

TELUS INTERNATIONAL (CDA) INC.

BOARD POLICY MANUAL

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TELUS INTERNATIONAL (CDA) INC.

BOARD POLICY MANUAL

Table of Contents

Introduction

Terms of Reference for the Board Appendix A

Terms of Reference for the Directors Appendix B

Terms of Reference for the Chair of the Board Appendix C

Terms of Reference for the CEO Appendix D

Terms of Reference for Committees of the Board Appendix E

Terms of Reference for the Audit Committee Appendix F

Terms of Reference for the Governance and Nominating Committee Appendix G

Terms of Reference for the Human Resources Committee Appendix H

Director Criteria and Search Process Appendix I

Director Compensation and Share Ownership Criteria Appendix J

Chair and CEO Review Process Appendix K

Board, Committee and Director Evaluation Process Appendix L

Majority Voting Policy Appendix M

Board Diversity Policy Appendix N

Shareholder Engagement Policy Appendix O

INTRODUCTION

The Board of Directors of TELUS International (Cda) Inc. is responsible for the stewardship of the Company and overseeing the management of the Company's business and affairs in accordance with *the Business Corporations Act* (British Columbia), the articles of the Company and the Shareholders' Agreement.

If the terms of this Board Policy Manual conflict with or omit any terms in the Shareholders' Agreement, the terms of the Shareholders' Agreement will prevail.

The Board has statutory obligations to act honestly and diligently in the discharge of its duties which include a duty to act in the best interests of the Company and it has fiduciary responsibilities to the Company. The Board is committed to ensuring it can exercise judgment independently of management and strives to adopt sound and effective practices in corporate governance in order to enhance shareholder value.

This Board Policy Manual is meant as a guideline for the Board and contains terms of reference for various corporate roles. Its purpose is to:

- (a) establish an effective corporate governance system that reflects appropriate best practices in corporate governance;
- (b) set out expectations of the Board, individual directors and committees of the Board which go beyond legal requirements;
- (c) assist the Board in discharging its responsibilities in the most effective manner possible; and
- (d) reinforce and facilitate the independence of the Board from management.

In addition to this introduction, the Board Policy Manual consists of the following:

- Appendix A Terms of Reference for the Board
- Appendix B Terms of Reference for the Directors
- Appendix C Terms of Reference for the Chair of the Board
- Appendix D Terms of Reference for the CEO
- Appendix E Terms of Reference for Committees of the Board
- Appendix F Terms of Reference for the Audit Committee
- Appendix G Terms of Reference for the Governance and Nominating Committee
- Appendix H Terms of Reference for the Human Resources Committee
- Appendix I Director Criteria and Search Process
- Appendix J Director Compensation and Share Ownership Criteria

Appendix K Chair and CEO Review Process

Appendix L Board, Committee and Director Evaluation Process

Appendix M Majority Voting Policy

Appendix N Board Diversity Policy

Appendix O Shareholder Engagement Policy

The following definitions will be used in this Board Policy Manual:

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| Board | The board of directors of the Company |
| Board Policy Manual | This board policy manual as amended from time to time. |
| CEO | The President and Chief Executive Officer (or equivalent position) of the Company |
| CFO | The Chief Financial Officer (or equivalent position) of the Company |
| Chair | The chair of the board of directors of TELUS International (Cda) Inc. |
| CLO | The CLO (or equivalent position) of the Company |
| Company | TELUS International (Cda) Inc. |
| Corporate Secretary | The corporate secretary of the Company |
| Independent Director | An “independent” director is one who has been determined by the Board to satisfy all the tests for an “independent director” under applicable laws, rules and regulations binding on the Company from time to time, including the applicable rules of stock exchanges on which the Company’s subordinate voting shares are listed, such as the requirements for independence under section 1.4 of National Instrument 52-110 Audit Committees and National Instrument 58-101 <i>Disclosure of Corporate Governance Practices</i> of the Canadian Securities Administrators, NYSE applicable to foreign private issuers; provided that with respect to service on the Audit Committee the director also satisfies section 1.5 of National Instrument 52-110 Audit Committees and Rule 10A-3 – <i>Listing Standards Relating to Audit Committees</i> promulgated under the U.S. Securities Exchange Act of 1934 to implement section 3 of the U.S. Sarbanes-Oxley Act of 2002. The Company has elected to be considered a “controlled company” under the rules of the NYSE. |
| Secured Facility | A landline, telepresence facility or any other method of communications that is considered secure and excludes |

| | |
|--------------------------|--|
| | communications via cellular phone or the internet unless protected by a passcode. |
| Senior Leadership Team | All members of management who report to the CEO. |
| Shareholders' Agreement | The Shareholders' Agreement made among TELUS Communications Inc., Riel B.V. and the Company. |
| Signing Authority Matrix | The Company's Signing Authority Matrix. |
| TELUS | TELUS Corporation. |

APPENDIX A — TERMS OF REFERENCE FOR THE BOARD

1. INTRODUCTION

The Board is responsible for the stewardship of the Company and overseeing the management of the Company's business and affairs. The Board may discharge its responsibilities by delegating certain duties to committees of the Board and to management, subject to applicable laws and the terms of the Shareholders' Agreement. The specific duties delegated to each committee of the Board are outlined in the terms of reference for those committees.

2. BOARD OF DIRECTORS

2.1 No Delegation

The Board may not delegate the following matters to any committee:

- (a) the removal of a director from or the filling of a vacancy on the Board or any Board committee;
- (b) the issuance of securities except on the terms authorized by the directors;
- (c) the declaration of dividends;
- (d) the purchase, redemption or any other form of acquisition of shares issued by the Company except on terms authorized by the directors;
- (e) the establishment of any Board committee and its terms of reference and the modification of the terms of reference of any existing committee;
- (f) the adoption, amendment or repeal of the charter documents of the Company; and
- (g) any other matter which is required under the Shareholders' Agreement or applicable corporate or securities laws to be decided by the Board as a whole.

2.2 Composition

Unless otherwise required by applicable laws, the Company's articles or the Shareholders' Agreement:

- (a) the Board will not exceed 11 directors;
- (b) subject to election by the shareholders and the requirements of the applicable laws, the rules of the stock exchanges on which the shares of the Company are listed, and the rules and regulations of the U.S. Securities and Exchange Commission, the CEO will be a member of the Board;
- (c) the Chair of the Board will be selected by the Board from among the members of the Board;
- (d) directors constituting a majority of the Board should be ordinarily resident in the country where the Company is resident for tax purposes; and

- (e) while (d) describes the preferred approach, in circumstances where (d) is not implemented, a majority of the Board will not be ordinarily resident in a country that is not the country where the Company is resident for tax purposes.

2.3 Meetings

- (a) Meetings of the Board will be conducted in accordance with applicable laws and the Company's articles.
- (b) The Board will meet at least once each quarter.
- (c) The Chair, with the assistance of the CEO and the Company's CLO, will be responsible for the agenda for each Board meeting.
- (d) The Board will invite management to attend Board meetings, where appropriate, to provide additional insight to matters being considered by the Board.
- (e) The Board should have an in-camera session without management as a regular feature of each Board meeting.
- (f) To the extent possible, Board materials will be made available in advance of each meeting in electronic format.

2.4 Election or Appointment of Directors

Subject to the terms of the Shareholders' Agreement and the articles, the Board, following a recommendation by the Governance and Nominating Committee, will:

- (a) review and approve the slate of nominees proposed for election at the annual or special meetings of the Company;
- (b) approve candidates to fill any casual vacancy occurring on the Board; and
- (c) fix the number of directors as permitted by the Company's articles.

2.5 Committees of the Board

The Board will have the following committees and, after considering the recommendation of the Governance and Nominating Committee, approve and/or modify their terms of reference:

- (a) Audit Committee – Appendix F;
- (b) Governance and Nominating Committee – Appendix G; and
- (c) Human Resources Committee – Appendix H.

The Board may establish other standing or ad hoc committees. Each committee will report to the Board on its meetings and each member of the Board will have access to minutes of committee meetings, regardless of whether the director is a member of such committee. See Appendix E – Terms of Reference for Committees of the Board of Directors.

3. SELECTION OF MANAGEMENT

- (a) Subject to the terms of the Shareholders' Agreement, the Board will appoint or replace the CEO.
- (b) Upon the advice of the CEO and the recommendation of the Human Resources Committee, the Board will approve the appointment of all other members of the Senior Leadership Team.
- (c) The Board is responsible for satisfying itself as to the integrity of the CEO and other Senior Leadership Team members.
- (d) The Board is responsible for overseeing succession planning for the CEO with the advice and recommendation of the Human Resources Committee.

4. STRATEGIC DETERMINATION

The Board will:

- (a) annually consider and approve the Company's objectives and goals and its strategic plan to achieve those objectives and goals and approve any material changes thereto;
- (b) monitor and assess developments which may affect the Company's strategic plan;
- (c) evaluate and, as required, enhance the effectiveness of the strategic planning process; and
- (d) monitor and, as required, enhance the execution of the strategic plan by management and monitor corporate performance against the Company's objectives and goals.

5. GLOBAL BUSINESS STRATEGY

As the Company is a member of an integrated global business or transacts with affiliated companies in other countries, the Board will:

- (a) strive to ensure that the Company's management participates in TELUS' global strategic planning;
- (b) review and adopt the goals and objectives of the TELUS global strategic plan to the extent that the Board agrees with the plan objectives and determines that they are beneficial to the Company; and
- (c) monitor the Company's execution of the TELUS global strategic plan objectives that are adopted by the Company.

6. MATERIAL TRANSACTIONS

Subject to applicable laws and the Shareholders' Agreement and delegation by the Board to a committee of the Board or management, the Board will review and approve all material transactions and investments.

7. PUBLIC REPORTING

The Board is responsible for:

- (a) reviewing and approving financial and other reporting to shareholders on a timely and regular basis;
- (b) ensuring that the financial results are reported fairly and in accordance with generally accepted accounting principles and standards and related legal and regulatory disclosure requirements;
- (c) reviewing and approving the policies and procedures in place for the timely disclosure of any other developments that have a significant and material impact on the Company;
- (d) reporting annually to shareholders on its stewardship for the preceding year;
- (e) reporting annually to shareholders on the key strategic objectives of the Company and how the Company's approach to executive compensation is designed to motivate management to achieve these strategic objectives; and
- (f) providing for measures that promote engagement with, and feedback from, shareholders.

