

Corporate governance

Statement of TELUS' corporate governance practices

What we do

- ✓ **Board approval of TELUS' social purpose** – The Board has formally approved TELUS' social purpose, which guides Board and management decision-making
- ✓ **Independent board and committees** – 13 of our 14 director nominees are independent and all of our committees are composed of independent directors
- ✓ **Separate role of Board Chair and President and Chief Executive Officer (CEO)** – We maintain separate Chair and CEO positions and our Chair is an independent director
- ✓ **Share ownership guidelines** – We require directors and senior executives to own shares, or have an equity interest in TELUS, to align their interests with our shareholders and we disclose share ownership targets and numbers
- ✓ **Majority voting for directors** – Our Board adopted a majority voting policy in 2003
- ✓ **Strong risk oversight** – Our Board and committees oversee our risk management program and strategic, financial and operational risks
- ✓ **Formal assessment process** – Our directors formally evaluate the effectiveness of the Board and its committees, as well as the performance of all individual directors (including the Board Chair and committee chairs) on an annual basis. Similar to previous years, our Board engaged an external advisor to conduct an assessment of the effectiveness and performance of our Board, as well as to oversee a peer assessment. In 2022, a review was conducted by Egon Zehnder International Inc. (Egon Zehnder)
- ✓ **Limit on interlocking boards** – We limit the number of other public company boards our directors can serve on together
- ✓ **No overboarding of directors** – Our policy states that no directors should sit on more than four other public company boards. A director who is a chief executive officer or a full-time senior executive at a public company should not serve on more than two public company boards in addition to the Board of TELUS
- ✓ **Director recruitment and board succession** – We adopted a 15-year term limit and a retirement road map that informs our Board succession planning and process
- ✓ **Related party transactions** – Our Corporate Governance Committee is mandated with reviewing any related party transactions that arise involving a director or senior officer of TELUS, and to approve any procedures that should be adopted in connection therewith. Our Audit Committee also reviews any significant related party transactions and actual and potential conflicts of interest relating thereto to verify their propriety and that disclosure is appropriate
- ✓ **Enterprise risk management and materiality mapping** – We conduct an enterprise risk and materiality mapping analysis on an annual basis (as further described on page 41)
- ✓ **ESG metrics are considered on our corporate scorecard and executive compensation** – By including environmental, social and governance (ESG) metrics in our corporate scorecard, our executives are incentivized to reach our ESG objectives on an annual basis
- ✓ **Diverse board** – Our Board represents a diverse mix of skills, backgrounds and experience. We adopted targets of having at least two members who identify as a visible minority or are Indigenous, and women and men each representing at least one-third of our independent directors. We currently surpass both of those targets
- ✓ **Independent advice** – Each Board committee has full authority to retain independent external advisors to help it carry out its duties and responsibilities
- ✓ **Code of ethics and conduct** – Our directors, officers and employees must comply with our code of ethics and conduct and confirm their compliance every year
- ✓ **Shareholder engagement** – We have a formal shareholder engagement policy that describes how shareholders can provide direct feedback to the Board and we engage with shareholders throughout the year. In addition, there are a variety of opportunities for shareholders to connect with the Board directly (as further described on pages 57 to 58)
- ✓ **Say on pay** – We have held an advisory vote on our approach to executive compensation every year since 2011
- ✓ **In-camera sessions** – Independent directors meet without management present at each Board and committee meeting

What we do

- ✓ **Formal director orientation and ongoing education program** – We have a comprehensive orientation process for new directors and new members of committees, and an ongoing education program for the Board
- ✓ **Mentoring** – New directors are paired with a director who has several years of experience on TELUS' Board to act as a mentor and assist with their orientation and understanding of the functioning of the Board
- ✓ **ESG oversight** – Our committees are responsible for reviewing and monitoring, on behalf of the Board, TELUS' overall approach, planning and reporting on ESG and sustainability matters, including the oversight of any metrics regarding climate-related risks, sustainability, and environmental disclosure in financial reporting

What we do not do

- x **No slate voting** – Our directors are individually elected
- x **No management directors on committees** – Our management director does not sit on any of the Board committees
- x **No share option awards for directors** – We do not grant share options to directors
- x **No monetization or hedging** – No director, executive or employee can monetize or hedge our shares or equity-based compensation to undermine the risk alignment in our equity ownership requirements

We strive to be at the forefront of governance and regularly assess emerging best practices and changing legal requirements to ensure we are providing transparent disclosure that is helpful to our stakeholders, even if that disclosure goes beyond what is legally required.

TELUS complies with all applicable Canadian and U.S. corporate governance rules, regulations and policies. Although not required to do so, we have voluntarily adopted the expanded definition of independence in Section 303A of the New York

Stock Exchange Governance Standards (the NYSE governance rules). We are also in substantial compliance with most of the provisions of the NYSE governance rules that are not mandatory for foreign private issuers, including the NYSE requirements regarding the independence of compensation committee members, except as indicated below.

TELUS follows many (but not all) of the incremental disclosure provisions under the NYSE governance rules.

Board of Directors

Oversight and mandate

The Board is responsible for the stewardship of the Company and for overseeing the management of the Company's business and affairs.

The Board has adopted the TELUS Board Policy Manual to assist directors in fulfilling their obligations, both individually and collectively, and to set out the expectations for the Board, Board committees, individual directors, the Chair, the committee chairs and the CEO. The terms of reference for the Board of Directors are contained in the manual and attached as Appendix B to this information circular. The entire TELUS Board Policy Manual, including the terms of reference for the Board of Directors, is reviewed annually by the Corporate Governance Committee and any amendments are approved by the Board.

The Board fulfills its duties and responsibilities both directly and by delegating some of these responsibilities to its committees. Following is a discussion of the key mandates for the Board, namely, strategic planning, risk oversight and succession planning.

