



POLICY GOVERNING THE EXERCISE OF VOTING RIGHTS OF PUBLIC COMPANIES

PC-4 BOARD OF DIRECTORS

PC-4.2 Board committees

The nomination, compensation and audit committees or their equivalents must be made up entirely of independent members.

When a shareholder holds a large block of shares, the nomination and compensation committees or their equivalents must be made up entirely of members who are independent of the company, with the majority of these members also independent of the shareholder with the large block of shares. The audit committee, however, must be made up entirely of members who are independent of both the company and the shareholder with the large block of shares.

We recommend that, in addition to adopting mandates for each of these committees, the companies make the mandates available on their websites and to include an annual summary of the activities of each committee in the proxy.