

TITLE:	Director Commitment Policy
POLICY OWNER:	Chair of the Board of Directors
ID / VERSION NUMBER:	CO-0021 – Version 2
EFFECTIVE DATE:	May 9, 2024

PURPOSE:

The purpose of this Policy is to implement measures to prevent Overcommitment by the members of Calian’s board of directors (each a “**Director**” and collectively “**Calian’s Board**”).

SCOPE:

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

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:

Definitions

1. “Overcommitment” refers to when a Director serves on numerous boards, which could result in excessive time commitments and an inability to effectively fulfill their duties as a member of Calian’s Board.
2. “Public Board” means the board of directors of a publicly traded company.
3. “Private Board” means the board of directors, or equivalent, of any company, organization, association or other entity other than a Public Board, including, without limitation, private for-profit and not-for-profit entities.
4. “Crown Board” means the board of directors, or equivalent, of any public sector corporation owned by the federal, provincial or municipal government.

Measures to Prevent Overboarding

5. Calian endeavours to prevent Overcommitment to help ensure its Directors are not overextended with outside obligations and are capable of properly performing their duties as members of Calian’s Board. In an effort to prevent Overcommitment, Calian’s Board shall adhere to the following limitations on the number of boards on which the Directors may serve:

- a) All Directors, except for the Director who is also Calian’s Chief Executive Officer (the “CEO”), may serve on no more than three (3) Public Boards in addition to Calian’s Board.
- b) The CEO may serve on no more than one (1) Public Board in addition to Calian’s Board.
- c) For the purposes of this Policy, holding the position of Chair on any Public Board shall count as serving on two (2) Public Boards.
- d) Service on a new Private Board or Crown Board by any Director shall be subject to prior approval of the Chair of Calian’s Board. If the Director seeking to serve on a Private Board or Crown Board is the Chair of Calian’s Board, then such service shall be subject to prior approval of Calian’s Board.

Policy Assessment

- 6. 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
2	May 9, 2024	C. Gordon	Edited Scope
1	August 1, 2023	K. Coburn	Policy creation