To further delineate its responsibilities, the Board has adopted a delegation policy under which it delegates certain decisions to management. This policy provides guidance to the Board and management on matters requiring Board approval, including major capital expenditures, acquisitions, investments and divestitures.

A copy of the TELUS Board Policy Manual is available at telus.com/governance.

Strategic planning

One of the Board's key mandates is to oversee the development and implementation of the Company's strategic objectives and goals. The corporate priorities and the plan to achieve those priorities are reviewed and approved by the Board each December. Every quarter, the Board receives updates on the Company's progress against each of the priorities, with key performance metrics and drivers. At each meeting, the Board holds detailed discussions on strategy and the implementation of the Company's strategic plan and priorities.

Critical to this process are the Board's strategic advance meetings, where the Board and management discuss aspects of our strategic plan and corporate priorities, as well as progress toward our operational and financial targets. These meetings, as well as other activities during the course of the year, provide opportunities for our directors to meet with members of our senior leadership team to enhance their understanding of our business and to inform their participation in executive succession planning.

In 2022, strategic planning meetings were held regularly throughout the year.

The Board plays a key role in reviewing the Company's corporate priorities and setting the Company's strategic objectives and goals.

Risk oversight

Risk oversight and management is another key mandate of the Board.

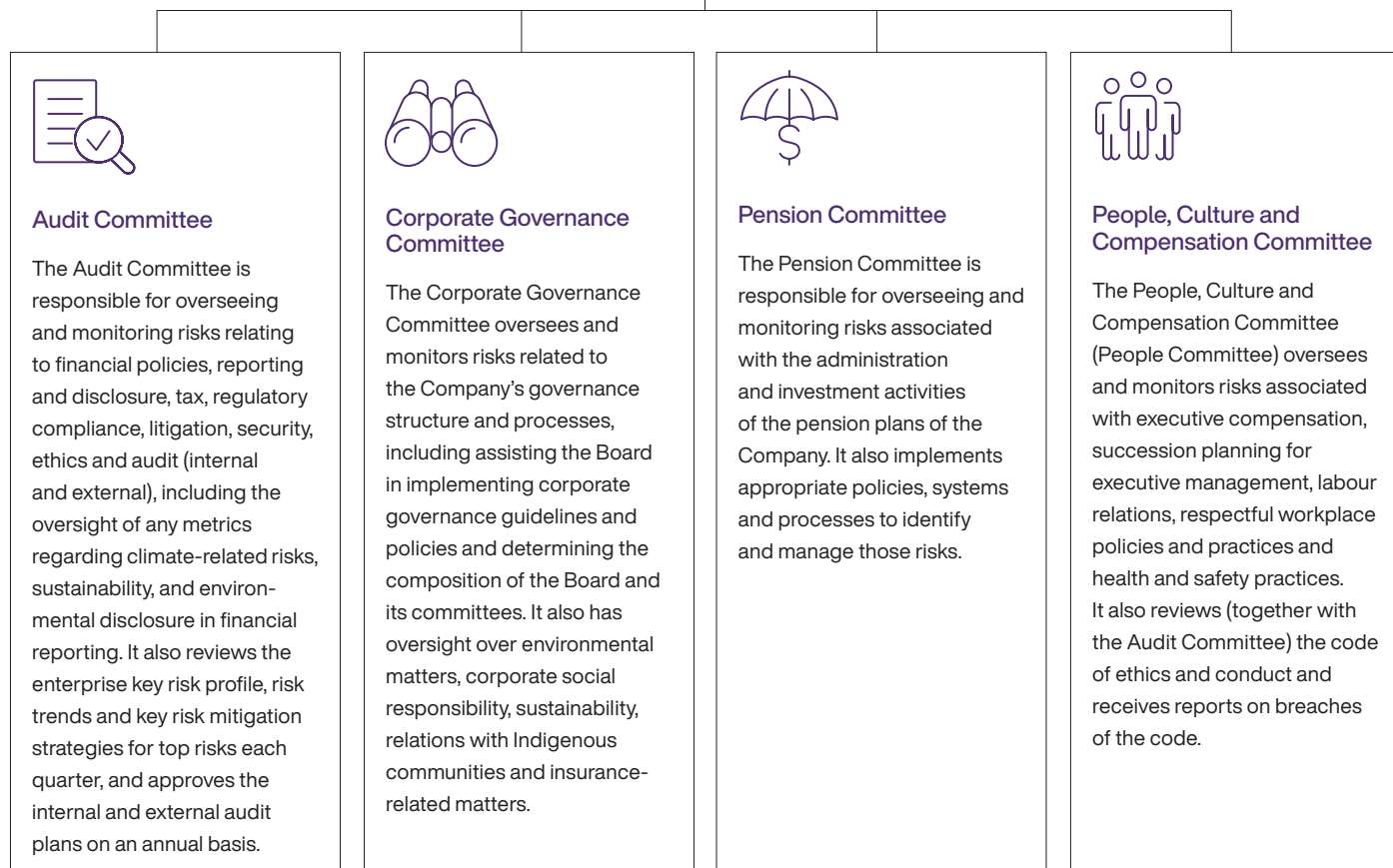
Board oversight

The Board has oversight for risk management and is responsible for:

- Identifying and overseeing material risks to the Company's business, including strategic, operational, financial, legal, compliance and regulatory risks
- Ensuring the implementation of appropriate systems and processes to identify, monitor and manage material risks
- Reviewing, on an annual basis, the Company's risk management program, including risk appetite, integrated enterprise risk assessment, quality and adequacy of risk-related information provided to the Board and allocation of risk oversight among the Board and each of the committees.

Through an annual internal risk and control assessment, each director identifies key enterprise risks and provides their perception of TELUS' risk appetite in key risk areas.

