



**Policy on Corporate Disclosure and  
Confidentiality of Information**

**December 21, 2020  
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# Policy on Corporate Disclosure and Confidentiality of Information

## Table of Contents

<a href="#">Definitions</a>	1
<a href="#">Part I –Summary</a>	3
<a href="#">Part II</a>	6
1. <a href="#">Objectives</a>	6
2. <a href="#">Scope of this Policy</a>	6
3. <a href="#">Disclosure Committee</a>	7
4. <a href="#">Corporate Disclosure Obligations of Material Information</a>	8
5. <a href="#">Disclosure Responsibility</a>	10
6. <a href="#">Maintaining Confidentiality of Material Information and Confidential Information</a>	10
7. <a href="#">Unintentional Selective Disclosure</a>	12
8. <a href="#">Insider Trading</a>	12
9. <a href="#">Company Authorized Spokespeople</a>	13
10. <a href="#">Disclosure Committee/Spokespeople to be Fully Informed of Company Developments</a>	13
11. <a href="#">Keeping Board of Directors Informed</a>	13
12. <a href="#">Retention of Disclosure Documents</a>	13
13. <a href="#">Market Rumours</a>	14
14. <a href="#">Electronic Communication</a>	14
15. <a href="#">Dealing with Regulators</a>	15
16. <a href="#">Dealing with Investment Community</a>	16
17. <a href="#">Dealing with the Media</a>	18
18. <a href="#">Forward-Looking Information</a>	19
19. <a href="#">Policy Communications and Consequences for Non-Compliance with this Policy</a>	19
20. <a href="#">Personal Responsibility</a>	19
21. <a href="#">Contact Persons</a>	20
<a href="#">Schedule A</a>	20

## Definitions

- (a) **“Audit Committee”** means the committee of the Board of Directors that is responsible for, amongst other matters, overseeing the Company’s financial reporting process, internal controls and disclosure controls.
- (b) **“Authorized Spokespeople” or “Authorized Spokesperson”** means those individuals identified in Section 9 of this Policy.
- (c) **“Board of Directors”** means the Board of Directors of the Company.
- (d) **“Company”** means TELUS International (Cda) Inc. or one of its Subsidiaries.
- (e) **“Corporate Communications Officer”** means the Chief Corporate Officer or his or her designees.
- (f) **“Disclosure Committee”** means a committee which consists of the following TI team members: (i) the Chief Financial Officer; (ii) the Chief Legal Officer; (iii) a member of the Investor Relations team designated by the Chief Financial Officer; (iv) the Chief Accounting Officer or their designees; and, (v) an observer from TELUS Corporation and such other TELUS Corporation representatives as TI may permit from time to time.
- (g) **“Generally Disclosed”** means information that has been released via a news release distributed through a widely circulated news or wire service.
- (h) **“Material Change”** in relation to the affairs of the Company means a change in the business, operations, assets or ownership of the Company that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the Company, or a decision to implement such a change made by: (a) senior management of the Company who believe that confirmation of the decision by the board of directors of the Company is probable or (b) the board of directors of the Company.
- (i) **“Material Fact”** in relation to securities issued or proposed to be issued by the Company means a fact that would reasonably be expected to have a significant effect on the market price or value of such securities.
- (j) **“Material Information”** means any information relating to the business and affairs of the Company that results in, or would reasonably be expected to result in, a significant change in the market price or value of any of the listed securities of the Company. Material Information includes both Material Changes and Material Facts. (See attached Schedule A for examples of potential Material Information.)
- (k) **“Necessary Course of Business”** refers to an exception to Tipping, as described in section 6.1 of this Policy.
- (l) **“Policy”** means the Company Policy on Corporate Disclosure and Confidentiality of Information, as amended from time to time.

- (m) **“Quiet Period”** means the period beginning the first day of the month following the calendar quarter end and ending the first business day following the General Disclosure of financial results to the public.
- (n) **“Selective Disclosure”** refers to a prohibited activity, as described Section 6.1 of this Policy.
- (o) **“Special Relationship”** means, for the purpose of this Policy, a person who:
- (a) is a TI team member;
  - (b) is engaging in or is proposing to engage in any business or professional activity for or on behalf of the Company or Subsidiaries of the Company, and includes, without limitation, a consultant; or
  - (c) an individual providing services to TI under the Transition and Shared Services Agreement made between TELUS Communications Inc. and TI dated January 1, 2021.
- (p) **“Subsidiary”** means an affiliated body corporate as defined pursuant to the *Canada Business Corporations Act*, as amended from time to time, and any partnership or other unincorporated association in which the Company (as so defined) has a controlling interest.
- (q) **“TI”** means TELUS International (Cda) Inc. and its Subsidiaries.
- (r) **“TI team member”** refers to each director, officer, employee and contractor for service of TI or any of its Subsidiaries.
- (s) **“Tipping”** refers to a prohibited activity, as described in Section 6 of this Policy.
- (t) **“Unintentional Selective Disclosure”** refers to a prohibited activity, as described in Section 7 of this Policy.

## **Part I –Summary**

Part I of the Policy is a summary of the Policy, which is contained in Part II.

### **Objectives:**

This Policy sets out the Company's policies and practices on corporate disclosure and maintaining confidentiality of information. The objectives of the Policy are:

- to disclose information in a timely, consistent and appropriate manner;
- to protect and prevent the improper use or disclosure of Material Information and Company confidential information;
- to widely disseminate Material Information pursuant to all applicable legal requirements;
- to educate Company team members on the appropriate use and disclosure of Material Information and Company confidential information;
- to foster and facilitate compliance with applicable laws;
- To share with TELUS TI Material Information that could be material to TELUS; and
- to mandate a Disclosure Committee to help achieve the above objectives.

