



Mandate of the Information Technology Committee

Approved by the Board of Directors August 28, 2024

PART A - PURPOSE AND DUTIES OF THE COMMITTEE

1. Purpose

The Information Technology Committee (the **Committee**) is established by the Board to support the Board of Directors (the **Board**) of Laurentian Bank of Canada (the **Bank**) in its oversight of Information Technology, Data Quality and Cybersecurity. This includes evaluating and recommending policy and procedures concerning information technology, data, and cybersecurity. It monitors the information technology status of the Bank and ensures that the Bank's technology assets are kept current, have robust resiliency and recovery capabilities, and the Technology Team is meeting the cybersecurity needs of the Bank.

The Committee is the governing body of the Board with regard to Technology, Cybersecurity, and Data issues. The Committee is also responsible for ensuring we meet the Technology obligations under OSFI' Security and Integrity Guideline and the B-13 Guideline on Technology and Cybersecurity Risk Management. It monitors technology trends, including emerging technologies, and the key performance indicators for the Bank's technology stack and advises the Board on the impact of those trends on the Bank's activities. It also oversees projects that apply information technology to the operations of the Bank and for the improvement of its products and services.

The Committee is established by the Board to support in exercising its responsibility for ensuring that material investments in information technology enable transformation projects and programs aligned with the Bank's strategic direction, achieve intended business outcomes, and are effectively managed in a way that ensures we are meeting the technology needs of the Bank.

The organization of the Committee and its authority are subject to any restrictions, limitations or requirements set out in the Bank's constituting documents, including its articles and by-laws, as well as any restrictions and limitations or requirements set out under applicable laws, including without limitation the *Bank Act (Canada)*, the *Trusts and Loan Companies Act (Canada)*, Canadian securities laws as well as the standards, policies and guidelines of the stock exchange on which the Bank's securities are listed (collectively, the **Applicable Law**).

This mandate should be read together with other Bank policies and procedures to ensure (i) an understanding of the Bank's overall governance framework and (ii) a consistent application of procedural requirements including, without limitation, the Bank's policies about whistleblower complaints.

2. Duties

The Committee performs the duties set out in this mandate and such other duties as may be necessary or appropriate.

In fulfilling its duties, the Committee is mindful of the importance of regulatory guidelines and expectations related to technology, cybersecurity risk management, data protection, privacy, artificial intelligence and automation. It is also mindful of the importance to consider the potential risks arising

from the threats to the integrity and/or security, including foreign interference and managing the risks associated with integrity and security by putting and reviewing relevant policies and procedures in place.

In addition, the Committee is mindful of the importance of environmental (including climate), social and governance (ESG) principles adopted and managed by the Bank.

2.1. Oversight of Technology

2.1.1.Strategy:

- 2.1.1.1. Overseeing the Bank's technology strategy in support of the overall corporate strategy.
- 2.1.1.2. Reviewing and recommending to the Board on a regular basis, at least annually, the Bank's technology strategy plan, which shall include technology innovation, transformation, third party technology strategy, technology architecture, system currency and resiliency, and monitor progress against such strategic plan. Any and all strategic technology initiatives or material changes in strategy must be reviewed by the Committee.

2.1.2.Investments, Initiatives and Programs:

- 2.1.2.1. Reviewing the budget envelope and resource capability of the Technology function to ensure adequate investment to meet our technology needs.
- 2.1.2.2. Reviewing with management and, as needed, approving significant technology investments, and specific initiatives and programs that are above management authority but within the Board approved technology strategic plan.
- 2.1.2.3. Reviewing, as part of its governance role, business rationale, prioritization, adequacy of resources, talent, change management and incorporation of the associated risks; achievement of planned benefits, progress in execution and expenditures against budget.
- 2.1.2.4. Receiving update on matters such as technology architecture, software development and governance and reviewing and approving significant technology policies (other than those relating primarily to technology risk management).

2.1.3.Currency of Technology Assets

- 2.1.3.1. Ensuring that the currency of the Bank's systems are up to date, secure, stable, scalable, and have a resilient technology infrastructure.
- 2.1.3.2. Monitoring the currency of the Bank's technology assets and mitigation of associated risks consistent with the regulatory Guideline B-13 – Technology and Cyber Risk Management.
- 2.1.3.3. Overseeing concerns with the integrity and robustness of the Bank's systems, primarily stemming from technology deficiencies and concerns with technology currency management and disaster recovery.

2.1.4.Resiliency, Disaster Recovery and Availability:

- 2.1.4.1. Reviewing with management the effectiveness of the Bank's risk assessment and risk management guidelines, policies regarding resiliency, disaster recovery and

availability. This includes linkages between technology resiliency and operational resiliency as appropriate.

2.1.5. Reporting:

- 2.1.5.1. Receiving significant reports and findings of management, internal audit and regulators relating to technology strategy, investments, initiatives and other duties to the extent not covered by the Risk Management Committee. The Committee will review any related remediation plans and progress against those plans. This will include key performance indicators (KPIs) and updates on key milestones and progress for all strategic projects.

