



POLICY GOVERNING THE EXERCISE OF VOTING RIGHTS OF PUBLIC COMPANIES

PC-4 BOARD OF DIRECTORS

PC-4.5 Diversity

Diversity on the board of directors, in the broad sense of the word (indigenous, gender, ethnocultural, generational, etc.) allows for a variety of points of view to be heard and integrated into the decision-making process. We therefore encourage all measures that foster diversity and inclusion on the board of directors or that widen the pool of qualified candidates for directorships.

Starting in 2022, with respect to gender diversity specifically, CDPQ will generally, in the absence of extenuating circumstances, abstain or vote against the chair of the nominating committee (or the chair of the board, in the absence of such a committee) when women represent less than 30% of the board of directors and the company has not disclosed a firm commitment to remedy the situation in the near term.

As with all our voting decisions, we will take into account the market in which we are voting. In addition, where a company operates in a jurisdiction with more stringent legislative or regulatory requirements than those stated here, those requirements will take precedence when we exercise our voting rights.

We will engage the chair of the board and/or members of the nominating committee in discussions on progress made on diversity in their organization. With respect to the representation of women, we could potentially abstain or vote against all members of the nominating committee responsible if, in the year following a process of commitment to address the lack of diversity on the board of directors, no progress has been made.

We encourage companies to adopt policies and targets for the representation of women on the board of directors and to consider the level of diversity when they recruit candidates. In addition to disclosing statistics on the composition of the board and senior management, we encourage companies to provide information on their policies, targets and processes for increasing the level of diversity throughout the organization.

We attach great importance to putting in place appropriate mechanisms for board renewal, particularly since they can lead to more diversity.