### **Scope of this Policy:**

This Policy applies to all TI team members and people engaging in any business or professional activity with or on behalf of TI.

### **Summary:**

The Company has created a Disclosure Committee, which is responsible for determining whether information is Material Information, the timely disclosure of such Material Information in accordance with securities laws and overseeing the disclosure controls, procedures and practices of the Company. Internal Audit is responsible for monitoring compliance with this Policy and reviewing the Policy every two years. The Chief Legal Officer or its representative and the Chief Internal Auditor will report to the Disclosure Committee and the Audit Committee on the results of this evaluation.

The Company is a Subsidiary of TELUS Corporation and has entered into a Collaboration and Financial Reporting Agreement with TELUS Corporation to enable the parties to meet their respective financial reporting obligations and to ensure consistency, where appropriate between the public disclosures of TI and TELUS Corporation.

The members of the Disclosure Committee are the Chief Financial Officer, the Chief Legal Officer, the Investor Relations representative, the Chief Accounting Officer and an observer from TELUS Corporation or their designees.

### *Confidential Information*

If you have confidential information about the Company, that information is subject to strict confidentiality restrictions and care must be taken to ensure that you only use it to further the business purposes of the Company, and you only disclose it to authorized TI team members or third parties who require the confidential information to further business purposes of the Company. Access to confidential information should generally be restricted to such authorized persons who should be aware of their confidential obligations and have signed a confidentiality agreement where required by the Company.

The use and disclosure of confidential information may be subject to other laws and Company policies. Examples include, but are not limited to, privacy legislation and Company Security policies. Please ensure that you act in compliance with all pertinent laws and policies.

Wherever practical, confidential information should: be identified as such; not be discussed in places where the discussion may be overheard; stored in locked cabinets to which access is restricted; not be copied unnecessarily or discarded where others can easily retrieve it; be removed promptly from meeting rooms including from whiteboards and other presentation media at the conclusion of meetings; and be subject to secure limited access of electronically stored computer technology.

### *Material Information*

Material Information, before it is Generally Disclosed to the public, is a type of Company confidential information. Under Canadian and United States securities laws, subject to limited exceptions, the Company must disclose Material Information to the public immediately or as soon as practicable, on such information becoming known to the Company or upon it becoming apparent that the information is Material Information. Investor Relations and Law & Governance teams of TI are responsible for disseminating such information via news release and regulatory filings as required.

Whether undisclosed information constitutes Material Information will depend on how material that information is to an investor in TI. Undisclosed information relating to TI may be Material Information with respect to TI even if it would not be Material Information with respect to TELUS Corporation. The Investor Relations and Law & Governance teams of TI are responsible for disseminating Material Information via news release.

It is an offence under securities law for anyone in a Special Relationship with the Company to inform anyone of Material Information about the Company before the Material Information has been Generally Disclosed, except in those limited cases where the communication is made in the Necessary Course of Business.

As a TI team member, we treat you as being in a Special Relationship with the Company. We expect you to fully comply with all laws and this Policy. Failure to do so may result in legal sanctions against TI team members and sanctions by the Company.

### *Talking to the Media, Shareholders, the Investment Community or the public*

The Company's primary spokespeople to the shareholders and investment community are the President and Chief Executive Officer, the Chief Financial Officer and the Director of Investor Relations. The Company's primary spokespeople for media-related enquiries are the President and Chief Executive Officer, the Chief Financial Officer, and the Chief Corporate Officer. Other team members are designated from time to time as spokespeople on specific subject matters.

TI team members who are not authorized to be external communicators will not respond on behalf of the Company to any inquiries from, or initiate communication with, the financial community, shareholders or the media. All such communication must be referred to an Authorized Spokesperson, as appropriate, unless specifically instructed by a primary spokesperson. In particular, TI team members should refer inquiries from analysts and institutional investors about significant investor relations issues to Investor Relations at [ir@telusinternational.com](mailto:ir@telusinternational.com). Similarly, TI team members should refer inquiries from the media to the Chief Corporate Officer or another Authorized Spokesperson.

TI team members who are invited to make speeches or presentations about the Company to industry groups, conferences, large employee and public meetings, etc. should receive the approval of Investor Relations or the Chief Corporate Officer prior to accepting such invitations. In addition, speeches and presentations to external audiences or large internal audiences that contain material financial and operational results, significant competitive or strategic issues, or matters that could affect the Company's reputation, brand or share price, should be reviewed by Investor Relations where appropriate.

#### *Internet Discussion Forums, Chat Rooms, Twitter, Bulletin Boards, Blogs and Electronic Mail*

Due to the immediacy of the communication, unless a TI team member is an Authorized Spokesperson for communication using social media, we ask TI team members not to participate in discussions about TI or TELUS on Internet discussion forums, chat rooms, Twitter, blogs or bulletin boards. If TI team members do participate in such discussions, they may not, at any time, discuss confidential information or Material Information, and must comply with the Company's social media guidelines as adopted from time to time.

#### *Contact Persons*

If you have any questions about any aspect of this Policy or your duties under it, please contact your supervisor, a member of the Investor Relations, the Corporate Communications teams, or the Chief Legal Officer.