8. RISK OVERSIGHT AND MANAGEMENT

8.1 Board Responsibilities

The Board is responsible for ensuring the identification of material risks to the Company's business and ensuring the implementation of appropriate systems and processes to identify, monitor and manage material risks to the Company's business, including strategic, operational, financial, legislative, compliance and regulatory risks. In discharging this oversight duty, the Board will review and assess annually:

- (a) the Company's risk management program, including risk appetite and integrated enterprise risk assessment;
- (b) the quality and adequacy of risk-related information provided to the Board by management, to make the Board aware (directly or through its committees) of the Company's material risks on a timely basis, and to provide the Board sufficient information and understanding to evaluate these risks, how they may affect the Company and how management addresses them; and
- (c) the respective responsibilities of the Board, each Board committee and management for risk oversight and management of specific risks, to coordinate the risk oversight function through these bodies, and to adopt a shared understanding as to accountabilities and roles.

8.2 Additional Board Responsibilities

In addition to the specific risk oversight responsibilities the Board has allocated to its committees, the Board will review, on an annual or more frequent basis, as appropriate, those key risks that have not been allocated to a Board committee.

The Board is also responsible for the integrity of the Company's internal control, disclosure control and management information systems.

9. CULTURE, PROCEDURES AND POLICIES

- (a) The Board will work to promote a culture of integrity throughout the Company.
- (b) The Board will adopt, implement and respect standards and policies consistent with those of TELUS, making such modifications as are appropriate to suit the Company's local requirements. The finance policies adopted should address local financial reporting requirements, but where possible should be consistent with those of TELUS to support and facilitate TELUS' consolidated financial reporting requirements.
- (c) The Board will monitor and promote compliance with all significant policies and procedures by which the Company is operated.

10. LEGAL REQUIREMENTS

The Board will monitor compliance with all applicable laws and regulations.

11. EVALUATION

The Board will evaluate annually the effectiveness of the Chair, the Board as a whole, individual directors and committees as provided in Appendices K and L – Chair, Board and Director Evaluation Process.

APPENDIX B — TERMS OF REFERENCE FOR THE DIRECTORS

1. GOALS AND OBJECTIVES

As a member of the Board, each director will:

- (a) oversee the management of the Company's business and affairs;
- (b) act honestly and in good faith and in the best interests of the Company;
- (c) exercise the care, diligence and skill of a reasonably prudent person;
- (d) fulfill the legal requirements and obligations of a director; and
- (e) represent the interests of all shareholders in the governance of the Company and ensure that the best interests of the Company are paramount.

2. DUTIES AND RESPONSIBILITIES

2.1 Board Activity

Each director will:

- (a) exercise good judgment and act with integrity;
- (b) use his or her abilities, experience and influence fully and constructively;
- (c) act lawfully and demonstrate high ethical standards;
- (d) be available as a resource to the Board and management;
- (e) devote sufficient time to be of effective service to the Board;
- (f) respect confidentiality and all applicable Company policies;
- (g) advise the Chair in advance when planning to introduce significant or previously unknown information or material at a Board meeting;
- (h) understand the difference between governing and managing, and not encroach on management's area of responsibility;
- (i) exercise independent judgement;
- (j) be aware of potential conflict areas, real or perceived, and disclose and abstain from voting when required;
- (k) when appropriate, communicate with the Chair, committee Chairs or CEO between meetings;
- (l) demonstrate a willingness and availability for one-on-one consultation with the Chair or CEO;

- (m) evaluate the Company's performance;
- (n) advise the Chair of the Board and the Chair of the Governance and Nominating Committee promptly if he or she is no longer able or willing to serve as a director;
- (o) be collegial and respectful towards other directors; and
- (p) not engage in or undertake lobbying activities as defined under applicable legislation on behalf of the Company without the prior express approval of the Chair of the Board and on written notice to the CLO.

2.2 Preparation and Attendance

Each director will:

- (a) prepare for Board meetings and those committee meetings for which he or she is a member by reading reports and background materials prepared for each meeting and acquiring adequate information necessary for informed decision-making;
- (b) maintain an excellent Board and committee meeting attendance record and strive for 100% attendance. When a director has attended less than 75% of Board and committee meetings held in a year (except if there are exceptional circumstances, such as sickness or family emergency, to justify absence), the Governance and Nominating Committee will take such director's attendance into consideration during the director nomination process;
- (c) use best efforts to attend all regularly scheduled face-to-face meetings in person. Directors unable to attend face-to-face meetings in person should provide their written comments on the pre-read materials to the Board/Committee Chair in advance of the meeting. In exceptional circumstances (such as sickness or family emergency), the Chair can approve arrangements for remote participation through a Secured Facility; and
- (d) attend meetings scheduled to be held by conference calls (whether regularly scheduled or not) through Secured Facilities.

2.3 Other board commitments and interlocks

- (a) Directors who are employed as chief executive officers, or in other senior executive positions on a full-time basis with a public company, should not serve on the boards of more than two public companies in addition to the Company's Board. Directors who (i) have full time employment with non-public companies, (ii) have full-time employment with public companies but not as chief executive officer or in a senior executive position or (iii) do not have full time employment, should not serve on the boards of more than four public companies in addition to the Company's Board. The CEO of the Company should not serve on the boards of more than two other public companies and should not serve on the board of any other public company where the chief executive officer of that other company serves on the Company Board.

- (b) Directors should notify the Chair of the Board and the Chair of the Governance and Nominating Committee prior to accepting any directorship on any public company.

2.4 Communication

Each director will:

- (a) participate fully and frankly in the deliberations and discussions of the Board; and
- (b) encourage free and open discussion of the affairs of the Company by the directors.

2.5 Independence

Each director will:

- (a) speak and act independently of management; and
- (b) be permitted to engage an outside advisor at the expense of the Company to provide advice with respect to a corporate decision or action.

2.6 Committee Work

Each director:

- (a) is expected to participate on committees when asked and become knowledgeable about the purpose and objectives of the committee; and
- (b) is expected to understand how committees function, and the role of management and staff supporting the committees.

2.7 Business, Company and Industry Knowledge

Each director will:

- (a) become and remain knowledgeable of the Company's products, services and industry;
- (b) develop and maintain a thorough understanding of the unique role of the Company within the community;
- (c) develop and maintain an understanding of the regulatory, legislative, business, social and political environments in which the Company operates;
- (d) participate in and receive ongoing training and education when asked;
- (e) become acquainted with the members of the Senior Leadership Team and other key management of the Company;
- (f) remain knowledgeable about the Company's facilities and visit them when appropriate; and

- (g) be an effective ambassador and representative of the Company.

2.8 Director term limits

- (a) Each non-management director appointed to the Board will tender his or her resignation after serving 15 years on the Board.
- (b) The Governance and Nominating Committee will consider a director's resignation and has the discretion to recommend that the Board extend a director's term for such period as the Governance and Nominating Committee deems appropriate if it is in the best interests of the Company to do so and the Board may determine to extend the time of service of any director.

2.9 Change in director circumstances

- (a) If a director undergoes a change in his or her circumstances which may affect his or her ability to contribute to the Board, including a change of employment, new board directorship, geographic location or health, he or she will promptly notify the Chair of the Governance and Nominating Committee.
- (b) The Governance and Nominating Committee will assess whether the change in circumstances affects the director's ability to contribute to the Board and make a recommendation to the Board regarding whether or not the director should be asked to resign from the Board.

APPENDIX C — TERMS OF REFERENCE FOR THE CHAIR OF THE BOARD

1. RESPONSIBILITIES OF THE CHAIR OF THE BOARD

1.1 Introduction

The Chair plays a critical role on the Board, leading the Board in its oversight of the business and affairs of the Company and of management. In performing this role, the Chair must work with management, manage the Board, and promote effective relations with shareholders, other stakeholders and the public.

1.2 Responsibilities

The Chair will:

- (a) contribute to the strategy of the Company;
- (b) facilitate the effective operation and management of and provide strong leadership to, the Board;
- (c) establish procedures to govern the effective and efficient conduct of the Board's work;
- (d) provide leadership to ensure that the Board functions independently of management as and when required;
- (e) preside over Board meetings and, unless the Board determines otherwise, shareholder meetings and ensure both are conducted in an efficient and effective manner;
- (f) take steps to foster the Board's understanding of its responsibilities and boundaries with management;
- (g) work with the Corporate Secretary to ensure that meeting dates are set, meeting agendas are prepared and materials are made available to the Board in sufficient time for Board meetings;
- (h) act as a resource and sounding board for the CEO;
- (i) communicate to the CEO the concerns of the Board, shareholders (as appropriate) and other stakeholders;
- (j) as requested by the Governance and Nominating Committee, assist in the recruitment of new directors for the Board in collaboration with the CEO;
- (k) assist the Governance and Nominating Committee in its review of the composition of the Board and the committees prior to each annual general meeting;
- (l) facilitate the Board's interaction with key management as appropriate;
- (m) assist the Governance and Nominating Committee in its review of the scope, duties and responsibilities of the committees and any amendments thereto, as well as the establishment of or disbanding of committees and changes to their composition, including the chairs thereof;

- (n) working with the Governance and Nominating Committee in connection with the evaluation of the performance of individual directors, the committee chairs, the Board as a whole and the committees, and present recommendations to the Governance and Nominating Committee and Board;
- (o) communicate to the CEO any matters arising from the Board's meetings with shareholders and other stakeholders that require management's attention;
- (p) support the Board and the Human Resources Committee in the evaluation of, and succession plan for, the CEO; and
- (q) facilitate the Board's efforts to promote engagement with, and feedback from, shareholders and stakeholders.