While the Board maintains overall responsibility for risk, the responsibility for certain aspects of the risk oversight program is delegated to certain committees as indicated below. Throughout the year, the Board and each of the committees dedicate a portion of their meetings to reviewing and discussing specific risk topics in greater detail. The Board receives quarterly updates on specific risks and risk mitigation activities from each of the committees.



For a detailed explanation of the material risks faced by TELUS and its affiliates, see Sections 9 and 10 of Management's discussion and analysis in the TELUS 2022 annual report.

Sustainability and environmental governance

We have a long-standing foundation of sustainability governance which supports our commitment to environmental stewardship and responsible corporate citizenship.

Board oversight of climate-related risks and opportunities

Our Board of Directors is responsible for the stewardship of the Company, which includes oversight of enterprise risk management. At our quarterly board meetings, our Board reviews reports and engages in discussions on corporate strategies, progress and targets, in addition to emerging risks and opportunities for innovation such as how technology can assist in responding to climate-related extreme weather events.

The Corporate Governance Committee of our Board reviews and monitors, on behalf of the Board, the Company's approach, planning and reporting on sustainability and ESG matters; and reviews and recommends to the Board for approval the Company's annual sustainability and ESG report and other related disclosures. Our Sustainability and Environment and Enterprise Risk Management teams provide quarterly reports to this committee. These reports contain pertinent information regarding our environmental and climate-related risks and related compliance activities. The Corporate Governance Committee also oversees climate-related opportunities as they arise or are otherwise identified and discussed during its quarterly meetings.

Our Board succession planning process involves an ongoing assessment of Board member skills, which helps the Corporate Governance Committee and the Board identify any gaps in the skills and competencies considered most relevant for the Company. As part of this process, Board members are asked to identify their experience or education as they relate to sustainability, environment and climate risk management.

Management oversight of climate-related risks and opportunities

Our CEO and Executive Team are responsible for the execution of the strategic direction of our sustainability programs, which includes assessing and managing climate-related risk and mitigation as well as identifying climate-related opportunities.

Our Sustainability and Environment team reports to our Senior Vice-president & Treasurer, who is responsible for the development and governance of our sustainability strategy.

The Sustainability and Environment team seeks to assess climate-related risks and opportunities by integrating

sustainability considerations and implementing projects across the business, delivering in-house training and awareness on sustainability, and managing our environmental management system, which is ISO 14001:2015 certified in Canada. This process includes benchmarking through formal and informal materiality assessments, data and scenario analysis, considering internal and external stakeholder input and reviewing the regulatory environment in which we operate.

As we work to mitigate the climate impacts of our own operations, we also integrate climate considerations throughout our product development and innovation processes across our business including in emerging areas such as TELUS Health and TELUS Agriculture & Consumer Goods. As we enhance our current products and develop new ones, we consider relevant climate risks and opportunities to align with our commitment to a low-carbon future.

Additionally, we link our sustainability performance to compensation through our corporate scorecard, which affects the Company-wide performance bonus structure. The social capitalism index within the scorecard contains metrics that measure our performance in reducing greenhouse gas emissions as well as social impact metrics. In addition, our Sustainability and Environment team's performance bonus structure is linked more broadly to our environmental goals.

For more information on our climate-related governance, strategy, risk management and targets, see the climate-related risks and opportunities discussion in our 2022 annual information form and our 2022 sustainability and ESG report.

Indigenous relations

TELUS recognizes the unique culture and governance of Indigenous nations and communities. We are committed to engaging Indigenous Peoples in a manner that respects the rights set out in the United Nations Declaration on the Rights of Indigenous Peoples. TELUS acknowledges Indigenous Peoples' inherent right to self-governance, and supports processes and agreements that reflect this authority and the role of Indigenous Peoples as stewards of their lands.

In recognition of the importance of relations with Indigenous Peoples and communities, in 2021, the terms of reference of the Corporate Governance Committee were amended to clarify that it is the Board Committee that has oversight of Indigenous relations. The Corporate Governance Committee receives regular presentations and reports from our Indigenous Relations team on TELUS' Indigenous Reconciliation Action Plan (IRAP) and targets.

We are committed to progressing the path of Reconciliation in a deeply meaningful way, in partnership with Indigenous Peoples and in alignment with our Reconciliation strategy. We continue to hold ourselves accountable to the actions laid out in our 2021 IRAP. An update on our IRAP commitments, including the actions we took in 2022, can be found in our 2022 Indigenous Reconciliation and Connectivity Report.

Succession planning

A key mandate of the People Committee and the Board is executive succession planning. Executive succession planning is fully integrated with the Company's overall succession planning process, which covers all senior leadership and key management positions to ensure talent development and business continuity. The People Committee reviews succession plans at least twice a year for the CEO and on an ongoing basis for the ELT (Executive Leadership Team – all Executive Vice-presidents who are appointed officers of the Company).





In 2022, the People Committee and the Board continued to prioritize executive succession planning and invest significant time into CEO succession planning. The Committee identified and reviewed future leaders, with a particular focus on CEO succession candidates. With Egon Zehnder's support in applying best practices, potential CEO successors are being assessed on their proven ability to drive strategy, deliver sustained operational results and on their leadership capabilities. Their development plans will be enhanced accordingly.

The People Committee and the Board also discuss talent management and succession planning throughout the year in the context of performance assessment and executive compensation. For more details on succession planning activities in 2022, refer to the People Committee report on page 67.

Committees

To help the Board fulfill its duties and responsibilities, the Board delegates certain powers, duties and responsibilities to its committees to ensure a full review of certain matters. These include the Audit, Corporate Governance, Pension and People committees.

The following table provides an overview of our current Board committees. Management directors do not serve on any committee and, as Board Chair, Dick Auchinleck is not a member of any committee but regularly attends committee meetings. All of the committees are composed solely of independent directors.