If you become aware of a possible violation of this Policy you are encouraged to report this to the Company ethics line at 1-888-265-4112 or through [www.telus.ethicspoint.com](http://www.telus.ethicspoint.com) or [ethics@telus.com](mailto:ethics@telus.com) (for more details please refer to the Company Code of Ethics and Conduct).

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## **Part II**

### **1. Objectives**

This Policy sets out the Company's policies and practices on corporate disclosure and maintaining confidentiality of information. The objectives of the Policy are:

- to disclose information in a timely, consistent and appropriate manner;
- to protect and prevent the improper use or disclosure of Material Information and Company confidential information;
- to widely disseminate Material Information pursuant to all applicable legal requirements;
- to educate TI team members on the appropriate use and disclosure of Material Information and Company confidential information;
- to foster and facilitate compliance with applicable laws; and
- to mandate a Disclosure Committee to help achieve the above objectives.

In addition, we are committed to practices that help ensure accurate, wide and timely dissemination of Material Information to our shareholders, the investment community and the public in general. This includes balanced communications, non-Selective Disclosure and use of communications technology to facilitate fair access to information.

We expect every TI team member to fully comply with all applicable legal requirements and this Policy.

The Policy is based on established best corporate practices and the highest of the applicable legal standards under Canadian and United States securities laws.

#### **1.1 Approval of Policy**

This Policy has been reviewed by the Audit Committee and approved by the Board of Directors. The Disclosure Committee will recommend any material changes to this Policy for review by the Audit Committee and approval by the Board of Directors as needed.

### **2. Scope of this Policy**

This Policy applies to all TI team members, including Authorized Spokespeople, with respect to all communications, in whatever form or means, with other TI team members and third parties including the investment community (current and prospective security holders, the media, and securities regulators).

The Policy covers disclosure in documents filed with Canadian and American securities commissions, applicable stock exchanges, written statements made in the Company's annual and quarterly reports, supplemental investor information, news releases, presentations made by senior



management and information posted on the Company's website ([www.telusinternational.com](http://www.telusinternational.com)) and other electronic communications.

The Policy also covers oral statements made in team or individual meetings and telephone conversations with members of the investment community (which include: analysts, investors, investment dealers, brokers, investment advisors and investment managers), TI team members and interviews with media, as well as news conferences and web-casts.

### **3. Disclosure Committee**

#### **3.1 Composition and Mandate**

Members of the Disclosure Committee are:

- Chief Financial Officer;
- Chief Legal Officer;
- Investor Relations representative;
- Chief Accounting Officer; and
- observer from TELUS Corporation.

Each member of the Disclosure Committee may appoint a designee as appropriate.

Normally, decisions of the Disclosure Committee will be made by a majority of its members or their designees. Where, however, at least two members of the Disclosure Committee and their designees are not reasonably available for consultation on a particular issue in the time required to make a determination on such issue, the remaining members of the Disclosure Committee (including at least one of the Chief Financial Officer and the Chief Legal Officer), or their designees, are authorized to make any determination required to be made by the Disclosure Committee in this Policy.

The Disclosure Committee is responsible for determining whether information is Material Information and the timely disclosure of Material Information in accordance with securities laws. The Disclosure Committee is also responsible for monitoring compliance with the Policy and overseeing the disclosure controls, procedures and practices of the Company.

The Disclosure Committee is also responsible for ensuring that adequate processes are in place to verify the accuracy and completeness of information to be released in "core documents". The Disclosure Committee reviews and approves the "core documents" prior to obtaining the Audit Committee's and/or Board's approval. The following continuous disclosure documents are "core documents": annual and interim financial statements/reports; annual and interim management's discussion and analysis; annual information forms; information circulars; prospectuses; takeover bid or issuer bid circulars; material change reports; and any other documents defined as "core documents" under applicable securities laws, including reports and other filings that are filed with

the U.S. Securities and Exchange Commission (SEC) on Forms 20-F, 40-F, 6-K and such other forms.

In addition, the Disclosure Committee is responsible for reviewing and approving any material forward-looking information (“**FLI**”) or financial guidance to be publicly disclosed by the Company, as well as any subsequent changes to or confirmations of previously disclosed FLI or financial guidance. Such approval is in addition to any approval required by the Board of Directors and the Audit Committee of the Board of Directors.

The Company makes many announcements to the public that do not contain information meeting the definition of Material Information set out in this Policy. These news releases are prepared by the Corporate Communications team and are not subject to this Policy.

Corporate Communications will maintain, monitor and manage the posted content on an inventory of planned active and inactive social media accounts and monitor for abandoned, unsanctioned, or inappropriate accounts and activity by team members. The Investor Relations representative will report on the Company’s external social media activities to the Disclosure Committee on an annual basis.

At least once every two years, Internal Audit will review the Policy, adherence to the Policy, best practices and potential improvements, and evaluate the adequacy and effectiveness of the design and operation of disclosure controls, including:

- disclosure control environment (i.e. “Tone at the Top”);
- disclosure related risk assessment (disclosure objectives and barriers to the achievement of the objectives);
- disclosure control activities, including the Policy, adherence to the Policy, best practices and potential improvements, if any, to the Company’s practices and the Policy;
- adequacy of disclosure process information and communications; and
- the effectiveness of monitoring for the disclosure process.

The Chief Financial Officer or its designee will report to the Disclosure Committee and the Audit Committee on the results of this evaluation. The results of such evaluation will contribute to the CEO/CFO annual certification requirements under the Sarbanes-Oxley Act and any similar certification requirements imposed under Canadian securities laws, including, without limitation, quarterly certification, if required.

