



Information for shareholders regarding the Annual General Meeting of Shareholders of Fondaction, le Fonds de développement de la Confédération des syndicats nationaux pour la coopération et l'emploi (hereafter "Fondaction"), to be held in person at the Salon International of the Centre Mont-Royal at 2200 Mansfield Street in Montreal and via Live Webcast at 9:30 a.m. on Saturday, September 17, 2022.

## Nomination process

### Election of two directors – positions nos. 9 and 10

On Saturday, September 17, 2022, at the Annual General Meeting of Shareholders of Fondaction, the shareholders shall elect two directors for a two-year term. Those elected will hold office until the expiry of their term or until a successor is elected or appointed. Nominations must have been submitted and received by Fondaction no later than 5:00 p.m. on Friday, August 26, 2022. The individuals who currently hold these positions may be re-elected.

Position No. 9 is currently held by Mr. Michel Tremblay and position No. 10, by Mr. Michel Tétreault. An individual must not apply for more than one position at the same Meeting.

### Nomination form

Candidates must obtain the Nomination Form:

- from Fondaction's website at [www.fondaction.com/aga](http://www.fondaction.com/aga)
- by email sent to [melanie.meunier@fondaction.com](mailto:melanie.meunier@fondaction.com)
- by phone at **438 379-8861**
- by regular mail sent to **2175 De Maisonneuve Boulevard East, Suite 103, Montréal, Québec H2K 4S3**

and have completed and sent this form by email or regular mail no later than 5:00 p.m. on Friday, August 26, 2022. Please note that every nomination must be supported by 10 Fondaction shareholders.

The candidate must fill out, on the Nomination Form, the information concerning ten shareholders who have given their support. In order to facilitate the nomination process, Fondaction will accept, as an alternative to the normally required handwritten signatures of the individuals supporting a candidate, attestations of the support of the ten shareholders by email no later than 5:00 p.m. on Friday, August 26, 2022 to the following email address: [melanie.meunier@fondaction.com](mailto:melanie.meunier@fondaction.com). Shareholders who endorse a candidate must use an email account that clearly reflects their identity for validation purposes. To ensure that this criterion is met, it is strongly recommended that candidates obtain the support of more than 10 shareholders. Each endorsement will be validated individually to ensure that all candidates receive 10 endorsements from the Fund's shareholders. Should an endorsement be rejected, the candidate will be notified and given 48 hours to submit a new endorsement, which will also be validated. For any questions regarding these changes, please call Mélanie Meunier, Director, Legal Affairs, at 438 379-8861.

### Specific information about sending the completed Nomination Form by email

The credit and criminal background check consent form is attached to the Nomination Form. To protect their personal information, candidates must not include their social insurance number or date of birth on the form when sending it by email. Fondaction will complete these fields using the information in the shareholders' files and will contact the candidates by phone if additional information is required.

Any incomplete, false, or misleading declaration or a form that is not duly completed may result in the nomination being rejected. The Secretary of Fondaction, or any other individual whom the Board of Directors may designate, shall determine if the forms have been duly completed within the established deadlines and if the candidates meet the qualification criteria below. Individuals who have submitted their nominations will be notified of their nomination's admissibility by phone and in writing prior to the Annual General Meeting. At the same time, they will be informed of any other eligible candidates seeking the same position.

## **Qualification criteria for the position of director elected by the shareholders at the annual general meeting**

Candidates for the director position must be Fondaction shareholders and at least 18 years of age, must not be under tutorship or curatorship, an undischarged bankrupt or prohibited by a court from holding office as a director and must not have been declared unfit by a court. Candidates must also not have been declared guilty of any criminal act of fraud or dishonesty.

In submitting the Nomination Form, candidates give their consent to Fondaction, or any firm mandated by Fondaction to perform a credit and criminal background check to determine the existence of any prior criminal acts of fraud or dishonesty, if applicable.

## **Candidate profiles**

By means of a text of 200 words or less, candidates must submit their profiles describing their training, relevant experience, and reasons for submitting their nomination. These profiles will be made available at Fondaction's Annual General Meeting of Shareholders on Saturday, September 17, 2022. (\*See below for the "Overall profile sought within Fondaction's Board of Directors").

## **Mandataries of Fondaction**

The directors are considered mandataries of Fondaction. In performing their duties, they must fulfill the obligations that are required of them under laws and regulations and act within the limits of the powers conferred on them.

## **Role of Fondaction's Board of Directors**

The Board of Directors may generally exercise all powers and responsibilities, take any action, and enter into any contract authorized with regard to Fondaction unless legislation or regulations explicitly require that they be voted on at Fondaction's General Meeting. It oversees Fondaction's operations and financial position, and sets the remuneration of the independent auditor.

## **General duties of the directors**

- Duty to act with prudence and diligence, and
- Duty to act with honesty and loyalty in the interest of the corporation.

### **\* Overall profile sought within Fondaction's Board of Directors**

1. Members of the Board of Directors must be able to use good judgment, demonstrate integrity, and be socially responsible.

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2. They must make themselves available as required to perform their duties.

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3. Through their expertise and commitment, they contribute to achieving the mission and, in particular, with regard to participative management, sustainable development, corporate social responsibility, and the social economy.

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4. They must have several of the following skills: knowledge of environmental matters and sustainable development, clean or renewable energy, or green and low-carbon economy financing; expertise in social issues including social inequality, diversity, inclusion, participatory management in business and social economy development; knowledge of local, regional and sectoral development issues; financial literacy, including knowledge of corporate finance and valuation and financial markets or business communities; knowledge of information technology and cyber security issues; governance and management experience; and knowledge in the area of savings.

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5. Among those who meet the above criteria, Fondaction seeks a balance within its Board of Directors, notably in terms of gender representation, diverse professional backgrounds and experience, varied ethnic and cultural origins as well as representation of various age groups, thereby reflecting all the different components of its body of shareholders and of Québec society.

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