

Information for shareholders regarding the Annual General Meeting of Fondation, le Fonds de développement de la Confédération des syndicats nationaux pour la coopération et l'emploi (hereinafter "Fondation") to take place at Hilton Montréal, Grand Salon Opera Ballroom, 1255 Jeanne-Mance Street, on Saturday, September 14, 2019 at 9:30 a.m.

## NOMINATION PROCEDURE

### ELECTION OF TWO DIRECTORS POSITIONS NOS. 8 AND 11

At Fondation's Annual General Meeting on September 14, 2019, two directors shall be elected by the shareholders for a two-year term. The persons elected will remain in office until the term expires or a successor is elected or appointed. Nominations must have been submitted and received by Fondation no later than August 30, 2019 at 5:00 p.m. If there is more than one candidate for a position, a secret ballot will be held. The persons who currently hold the positions may be re-elected. Position No. 8 is currently held by Mrs. Pierrette Poirier and position No. 11, by Mr. Thierry C. Pauchant. The same person may not run for more than one position at the same meeting.

### NOMINATION FORM

Candidates must obtain a nomination form by contacting the Secretary's Office of Fondation by telephone at 514 525-5182, by email at [jasmine.hinse@fondaction.com](mailto:jasmine.hinse@fondaction.com) or by mail at 2175 De Maisonneuve Boulevard East, Suite 103, Montréal, Québec H2K 4S3, and must fill out such form and mail it to the above-mentioned address before 5:00 p.m. on August 30, 2019. Note that all nominations must be supported by the signatures of ten Fondation shareholders on the nomination form. Any incomplete, false or misleading declaration or any form that has not been duly filled out will result in the nomination being rejected. The Secretary-Treasurer of Fondation, unless such person is a candidate, or any other person whom the Board of Directors may designate shall determine whether the forms have been duly completed within the established timeframe and whether the candidates satisfy the eligibility requirements set out below. Persons who have nominated themselves will be advised by telephone and in writing, before the Annual General Meeting, as to whether or not their nomination is eligible. They will also be informed at that time of the other eligible candidates who are seeking the same position.

### ELIGIBILITY CRITERIA FOR THE POSITION OF DIRECTOR ELECTED BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING

All candidates for the position of director must be Fondation shareholders, aged 18 years or older, and they must not be under tutorship or curatorship, a nondischarged bankrupt, prohibited by the court from holding the office of director or have been declared incapable by the court. As well, candidates must not have been found guilty of an indictable offence involving fraud or dishonesty. By filing a nomination form, candidates authorize Fondation or a firm mandated by Fondation to carry out credit checks on them and verify any criminal records to determine, as the case may be, the existence of indictable offences involving fraud or dishonesty.

## CANDIDATE PROFILES

In a text of no more than 200 words, candidates must submit a profile describing their training, pertinent experience and reasons for seeking nomination. These profiles will be available at Fondation's Annual General Meeting to be held on September 14, 2019.

(\*See below under the heading "Overall profile sought within Fondation's Board of Directors")

## MANDATARIES OF FONDATION

The directors are considered to be the mandataries of Fondation. They shall, in the performance of their duties, conform to the obligations imposed on them by the law or regulations and act within the limits of the powers conferred on them.

## ROLE OF FONDATION'S BOARD OF DIRECTORS

The Board of Directors may generally exercise all powers and responsibilities, take all action and enter into all contracts authorized by Fondation unless the law or regulations explicitly require that these be made only by Fondation's general meeting. It further monitors Fondation's activities and financial position.

## GENERAL DUTIES OF THE DIRECTORS

- Duty to act with prudence and diligence
- Duty to act with honesty and loyalty in the interest of the legal person

## OVERALL PROFILE SOUGHT WITHIN FONDATION'S BOARD OF DIRECTORS

1. The members of the Board of Directors must be able to demonstrate good judgment, integrity and corporate citizenship.  
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2. They must ensure the necessary availability for the performance of their duties.  
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3. Through their expertise and commitment, they must contribute to achieving the mission and, in particular, with regard to participatory management, to promoting sustainable development, corporate social responsibility and the social economy.  
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4. They must have many of the following skills: an understanding of social reports; an understanding of the issues surrounding economic, social and environmental development; an understanding of the issues surrounding local, regional and sectorbased development; financial knowledge including a knowledge of corporate finance and the financial markets (investments and publicly traded companies); experience in governance and management; knowledge of the field of retirement savings.  
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5. Among those who satisfy the above criteria, Fondation seeks a balanced representation of men and women on the Board of Directors, reflecting different components of its body of shareholders and of Québec society.  
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