This Policy will be reviewed annually by the Chief Legal Officer, who will recommend any material amendments to the Disclosure Committee and to the Audit Committee for further recommendation to the Board for approval. The Board will review the Policy at least once every two years. Amendments of a non-material nature may be approved by the Chief Legal Officer.

## **4. Corporate Disclosure Obligations of Material Information**

### **4.1 Distribution and Timing/Delay of Disclosure of Material Information**

Pursuant to policies set by securities regulators, the Company must Generally Disclose Material Information to the public immediately or as soon as practicable, on such information becoming known to the Company or upon it becoming apparent the information is Material Information. Notification to or pre-clearance by relevant stock exchanges regarding the release of Material Information should comply with the applicable rules of those exchanges.

The Disclosure Committee will consider if information is potentially Material Information and therefore must be Generally Disclosed and how such Material Information is to be disclosed in accordance with applicable securities laws. The Disclosure Committee will approve the content of any news release disclosing such information. (See Schedule A for examples of potentially Material Information.)

Generally, there is no requirement to interpret and disclose the impact of external political, economic or social developments on the affairs of the Company.

The Disclosure Committee will also determine whether the Material Information constitutes a Material Change. If it is determined that a Material Change exists, the Chief Legal Officer should be directed to file a Material Change report with relevant Canadian securities commissions within the required time period (currently 10 days of the Material Change). The Disclosure Committee, including the Chief Legal Officer, will determine whether additional filings will be required with the SEC in connection with any determination related to the filing of a Material Change report.

Timing the release of a Material Change may be delayed with the approval of the Disclosure Committee and securities regulators when disclosure would be “unduly detrimental” to the interests of the Company (for example, if release of the Material Change would prejudice negotiations in a corporate transaction). In such circumstances, the Chief Legal Officer will cause to be filed a confidential Material Change report. The Disclosure Committee will review the need to keep the Material Change report confidential and advise the relevant commissions of such continuing need in accordance with securities legislation (currently, an issuer must advise securities commissions within 10 days of the date of filing the confidential Material Change report, and every 10 days thereafter, of its belief that the Material Change report must remain confidential).

### **4.2 Recommended Disclosure Model**

Generally, Investor Relations should use the following disclosure model when making a planned disclosure of Material Information:

- (a) contact the relevant stock exchanges immediately prior to the release of Material Information in accordance with the requirements of such stock exchanges;
- (b) issue a news release containing the Material Information through a widely circulated news or wire service and consider whether any filing with Canadian or U.S. securities regulators is necessary;

- (c) provide advance notice of the date and time of any conference call to discuss the Material Information, the subject matter(s) of the call and the means for accessing it;
- (d) hold the conference call in an open manner, permitting investors, media and others to listen either by telephone or through Internet web-casting; and
- (e) provide dial-in and/or Web replay or make transcripts of the call available for a reasonable period of time after the analyst conference call.

Investor Relations may take all other actions as may be necessary or appropriate when making a planned disclosure of Material Information. Notwithstanding the above, the disclosure of Material Information may not always require steps (c) through (e).

## **5. Disclosure Responsibility**

In practice, the Investor Relations, Finance – Corporate Controller, Treasury and Law & Governance teams prepare most core disclosure documents by working in cooperation with each other and with other areas of the Company, which, depending on the subject matter, can include, for example: Corporate Communications, Law & Governance and operating Subsidiaries. In particular, Investor Relations and Communications should be consulted with respect to all news releases regardless of the level of materiality.

Disclosure includes all written materials and oral statements publicly made by representatives of the Company. Invitations to make public speeches and presentations about the Company to industry groups, conferences, large employee and public meetings, etc. should be approved by Investor Relations or the Communications Officer prior to acceptance. In addition, speeches and presentations to an external audience or large internal audience that contain material financial and operational results, significant competitive or strategic issues, or matters that could affect the Company's reputation, brand or share price, should be reviewed by Investor Relations. A sample disclosure checklist is attached to this Policy as Schedule B. In addition, Law & Governance should be consulted, where appropriate, on legal compliance with disclosure laws. Care should be taken with respect to financial and operational projections not already released and any discussions of this nature should be referred to Investor Relations or the Chief Financial Officer.

## **6. Maintaining Confidentiality of Material Information and confidential information**

If you have confidential information about the Company, that information is subject to strict confidentiality restrictions and care must be taken to ensure that it is provided only to TI team members or third parties who require access to this confidential information to further business purposes of the Company and only on the basis that recipients maintain the confidentiality. Access to confidential information should also be restricted to authorized persons aware of their confidential obligations and who have signed a confidentiality agreement where required by the Company.

Material Information, before it is Generally Disclosed, is a type of Company confidential information and therefore, is subject to strict confidentiality restrictions as well. Access to Material Information should be restricted to persons who are aware of or are informed of the

disclosure requirements and practices concerning Material Information and the prohibitions on trading in securities that arise from having knowledge of Material Information (see section below “Insider Trading”).