1.3 Orientation for New Directors

The Chair will ensure that new directors receive suitable orientation, including education sessions, a meeting with the Chair, and orientation reference materials. At the orientation sessions, the CEO and other members of the management team should make presentations and answer questions regarding, among other things, the Company's business purpose, strategic direction, operations, finance and control functions, human resources, significant risks and opportunities, and the local legal and business context.

All new directors should also receive a director's orientation manual that includes:

- (a) key corporate governance documents, including this Board Policy Manual;
- (b) minutes of the previous year's Board meetings;
- (c) important policies and procedures; and
- (d) organizational charts and other business orientation materials, including financial statements.

1.4 Relations with Shareholders

The Chair will:

- (a) facilitate the Board's efforts to promote engagement with, and feedback from, shareholders; and
- (b) chair meetings of shareholders (as appropriate).

APPENDIX D — TERMS OF REFERENCE FOR THE CEO

1. RESPONSIBILITIES OF THE CEO

The CEO reports to the Board, providing leadership and bearing prime responsibility for managing the business and affairs of the Company. The CEO has the responsibilities outlined below.

The CEO will:

- (a) develop and monitor annual business and operational plans and budgets that support the Company's long-term business plans and strategies, and lead the execution thereof;
- (b) keep the Board current in a timely fashion on major developments and provide the Board with sufficient information to enable the Board to discuss potential issues, make decisions and fulfill its mandate, including the oversight of the Company's risk profile;
- (c) participate in TELUS' global strategic planning;
- (d) recommend to the Board for its review, input and approval, the strategic direction for the Company's business and, when approved, pursue the continued development and progression of the Company's strategy and lead the execution thereof;
- (e) foster a caring culture that promotes ethical practices and encourages individual and collective integrity in line with the Company's values and brand attributes;
- (f) develop and implement operational policies to guide the Company within the limits prescribed by applicable laws and regulations and the framework of the strategy approved by the Board;
- (g) create, maintain and review with the Human Resources Committee an annual plan for the appointment, performance management, leadership development and succession of the Senior Leadership Team;
- (h) facilitate interaction between the Board and other key members of management;
- (i) support the Governance and Nominating Committee in respect of recruiting new directors to the Board;
- (j) develop and lead the execution of strategies with respect to relations with shareholders, governments, communities and other stakeholders;
- (k) participate in the Company's charitable, educational and cultural activities; and
- (l) be aware of potential conflict areas, real or perceived, and disclose such conflicts together with his or her interests in the Company or related corporations, and any changes therein.

APPENDIX E – TERMS OF REFERENCE FOR COMMITTEES OF THE BOARD OF DIRECTORS

Committees of the Board analyze, in depth, policies and strategies developed by management, which are consistent with the Committees' terms of reference. Committees examine proposals and, subject to limitations under applicable laws, make decisions or make recommendations to the full Board. Committees will not take action or make decisions on behalf of the Board unless specifically mandated to do so.

1. MEMBERSHIP

- 1.1 Membership of committees of the Board will comply with the independence requirements of the applicable securities laws and the phase-in requirements of the stock exchanges on which the Company's securities are listed.
- 1.2 The Board, upon the recommendation of the Governance and Nominating Committee and subject to the terms of the Shareholders' Agreement, will appoint members of each committee from the directors, by a majority vote. The members of the committees will hold such positions at the pleasure of the Board.
- 1.3 The Board, upon the recommendation of the Governance and Nominating Committee and subject to the terms of the Shareholders' Agreement, will appoint the chair of each committee from each committee's members by a majority vote. The chair of the committee will hold such position at the pleasure of the Board.
- 1.4 Directors who are also members of the Company's management may not be members of any committee.

2. MEETINGS

- 2.1 Each of the committees specified above will meet at least once each quarter and otherwise as necessary. Any ad hoc committees appointed by the Board will meet as often as is required to appropriately carry out such committee's mandate. Meetings may be conducted with members present, in person, by telephone or other telecommunications device that permits persons participating to speak and hear each other, including a Secured Facility.
- 2.2 A quorum is established with a majority of committee members present in person or by telephone or by other telecommunications device that permits all persons participating in the meeting to speak and hear one another. A quorum once established is maintained even if members of the committee leave the meeting prior to conclusion.
- 2.3 All directors of the Company may attend meetings of each committee, provided, however, that no director is entitled to vote at such meetings and is not counted as part of the quorum for such committee if he or she is not a member of the committee.

- 2.4 Committees should hold an in-camera session without management present, including any management directors, as a regular feature of each Committee meeting.
- 2.5 The CLO or his or her nominee will act as Secretary to each committee.
- 2.6 The chair of a committee presides at meetings and is responsible to ensure the work of the committee is well organized and proceeds in a timely fashion. The chair of the committee will arrange for an alternate chair if the chair is planning to be absent.
- 2.7 The minutes of all committee meetings will be approved by members of that committee and executed by the committee chair and the meeting secretary.
- 2.8 Each member of the Board will have access to minutes of committee meetings, regardless of whether the director is a member of such committee.

3. AGENDAS

The chair of each committee, in consultation with the committee, the CEO or his or her management delegate to the committee and the CLO, will determine the agenda, frequency, and length of the meetings, provided, however, that the committees will meet at least once every quarter as set out in section 2.1.

4. REPORTING

Each committee has the duty to report to the Board all matters which it considers to be important for Board consideration as soon as practicable following the committee meeting.

5. OUTSIDE ADVISORS

Each committee will have the authority to engage outside advisors, at the expense of the Company, to provide advice with respect to a corporate decision or action.

APPENDIX F – TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

The Board has established an Audit Committee to assist the Board in fulfilling its oversight responsibilities regarding the integrity of the Company's accounting and financial reporting, the Company's internal controls and disclosure controls, the Company's legal and regulatory compliance, the Company's Code of Ethics and Conduct and timeliness of filings with regulatory authorities, the independence and performance of the Company's external and internal auditors, the identification and management of the Company's risks, the Company's credit worthiness, treasury plans and financial policy and the Company's whistleblower and complaint procedures. The Audit Committee is not responsible for planning or conducting audits or determining whether the Company's financial statements are complete and accurate and in accordance with applicable accounting rules. Such activities are the responsibility of the Company's external auditors and management.

1. MEMBERSHIP

- 1.1** The Audit Committee will have a minimum of three members, including the chair of the Audit Committee. The Board, upon the recommendation of the Governance and Nominating Committee and in accordance with the Shareholders' Agreement, will appoint and remove the members of the Committee by a majority vote. The members will serve on the Audit Committee at the pleasure of the Board.
- 1.2** The Board, upon the recommendation of the Governance and Nominating Committee, will appoint the chair of the Audit Committee from the Audit Committee's members by a majority vote. The chair of the Audit Committee will hold such position at the pleasure of the Board.
- 1.3** All members of the Audit Committee will be Independent Directors, subject to applicable securities laws and the phase-in requirements of the stock exchanges on which the Company's subordinate voting shares are listed.
- 1.4** All members of the Audit Committee will be financially literate, as defined in accordance with applicable securities laws and standards of the stock exchanges on which the Company's subordinate voting shares are listed.
- 1.5** At least one member of the Audit Committee will be an "audit committee financial expert," as defined in accordance with applicable U.S. securities laws.

2. MEETINGS

- 2.1** The Audit Committee will meet at least once each quarter and otherwise as necessary. Any member of the Audit Committee may call meetings of the Audit Committee.
- 2.2** All directors of the Company, including management directors, may attend meetings of

the Audit Committee provided, however, that no director is entitled to vote at such meetings and is not counted as part of the quorum for the Audit Committee if he or she is not a member of the Audit Committee.

- 2.3** Notwithstanding section 2.2 above, the Audit Committee will, as a regular feature of each regularly scheduled meeting, hold an in-camera session with the external auditors and separately with the internal auditors, and an in-camera session without management, management directors or non-independent directors present. The Audit Committee may, however, hold other in-camera sessions with such members of management present as the Audit Committee deems appropriate.
- 2.4** The CLO or his or her nominee will act as secretary to the Audit Committee.
- 2.5** The Audit Committee will report to the Board on its meetings and each member of the Board will have access to the minutes of the Audit Committee's meetings, regardless of whether the director is a member of the Audit Committee.
- 2.6** The external auditors of the Company will receive notice of every meeting of the Audit Committee and may request a meeting of the Audit Committee be called by notifying the chair of the Audit Committee of such request.

3. QUORUM

The quorum necessary for the transaction of business at Audit Committee meetings will be a majority of the members of the Audit Committee. A quorum once established is maintained even if members of the Audit Committee leave the meeting prior to conclusion.

4. DUTIES

The Board hereby delegates to the Audit Committee the following duties to be performed by the Audit Committee on behalf of and for the Board:

4.1 Financial Reporting

Prior to public disclosure, the Audit Committee will review and recommend to the Board, and where applicable, to any of the boards of the Company's subsidiaries which are reporting issuers, for approval:

- (a) the annual audited consolidated financial statements and condensed interim unaudited consolidated financial statements of the Company;
- (b) the interim and annual management's discussion and analysis of financial

condition and results of operations (“MD&A”) of the Company;

- (c) earnings press releases and earnings guidance, if any; and
- (d) all other material financial public disclosure documents of the Company, including prospectuses, press releases with financial results and the annual information form or a similar or alternate form.