 <p>Audit Committee</p> <p>4 meetings in 2022</p> <p>Members as of December 31, 2022</p> <table border="1"> <tbody> <tr><td>David Mowat (Chair)</td><td>✓</td></tr> <tr><td>Hazel Claxton</td><td>✓</td></tr> <tr><td>Thomas Flynn</td><td>✓</td></tr> <tr><td>Denise Pickett</td><td>✓</td></tr> <tr><td>Sean Willy</td><td>✓</td></tr> </tbody> </table>	David Mowat (Chair)	✓	Hazel Claxton	✓	Thomas Flynn	✓	Denise Pickett	✓	Sean Willy	✓	 <p>Corporate Governance Committee</p> <p>4 meetings in 2022</p> <p>Members as of December 31, 2022</p> <table border="1"> <tbody> <tr><td>Lisa de Wilde (Chair)</td><td>✓</td></tr> <tr><td>Mary Jo Haddad</td><td>✓</td></tr> <tr><td>Kathy Kinloch</td><td>✓</td></tr> <tr><td>John Manley</td><td>✓</td></tr> <tr><td>Denise Pickett</td><td>✓</td></tr> <tr><td>Sean Willy</td><td>✓</td></tr> </tbody> </table>	Lisa de Wilde (Chair)	✓	Mary Jo Haddad	✓	Kathy Kinloch	✓	John Manley	✓	Denise Pickett	✓	Sean Willy	✓	 <p>Pension Committee</p> <p>4 meetings in 2022</p> <p>Members as of December 31, 2022</p> <table border="1"> <tbody> <tr><td>Ray Chan (Chair)</td><td>✓</td></tr> <tr><td>Lisa de Wilde</td><td>✓</td></tr> <tr><td>Christine Magee</td><td>✓</td></tr> <tr><td>Marc Parent</td><td>✓</td></tr> <tr><td>Thomas Flynn</td><td>✓</td></tr> </tbody> </table>	Ray Chan (Chair)	✓	Lisa de Wilde	✓	Christine Magee	✓	Marc Parent	✓	Thomas Flynn	✓	 <p>People, Culture and Compensation Committee</p> <p>4 meetings in 2022</p> <p>Members as of December 31, 2022</p> <table border="1"> <tbody> <tr><td>Mary Jo Haddad (Chair)</td><td>✓</td></tr> <tr><td>Ray Chan</td><td>✓</td></tr> <tr><td>Kathy Kinloch</td><td>✓</td></tr> <tr><td>Christine Magee</td><td>✓</td></tr> <tr><td>John Manley</td><td>✓</td></tr> <tr><td>Marc Parent</td><td>✓</td></tr> <tr><td>Hazel Claxton</td><td>✓</td></tr> </tbody> </table>	Mary Jo Haddad (Chair)	✓	Ray Chan	✓	Kathy Kinloch	✓	Christine Magee	✓	John Manley	✓	Marc Parent	✓	Hazel Claxton	✓
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✓ Independent

Each committee has terms of reference that set out its mandate, duties and scope of authority, and each committee reports to the Board on its activities on a regular basis. The mandate and responsibilities of each committee are shown in the table below.

	Mandate	Responsibilities
 Audit Committee	<p>To support the Board in fulfilling its oversight responsibilities regarding the integrity of the Company's accounting and financial reporting.</p>	<ul style="list-style-type: none"> • Monitoring internal controls and disclosure controls • Monitoring legal, regulatory and ethical compliance and reporting and the timeliness of filings with regulatory authorities, including the oversight of any metrics regarding climate-related risks, sustainability, and environmental disclosure in financial reporting • Reviewing and assessing the independence and performance of the Company's external and internal auditors • Overseeing the management of the Company's risks • Monitoring the Company's creditworthiness, treasury plans and financial policy • Overseeing the Company's whistleblower and complaint procedures. <p>For more details on the Audit Committee's 2022 activities, see page 60.</p> <p>For more information on the Audit Committee, including its terms of reference, refer to the Audit Committee section in our annual information form for the year ended December 31, 2022.</p>
 Corporate Governance Committee	<p>To assist the Board in fulfilling its oversight responsibilities to ensure TELUS has an effective corporate governance regime.</p>	<ul style="list-style-type: none"> • Monitoring corporate governance developments, emerging best practices and the effectiveness of our corporate governance policies and practices • Identifying, recruiting and recommending nominees for election as directors • Providing ongoing education and development for directors • Overseeing Board and director evaluations • Recommending to the Board its determination of directors' independence, financial literacy, financial expertise, and accounting or related financial management expertise • Monitoring and reviewing insurance claims and property risks, corporate social responsibility, relations with Indigenous communities, and environmental matters and policies. <p>For more details on the Corporate Governance Committee's 2022 activities, see page 63.</p>
 Pension Committee	<p>To oversee the administration, financial reporting and investment activities for six registered Company pension plans, any related supplemental retirement arrangements as mandated by the Board, and any related trust funds (collectively the Pension Plans).</p>	<ul style="list-style-type: none"> • Monitoring the actuarial soundness of the Pension Plans • Monitoring the administrative aspects of the Pension Plans • Monitoring the investment policies of the Pension Plans • Monitoring the performance of the investment portfolios and compliance with applicable legislation • Recommending to the Board for approval fundamental changes in the nature of the pension arrangement for any Pension Plan and fundamental changes in the governance structure for the Pension Plans. <p>For more details on the Pension Committee's 2022 activities, see page 65.</p>
 People, Culture and Compensation Committee	<p>To assist the Board in developing its compensation philosophy and guidelines on executive compensation and to oversee policies related to employees.</p>	<ul style="list-style-type: none"> • Determining CEO goals and objectives relative to compensation • Evaluating CEO performance • Reviewing and recommending to the Board for approval the compensation arrangements for the CEO (based on evaluation) • Reviewing and approving the compensation arrangements for our ELT • Overseeing executive succession planning • Monitoring executive compensation policies, health and safety policies, procedures and compliance, and certain aspects of our approach to business ethics and corporate conduct. <p>For more details on the People Committee's 2022 activities, see page 67.</p>

Each committee also uses an annual work plan to guide its deliberations during the course of the year. The mandate of each committee and its annual work plan are approved by each committee on an annual basis. Finally, each committee has the authority to retain external advisors at TELUS' expense in connection with its responsibilities. The People Committee retained Meridian Compensation Partners Inc. (Meridian) starting in 2010 as its independent compensation consultant. A description of Meridian's work for the People Committee is on page 82. Since 2011, the Corporate Governance Committee has retained Meridian to assist in the annual market study of directors' compensation (see page 34).