The following are examples of procedures for maintaining the confidentiality of confidential information and Material Information that has not been Generally Disclosed and should be observed at all times where practical:

- documents and files containing Material Information or confidential information should be kept in a safe place to which access is restricted to individuals who need to know that information and code names should be used if necessary;
- documents and files containing Material Information or confidential information should be identified as such;
- Material Information or confidential information should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airports/airplanes or taxis/ride share services;
- documents containing Material Information or confidential information should not be displayed in public places and should not be discarded where others can retrieve them;
- TI team members must ensure they maintain confidentiality of Material Information or confidential information in their possession outside of the office as well as inside the office;
- transmission of documents by electronic means, such as email, fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
- unnecessary copying of documents that contain Material Information or confidential information should be avoided and documents containing such information should be promptly removed from conference rooms and work areas including from whiteboards and other presentation media after meetings have concluded; and
- extra copies of documents containing confidential information or Material Information should be shredded or otherwise destroyed.

Where disclosure of a Material Change is delayed pursuant to securities legislation as described in Section 4, the Company is under a duty to take precautions to keep the Material Change confidential. During the period before Material Information is Generally Disclosed, Investor Relations should closely monitor market activity in the Company’s securities.

#### 6.1 Tipping, Selective Disclosure and Necessary Course of Business

Pursuant to securities legislation, the Company and any person in a Special Relationship with the Company are prohibited from informing anyone, other than in the Necessary Course of Business, of Material Information before that Material Information has been Generally Disclosed. This prohibited activity is commonly known as Tipping.

Disclosure to any person or select group (including investment analysts and the media), of Material Information that has not been Generally Disclosed, is considered Selective Disclosure.

Selective Disclosure is a prohibited activity. The Company is not permitted to make Selective Disclosure of Material Information to an analyst, institutional investor or other market professional. However, disclosure may be made to other persons if it is in the Necessary Course of Business.

The Necessary Course of Business is a limited exception to the Tipping provision, and exists so as not to unduly interfere with a company's ordinary business activities. It permits, for example, disclosure of Material Information that has not been Generally Disclosed to employees of TELUS Corporation pursuant to the collaboration and financial reporting agreement between the Company and TELUS Corporation. No person may disclose Material Information relying on the Necessary Course of Business exception without first obtaining the approval of the Disclosure Committee

## 6.2 Confidentiality Agreements

Disclosure made pursuant to a confidentiality agreement does not necessarily mean the disclosure being made would fall within the Necessary Course Business exception set out in the Tipping provision.

## **7. Unintentional Selective Disclosure**

Any Selective Disclosure made, whereby the person who made the disclosure either did not know or was reckless in not knowing (prior to making such disclosure) that the information was both Material Information and had not been Generally Disclosed, is commonly referred to as Unintentional Selective Disclosure.

If it appears possible that a TI team member has made an Unintentional Selective Disclosure, one of the members of the Disclosure Committee should be immediately contacted. If it is determined that there has been Unintentional Selective Disclosure, the Disclosure Committee should immediately take all appropriate steps including: Generally Disclosing the Material Information that has been Unintentionally Selectively Disclosed and notifying the person to whom the Unintentional Selective Disclosure was made that such information has not been Generally Disclosed and must remain confidential and that he or she may not trade in securities of the Company with knowledge of such information until it is Generally Disclosed.

Where it is determined that General Disclosure of an Unintentional Selective Disclosure is required, Investor Relations should notify the relevant stock exchanges immediately of the Unintentional Selective Disclosure and determine, with the approval of the Disclosure Committee, whether trading should be halted pending the issuance of a news release.

Similarly, if it appears possible that a misrepresentation has been made to a member of the investment community, one of the members of the Disclosure Committee should be immediately contacted. If it is determined that such a misrepresentation has been made, the Disclosure Committee should take the appropriate courses of action.

## **8. Insider Trading**

Securities legislation also prohibits anyone in a Special Relationship with the Company from trading in securities of the Company with knowledge of Material Information regarding the Company that has not been Generally Disclosed. This prohibited activity is commonly known as “insider trading.” Insider trading is beyond the scope of this Policy (See the Company Insider Trading Policy for further requirements on insider trading).

## **9. Company Authorized Spokespeople**

The Company’s primary spokespeople to the investment community will normally be the President and Chief Executive Officer, the Chief Financial Officer, the Chief Corporate Officer and a member of the Investor Relations team.

The Company’s primary spokespeople for media-related inquiries are the President and Chief Executive Officer, the Chief Financial Officer or the Chief Corporate Officer. In addition, the primary spokespeople may refer media-related inquiries to an external consultant or other persons within the Company who are considered experts on the subject matter.

TI team members who are not authorized to be external communicators will not respond on behalf of the Company to any inquiries from, or initiate communication with, the financial community, shareholders or media. All such communication must be referred to Authorized Spokespeople, as appropriate, unless specifically asked by a primary spokesperson. In particular, TI team members should refer inquiries from analysts and institutional investors about investor relations issues to Investor Relations ([ir@telusinternational.com](mailto:ir@telusinternational.com)). Similarly, TI team members should refer inquiries from the media to the Corporate Communications Officer or another Authorized Spokesperson.

Under securities laws, a TI team member who is not authorized to be an external communicator, and makes a public oral statement that contains a misrepresentation, could be sued. Furthermore, the Company’s directors and officers and the Company itself could also be sued as a result of such unauthorized statement.

## **10. Disclosure Committee/Spokespeople to be Fully Informed of Company Developments**

It is essential that TI team members keep the Disclosure Committee sufficiently apprised of potentially material Company developments so they can discuss and evaluate any events that might impact the disclosure process, including: material operational and regulatory developments, merger or acquisition activities, extraordinary transactions, and senior executive changes. See Schedule A for examples of potentially Material Information.