4.2 External Auditors

The external auditors will report directly to the Audit Committee and the Audit Committee will:

- (a) appoint the external auditors, subject to the approval of the shareholders, and determine the compensation of the external auditors;
- (b) conduct an annual review of the external auditors;
- (c) oversee the work of the external auditors and review and approve the annual audit plan of the external auditors, including the scope of the audit to be performed and the degree of co-ordination between the plans of the external and internal auditors;
- (d) review and discuss with the internal auditors, the external auditors and management, the adequacy and effectiveness of the disclosure controls and internal controls over financial reporting of the Company and elicit recommendations for the improvement of such controls or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis will be given to the adequacy of internal controls to prevent, identify or detect fraud, or any payments, transactions or procedures that might be deemed illegal or otherwise improper;
- (e) meet regularly with the external auditors without management present and ask the external auditors to report any significant disagreements with management regarding financial reporting, the resolution of such disagreements and any restrictions imposed by management on the scope and extent of the audit examinations conducted by the external auditors;
- (f) pre-approve all audit, audit-related and non-audit services to be provided to the Company or any of its subsidiaries, by the external auditors (and its affiliates), in accordance with applicable securities laws. The Audit Committee may also delegate the pre-approval of audit, audit-related and non-audit services to any one member of the Audit Committee, provided, however, a report is made to the Audit Committee on any pre-approval of such services at the Audit Committee’s first scheduled meeting following the pre-approval;
- (g) annually review the qualifications, expertise and resources and the overall

performance of the external audit team and, if necessary, recommend to the Board the termination of the external auditors or the rotation of the audit partner in charge;

- (h) at least annually, obtain and review a report by the external auditors describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality control review, or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with such issues; and all relationships between the external auditors and the Company;
- (i) annually, or more frequently as appropriate, assess and confirm the independence, objectivity and professional skepticism of the external auditors and require the external auditors to deliver an annual report to the Audit Committee regarding its independence, such report to include disclosure regarding all engagements (and fees related thereto) by the Company and relationships which may impact the objectivity and independence of the external auditors;
- (j) require the external auditors to deliver an annual acknowledgement in writing to the Audit Committee that the shareholders, as represented by the Board and the Audit Committee, are its primary client;
- (k) review post-audit or management letters, containing recommendations of the external auditors and management's response;
- (l) review reports of the external auditors; and
- (m) pre-approve the hiring of employees and former employees of current and former auditors in accordance with applicable securities laws and Company policies.

4.3 Internal Auditors

The internal auditors will report functionally to the Audit Committee and administratively to the Chief Financial Officer and the Audit Committee will:

- (a) review and approve management's appointment, termination or replacement of the Chief Internal Auditor;
- (b) review and consider the annual performance objectives, performance evaluation and compensation treatment of the Chief Internal Auditor;
- (c) oversee the work of the internal auditors including reviewing and approving the annual internal audit plan and updates thereto;

- (d) review the report of the internal auditors on the status of significant internal audit findings, recommendations and management's responses and review any other reports of the internal auditors;
- (e) review the scope of responsibilities and effectiveness of the internal audit team, its reporting relationships, activities, organizational structure and resources, its independence from management, its credentials and its working relationship with the external auditors; and
- (f) review and approve the internal audit charter and updates thereto at a minimum on a biennial basis.

The internal auditors will report quarterly to the Committee on the results of internal audit activities and will also have direct access to the chair of the Committee when the internal auditors determine it is necessary.

4.4 Whistleblower, Ethics and Internal Controls Processes

The Audit Committee will ensure that the Company has in place adequate procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The CEO, CFO or their designated representative will report to the Audit Committee, and the Audit Committee will review such reports, on any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls. Where the CEO, CFO and/or their designated representative are named in a complaint, the Director of Ethics will speak directly with the Chair of the Audit Committee.

The Audit Committee will review:

- (a) annually and recommend to the Board for approval, together with the Human Resources Committee, the Code of Ethics and Conduct and material changes thereto; and
- (b) quarterly reports on ethics breaches including any pertaining to internal controls over financial reporting or fraud involving management or other employees who have a role in the Company's internal controls over financial reporting.

The CEO or their designated representative will report to the Audit Committee, and the Audit Committee will consider such reports, on the results of the investigation of whistleblower, ethics and internal controls complaints.

4.5 Accounting and Financial Management

The Audit Committee will review:

- (a) with management and the external auditors, the Company's major accounting policies, including the impact of alternative accounting policies and key management estimates, risks and judgments that could materially affect the financial results and whether they should be disclosed in the MD&A;
- (b) emerging accounting issues and their potential impact on the Company's financial reporting;
- (c) significant judgments, assumptions and estimates made by management in preparing financial statements;
- (d) the evaluation by either the internal or external auditors of management's internal control systems, and management's responses to any identified weaknesses;
- (e) the evaluation by management of the adequacy and effectiveness in the design and operation of the Company's disclosure controls and internal controls for financial reporting;
- (f) audits designed to report on management's representations on the effectiveness and efficiency of selected projects, processes, programs or departments;
- (g) management's approach for safeguarding corporate assets, data and information systems, the adequacy of staffing of key financial functions and their plans for improvements; and
- (h) internal interim and post implementation reviews of major capital projects.

4.6 Credit Worthiness, Treasury Plans and Financial Policy

The Audit Committee will review with management:

- (a) the Company's financial policies and compliance with such policies;
- (b) the credit worthiness of the Company;
- (c) the liquidity of the Company; and
- (d) important treasury matters including financing plans.

4.7 Legal/Regulatory Matters

The Audit Committee will review:

- (a) with management, the external auditors and legal counsel, any litigation, claim or other contingency, including any tax assessment, that could have a material effect upon the financial position or operating results of the Company;
- (b) annually, management's relationships with regulators, and the accuracy and timeliness of filings with regulatory authorities;
- (c) quarterly reports from the CLO on compliance with laws and regulations;
- (d) quarterly reports from the Chief Security Officer on security compliance activities; and
- (e) the anti-bribery and corruption policy and recommend to the Board for approval any material changes thereto.

4.8 Risk Management

The Audit Committee will:

- (a) consider reports on the annual enterprise risk assessment and updates thereto;
- (b) except to the extent that responsibility is reserved to the Board or delegated to another Board committee, review management's implementation of risk policies and procedures, and assess the appropriateness and comprehensiveness of those policies and procedures;
- (c) consider reports on security;
- (d) consider reports on financial risk management including derivative exposure and policies;
- (e) consider reports on tax risk management and governance;
- (f) consider reports on business continuity, disaster recovery planning and external threat/hazard monitoring for the Company; and
- (g) review other risk management matters from time to time as the Audit Committee

may consider suitable or the Board may specifically direct.

4.9 Other

The Audit Committee will review:

- (a) the expenses of the Board and CEO;
- (b) significant related party transactions, including transactions with TELUS, and actual and potential conflicts of interest relating thereto to verify their propriety and that disclosure is appropriate;
- (c) the disclosure policy of the Company and recommend any material changes thereto to the Board for approval; and
- (d) evaluate, at least once annually, the adequacy of these Terms of Reference and the Committee's performance, and report its evaluation and any recommendations for change to the Governance and Nominating Committee.

The Audit Committee will also have such other duties and responsibilities as are delegated to it and review such other matters as, from time to time, are referred to it by the Board.

5. AUTHORITY

The Audit Committee, in fulfilling its mandate, will have the authority to:

- (a) engage and set compensation for independent counsel and other advisors;
- (b) communicate directly with the Chief Financial Officer, internal and external auditors, the CLO and any other member of management the Audit Committee deems appropriate;
- (c) access all books, records, facilities and personnel and have the authority to request any information it may deem appropriate or necessary for the performance of its duties;
- (d) investigate any financial activity of the Company and to communicate directly with the internal and external auditors;
- (e) delegate tasks to Audit Committee members or subcommittees of the Audit Committee; and

- (f) access appropriate funding as determined by the Audit Committee to carry out its duties.

APPENDIX G – TERMS OF REFERENCE FOR THE GOVERNANCE AND NOMINATING COMMITTEE

The Board has established the Governance and Nominating Committee to assist the Board in fulfilling its oversight responsibilities regarding the effectiveness of the Company's corporate governance policies and procedures. The Governance and Nominating Committee is also responsible for establishing a process for identifying, recruiting, appointing and providing ongoing development for directors. In addition, it is the responsibility of the Governance and Nominating Committee to: (i) identify individuals qualified to become board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (ii) develop and recommend to the Board a set of corporate governance principles applicable to the Company; and (iii) oversee the evaluation of the Board.

1. MEMBERSHIP

- 1.1** The Governance and Nominating Committee will have a minimum of three members, including the chair of the Governance and Nominating Committee. The Board, upon the recommendation of the Governance and Nominating Committee and in accordance with the Shareholders' Agreement, will appoint and remove the members of the Governance and Nominating Committee by a majority vote. The members will serve on the Governance and Nominating Committee at the pleasure of the Board.
- 1.2** The Board, upon the recommendation of the Governance and Nominating Committee and in accordance with the Shareholders' Agreement, will appoint the chair of the Governance and Nominating Committee from the Governance and Nominating Committee's members by a majority vote. The chair of the Governance and Nominating Committee will hold such position at the pleasure of the Board.
- 1.3** The membership of the Governance and Nominating Committee will comply with the independence requirements of the applicable securities laws and the phase-in requirements of the stock exchanges on which the Company's subordinate voting shares are listed.

2. MEETINGS

- 2.1** The Governance and Nominating Committee will meet at least once each quarter and otherwise as necessary. Any member of the Governance and Nominating Committee may call meetings of the Governance and Nominating Committee.
- 2.2** All directors of the Company, including management directors, may attend meetings of the Governance and Nominating Committee provided, however, that no director is entitled to vote at such meetings and is not counted as part of the quorum for the Governance and Nominating Committee if he or she is not a member of the Governance and Nominating Committee.
- 2.3** The Committee Governance and Nominating should hold an in-camera session without

management present, including management directors, as a regular feature of each Governance and Nominating Committee meeting.

2.4 The CLO or his or her nominee will act as secretary to the Governance and Nominating Committee.

2.5 The Governance and Nominating Committee will report to the Board on its meetings and each member of the Board will have access to the minutes of the Governance and Nominating Committee's meetings, regardless of whether the director is a member of the Governance and Nominating Committee.

3. QUORUM

The quorum necessary for the transaction of business at Governance and Nominating Committee meetings will be a majority of the members of the Governance and Nominating Committee. A quorum once established is maintained even if members of the Governance and Nominating Committee leave the meeting prior to conclusion.

4. DUTIES

The Board hereby delegates to the Governance and Nominating Committee the following duties to be performed by the Governance and Nominating Committee on behalf of and for the Board:

4.1 Corporate Governance

The Governance and Nominating Committee is responsible for monitoring corporate governance developments, best practices for corporate governance and furthering the effectiveness of the Company's corporate governance practices.