We believe our directors should have exposure to different committees, so that they can develop a broad Company perspective. Our committee succession planning principles include facilitating consistency and continuity, having a common director on the People Committee and Pension Committee (to provide a direct linkage on related matters), having a former Audit Committee member on the Pension Committee, and having former committee chairs act as emergency committee chairs, if required. In 2015, the Corporate Governance Committee approved the following additional planning principles:

- Generally, new directors serve only on the Audit Committee for the first year, and thereafter may serve on two committees
- The Chairs of the Audit and People Committees will generally only serve on their respective committees of the Board, in consideration of the extra responsibilities associated with those roles, unless the Board determines that their overall workload and responsibilities allow them to serve on a second committee while continuing to act as Chair
- The principles of our diversity policy should apply to the committee composition and succession plan to ensure that diversity considerations are taken into account when determining the optimal composition and mix of skills for each committee.

Accordingly, the Corporate Governance Committee reviews the composition of the committees annually and considers the desirability of rotating directors among committees. For instance, over his tenure as a Board member, since joining in 2012, John has served on each committee, with his longest tenure being on the Corporate Governance Committee (2015 to 2021). Ray joined the Board in 2013 and was on the Audit Committee for four years, as well as the People Committee. He stepped down from the Audit Committee in May 2017 and joined the Pension Committee to gain exposure to a different area of the Company and to lend his financial expertise to this committee. As per our committee succession plan, Ray became Chair of the Pension Committee after the May 2020 annual meeting.

In 2022, the Board approved the following changes to committee membership effective after the May 2022 annual meeting: Hazel joined the People Committee; Thomas joined the Pension Committee; and Sean joined the Corporate Governance Committee.

In 2023, the Board approved the following changes to committee membership effective after the May 2023 annual meeting: Lisa joining the People Committee and stepping down from the Pension Committee, and Victor joining the Pension Committee. John will also step down from the Corporate Governance and People Committees upon becoming the Chair of the Board.

On February 10, 2023, TELUS announced that Dick, current Chair of the Board, will retire at the close of our 2023 annual meeting of shareholders, and John will become the Chair of the Board immediately following the meeting, assuming his re-election as a director at the meeting.

For more information about our standing committees, see the committee reports starting on page 60. Each committee's terms of reference, which includes brief position descriptions for the chair of each Board committee, is also part of the TELUS Board Policy Manual available at [telus.com/governance](https://www.telus.com/governance).

Our committee succession planning principles aim to balance giving directors exposure to different committees with maintaining expertise and institutional knowledge on each committee.

Independence

The Board determines independence using a set of criteria that go beyond applicable securities rules and the Board has chosen to voluntarily comply with all elements of the independence test set out by the NYSE, including those that are not binding on TELUS. Accordingly, the independence criteria applied by the Board comply with the applicable Canadian and U.S. governance rules and the NYSE governance rules. The Board's adoption of these criteria is reflected in the TELUS Board Policy Manual, which also requires a majority of the Board's members to be independent. Furthermore, all committee members must be independent. Members of both the Audit and the People Committees must also satisfy the more stringent independence tests set out under the applicable Canadian and U.S. governance rules and the NYSE governance rules. With respect to the Board Chair, the TELUS Board Policy Manual provides that the Chair must be independent.

The Board evaluates the independence of each director by applying these expanded independence criteria to the relationship between each director and the Company based on information updated annually through a comprehensive questionnaire.

The Company provides services across its business areas to its directors and their families and to many organizations with

which the directors are associated. The Board has determined that the provision of services *per se* does not create a material relationship between a director and the Company. Rather, in determining if there is a material relationship, the Board examines a variety of factors, including the scope of the services provided, the monetary and strategic value of those services to each party, the degree of dependence on such relationship by either party and how easily a service may be replaced. The Board considers similar factors in assessing the materiality of any relationship between the Company and any customer, supplier or lender with whom a director is associated.

Applying the above tests and process, the Board is satisfied that, except for Darren Entwistle, there is no material relationship existing between any of the proposed directors, including the Chair and the Company, either directly or as a partner, shareholder or officer of an organization, that has a material relationship with the Company.

As a regular feature at each Board and committee meeting, there is an in-camera session of the independent directors. The Chair or the committee chair, as the case may be, presides over these in-camera sessions. The following table indicates the number of regularly scheduled meetings and in-camera sessions and the total number of meetings held by our Board and each committee in 2022.

Board/Committee	Regularly scheduled meetings	In-camera sessions	Total number of meetings
Board	7	7	7
Audit Committee	4	4	4
Corporate Governance Committee	4	4	4
Pension Committee	4	4	4
People, Culture and Compensation Committee	4	4	4

Position descriptions – Chair and CEO

The Board has developed a description of the roles and responsibilities of the Chair and the CEO, to delineate clearly the Board's expectations of the Chair and the CEO.

That description is included in the TELUS Board Policy Manual available at telus.com/governance.