## **11. Keeping Board of Directors Informed**

The President and Chief Executive Officer and Chief Legal Officer are responsible for keeping the Board of Directors informed of all material developments and significant information disseminated to the public.

## **12. Retention of Disclosure Documents**

The Chief Legal Officer will maintain a file of all disclosure documents prepared and filed with the securities regulators during the last ten years.

Investor Relations will keep copies for five years of all widely distributed information sent to analysts and investors and copies of analyst reports on the Company and transcripts or tape recordings of conference calls and notes from executive meetings with analysts or investors.

Nothing in this Policy is intended to lessen the number of years documents must be kept by the Company pursuant to any applicable legal requirements.

## **13. Market Rumours**

The Company's general policy is to neither confirm nor deny rumours when asked to comment. Authorized Spokespeople should simply state, "The Company has a policy that we do not comment on rumours and speculation". However, when authorized by the Disclosure Committee, Authorized Spokespeople, including media or investor relations, may make exceptions, and respond to certain rumours that are deemed harmful to TI's interests, if not rebutted; for example, rumours that an executive has left the company or is ill, when this is not the case.

If a rumour is essentially accurate with respect to potential Material Information which the Company have not yet Generally Disclosed, an obligation to Generally Disclose may be created. Should the securities regulators request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the Company's securities, the Disclosure Committee will consider the matter and determine whether to make a statement (see section below on "Dealing with Regulators").

## **14. Electronic Communication**

All communications, including electronic communications, must comply with securities laws. Electronic communications include electronic mail, websites, blogs, social media accounts, the System for Electronic Document Analysis and Retrieval ("SEDAR") and the Electronic Data Gathering, Analysis and Retrieval system ("EDGAR").

Investor Relations, Corporate Communications and Law & Governance will monitor and ensure that disclosure through electronic communications made on behalf of the Company complies with relevant disclosure requirements under applicable securities laws in all relevant jurisdictions. The Company will not, through electronic communication, publish documents offering securities to the general public or related promotional materials before or during a public offering, unless permitted pursuant to applicable securities laws.

Electronic communication should include a disclaimer to the effect that the posting of offering documents through electronic communications that can be accessed in jurisdictions where such securities are not qualified for distribution and are not intended to constitute an offering in that jurisdiction.



Electronic communications will not be used to “tip” or leak Material Information. Proper precautions should be taken when using electronic communications to discuss undisclosed Material Information about the Company. (See section above on “Maintaining Confidentiality of Material Information and confidential information”).

#### 14.1 Company Corporate Website

Investor Relations and Communications will be responsible for updating the Company corporate website (telusinternational.com) (the “Company Corporate Website”) disclosure documents. Disclosure of Material Information on the Company Corporate Website does not constitute General Disclosure and is not adequate disclosure of Material Information. Investor Relations and Communications must ensure that Material Information is disseminated to all required securities regulators and Generally Disclosed, before any disclosure is made on the Company Corporate Website. Publicly filed documents, including news releases containing Material Information, should be included on the Company Corporate Website as soon as practicable after such material has been accepted for filing or posted on SEDAR and/or EDGAR.

The Company Corporate Website should have a notice advising the reader that the information that is posted is accurate at the time of posting but that the Company specifically disclaims any intention or responsibility to update this information and it may be superseded by subsequent disclosures. All disclosure posted to the Company Corporate Website, including text and audiovisual, should show the date such material was issued. The minimum retention period for Material Information on the Company Corporate Website will be two years (see also section above “Retention of Disclosure Documents”).

Links from the Company Corporate Website to a third party website should include a notice that advises the reader that they are leaving the Company Corporate Website and that the Company is not responsible for the contents of the other site.

#### 14.2 Internet Discussion Forums, Chat Rooms, Twitter, Blogs, Bulletin Boards and Electronic Mail

Due to the immediacy of the communication, unless a TI team member is an Authorized Spokesperson for communication using these social media, we encourage TI team members not to participate in discussions about TI on Internet discussion forums, chat rooms, Twitter, blogs or bulletin boards and in all cases to ensure they are complying with the Company’s social media policies for team members. If TI team members, whether authorized or not, do participate in such discussions, they may not, at any time, discuss confidential information or Material Information and must, at all times, comply with the TI Social Media Guidelines.

### **15. Dealing with Regulators**

If requested by a stock exchange or other securities regulatory authority to make a public statement, including in response to a rumour, the Disclosure Committee will consider whether to make a statement and determine the content of the disclosure, if any. In making its decision, the Disclosure Committee may consider the advice, if any, of the securities regulatory authority or other external advisors, as it deems appropriate.

The Chief Financial Officer, the Investor Relations team and the Chief Legal Officer will be responsible for receiving inquiries from the Market Surveillance Division of the stock exchanges with respect to unusual trading activity or market rumours.

Investor Relations is responsible for contacting the Market Surveillance Divisions of the stock exchanges in advance of a news release of Material Information, to watch for unusual trading, and to determine, in consultation with a member of the Disclosure Committee, if a halt in trading is required (see also section above “Unintentional Selective Disclosure”).

## **16. Dealing with Investment Community**

### **16.1 General**

In communicating with investment analysts, security holders, potential investors and the media, the following practices should be avoided:

- Selective Disclosure;
- distribution of investment analyst reports (only lists of all analysts providing coverage will be supplied); and
- commenting on current period earnings estimates and financial assumptions other than as may be Generally Disclosed.