4.2 Board and Committees

The Governance and Nominating Committee will review and recommend to the Board for approval:

- (a) prior to each annual general meeting, and in consultation with the Chair and the CEO, the composition of the Board and the committees and any necessary changes;
- (b) annually, in consultation with the Chair and the CEO and subject to the Shareholders' Agreement, the nominees for election as directors of the Company at its annual general meetings and, as required, candidates to fill any casual vacancy occurring in the Board or committees;

- (c) candidates for appointment as the Chair as required;
- (d) at appropriate intervals together with the Chair and, where appropriate, the chairs of other committees, the mandate, scope, duties and responsibilities of those committees and any amendments thereto, as well as the establishment or disbanding of Board committees and changes to their composition, including the chairs thereof;
- (e) annually, the adequacy of the Board Policy Manual and Terms of Reference for each committee and any amendments thereto. As part of that review, the Committee will consider whether the respective responsibilities for risk oversight are appropriately covered and coordinated among the Board and Board committees;
- (f) at appropriate intervals, compensation and benefit levels for the directors of the Company and its major subsidiaries and affiliates (as appropriate), including the Chair; and
- (g) annually, the effectiveness of the Board Diversity Policy and the measurable objectives for achieving Board diversity, and recommend to the Board any material changes.

4.3 Director Selection, Education, Evaluation and Criteria

The Governance and Nominating Committee will:

- (a) annually review a process for the selection of new directors (as set out in Appendix I) and recommend any changes thereto to the Board for approval;
- (b) annually review a process for the determination of the independence of the directors, and the financial expertise, accounting or related financial experience and financial literacy of the directors, as those terms are defined under applicable securities laws and standards of the stock exchanges on which the Company's subordinate voting shares are listed and recommend any changes thereto, as well as the actual determinations, to the Board for approval;
- (c) approve orientation processes for new directors and annual plans for the ongoing development of existing directors;
- (d) in conjunction with the Chair, conduct an annual evaluation of the performance of individual directors, the Chair, the chairs of the committees, the Board as a whole and the committees, including its own performance;
- (e) annually review the criteria to be met by all directors of the Company in order to be

eligible to serve as a director (as set out in Appendix I) and recommend any changes to the eligibility criteria to the Board for approval;

- (f) establish and annually review, Board skills and conduct a gap analysis;
- (g) establish and annually review, the succession planning process and actual succession plans for the Chair and the chair of each committee; and
- (h) maintain a list of potential candidates for directors who meet the established criteria and review such list as required to track progress.

4.4 Risk Management

The Governance and Nominating Committee will:

- (a) annually review and approve directors' and officers' third-party liability insurance coverage;
- (b) review and recommend to the Board for approval any material changes to directors' or officers' indemnity agreements;
- (c) monitor and review, on behalf of the Board, the Company's insurance, claims and property risks;
- (d) monitor, on behalf of the Board, environmental matters including the Company's compliance with environmental legislation and the adequacy of the Company's environmental budget expenditures;
- (e) review and recommend to the Board for approval environmental policies and procedure guidelines at least every two years and any material changes thereto; and
- (f) review and monitor, on behalf of the Board, the Company's approach, planning and reporting on corporate social responsibility and sustainability, including the review and approval of any Company sustainability report.

4.5 Other

The Governance and Nominating Committee will:

- (a) as required, and report to the Board on the necessity or advisability of appointing an independent committee to evaluate and confirm to the Board the fairness of any material transaction involving the Company;
- (b) approve, any reports required or recommended on corporate governance for inclusion in public disclosure documents of the Company (e.g. the disclosure on corporate governance practices required by Canadian securities regulators, the U.S. Securities and Exchange Commission and the stock exchanges on which the Company's subordinate voting shares are listed);
- (c) review the framework for the delegation of authority between the Board and management at least every two years and recommend to the Board for approval, any material changes thereto;
- (d) annually report to the Board on the adequacy of the Company's say on pay policy, shareholder engagement practices and policy, and recommend to the Board any material changes thereto;
- (e) annually report to the Board on the adequacy of the Company's insider trading policy, and recommend to the Board any material changes thereto;
- (f) approve annually the Company's charitable and political contribution policies, budget and practices;
- (g) monitor legislation affecting the duties, responsibilities and potential liability of directors;
- (h) approve as needed the policy regarding the engagement of outside advisors for individual directors or by committees; and
- (i) pre-approve the hiring or promotion of employees who have a relationship with any director of the Company that would render the director to be not "independent" under the Company's policies upon such hiring or promotion. The Governance and Nominating Committee may delegate the authority to grant such pre-approval to any one member of the Governance and Nominating Committee, provided that a report is made to the Governance and Nominating Committee on any pre-approval at the Governance and Nominating Committee's first scheduled meeting following the pre-approval.

The Governance and Nominating Committee will also have such other duties and responsibilities as are delegated to it and review such other matters as, from time to time, are referred to it by the Board.

5. OUTSIDE ADVISORS

The Governance and Nominating Committee may engage and terminate outside advisors, at the expense of the Company, to provide advice with respect to a corporate decision or action.

6. AUTHORITY

The Governance and Nominating Committee, in fulfilling its mandate, will have the authority to:

- (a) communicate directly with the CLO, and any other member of management as the Governance and Nominating Committee deems appropriate;
- (b) delegate tasks to Governance and Nominating Committee members or subcommittees of the Governance and Nominating Committee; and
- (c) access appropriate funding as determined by the Governance and Nominating Committee to carry out its duties.

APPENDIX H – TERMS OF REFERENCE FOR HUMAN RESOURCES COMMITTEE

The Board has established and delegated to the Human Resources Committee review and approval authority in respect of certain compensation and succession matters given the expertise of Human Resources Committee members and certain peer relationships that exist among Board members.

In general, the Human Resources Committee will develop the Company's philosophy and guidelines on executive compensation and oversee succession-planning and review and approve certain compensation and performance rating decisions. The Human Resources Committee will consult the Chair in respect of changes proposed to, and grants made under, the equity-based incentive compensation plan. The Human Resources Committee has other functions as outlined below, including risk management oversight.

1. MEMBERSHIP

- 1.1 The Human Resources Committee will have a minimum of three members, including the chair of the Human Resources Committee. The Board, upon the recommendation of the Human Resources Committee and in accordance with the Shareholders' Agreement, will appoint and remove the members of the Human Resources Committee by majority vote. The members will serve on the Human Resources Committee at the pleasure of the Board.
- 1.2 The Board, upon the recommendation of the Governance and Nominating Committee and subject to the terms of the Shareholder Agreement, will appoint the Chair of the Human Resources Committee from the Human Resources Committee members by a majority vote.
- 1.3 The membership of the Human Resources Committee will comply with the independence requirements of the applicable securities laws and the phase-in requirements of the stock exchanges on which the Company's subordinate voting shares are listed.

2. MEETINGS

- 2.1 The Human Resources Committee will meet at least once each quarter and otherwise as necessary, either in person or telephonically, and at such times and places as the Human Resources Committee shall determine. Any member of the Human Resources Committee may call meetings of the Human Resources Committee.
- 2.2 All directors of the Company, including management directors, may attend meetings of the Human Resources Committee provided, however, that no director is entitled to vote at such meetings and is not counted as part of the quorum for the Human Resources Committee if he or she is not a member of the Human Resources Committee.
- 2.3 The Corporate Secretary or his or her nominee will act as secretary to the Human Resources Committee.
- 2.4 The Human Resources Committee will report to the Board on its activities and deliberations as soon as practicable and report to the Board at its next regular meeting all such actions which the Human Resources Committee has taken since the previous report. Each member of the Board will have access to the minutes of the Human Resources Committee's meetings, regardless of whether the director is a member of the Human Resources Committee.
- 2.5 The Human Resources Committee will hold an in-camera session without management present, including management directors, as a regular feature of each Human Resources Committee meeting.

- 2.6 The Human Resources Committee may invite an external human resources professional, consultant or other advisor retained by the Human Resources Committee to attend meetings of the Human Resources Committee, including in-camera sessions.

3. QUORUM

- 3.1 The quorum necessary for the transaction of business at Human Resources Committee meetings will be a majority of the members of the Human Resources Committee. A quorum once established is maintained even if members of the Human Resources Committee leave the meeting prior to the conclusion of the meeting.

4. DUTIES AND RESPONSIBILITIES

- 4.1 The Human Resources Committee's duties and responsibilities shall include the following (and any other functions assigned by the Board):
- (a) review and recommend to the Board for approval the proposed appointment of any person to the Senior Leadership Team;
 - (b) review and approve all agreements, including those dealing with retirement, termination of employment or other special circumstances, between the Company and the CEO (which agreements shall be subject to the Shareholders' Agreement) and the Company and any member of the Senior Leadership Team, excluding indemnity agreements which are reviewed by the Governance and Nominating Committee;
 - (c) at least once annually review succession plans for the CEO and other members of the Senior Leadership Team, including cross business-unit coordination and specific development plans and career planning for potential successors, provided the Board must also review and approve the succession plan for the CEO;
 - (d) develop and recommend to the Board for its approval the Company's compensation philosophy and guidelines for the Senior Leadership Team and the CEO;
 - (e) at least once annually, review the Company's compensation philosophy and guidelines for the Senior Leadership Team and recommend any material changes to the Board for its approval. In its review, the Human Resources Committee will assess the form and adequacy of compensation for executive management, the linkage of executive compensation philosophy and incentive plans to the corporate strategy and the Company's financial and non-financial performance, and alignment with the Company's employee compensation philosophy;
 - (f) review and approve the design of the annual performance bonus plan and the annual guidelines with respect to the size of the bonus pool;
 - (g) review and approve any proposed establishment of, and material changes to, incentive compensation plans and employee benefit plans for the Senior Leadership Team and all equity- based incentive plans of the Company or its subsidiaries, including guidelines and policies relating to such plans;

