

TITLE:	Board Diversity and Term Limits Policy
POLICY OWNER:	Chair of the Board of Directors
ID / VERSION NUMBER:	CO-0018 – Version 4
EFFECTIVE DATE:	May 9, 2024

PURPOSE:

The purpose of this Policy is to outline Calian’s commitment to promoting diversity on its board of directors (each a “**Director**” and collectively the “**Board of Directors**” or the “**Board**”) and within its senior management team, consisting of all officers and executive level personnel of Calian (“**Senior Management**”).

SCOPE:

This Policy applies to Calian Group Ltd. (“**Calian**”) and its Board of Directors and Senior Management.

The Governance and Risk Committee has the ultimate responsibility for the stewardship of this Policy. Under the direction of the Governance and Risk Committee, Calian’s General Counsel shall administer this Policy and ensure compliance by all parties bound by it.

POLICY:

Diversity on the Board of Directors

1. Calian is committed to promoting diversity on the Board of Directors and within Senior Management, and its recruitment process related thereto will consider all individuals from diverse backgrounds regardless of race, ancestry, place of origin, colour, gender, gender identity and expression, ethnic origin, citizenship, nationality, geography, covered veteran status, creed and/or religion, sex, sexual orientation, age, marital status, family status, disability, medical condition or political affiliation (“**Diversity**”).
2. In its recruitment process for new Directors to serve on the Board, Calian’s Nominating Committee will seek the most qualified candidates based on merit, regardless of any personal characteristics unrelated to experience, expertise and performance, while also considering the Diversity of the Directors on the Board. Diversity will further be considered within the context of Calian's needs and objectives, its diverse customer base and its domestic and international operations.
3. Calian’s Governance and Nominating Committees do not set specific Diversity representation targets when identifying potential candidates to serve on the Board of Directors.

Diversity within Senior Management

4. Similar to the Board of Directors, in its recruitment process for executive appointments within Senior Management, the Board of Directors will seek the most qualified candidates based on merit, regardless of any personal characteristics unrelated to experience, expertise and performance, while also considering the Diversity of Senior Management. The Board of Directors will make it a priority to first consider existing personnel within Calian and its subsidiaries as potential candidates for appointment.
5. The Board of Directors does not set specific Diversity representation targets when identifying potential candidates for Senior Management.

Independent Director Term Limit

6. Calian believes that having long-standing Directors on its Board does not negatively impact Board effectiveness, but instead contributes to boardroom dynamics that have resulted in a consistently high-performing Board.
7. No candidate shall be appointed as an independent director to the Board if he or she has completed 12 years of continuous service on the Board.
8. On a case-by-case basis, and on the recommendation of the Governance Committee, the Board may, in exceptional circumstances and to further Calian's best interests, extend a Director's term to a maximum of 15 years.
9. The period for determining the term limit, for a Director who was not independent at the time of the initial appointment but becomes independent at a subsequent time, will commence at the beginning of the period in which such Director becomes independent.

Board Renewal

10. Calian's Governance Committee will annually review the size and composition of the Board of Directors and mechanisms to promote an appropriate level of renewal of Directors currently serving on the Board. It will also perform an annual assessment of the effectiveness, contribution, competencies and skills of the individual Directors and the Board as a whole with a view to identifying any gaps in skills and competencies considered most relevant for Board renewal considerations.
11. Calian's Nominating Committee, along with the Chair, will consider potential candidates who have competencies they believe will complement the Board and/or Senior Management. Calian's Nominating Committee will attribute a high value to relevant industry experience, continuity and a solid track record of service in potential Directors, aligned with the long-term strategy of the Calian's business.

Policy Approval

12. This Policy shall be approved annually by the Board of Directors.

Policy Assessment

13. Calian may periodically review and assess this Policy and changes or modifications may be implemented from time to time without notice as Calian deems necessary.

CHANGE HISTORY			
Version	Date (dd mmm yy)	Author	Explanation
4	May 9, 2024	C. Gordon	Update Purpose and definition of Diversity
3	Mar 7, 2023	C. Labelle	Refresh
2	Aug 5, 2016	J. Gauthier	Name Change
1	Aug 5, 2015	J. Gauthier	Policy creation