### **16.2 Quiet Periods**

During Quiet Periods, all TI team members are prohibited from commenting on current period earnings estimates and financial assumptions, other than to cite or refer to existing public guidance. Communications should be limited to commenting on publicly available or non-Material Information. During Quiet Periods, TI team members should also avoid initiating meetings (in person or by phone) with investment analysts, security holders, potential investors and the media on items significant to investors, other than responding to unsolicited inquiries concerning factual information. The Company does not, however, have to stop all communications with analysts or investors during this period; for example, the Company may participate in investment meetings and conferences organized by other parties, as long as Material Information which has not been Generally Disclosed, is not Selectively Disclosed and these communications are approved by the Chief Legal Officer in advance.

### **16.3 Conference Calls/Webcasts**

The Company will normally hold quarterly investor conference calls/webcasts with investment analysts, equity and debt investors, media and other interested parties as soon as practicable (usually within one business day) after the release of financial results. Normally, media are invited to listen to investor conference calls and investors are able to listen to media conference calls. Conference calls may also be held following announcements of Material Information and events; however, they do not constitute a means of General Disclosure.

The Company normally announces the date and time of any conference call through its investor and media distribution lists, and from a posting on the TI Corporate Website in the Investor section. An audio recording of the conference call will be made available by either telephone or through an Internet Webcast for a limited time period thereafter and Investor Relations may retain a tape and/or transcript as part of the Company's corporate disclosure record. If the Company makes summary slides available at the time of the conference call, those slides will be posted on the TI Corporate Website.

Investor Relations, the Chief Financial Officer and any other TI executive or TI team member who participates in a conference call will normally hold a debriefing meeting as soon as practicable after any such conference call with members of the Disclosure Committee. If such debriefing uncovers Unintentional Selective Disclosure of previously undisclosed Material Information or a materially inaccurate statement is made during the conference call, the Disclosure Committee will determine the appropriate courses of action (see section above "Unintentional Selective Disclosure").

#### 16.4 Analyst and Investor Meetings

The Company's executives may meet with analysts and portfolio managers on an individual or small group basis as needed, and initiate or respond to analysts and investor calls in a timely manner. Normally, a member of the Investor Relations team will attend such meetings. When a member of the Investor Relations team is unable to attend such meetings, prior to such meetings, Investor Relations may brief those participating on the Company's public disclosure to help ensure consistency in messages and disclosure. Where practical, statements and responses to anticipated major/top-level questions should be scripted or discussed in advance by Investor Relations. The purpose of the Investor Relations team's attendance at such meetings and/or the pre-briefing is to ensure that Selective Disclosure of undisclosed Material Information does not occur, that all statements made are accurate and to allow follow-up cross-briefing to other Authorized Spokespeople to ensure that communication is consistent amongst all Authorized Spokespeople.

In general, conversations with analysts should be limited to explanations or clarifications of Generally Disclosed Material Information or other non-Material Information or non-confidential information. This may from time-to-time include disaggregated non-Material Information in which particular individuals may have an interest. While the Company must provide the same oral or written schedule information to any person who requests it, it is not required to formally capture the various non-material discussions held.

The Company normally holds question and answer sessions on its public quarterly results and target setting conference calls, which are provided live and by posted audio recording and transcripts on the [telusinternational.com](http://telusinternational.com) investor web site. In addition, the Company partakes in question and answer sessions with investors and analysts at conferences, meetings or on tours, which may be posted. The Company and its investor spokespeople endeavor to provide, if requested, similar non-Material Information to other third parties that it has provided to analysts and institutional investors at such sessions.

Investor Relations, the Chief Financial Officer and any other TI executive or TI team member who participates in any analyst or investor meeting, conference or other non-public event will normally

hold a debriefing meeting as soon as practicable after any such meeting, conference or event with members of the Disclosure Committee. If such debriefing uncovers Unintentional Selective Disclosure of previously undisclosed Material Information or the material inaccuracy of a statement made during the meeting, the Disclosure Committee will determine the appropriate courses of action (see section above “Unintentional Selective Disclosure”).

#### 16.5 Analyst Reports and Models

The Chief Financial Officer, the Investor Relations representative or their designees may review draft analyst reports and top level financial models, and comment on the underlying assumptions. Such comments will, however, be limited to corrections of facts on assumptions made on the basis of incorrect data which render assumptions unrealistic and may not include Material Information which has not been Generally Disclosed (See section below on “Analyst Revenues, Earnings and Other Estimates”).

The Company may discuss economic and industry trends, which are generally known, that may affect the Company. The Company may review the report or model for factual historical information and accuracy of reporting of previously Generally Disclosed forward-looking financial information, and such review will not necessarily embrace the soft information or conclusions included in the model or report. The Company will not directly or indirectly express or indicate “comfort” or concurrence with respect to analyst draft reports and models or the assumptions about TI underlying the reports or models.

Final reports of the analyst are proprietary to the analyst’s firm and the Company should not be seen as endorsing such reports by making them generally available to the public or to employees. Notwithstanding this, the Company can distribute analyst reports to its board of directors, senior management, credit agencies and financial and professional advisors to assist them in monitoring communications about the Company and how corporate developments are affecting their analysis.

The Company will post on the Company Corporate Website a complete listing of the analysts who have reports available for their retail clients (regardless of their recommendation), their firm and phone number. The Company will not provide a link to their website or publications.