- (h) within any guidelines established by the Board and subject to any authority otherwise reserved or delegated by the Board with respect to any stock option or other equity-based incentive plans of the Company or its subsidiaries:
 - (i) review management's recommendations for and, subject to confirmation by the Board, approve the granting of stock options or other securities under such plans to eligible participants; and
 - (ii) administer such plans;
- (i) at least once every two years, review and approve the levels and types of benefits, including perquisites and vehicles, that may be granted to the CEO and the Senior Leadership Team subject to the terms of any applicable employee benefit plans and guidelines established by the Board;
- (j) review and approve the expenses of the CEO and assess the Company's policies and procedures with respect to the expense accounts, perquisites and use of corporate assets by the Senior Leadership Team;
- (k) approve the share ownership guidelines applicable to the CEO and the Senior Leadership Team in employment agreements or any other share ownership guidelines as may be approved by the Committee and in effect from time to time, and review the compliance with those guidelines by the CEO and the Senior Leadership Team;
- (m) at least once annually, review and approve the corporate scorecard and individual goals and objectives relevant to CEO compensation;
- (n) at least once annually: (i) review and recommend to the Board for approval the performance evaluation of the CEO based on the Human Resources Committee's recommendation and (ii) review and approve the performance evaluations of each Senior Leadership Team member based on the CEO's recommendations;
- (o) review the performance of the CEO and Senior Leadership Team in light of the corporate scorecard and individual goals and objectives;
- (p) at least once annually: (i) review and approve the CEO's compensation based on the Human Resources Committee's assessment of the CEO's performance and (ii) review and approve the compensation of each Senior Leadership Team member, after taking into consideration the evaluation and recommendations of the CEO, provided that any grant of securities will be approved by the Board where it is required;
- (q) ensure that the CEO and the Senior Leadership Team excuse themselves from meetings during voting or deliberations by the Committee with respect to their performance evaluations or compensation;
- (r) consider and determine all matters concerning incentive awards, perquisites and other remuneration matters with respect the CEO and Senior Leadership Team;
- (r) monitor, on behalf of the Board, the Company's health and safety policies and receive and review regular reports concerning the Company's health and safety programs, policies and results;

- (s) review annually and recommend to the Board for approval, together with the Audit Committee, the Code of Ethics and Conduct and material changes thereto;
- (t) will receive Respectful Workplace Office reports.
- (u) review regularly, management's approach to business ethics and corporate conduct and the program used by management to monitor compliance with the policy including quarterly reports on ethics breaches;
- (v) annually review the labour relations environment for the Company, and report to the Board with respect to any potential financial implications related thereto;
- (w) assess the impact of the Company's compensation philosophy, guidelines, programs, practices, plans and specific arrangements for the CEO and Senior Leadership Team on risk-taking to ensure they are consistent with the Company's longer-term goals and prudent risk-taking and to avoid promoting excessive risk-taking in light of the Company's risk tolerance;
- (x) prepare and recommend to the Board for approval the reports on executive compensation for inclusion in the Company's information circulars and similar disclosure documents as required by law;
- (y) approve the list of companies in the comparator group against which the Company benchmarks its compensation and reviewing the compensation ranges for the Company's senior management against the compensation of the companies in this comparator group;
- (z) at least once annually, review and evaluate the adequacy of these Terms of Reference and the Human Resources Committee's performance, and report its evaluation and any recommendations for change to the Governance and Nominating Committee; and,
- (aa) periodically review the terms of any "clawback" or similar policy or agreement that allows the Company to cancel or recoup incentive compensation from an employee and, to the extent necessary, make the determinations required to be made under any such policy or agreement.

5. External Board Memberships

5.1 The Human Resources Committee, with respect to boards of directors of unrelated corporations or entities, whether they are for profit or not-for-profit:

- (a) may establish a limit on the number of such boards on which individual members of the Senior Leadership Team including the CEO may participate. Furthermore, where the Human Resources Committee has permitted a member of the Senior Leadership Team to participate on the board of directors of an unrelated corporation or entity, such member of the Senior Leadership Team must obtain the further approval of the Human Resources Committee prior to chairing such board

or any committees of such board;

- (b) will receive notice of proposed membership by a member of the Senior Leadership Team and have the right to approve or object to such membership; and
- (c) will unless determined otherwise by the Human Resources Committee, confirm in writing, through the CEO, to such member of the Senior Leadership Team that the Company will not indemnify the member nor be exposed to liability with respect to the member's participation on such board.

6. Outside Advisors

- 6.1 The Human Resources Committee shall have the sole authority to retain and terminate a compensation consultant, legal counsel or other advisor as it determines appropriate to assist it in the full performance of its functions.
- 6.2 The Human Resources Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser, and will approve annual the letter of engagement for any retained external advisor.
- 6.3 The Human Resources Committee will:
 - (a) review the annual work plan, budget and fees of the Human Resources Committee's compensation consultant;
 - (b) receive, with such frequency as the Human Resources Committee deems appropriate, notification from the Human Resources Committee's compensation consultant, on the other work performed by such consultant for the Company;
 - (c) annually assess the independence of the compensation consultant following the receipt of a report by such consultant including a statement and attestation of independence relating to the services performed during the prior year, in accordance with independence factors as specified by the applicable exchange; and
 - (d) at least once annually, conduct a performance assessment of the Human Resources Committee's compensation consultant.
- 6.4 The Company shall provide for appropriate funding, as determined by the Human Resources Committee, for payment of compensation to any advisor retained by the Human Resources Committee.

7. AUTHORITY

- 7.1 The Human Resources Committee, in fulfilling its mandate, will have the authority to:

- (a) communicate directly with the Senior Leadership Team member responsible for human resources, and any other member of the Senior Leadership Team as the Human Resources Committee deems appropriate;
- (b) delegate tasks to Human Resources Committee members or subcommittees of the Human Resources Committee, as may be established by the Human Resources Committee from time to time; and
- (c) access appropriate funding as determined by the Human Resources Committee necessary to carry out its duties.

7.2 The Human Resources Committee will also have such other powers and duties as are delegated to it from time to time by the Board.

APPENDIX I – DIRECTOR CRITERIA AND SEARCH PROCESS

1. SEARCH PROCESS

- 1.1 When recruiting new directors, the Governance and Nominating Committee will, subject to the Shareholders' Agreement, identify candidates for consideration as potential directors and select the names of the most suitable candidates. Such selection will be made based on merit after considering the skill sets and required attributes as prioritized by the Governance and Nominating Committee (with input from the Chair and the CEO, as requested) from time to time as well as considering the Board Diversity Policy (set out in Appendix N). The Governance and Nominating Committee may use the services of outside consultants in searching for or doing background checks on candidates.
- 1.2 The Governance and Nominating Committee will maintain a list of potential directors who meet the established criteria and review such list as needed in order to track progress and identify suitable candidates. Board members, many of whom serve on other corporate boards, are encouraged to submit names.
- 1.3 As requested by the Governance and Nominating Committee, the Chair and the CEO, as well as any other directors the Committee deems appropriate, will interview the candidates. Following receipt of the reports of the Chair and the CEO as to such interviews, the Governance and Nominating Committee will then make such recommendations as it deems appropriate to the Board.

2. DIRECTOR CRITERIA

- 2.1 In addition to meeting the requirements of the Company's charter documents, the *Business Corporations Act* (British Columbia) and any successor thereto, and any applicable securities laws:
 - (a) The Governance and Nominating Committee will consider the independence of the candidate. A director will be considered "independent" only if the Board determines that the director satisfies all the tests for an "independent director" for board service generally (without regard to any additional requirements for service on a particular Board committee) under applicable laws, rules and regulations binding on the Company from time to time, including the applicable rules of stock exchanges on which the Company's subordinate voting shares are listed, such as the requirements for independence under section 1.4 of National Instrument 52-110 *Audit Committees* and National Instrument 58-101 *Disclosure of Corporate Governance Practices of the Canadian Securities Administrators*, [EXCHANGE REQUIREMENTS] applicable to foreign private issuers; taking into account that the Company has elected to be considered a "controlled company" under the rules of the NYSE.
 - (b) The Governance and Nominating Committee will consider the requirements and/or guidelines of the Company's director policies (including, for example, the term limit and attendance policies and director change in circumstances).

2.2 Subject to the terms of the Shareholders' Agreement, the process outlined below illustrates the steps the Governance and Nominating Committee should follow in establishing the criteria a new director must meet:

- (a) The Governance and Nominating Committee will consider the Company's current corporate and strategic objectives and determine what knowledge and experience new directors should have to best enhance the Company's corporate and strategic objectives.
- (b) The Governance and Nominating Committee will conduct a skills assessment of the current Board by reviewing the background, experience and skills of each director, including diversity considerations.
- (c) Based on the review conducted in steps 2.2(a) and 2.2(b), the Governance and Nominating Committee will conduct a skills gap analysis to prioritize the criteria for new directors which will complement the current Board and assist in addressing any gap in background, experience or skills.

APPENDIX J - DIRECTOR COMPENSATION AND SHARE OWNERSHIP CRITERIA

1. INTRODUCTION AND PHILOSOPHY

The Company will compensate Independent Directors through the payment, in consideration of the services provided by such directors and in recognition of their responsibilities to the Company and certain subsidiary companies, and potential liabilities associated therewith.

Compensation should be reviewed by the Governance and Nominating Committee every one to two years with any changes to be recommended for approval by the Board. Generally, overall compensation should be targeted at the 50th percentile within a comparator group of companies of comparable size.

2. DIRECTORS' FEES

2.1 Basic compensation

Independent Directors are entitled to receive compensation as outlined in the table below. Cash retainer payments will be made quarterly and adjusted proportionately for appointments or resignations within any quarter. They are also entitled to receive an annual equity grant in the form of shares as outlined in the table below. The annual equity grant will occur when the Board makes its annual grants in the ordinary course. A new director elected at a date other than an annual general meeting will receive a pro-rated equity grant during the first year on the Board. A director who leaves the Board during the year after receiving an annual equity grant shall keep that grant in its entirety.