The Chair's primary responsibility is to lead the Board in its supervision of the business and affairs of the Company and its oversight of management. The Chair's duties include facilitating the effective operation and management of the Board; providing leadership to the Board to ensure it can function independently of management as and when required; fostering the Board's understanding of the boundaries between Board and management responsibilities; chairing in-camera meetings of the independent directors at all Board meetings; assisting the Corporate Governance Committee with the recruitment of new directors and the evaluation of the Board, its committees and its members; and facilitating the Board's efforts to promote engagement with, and feedback from, shareholders.

The CEO reports to the Board and bears the primary responsibility for managing the business and affairs of

The Chair of the Board is an independent director.

the Company. The CEO's duties include leading the execution of the Company's strategy; keeping the Board current on major developments; recommending the Company's strategic direction to the Board; developing and monitoring annual business and operational plans and budgets; fostering a customers first culture that promotes ethical practices and supports individual and collective integrity; facilitating interaction between the Board and other key members of management; creating, maintaining and reviewing leadership development and succession plans for the ELT; supporting the Corporate Governance Committee in respect of recruiting new directors to the Board; supporting the People Committee in respect of CEO succession planning; and developing and leading the execution of strategies with respect to relations with investors, shareholders, governments, communities and other stakeholders. In addition, the CEO is responsible for delivering on the Company's corporate priorities, which are approved annually by the Board.

The CEO is responsible for managing the business and affairs of TELUS and for leading the execution of the Company's strategy.

Expectations of our Board – Attendance, caps on outside service and interlocks

Our Board expects all directors to devote the time, energy and effort necessary for them to be effective. They should develop and expand their knowledge and understanding of our products, services and industry, participate in educational and development programs and become effective ambassadors of the Company.

In accordance with the TELUS Board Policy Manual, each director is expected to attend all Board and committee meetings. The Corporate Governance Committee takes a director's attendance into consideration during the nomination process if a director attends less than 75 per cent of Board and committee meetings held in a year (unless due to exceptional circumstances). The following table provides a breakdown of each independent director's attendance.

Director attendance

Name	Board	Audit Committee	People, Culture and Compensation Committee	Corporate Governance Committee	Pension Committee	Total
Dick Auchinleck ¹	7/7					100%
Ray Chan	7/7		4/4		4/4	100%
Hazel Claxton ²	7/7	4/4	3/3			100%
Victor Dodig ³	5/5					100%
Lisa de Wilde	7/7			4/4	4/4	100%
Thomas Flynn ⁴	7/7	4/4			3/3	100%
Mary Jo Haddad	7/7		4/4	4/4		100%
Kathy Kinloch ⁵	6/7		3/4	3/4		80%
Christine Magee	7/7		4/4		4/4	100%
John Manley	7/7		4/4	4/4		100%
David Mowat	7/7	4/4				100%
Marc Parent	7/7		4/4		4/4	100%
Denise Pickett	7/7	4/4		4/4		100%
Sean Willy ⁶	7/7	4/4		3/3		100%

1 Dick is not a member of any committee but regularly attends committee meetings.

2 Hazel joined the People Committee on May 6, 2022.

3 Victor was elected to the Board of Directors on May 6, 2022.

4 Tom joined the Pension Committee on May 6, 2022.

5 For medical reasons, Kathy was unable to attend the November Board and committee meetings in 2022. Her absence was approved by the Chair.

6 Sean joined the Corporate Governance Committee on May 6, 2022.

Directors who are employed as CEOs 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 CEO 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. TELUS' CEO 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 CEO of that other company serves on the TELUS Board.

The Board has also limited the number of directors who can serve on the same board or committee of a publicly traded company to two, unless otherwise agreed to by the Board.

In 2016, the Board clarified the issues that the Corporate Governance Committee should consider when making its recommendation to permit more than two directors to serve on the same board or committee. Specifically, it should take into account all relevant considerations, including, in particular, the total number of Board interlocks at that time and the strategic requirements of TELUS. In 2020, the Board passed a policy limiting the ability of any director of TELUS Corporation to serve on the board of TELUS International or any of its subsidiaries without the approval of the Corporate Governance Committee, upon the recommendation of the CEO. In 2022, the Corporate Governance Committee granted Darren approval to serve as the chair of the board of TELUS International. None of TELUS director nominees served together on other public company boards as at the date of the circular.

Board succession planning – Size and composition of the Board, nomination of directors and term limits

The Corporate Governance Committee is responsible for Board and committee succession planning and for making annual recommendations to the Board regarding the size and composition of the Board and its committees. It also proposes new nominees for election as directors.

When considering the Board's size and composition, the Corporate Governance Committee and the Board have two primary objectives:

- To form an effectively functioning Board that presents a diversity of views and business experience
- To select a size that is sufficiently small for the Board to operate effectively, but large enough to ensure there is enough capacity to fully meet the demands of the Board and its four committees and to facilitate transition when new members are elected or appointed.

The Board believes that having a board of directors consisting of between 10 and 16 members promotes effectiveness and efficiency.

The Corporate Governance Committee regularly reviews the profile of the Board, including the age and tenure of individual directors and the representation of diversity, geography and various areas of expertise. The objective is to have a sufficient range of skills, expertise and experience to ensure the Board can carry out its responsibilities effectively while facilitating transition following the election or appointment of new directors. The Board also strives to achieve a balance between the need to have a depth of institutional experience and knowledge available from its members and the need for renewal and new perspectives. Succession planning for the Board, in line with these objectives, has been a key focus of the Corporate Governance Committee and the Board in recent years. For more information, please refer to the Corporate Governance Committee report on page 63.

Director term limits		Other mechanisms for Board renewal
Age limit	Tenure limit	
No	Yes, 15 years for directors who joined the Board after January 1, 2013	Rigorous annual performance assessment process (see below for more details)

The Board does not have a mandatory age limit, but it does have a term limit policy that requires directors who join the Board after January 1, 2013 to tender their resignation to the Corporate Governance Committee after 15 years of service. The Corporate Governance Committee has the discretion to recommend that the Board extend a director's term for such period as the committee deems appropriate, if it is in the best interests of TELUS to do so. The term limit policy does not replace the rigorous annual performance assessment process that takes place under the leadership of the Corporate Governance Committee (see page 51 for further details). In conjunction with the Board evaluation and as part of the succession planning process, directors are also canvassed on their intention to retire from the Board in order to identify impending vacancies as far in advance as possible.

