

Information for shareholders regarding the Annual General Meeting of Fondaction, *le Fonds de développement de la Confédération des syndicats nationaux pour la coopération et l'emploi* (hereafter "Fondaction"), that will be held online on Saturday, September 19, 2020 at 9:30 am.



Nomination process

Election of two directors – positions Nos. 9 and 10

At Fondaction's Annual General Meeting on September 19, 2020, 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 pm on August 28, 2020. If more than one candidate applies for a position, a secret ballot shall be held. 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 get the Nomination Form from Fondaction's website: <https://www.fondaction.com>, by email: felicia.amilcar@fondaction.com, or by phone at 514 880-4153 and have completed and sent this form by email or mail no later than 5:00 pm on August 28, 2020. Please note that every nomination must be supported by ten Fondaction shareholders.

The candidate must fill out on the Nomination Form the information of ten shareholders that have given their support. In the context of today's coronavirus pandemic and to facilitate the nomination process, Fondaction will accept, as an alternative to the normally required handwritten signature of the individuals supporting the candidates, attestations of the support of the ten shareholders by email no later than 5:00 pm on August 28, 2020 to the following email address: felicia.amilcar@fondaction.com. Shareholders who support 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 get the support of more than ten shareholders. For any questions regarding these changes, please contact Félicia Amilcar by phone at 514 880-4153.

Important information about sending the completed Nomination Form by email.

The 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-Treasurer of Fondaction, unless such person is a candidate, or any other individual that 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 Fondation 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. Also, candidates must not have been declared guilty of any criminal act of fraud or dishonesty.

In submitting the Nomination Form, candidates give their consent to Fondation or any firm mandated by Fondation 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 Fondation's Annual General Meeting on September 19, 2020. (*See below for the "Overall profile sought within Fondation's Board of Directors.")

Mandataries of Fondation

The directors are considered mandataries of Fondation. 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 Fondation's Board of Directors

The Board of Directors may generally exercise all powers and responsibilities, take any action, and enter into any contract authorized to Fondation unless the Act or regulations explicitly requires that they be voted on at Fondation's General Meeting. It oversees Fondation's activities and financial state of affairs.

General duties of the directors

- Duty to act with prudence and diligence
- 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 judgement, demonstrate integrity and be socially responsible.

2. They must provide the availability required to perform their duties.

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 social economy.

4. They must have several of the following skills: an understanding of social relationships, knowledge of economic, social and environmental development issues, knowledge of local, regional and sectoral development issues, financial literacy, including knowledge of corporate financing and financial markets (investments and publicly traded businesses), governance and management experience and knowledge of the field of retirement-savings.

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.