Unless the HRC recommends and the Board approves otherwise, only Independent Directors are entitled to receive directors' compensation or any of the other benefits for directors referred to in this Appendix.

| Role | Compensation (All amounts in CAD) | | |
|--|--------------------------------------|---|--------------|
| | <i>Cash Retainer</i> | <i>Equity</i> | <i>Total</i> |
| Independent Directors, including committee service | \$80,000 | \$120,000 | \$200,000 |
| Chair of Audit Committee ⁽¹⁾ | -- | \$20,000 | |
| Chair of Human Resources and Compensation Committee ⁽¹⁾ | -- | \$17,500 (not payable if chair is a TELUS employee) | |
| Chair of Governance & Nominating Committee ⁽¹⁾ | -- | \$15,000 (not payable if chair is a TELUS employee) | |
| Chair of the Board of Directors | \$150,000 | \$200,000 | \$350,000 |

(1) Amounts are incremental to cash retainer and equity.

(2) No incremental cash retainer if Board Chair is also a committee chair.

These payments are made to Independent Directors for attendance at Board and committee meetings of the Company. Additional meeting fees may be payable as outlined in section 2.2(b) below. Directors of the Board will not receive options.

2.2 Method of Compensation

Independent Directors shall receive the cash component of their compensation in the form of cash.

3. SHARE OWNERSHIP

- 3.1 Each independent director including the Chair is required to attain a level of share ownership of at least 5x the cash retainer (i.e. 5x \$80,000).
- 3.2 The levels of share ownership outlined in this section are to be achieved within five years of initial election to the Board. Share ownership includes shares and Deferred Share Units.
- 3.3 The market value of each director's equity position will be determined annually as of December 31 in any year.
- 3.4 A director who fails to satisfy the share ownership criteria within five years of election will be required to continue to hold 50% of the net after tax value of the Company shares received from any equity award until the ownership criteria is met.

4. DIRECTORS' EXPENSES

- 4.1 A director is eligible for expense reimbursement as applicable under the Company's expense reimbursement policy.
- 4.2 A director's expenses include return airfare¹ from the director's place of principal residence for regularly scheduled Board meetings. The Chair will advise the Corporate Secretary in advance whether travel expenses from another location will be reimbursed in the event of a special Board meeting, or from a retirement residence in the case of regularly scheduled meetings or whether such director should attend by conference call or at their own expense.
- 4.3 The Company will provide travel accident insurance of up to \$500,000 for each director.
- 4.4 A director is eligible for an annual education tuition reimbursement of up to \$5,000 per year for tuition and related costs (which includes any travel expenses) associated with any third-party courses he or she may wish to take related to their role on the Board.
- 4.5 The Corporate Secretary will ensure all expenses are processed and paid expeditiously after being tendered by directors with the required forms and receipts.

5. DIRECTORS' INDEMNIFICATION

Subject to applicable laws and the charter documents of the Company, the Company will indemnify all directors for claims, legal costs or losses sustained as a result of actions against the directors in respect of their activities as directors of the Company or its subsidiaries. The indemnification will extend to former directors for actions carried out during a former director's

term of office. In support of the indemnification, the Company will acquire sufficient liability insurance as determined by the Company. As well, the Company will enter into indemnity agreements with each director, which set out in further detail the extent of such indemnification. The form of indemnity agreements will be reviewed by the Governance and Nominating Committee with any material changes recommended to the Board for approval.

APPENDIX K – CHAIR AND CEO REVIEW PROCESS

1. CEO REVIEW PROCESS

- 1.1 The following documents constitute the parameters against which a review of the performance of the CEO takes place:
- (a) the position description for the CEO, which is found in Appendix D;
 - (b) the strategic plan;
 - (c) the annual corporate priorities, budget and business plan;
 - (d) the corporate scorecard;
 - (e) the performance, progression and development of the Senior Leadership Team, including the robustness of the succession plan process; and
 - (f) Any specific strategic initiatives and goals agreed to with the Board but not included in the above material.
- 1.2 The Human Resources Committee will evaluate the performance of the CEO (as an executive and as a director on the Board) using the relevant parameters outlined above and the performance management tools that are in place to evaluate the performance of the Company's employees, and in particular, the personal value-add assessment model (PVAAM), which will be used to assess and rate the CEO's achievements of results, leadership, skills, retention criticality and value to achieving strategy.
- 1.3 Every director will be encouraged to provide his or her own assessment of the CEO's performance (as an executive and as a director on the Board). The Chair of the Human Resources Committee will provide a format for director input with respect to the CEO. The directors' assessment of the CEO will be consolidated by the Chair of the Human Resources Committee with the assistance of the external compensation consultant, if necessary, and presented to the Human Resources Committee. The Chair of the Human Resources Committee will subsequently discuss the assessment with the Chair of the Board. The Chair of the Human Resources Committee and the Chair of the Board will discuss the assessment with the CEO.
- 1.4 The Chair of the Human Resources Committee will report to the directors the results of his or her discussions with the CEO.

2. CHAIR REVIEW PROCESS

- 2.2 The following documents constitute the parameters against which a review of the Chair takes place:
- (a) The position description for the Chair, which is found in Appendix C; and

- (b) Any specific goals agreed to with the Board but not included in the Chair's position description.

- 2.3 The Governance and Nominating Committee will review the Chair's performance through its Director Evaluation Process. The Committee will approve questionnaires to be completed by each director to evaluate the performance of the Chair. The chair of the Committee will assist with the Chair evaluation process. The objectives of this questionnaire is to assess the overall performance and effectiveness of the Chair with respect to the Chair's position description and any specific board-related goals.
- 2.4 The CLO will collate the results related to the Chair evaluation and forward them to the chair of the Committee. All responses will be attributed to the originating directors, unless a director has elected to have all or part of his comments without attribution. However, the feedback to the Chair, the Committee, and the Board will be given without attribution. The directors' assessment of the Chair will be consolidated by the Chair of the Governance and Nominating Committee, with the CLO's assistance, and presented to the Governance and Nominating Committee.
- 2.5 All directors will have an opportunity to comment on the above assessment and the report will be discussed with the Chair.
- 2.6 The chair of the Committee will report on the key themes raised in the Chair evaluation at an *in camera* session of the Committee (as appropriate) and of the Board held in the absence of the Chair. Following such meetings, the chair of the Committee will meet with the Chair to discuss the results of the evaluation and any proposed actions or development items.
- 2.7 The Chair of the Governance and Nominating Committee will report to the directors the results of his or her discussions with the Chair.

APPENDIX L – BOARD, COMMITTEE AND DIRECTOR EVALUATION PROCESS

1. GENERAL

- 1.1 The Governance and Nominating Committee will approve questionnaires to evaluate the performance of the Board, each committee and all the individual directors (in their role as directors, chairs of committees and as Chair, if there is one). The Governance and Nominating Committee may, in its discretion, choose to approve and proceed with all of the questionnaires on an annual basis or may adopt a multi-year evaluation plan. Additionally, the Governance and Nominating Committee may choose to have the evaluation process coordinated by the CLO or a third party.
- 1.2 The Chair will provide input and support to the Governance and Nominating Committee for the Board, committee and director evaluation process as specified in this Appendix or as appropriate.

2. BOARD AND COMMITTEE EVALUATION PROCESS

- 2.1 The Governance and Nominating Committee will approve questionnaires to be completed by each director to evaluate the performance of the Board as a whole, each committee and chair of each committee.
- 2.2 The objectives of the evaluation process are to assist the Board to:
 - (a) assess the overall performance of the Board, each committee and committee chair;
 - (b) evaluate the mechanisms in place for the Board and each committee to operate effectively and make decisions in the best interests of the Company;
 - (c) enhance and maintain best corporate practices; and
 - (d) meet regulatory requirements regarding corporate governance.
- 2.3 The CLO will collate the results of the questionnaires and forward them to the Chair, with attribution to originating directors. A director may, however, elect to have all or part of his/her comments without attribution. However, the feedback to the Governance and Nominating Committee and the Board will be given without attribution.
- 2.4 The Governance and Nominating Committee will also approve a questionnaire (the “Management Assessment”) to be completed by those members of senior management who have regular interaction with the Board or its committees.
- 2.5 The objectives of the Management Assessment are to assess the overall effectiveness of the Board, its committees and committee chairs from the perspective of management and to evaluate the extent to which the Board and management support one another and how

that may be enhanced.

- 2.6 The CLO will collate the results of the Management Assessment and forward them to the Chair. All results will remain confidential without attribution to the respondents.
- 2.7 The Chair will conduct separate interviews with each director to discuss the results and issues raised. The interviews with directors may be conducted every other year if a multi-year evaluation plan is adopted. The Chair will report on the key themes and recommendations raised in the questionnaires and interviews at a Governance and Nominating Committee meeting and at a Board meeting. The Chair and/or the chair of the relevant committee will lead a discussion at meetings of the relevant committee on the findings relating to the committee during an *in camera* session. The Chair will report on key feedback in relation to committee chair performance at an *in camera* session of the relevant committee meeting (held in the absence of the relevant committee chair) and discuss this feedback session with the relevant committee chair. Following such meetings, the Chair will create a set of Board goals and objectives that provide an action plan to address matters raised during the evaluation process. The Governance and Nominating Committee will monitor progress on such action plan in collaboration with the Chair and the CEO.

3. DIRECTOR EVALUATION PROCESS

- 3.1 The Governance and Nominating Committee will approve a questionnaire to be completed by each director to evaluate the performance of individual directors. The questionnaire will ask directors to evaluate both themselves and their colleagues as directors.
- 3.2 The Governance and Nominating Committee will also annually approve a skills self-assessment questionnaire to be completed by each director to assess his or her own skills as a member of the Board.
- 3.3 The objectives of the questionnaires described in subsections 3.1 and 3.2 are to assist the Board:
 - (a) to improve the overall performance of the Board by assisting individual directors to build on their strengths;
 - (b) to identify gaps in skills and educational opportunities for the Board and individual directors in the coming year; and
 - (c) in succession planning and director recruitment efforts.
- 3.4 The CLO will collate the results and forward them, except the results relating to the Chair, to the Chair with attribution (unless otherwise stated). The results relating to the Chair will be part of his or her evaluation (per Appendix K). The CLO will also collate and forward the results of the director skills matrix referred to in section 3.2 above to the Chair. The feedback to the Governance and Nominating Committee, individual directors and the Board will be given without attribution.