The Board succession planning process also involves maintaining a skills matrix, which helps the Corporate Governance Committee and the Board identify any gaps in the skills and competencies considered most relevant for the Company. Each director is asked to indicate the skills and competencies that each director, including themselves, has demonstrated. The following table lists the top five competencies of our nominees, while taking into consideration that each nominee has senior executive/strategic leadership experience. This table also discloses their self-identified gender, residence, tenure, age, diversity and official languages spoken.

	Gender	Residence ¹	Years on Board			Age			Language		Diversity	Top five competencies ²												
			0 to 5	6 to 10	11+	59 and under	60 to 69	70+	English	French		Visible minority	Indigenous Peoples	Governance	Finance and accounting	Human resources management / executive compensation	Risk management	Industry knowledge and experience	Retail / customer experience	Corporate social responsibility	International experience	Corporate development	Information technology and information management	Government / regulatory affairs
Ray Chan	M	BC		✓			✓		✓		✓	✓	✓					✓		✓				
Hazel Claxton	F	ON	✓				✓		✓		✓	✓	✓	✓				✓						
Lisa de Wilde	F	ON		✓			✓		✓	✓			✓				✓	✓				✓	✓	
Victor Dodig	M	ON	✓				✓		✓				✓	✓				✓			✓			✓
Darren Entwistle	M	BC			✓		✓		✓	✓								✓	✓		✓	✓		
Thomas Flynn	M	ON	✓				✓		✓				✓	✓			✓			✓	✓			
Mary Jo Haddad	F	ON		✓			✓		✓				✓		✓			✓				✓	✓	
Kathy Kinloch	F	BC		✓				✓	✓				✓	✓	✓					✓				✓
Christine Magee	F	ON	✓				✓		✓				✓	✓	✓	✓		✓						
John Manley	M	ON			✓			✓	✓	✓			✓	✓		✓	✓							✓
David Mowat	M	BC		✓			✓		✓				✓	✓		✓		✓	✓					
Marc Parent	M	QC		✓			✓		✓	✓			✓	✓	✓					✓	✓			
Denise Pickett	F	ON	✓				✓		✓				✓			✓		✓		✓		✓		
Sean Willy	M	SK	✓				✓		✓		✓	✓		✓					✓		✓			✓

1 BC = British Columbia; SK = Saskatchewan; ON = Ontario; QC = Quebec

2 Below are various skills and competencies that the Board regards as being integral to the continued growth of the business, in addition to the senior executive/strategic leadership experience that the Board requires of each director.

- **Governance** – Experience with, or understanding of, leading governance/ corporate social responsibility practices with a public company or other major organization; experience leading a culture of accountability and transparency
- **Finance and accounting** – Experience with, or understanding of, financial accounting and reporting, corporate finance and familiarity with internal financial/accounting control and IFRS
- **Human resources management/executive compensation** – Experience with, or understanding of, executive compensation and benefits, talent management/retention, leadership development, diversity and inclusion, and succession planning
- **Risk management** – Experience with, or understanding of, internal risk controls, risk assessments and reporting
- **Industry knowledge and experience** – Experience with, or understanding of, telecommunications, content, health information industries, agriculture and consumer goods industries and/or security industries, including strategic context, market competitors and business issues facing those industries

- **Retail/customer experience** – Experience with, or understanding of, the mass consumer industry, customer experience and insights (whether directly or indirectly through retail channels)
- **Corporate social responsibility** – Experience with, or understanding of, corporate social responsibility initiatives, including ESG, diversity and inclusion, and community affairs as business imperatives
- **International experience** – Experience with, or understanding of, cultivation and sustainability of international business relationships, including oversight of multinational operations
- **Corporate development** – Experience with, or understanding of, corporate development opportunities, including mergers and acquisitions
- **Information technology and information management knowledge and/ or experience** – Experience with, or understanding of, relevant current and emerging technologies and related innovation (e.g., artificial intelligence, digital solutions/transformation), including telecom and agriculture and consumer goods technology, technology start-ups, governance of information management (e.g., cybersecurity), local and global regulatory requirements, and the Board’s role in overseeing information technology
- **Government/regulatory affairs** – Experience with, or understanding of, provincial, federal and global government and public policy and regulatory environments across geographic footprints.

Recruiting new directors

The Corporate Governance Committee maintains an evergreen list of potential candidates, which is based on its prioritized list of skills and attributes. This list must also include a diverse group of candidates. The directors, the CEO and senior management, as well as external professional search organizations, regularly identify additional candidates for consideration by the Corporate Governance Committee. Search protocols require that the pool of identified candidates meet the approved skills and diversity criteria.

When recruiting new directors, the Corporate Governance Committee considers candidates on merit, taking into account the vision and business strategy of the Company; the skills and competencies of the current directors and the existence of any gaps; and the attributes, knowledge and experience new directors should have in order to best advance the Company's business plan and strategies. Consistent with the Board diversity policy, the Corporate Governance Committee also takes into account multiple aspects of diversity, such as gender, geography, age and visible minority/Indigenous status, with a view to ensuring that the Board benefits from the broader exchange of perspectives made possible by diversity of thought, background, skills and experience.

The Committee reviews the evergreen list to identify top candidates and then the Chair of the Corporate Governance Committee conducts an initial meeting with such candidates. As the next step, candidates deemed to be most suited for the Board meet with the Chair of the Board, the CEO and, if appropriate, other members of the Board and the ELT.