#### 16.6 Analyst Revenues, Earnings and Other Estimates

Responses by the Chief Financial Officer and the Investor Relations team with respect to inquiries by analysts regarding the Company’s revenues, earnings and other estimates will be limited to: company forecasts and guidance already Generally Disclosed to the public and the range and average of estimates made by other analysts. The Company should not guide analysts with respect to earnings estimates.

Should Management determine that future results will likely be significantly out of the range of any previously issued guidance by the Company (particularly if earnings are expected to be below the range), the Disclosure Committee should consider the appropriateness of issuing a news release and conducting a conference call to explain the change.

## **17. Dealing with the Media**

Media and social media announcements, statements and interviews on financial matters are normally conducted in separate forums from investor and analyst meetings but should be reviewed and approved by Investor Relations, as appropriate, and, depending on the subject matter, reviewed by the CFO, Treasury, Finance – Corporate Controller and Law & Governance. Information on financial matters disclosed in this manner should be consistent with Generally Disclosed Material Information or other Generally Disclosed non-Material Information. Communications or Investor Relations should attend media conferences or relevant media interviews to monitor that Material Information has not been Generally Disclosed.

The Company will not provide any Material Information or related documents to a reporter on an exclusive basis.

Media and social media spokespeople should promptly respond to all media inquiries. Senior management or subject matter experts should be utilized in key announcements, as appropriate, to build credibility and provide more informed disclosure.

## **18. Forward-Looking Information**

Forward-looking information should only be released with caution, and normally as determined by the Chief Financial Officer or Investor Relations. To the extent any forward-looking information is provided in required disclosure documents under securities legislation, it should be done in accordance with securities laws.

Written and oral statements should be accompanied by appropriate contingency and cautionary language or notices, which should identify or refer to the risks and uncertainties that may cause the actual results to differ materially from those projected in the statements. Also included should be a statement that disclaims the Company's intention or obligation to update or revise the forward-looking information, whether the result of new information, future events or otherwise. Notwithstanding this disclaimer, should subsequent events prove past statements to be materially different, the Company may in its discretion choose to issue a news release. In this case, the Company may update its guidance on the anticipated impact on revenue and earnings or other key metrics.

At the beginning of any conference call or presentation, a Company spokesperson should make a statement that forward-looking information may be discussed. This will include appropriate cautionary language or references to cautionary statements contained in publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties.

If the Company has issued a forecast or projection in connection with an offering document pursuant to securities legislation, the Company will update that forecast or projection periodically, as required by securities legislation.

## **19. Policy Communications and Consequences for Non-Compliance with this Policy**

All TI team members will be advised of this Policy and its importance. This Policy must be strictly complied with. Violations may be grounds for disciplinary action, including dismissal.

You are encouraged to report possible violations of this Policy. See section below “Contact Persons”.

## **20. Personal Responsibility**

It is the responsibility of all TI team members to comply with the law and this Policy. Failure to do so may result in legal sanctions and sanctions by the Company.

## **21. Contact Persons**

If you have any questions about any aspect of this Policy or your duties under it, please contact your supervisor, a member of the Investor Relations team, or the Chief Legal Officer at their personal email address or at [ir@telusinternational.com](mailto:ir@telusinternational.com).

If you become aware of a possible violation of this Policy you are encouraged to report this using the Company ethics line at 1-888-265-4112 or through [www.telus.ethicspoint.com](http://www.telus.ethicspoint.com) or [ethics@telus.com](mailto:ethics@telus.com) (for more details please refer to the Company Code of Ethics & Conduct.

## **Schedule A**

### **Excerpt from s. 4.3 of National Policy 51-201: Examples of Potentially Material Information**

The following are examples of information that would be Material Information if they result in, or would reasonably be expected to result in, a significant change in the market price or value of any of the listed securities of the Company:

- Changes in share ownership that may affect control of the company
- Major reorganizations, amalgamations, mergers or acquisitions
- Takeover bids, issuer bids or insider bids
- Public or private sale of additional securities
- Planned share purchases or redemptions of securities
- Planned splits of common shares or offerings of warrants or rights to buy shares
- Any share consolidation, share exchange or stock dividend
- Changes in a company's dividend policies or payments
- The possible initiation of a proxy fight
- Material modification to rights of security holders
- A significant increase or decrease in near-term earnings prospects
- Unexpected changes in financial results for any periods
- Shifts in financial circumstances such as cash flow reductions, major asset write-offs or write-downs
- Changes in the value or composition of a company's assets
- Any material change in the company's accounting policy
- Any development that affects the company's resources, technology, products or markets
- A significant change in capital investment plans or corporate objectives
- Major labour disputes or disputes with contractors or suppliers
- Significant new contracts, products, patents or services or significant losses of contracts or business

- Change to the board of directors or executive management, including the departure of the company's CEO, CFO, or president (or persons in equivalent positions)
- The commencement of, or developments in, material legal proceedings or regulatory matters
- Waivers of corporate ethics and conduct rules for officers, directors and other key employees
- Any notice that reliance on a prior audit is no longer permissible
- De-listing of the company's securities or their movement from one quotation system or exchange to another
- Significant acquisitions or dispositions of assets, property or joint venture interests
- Acquisitions of other companies, including a take-over bid for, or a merger with another company
- The borrowing or lending of a significant amount of money
- Any mortgaging or encumbering of a company's assets
- Defaults under debt obligations, agreements to restructure debt or planned enforcement procedures by a bank or any other creditor
- Changes in rating agency decisions
- Significant new credit arrangements