- 3.5 As part of the interviews referred to in section 2.7, the Chair will discuss the results with each director of his or her individual evaluation, proposed development plans and any other issues brought forward by the directors related to the functioning of the Board. The Chair will report on the key themes raised in the director evaluations and interviews at meetings of the Governance and Nominating Committee and the Board (as appropriate). Following such meetings, the Chair will provide support to individual directors in their development plans and monitor progress.

APPENDIX M – MAJORITY VOTING POLICY

In an uncontested election of directors of the Company, each director should be elected by the vote of a majority of the shares represented in person or by proxy at any shareholder's meeting for the election of directors. Accordingly, if any nominee for director receives a greater number of votes "withheld" from his or her election than votes "for" such election, that director shall promptly tender his or her resignation to the Chair of the Board of Directors following the meeting. In this policy, an "uncontested election" means an election where the number of nominees for director equals the number of directors to be elected.

The Governance and Nominating Committee shall consider the offer of resignation and recommend to the Board whether or not to accept it. Any director who tenders his or her resignation may not participate in the deliberations of either the Governance and Nominating Committee or the Board. In its deliberations, the Governance and Nominating Committee will consider any stated reasons why shareholders "withheld" votes from the election of that director, the length of service and the qualifications of the director, the director's contributions to the Company, the effect such resignation may have on the Company's ability to comply with any applicable governance rules and policies and the dynamics of the Board, and any other factors that the Committee considers relevant.

The Board shall act on the Governance and Nominating Committee's recommendation within 90 days following the applicable meeting and announce its decision via press release, after considering the factors considered by the Governance and Nominating Committee and any other factors that the Board considers relevant. The Board shall accept the resignation except in situations where extenuating circumstances would warrant the director to continue to serve on the Board. However, if the Board declines to accept the resignation, it should include in the press release the reasons for its decision.

If a resignation is accepted, the Board may, in accordance with the *Business Corporations Act* (British Columbia) and the Company's articles, appoint a new director to fill any vacancy created by the resignation or reduce the size of the Board. If a director does not tender his or her resignation in accordance with this policy, the Board will not re-nominate that director at the next election.

APPENDIX N – BOARD DIVERSITY POLICY

The Company is committed to fostering an environment that is diverse and inclusive and facilitates a broad range of perspectives. The Board believes that a board comprised of highly qualified directors from diverse backgrounds who reflect the communities where we live and work and the customers that we serve is essential in promoting better corporate governance.

The Governance and Nominating Committee, which is responsible for recommending director nominees to the Board, considers candidates on merit based on a balance of skills, background, experience and knowledge. In this process, the Governance and Nominating Committee will consider diversity criteria, such as gender, age, ethnicity/aboriginal status and geographic background. In addition, the Governance and Nominating Committee may engage qualified independent external advisors to conduct a search for candidates that meet the Board's skills and diversity criteria to help achieve its diversity objectives. On an annual basis, the Governance and Nominating Committee will recommend to the Board for adoption measurable objectives for achieving Board diversity and inclusiveness in accordance with this policy.

The Company believes promotion of diversity is best served through careful consideration of all of the knowledge, experience, skills and backgrounds of each individual candidate for director in light of the needs of the Board without focusing on a single diversity characteristic. When assessing the composition of the Board, the principal focus is on the ensuring the Board has the diverse experiences, skills and backgrounds needed to oversee collectively the business of the Company and the Company takes a balanced approach when considering the extent to which personal characteristics are taken into account.

The Governance and Nominating Committee will assess the effectiveness of this policy annually and recommend as required amendments to the Board for approval.

APPENDIX O – SHAREHOLDER ENGAGEMENT POLICY

The Board of Directors of the Company believes in the importance of open and constructive dialogue with our shareholders. To facilitate such engagement, this policy outlines how the Board may communicate with shareholders, how shareholders can communicate with the Board, and provides an overview of how management interacts with shareholders. The Governance and Nominating Committee will oversee this policy as it relates to Board engagement and communications with shareholders. The Governance and Nominating Committee will review this policy annually and recommend any changes to the Board for its approval.

1. SHAREHOLDER COMMUNICATIONS WITH THE BOARD

How the Board communicates with shareholders

The Board believes that regular and constructive communications is an important part of creating an open, candid and productive dialogue. The Board will annually communicate information about the Board and individual directors, the Company's corporate governance and executive compensation practices through the Company's management information circular.

The Board encourages shareholder participation at the Company's annual shareholder meetings as well as through informal meetings throughout the year as required. Each director nominee will attend the annual meeting, absent a compelling reason. At each annual meeting, the chairs of each Board committee will be available to respond to shareholder questions. The Board encourages shareholders to attend the Company's annual meeting as it provides a valuable opportunity to discuss the Company, its corporate governance and other important matters.

The Chair and/or the Chair of the Governance and Nominating Committee will meet with institutional shareholders throughout the year if needed to discuss governance matters. Additionally, the Chair of the Human Resources Committee will meet with institutional shareholders to discuss executive compensation as required. If any such meetings are held throughout the year, the directors who have met with such shareholder will report back to the Board on their discussions with shareholders.

1.2 How shareholders can communicate with the Board

In between annual meetings, the Company supports an open and transparent process for shareholders to contact the Board, including the chairs of our Board committees, through the office of our CLO or at the email listed below.

The topics that are appropriate for the Board to address are:

- Board structure and composition (including independence)
- Board or director performance
- Material strategic decisions or corporate strategy
- Oversight of risk
- Board and CEO succession planning process
- Corporate governance practices and disclosure
- General board oversight, including committee mandates
- Executive compensation and related overall corporate performance.

The CLO has been designated by the Board as its agent to receive and review communications and meeting requests addressed to the Board. The CLO will determine whether the communication received is a proper communication to the Board or should be addressed by management. For example, questions or concerns regarding the Company's general business operations, financial results, strategic direction and similar matters are most appropriately addressed by management and Investor Relations. On the other hand, if management receives any questions that the Board should be made aware of, the information will be passed on to the CLO to consider.

The Board will endeavor to respond to all appropriate correspondence in a timely manner. On a quarterly basis, the CLO will report to the Governance and Nominating Committee on all communications sent to the Board and reviews and considers responses in relation to corporate governance matters.

Shareholders or other stakeholders of the Company may communicate with the Board by mail (marking the envelope "Confidential") or email as follows:

1.3 Mailing address

TELUS International (Cda) Inc.
Board of Directors
510 West Georgia Street
Floor 7
Vancouver, B.C.
V6B 0M3

Email address

Corporate.secretary@teluisinterenational.com

1.4 Meeting with Directors

Shareholders may ask to meet with the Chair or the chair of a committee or an individual director. The Chair will consider this request, in consultation with the CLO, and having regard to the Company's Corporate Disclosure Policy. Such a request should:

- Indicate if the person is a Company shareholder or shareholder representative, and the number of subordinate voting shares held;
- Identify any non-Company shareholder or representative who will attend the meeting; and
- Describe the topics the person wants to discuss.

If a meeting request is approved, the Chair (or the CLO) will confirm the meeting details with the person and will ask the appropriate directors to attend the meeting, as well as any members of management as necessary. Any such meeting will be focused on the pre-determined topics identified in the meeting's agenda and will be subject to compliance with all applicable laws, including applicable selective disclosure rules and the Company's Corporate Disclosure Policy.

2. SHAREHOLDER COMMUNICATIONS WITH TI MANAGEMENT

How management communicates with shareholders

Management communicates with shareholders in many ways. The primary form of communication is through the Investor Relations team, which communicates with shareholders on a regular basis. The Company also communicates with shareholders through its annual and quarterly reports, management information circular, annual information form, sustainability report and other reports, news releases, the investor relations and corporate governance website and through presentations at industry and investor conferences. Management also holds conference calls for quarterly earnings releases and major corporate developments. Conference calls are webcast in real time and the webcasts, slides (if used), transcripts (if available) and audio replays will be made available.

At annual shareholder meetings, shareholders and guests may ask questions after the formal business of the meeting has concluded. Questions can also be sent to Investor Relations before, during or after the shareholder meeting and management, or in some cases, a specific executive, will endeavor to respond by email as promptly as possible.

The Company's external auditor also attends and can answer questions about the audit and preparation and content of the auditor's report.

The CEO, Chief Financial Officer and the heads of Investor Relations are the Company's primary spokespeople to the shareholders and investment community and they meet frequently with investor representatives to discuss strategy, and financial and business performance.

2.1 How shareholders can communicate with management

Shareholders can contact the Chief Executive Officer by mail or email at:

2.2 Mailing address

Email address

President & Chief Executive Officer
TELUS International (Cda) Inc.

ceo@telusinternational.com

510 West Georgia Street, 7th Floor
Vancouver, BC V6B 0M3 CANADA

Shareholders can also contact the Investor Relations Department for any questions about the Company at:

2.3 Mailing address

Email address & Phone Number

Investor Relations Department
TELUS International (Cda) Inc.

(604) 695-3455

ir@telusinternational.com

510 West Georgia Street, 7th Floor
Vancouver, BC V6B 0M3 CANADA

For any shareholder administrative issues, shareholders can contact the Treasury department.

2.4 Mailing address

Email address & Phone Number

Treasury Department TELUS
International (Cda) Inc.

(604) 695-3455

ir@telusinternational.com

510 West Georgia Street, 7th Floor
Vancouver, BC V6B 0M3 CANADA

2.5 Questions or comments on accounting, auditing, and internal controls

Shareholders can anonymously and confidentially raise issues concerning accounting, auditing and internal controls over financial reporting or auditing matters with our Audit Committee by calling the ethics line, which is run by a third-party intake provider, EthicsPoint. A summary of such complaints received through the Ethics Line is reported on a quarterly basis to the Audit Committee. All complaints relating to accounting and internal accounting controls are forwarded to the CLO.

2.6 Phone Number / Website

Phone toll-free: 1-888-265-4112 in North America.
See website for other international dialing instructions

Web: www.telus.ethicspoint.com