



BOARD OF DIRECTORS CHARTER INDUSTRIAL ALLIANCE INSURANCE AND FINANCIAL SERVICES INC.

The Board of Directors (the “**Board**”) is responsible for independently supervising the strategic planning and management of the commercial operations and internal affairs of Industrial Alliance Insurance and Financial Services Inc. (the “**Corporation**”).

COMPOSITION AND QUORUM

The Board must be constituted in accordance with the Corporation's by-laws, as amended from time to time.

The Board shall be composed of at least nine (9) and no more than twenty-one (21) directors.

Quorum will exist at Board meetings when a majority of directors in office are present. If the quorum required to vote on a resolution is not met solely because a director is not permitted by law to be present during deliberations, the other directors present will be deemed to constitute quorum for the purpose of voting.

ROLE AND RESPONSIBILITIES

The Board has two fundamental functions: decision-making and oversight.

The **decision-making function** comprises the formulation, in conjunction with executive officers, of the corporate culture, strategic objectives and risk appetite. It also includes the adoption of fundamental policies and approval of key business decisions.

The **oversight function** comprises the review of management's decisions and conduct of business, of the adequacy of internal systems and controls and of the implementation of policies and corrective measures, as required. It also includes providing sound advice and guidance to executive officers.

It is incumbent upon the Board to fulfill the responsibilities outlined in this charter, either directly or through a committee. Committees must report their activities and recommendations to the Board.

The Board's responsibilities include:

1. Corporate Culture

- Promote a culture of integrity within the Corporation based on ethical corporate behaviour.
- Oversee the integrity of the President and Chief Executive Officer and other executive officers and that they foster a culture of integrity throughout the Corporation and take

reasonable steps to oversee that this is done through sound risk management, compliance and business practices.

- Oversee that the President and Chief Executive Officer, executive officers and heads of supervisory functions meet the criteria of integrity, probity and competence, and act in a manner consistent with the Corporation's long-term values and interests.
- Adopt the *Code of Business Conduct of iA Financial Group* (the "**Code**"), which defines standards that can reasonably be expected to promote integrity and prevent misconduct, including conflicts of interest, related-party transactions and the handling of confidential information.
- Monitor compliance with the Code and receive reports confirming adherence thereto.

2. Strategic Planning

- Adopt a strategic planning process that includes capital management planning.
- Oversee the development of the Corporation's strategic direction, plans and priorities.
- Approve, at least once a year, a strategic plan that takes into account namely the Corporation's financial objectives, opportunities, risks and risk appetite.
- Monitor the implementation and effectiveness of approved strategic and business plans.
- Approve major business decisions.

3. Risk Management Oversight

3.1. Risk and Compliance Management Framework and Capital Management

- Approve the risk and compliance management framework and policies in place to identify, assess, communicate, manage, mitigate and monitor the main risks associated with the Corporation's business.
- Review the results of the Own Risk and Solvency Assessment ("**ORSA**"), including stress test results.
- Review the results of the Chief Actuary's financial condition testing report.
- Approve annually, or more frequently if required, the Corporation's risk appetite and risk tolerance statement and the internal target ratio and target operating level of the Corporation's solvency ratio and take reasonable steps to oversee that they are adequately respected.
- Oversee capital management strategies and approve policies to determine and maintain the appropriate level of capital in relation to the Corporation's risks and strategic objectives.

3.2. Financial Information and Internal Controls

- Oversee internal control systems regarding financial information and the communication thereof, monitor their integrity and periodically ensure the effectiveness of their design and operation.
- Oversee that management takes appropriate action to correct any significant problems with internal control systems and ensure appropriate follow-up.
- Review and approve, before publication, annual and quarterly financial statements and Management's Discussion and Analysis reports, the annual information form, the information document for participating policyholders and other disclosure documents, drawing on detailed analyses supplied by management and the committees in charge.
- Recommend to the sole shareholder the appointment of the external auditor and determine its compensation.
- Oversee compliance with audit, accounting and reporting requirements.
- Approve dividend payments as well as capital allocation, expenditures and transactions that exceed the thresholds set by the Board.

4. Governance

4.1. Structure

- Develop a set of governance principles and guidelines.
- Adopt a policy on director independence and develop appropriate structures that enable the Board to act independently of management.
- Establish Board committees and define their mandates to assist the Board in fulfilling its role and responsibilities.
- Set expectations for directors, including attendance at, preparation for and participation in meetings.
- Define directors' obligations and ensure that each director fulfills their obligations honestly and in good faith, in the best interest of the Corporation and by exercising the care, diligence and skill expected of a reasonable and prudent person.

4.2. Board Elections, Evaluation and Compensation

- Recommend to the sole shareholder and participating policyholders candidates for election as directors.
- Approve the appointment of the Chair of the Board and Chairs of Board committees and members.
- Approve the compensation of directors.
- Conduct regular individual and collective self-assessments of the Board, its committees and its members and review its composition with a view to ensuring its effectiveness and contribution, while striving for the independence of the Board and its members.
- Review the Board's succession plan on a regular basis.

4.3. Training

- Ensure that directors have access to an orientation program and continuing education to further hone their skills and to develop an in-depth knowledge of the Corporation, the environment in which it operates, its culture, its business lines and its risk profile.

4.4. Executive Compensation and Oversight

- Oversee the establishment of the Corporation's guiding principles regarding human resources and compensation and approve the organizational structure.
- Approve the compensation policy for executive officers, heads of the supervisory functions and other key Corporation members and oversee that the policy is in line with the Corporation's long-term interests.
- Oversee the selection, appointment and development of the President and Chief Executive Officer, all executive officers, heads of the supervisory functions and other key Corporation members.
- Review annual performance targets and evaluate the annual performance of the President and Chief Executive Officer, all executive officers, heads of the supervisory functions and other key Corporation members.
- Review, on a regular basis, the succession plan for the President and Chief Executive Officer, executive officers, heads of supervisory functions and other key Corporation members.

4.5. Communications and Public Disclosure

- Approve the disclosure policy that governs the release of information about the Corporation, ensuring that said information is disclosed in a timely, accurate and fair manner in compliance with all legal and regulatory requirements.
- Supervise important communications and information intended for stakeholders, it being understood that the President and Chief Executive Officer, Chair of the Board and any other director authorized by the President and Chief Executive Officer or Chair of the Board may communicate with the Corporation's shareholders and partners on the Corporation's behalf.

BOARD PROCEDURES

Frequency: The Board holds at least four regular meetings a year and may convene special meetings as required. The Chair of the Board and the President and Chief Executive Officer of the Corporation may call a meeting at any time.

Chair: The Chair of the Board presides at all of the Corporation's annual and special meetings and at all Board meetings. The Chair of the Board may attend, as a guest, the meetings of the various committees of the Board of which he or she is not a member.

Secretary: The Secretary of the Corporation or, in his or her absence, the Assistant Secretary of the Corporation or any other person designated by the members of the Board act as secretary.

Agenda: The Chair of the Board sets the agenda for each meeting in consultation with the President and Chief Executive Officer and the Secretary of the Corporation. The agenda and relevant documents are distributed to Board members on a timely basis before meetings.

In camera: The Board holds an in camera session without management after each regularly scheduled meeting.

Consultation powers: In the performance of its duties, the Board may consult management without restriction and has the authority to select and engage, to assist it in carrying out its responsibilities, a legal, accounting or other independent advisor and to terminate the latter's mandates and approve its fees.

Charter review: The Board periodically reviews its charter and makes any necessary changes.

Approved by the Board of Directors on November 9, 2022, upon the recommendation of the Risk, Governance and Ethics Committee