sending all the Committee’s recommendations to the Board



- k) Ensure that members are able to meet and discuss issues without members of management being present
- l) Supervising the risk review and assessment process applied by the Committee
- m) Being available to meet regularly and advise, as needed, the Chief Risk Officer and Head of Depositor Relationships on important matters
- n) Helping develop succession plans for the position of Committee Chair and making any related recommendations, if applicable
- o) Assuming any other responsibilities that may be assigned to the Chair by the Committee or the Board