

## POLICY REGARDING DIVERSITY ON THE BOARD OF DIRECTORS AND ON THE RECRUITMENT OF DIRECTORS AT ÉNERGIR

	Managed by	Date(s)
<b>Adoption:</b>	Énergir Board of Directors (the “Board”)	November 26, 2015
<b>Revision(s):</b>	Énergir Board of Directors (the “Board”)	February 9, 2023 February 11, 2025
<b>Owner:</b>	Denise Dériger, Executive Director, Corporate Affairs, Governance, Ethics and Corporate Secretary	

### 1. SCOPE

The *Policy Regarding Diversity on the Board of Directors and on the Recruitment of Directors at Énergir* (the “**Policy**”) applies to the selection and appointment process for Directors of Energir Inc. and is intended to promote balanced and inclusive representation on its Board. It aims to recruit qualified and dedicated candidates of exemplary reputation, who will enrich the Board's expertise in carrying out Energir, L.P.'s corporate strategy.

### 2. OBJECTIVE

The Board recognizes the importance of diversity and believes it is essential to consider, in its selection criteria, characteristics of gender identity, age, as well as cultural representation of the communities in which Énergir, L.P. conducts its activities. Énergir, L.P. aims to recruit directors who bring distinct points of view to reflect the communities in which it operates, as well as where its customers live and work.

Moreover, the Board believes that a broad spectrum of experienced candidates with diverse perspectives can only positively influence the Board's direction and, by extension, foster healthy management of the company. The Board has set itself the target of achieving parity between men and women on the Board, with at least thirty percent (30%) of its directors being women, subject to temporary fluctuations during transition periods.

### 3. GUIDING PRINCIPLES

To achieve these objectives, the Corporate Governance, Ethics and Environment Committee (the “**Committee**”) will recommend to the Board and the sole shareholder to take the following factors into account when selecting candidates for directorships:

### **3.1 Qualifications for candidates taken individually**

- Fulfills the requirements of applicable laws and regulations (age of majority, citizenship required, specific expertise required, no criminal record, etc.);
- Respect the maximum duration of 10 years of continuous terms as a director of Énergir. However, this criterion could be adjusted depending on the context and circumstances;
- Has an exemplary reputation;
- Is available to invest the time needed to become closely acquainted with the specificities, issues and challenges of Énergir, L.P. and its various markets, including those related to a regulated public utility as well as those related to non-regulated sectors;
- Preferably have experience as a corporate director; and
- Not serving on too many boards of directors in a Canadian or foreign territory, which could affect the ability to effectively carry out the duties of an Énergir director.

### **3.2 Qualifications for candidates in relation to the Board as a whole**

- Candidates for directorship will be evaluated based on the experience, expertise, skills, abilities and knowledge that the Board itself and its committees need to understand Énergir's activities, fulfill their respective mandates and increase the value of the sole shareholder's investment;
- Candidates for directorship will also be evaluated based on the opportunities and risks associated with the business, the operational framework, the competitive environment and the business context in which Énergir operates, and based on the work done by each of the Board's committees;
- The majority of Board members must be independent within the meaning of the Canadian Securities Administrators requirements with respect to director independence;
- The members of the Board and its committees have a duty to be available and attend every meeting; directors who have not attended 75% of the meetings of the Board or of the committees they sit on, for two consecutive years and without a valid reason, shall not be nominated again.

The Committee maintains an up-to-date matrix of the profiles and skills of the appointed directors.

The Committee annually evaluates the female representation on the Board and the impact of the strategies implemented to achieve the objective of parity. It submits a report to the Board that includes suggestions for new measures or for adjustments to existing measures. The Board, in turn, evaluates the female representation among its Directors. Taking the Committee's recommendations into account, it then determines new measures or adjustments to apply in order to better address its needs with respect to its established objectives.

## **4. REVIEW AND UPDATE**

This update to the *Policy* shall become effective on the date of its approval by the Board

This Policy is subject to review at least every two years.