2.2. Oversight of Cybersecurity

- 2.2.1. Reviewing with management the effectiveness of the Bank's cybersecurity policies, controls and procedures, including procedures to identify and assess internal and external risks from cybersecurity threats.
- 2.2.2. Reviewing controls to prevent and protect from cyberattacks, unauthorized access or other malicious acts and risks. This includes integrity and security considerations.
- 2.2.3. Reviewing procedures to detect, respond to, mitigate negative effects from and remediate cyberattacks.
- 2.2.4. Reviewing controls and procedures for filling in applicable regulatory reporting and disclosure obligations related to cybersecurity incidents, and risks.
- 2.2.5. Ensuring technology assets are secure, with weaknesses identified and addressed, effective defences in place, and issues identified accurately and promptly.
- 2.2.6. Receiving reports on cybersecurity readiness, including the annual cybersecurity plan and desired state of readiness and progress on meeting that target.
- 2.2.7. Receiving regular review and update on the Cybersecurity Program including identification and monitoring of any/all cybersecurity weaknesses.
- 2.2.8. Receiving and review significant cybersecurity incidents.

2.3. Oversight of Data Management

- 2.3.1. Reviewing and discuss with management the Bank's data strategy including data governance, data quality, data security and data management.
- 2.3.2. Reviewing and monitoring all data management practices including areas requiring remediation.
- 2.3.3. Ensuring Data and information are subject to appropriate standards and controls securing its confidentiality, integrity, and availability.
- 2.3.4. Reviewing regulatory, internal audit and other findings on the state of data management at the Bank and monitoring remediation plans and progress against those plans.

2.4. Coordination with other Committees

- 2.4.1. Coordinating with management including the Chief Risk Officer and with the other Board Committees including the Risk Management Committee (which coordination may be

through the Committee Chairs) to help ensure that these committees have received the information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of risk management, risk assessment guidelines and policies.

2.4.2. Advising the Risk Management Committee on the Bank's risk appetite for Technology, Cybersecurity and Data issues for recommendation of approval by the Board.

2.4.3. Meeting, at least annually and in addition to any other communications, with the Risk Management Committee to provide updates on significant activities undertaken by the Committee involving its oversight of technology, information, cybersecurity and data related risks and related policies in support of the Risk Management Committee's overall responsibility and oversight of the Bank's risk management framework.

2.5. Oversight of the Chief Information Officer

2.5.1. Reviewing and approving the mandate of the Chief Information Officer (**CIO**).

2.5.2. Supporting the HR Committee in reviewing and recommending to the Board the appointment or dismissal of the CIO, if required.

2.5.3. Providing feedback to the HR Committee on the succession plan for the CIO.

2.6. Policies

2.6.1. Reviewing, and if applicable, approving such other policies identified by the Board as reviewable or approvable by the Committee.

PART B – COMMITTEE COMPOSITION AND PROCEDURES

3. Appointment, Membership and Independence

The Committee shall consist of no less than three directors.

Following each annual meeting of shareholders, the Board shall appoint Committee members and, from among them, the chair of the Committee (the **Committee Chair**). No Committee member can be an officer or employee of the Bank or any affiliate of the Bank. In addition, all Committee members must meet the independence requirements under Applicable Law as well as those established by the Board.

Each member will remain a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy that occurs in the Committee at any time.

4. Compensation

Compensation for Committee members is set by the Board from time to time.

5. Meetings

The Committee meets no less than four times a year following the end of each financial quarter.

Committee meetings may also be held without notice (provided the members waive such notice) and, subject to minimum quarterly meeting requirements set out above, as often as Committee members deem appropriate and at a location determined by them.

6. Quorum

Quorum at Committee meetings is no less than a majority of the members. Where a Committee member has left for a portion of a meeting due to a conflict of interest, the member will nonetheless be considered to have been present for that meeting.

7. Chair

The Committee Chair chairs Committee meetings. In the Committee Chair's absence from a meeting, the members present may elect a chair from among themselves for the entire, or a portion of a meeting.

8. Procedure

Procedure for Committee meetings is the same as that applied for Board meetings.

9. Powers of the Committee

The Committee may:

- a) call a meeting of directors;
- b) communicate or meet privately with any officer or employee of the Bank, as well as with its internal or external auditors;
- c) invite to any Committee meeting any director, officer or employee of the Bank or such other person as it deems appropriate in order to carry out its responsibilities, and may also exclude from any Committee meeting any person it deems appropriate in order to carry out its responsibilities; and
- d) retain the services of independent third-party advisors subject to the requirements of applicable Bank policy regarding their retainer.

10. Secretary

The Bank's Corporate Secretary or any other officer designated by the President and CEO of the Bank carries out the corporate secretarial duties for the Committee and the Committee Chair.

11. Reporting

The Committee reports to the Board on its activities (i) verbally at any Board meeting which normally follows a Committee meeting, and (ii) through presentation to the Board, for review, of any Committee-approved minutes of a Committee meeting.

The Committee also reports on its activities annually to shareholders in the Bank's management proxy circular.

12. Delegation

The Committee may, at its discretion, designate one member, or a sub-committee comprised of several members, to review, or review further, and report back to the Committee, on any matter raised by a Committee member or during a Committee meeting.

13. Review of Mandate

The Committee reviews its mandate as required, and in any event no less than annually and recommends it for approval to the Board.