Approval

The Corporate Governance Committee reports to the Board throughout the process. It then puts forward its recommendation for new directors to the Board for approval. The financial literacy and independence of the candidates are also assessed before Board approval.

Board evaluation

To support Board succession planning and Board renewal, the Corporate Governance Committee, together with the Chair, carries out an assessment of the Board and the directors as provided for in the TELUS Board Policy Manual. In addition to succession planning, the evaluation process assists the Board in:

- Assessing its overall performance and measuring the contributions made by the Board as a whole, by each committee and each director
- Evaluating the mechanisms in place for the Board and each committee to operate effectively and make decisions in the best interests of the Company

- Improving the overall performance of the Board by assisting individual directors to build on their strengths
- Identifying gaps in skills and educational opportunities for the Board and individual directors in the coming year.

The Corporate Governance Committee reviews the adequacy of the evaluation process annually, with input from the Chair, and recommends any changes to the Board for approval. In 2022, the Corporate Governance Committee engaged Egon Zehnder to conduct a review of the effectiveness and performance of the Board leadership (Chair and committee chairs), all individual Board members and the Board committees. As in previous years, this assessment also involved a survey of members of senior management who frequently interact with directors to evaluate the overall effectiveness of the Board and its committees and chairs, the extent to which the Board and management support one another and how that support may be enhanced.

The Chair of the Board both receives feedback personally and interviews each director separately on an annual basis to focus on feedback from the evaluation process.

Overall, the assessment by Egon Zehnder revealed that the committees are performing effectively with very high ratings from both the directors and senior management, which demonstrated strong alignment between the directors and management. The results from the peer assessment were also strong, with very high average ratings for each individual director. The evaluation process revealed priority items that each committee should focus on. Egon Zehnder presented the results of the evaluation process to the Corporate Governance Committee and the Board in August 2022 and determined that the Board has a good level of engagement and open rapport with management and the committees are well-led, highly engaged and successful in achieving their mandates. The results of this evaluation will guide the Board and the committees in developing an action plan to prioritize action items identified during the evaluation.

For more information on our process, see Appendix L of the TELUS Board Policy Manual available at telus.com/governance.

Diversity and inclusion

TELUS' commitment to diversity and inclusion (D&I) is at the core of our culture, embedded in our values and central to our leadership in social capitalism. We recognize that in all areas of our business, different perspectives, experiences and backgrounds bring innovative ways of thinking that help us drive better decision-making, insights and solutions.

Board diversity

In 2013, the Board first adopted a written diversity policy to improve the representation of diversity on the TELUS Board. We periodically updated the policy over the ensuing years, with a substantive update to the policy adopted in November 2020 and minor updates in November 2021. The Corporate Governance Committee, which is responsible for assessing Board composition, identifying suitable candidates and recommending director nominees to the Board, considers candidates on merit based on a balance of skills, background, experience and knowledge and in these processes, the Committee will consider multiple aspects of diversity. See page 23 for additional details on the current Board diversity policy.

We have established a long history of progressive practices and milestones, stemming from 1990, when we named the first two women to the Board of Directors, to more recent milestones in 2021, such as being recognized by the BlackNorth Initiative in April 2021 for being “one of a small number of Canadian publicly traded companies to adopt board targets that include visible minority and Indigenous representation,” and then surpassing our Board diversity targets two years early in May 2021.

In furtherance of the commitment to diversity, on an annual basis, the Board will assess the diversity of the Board and the Corporate Governance Committee may, if appropriate, recommend to the Board the adoption of additional measurable objectives for achieving Board diversity and inclusion in accordance with the diversity policy. Our Board diversity policy is included in our TELUS Board Policy Manual, which can be downloaded at telus.com/governance.

Our diverse and inclusive culture

At TELUS, we have a deeply rooted commitment to social justice, diversity and inclusiveness, dating back more than 30 years. Our vision for D&I is rooted in a human equity approach aimed at embracing individual differences to unleash human potential and to leverage diversity of thought. Our motivation stems from the principle that human equity is an organizational, community, national and global responsibility and imperative. Quite simply, we cannot fully commit to our social purpose of enabling remarkable human outcomes through technology unless we are committed to empowering everyone, equally.

In 2020, we reached out to team members to share TELUS' stance against racism and all forms of systemic bias and to reaffirm our commitment to continue to stand united in our pursuit of equity, fairness, social justice and systemic change. We held roundtables with our senior leaders on the topic of understanding racial injustice and systemic racism. We engaged

an external consulting firm to complete a formal assessment of our existing people practices and programs and to help us identify opportunities to further advance inclusion. Leveraging fair process, we invited all team members to engage in honest and meaningful dialogue on how to best combat racial inequity, conducting over 30 listening circles. We used these conversations to apply a wider lens to increase inclusion for all of our team members and the communities where we live, work and serve.

Based on what we learned, in December of 2020 we devised a clear and measurable plan of action to further increase and promote D&I internally and externally. By focusing on both behavioural and structural changes, as well as reinforcing adherence to existing best-in-class D&I practices, we are in our third year of advancing our equitable workplace culture across five pillars, through a multi-year D&I evolution strategy.

1. **Inclusive leadership:** Building trust through leadership that cultivates an inclusive workplace:
 - In 2021, we designed and launched an inclusion index so we could continue to capture the voice of our team. We achieved a score of 85 per cent on our inclusion index in 2022, indicating a strong sense of inclusion and belonging among team members. This result demonstrates our ability to encourage, harness and value diversity of thought, driven by the diversity of our teams and our inclusive team culture that enables team members to be their best selves.
2. **Diversity at all levels:** Breaking bias to increase diverse representation at every level and in all areas of our business:
 - Currently, women represent 26.4 per cent of senior leadership positions (vice-president or higher at TELUS) and four women have an executive officer position at TELUS – Sandy McIntosh, Zainul Mawji, Andrea Wood and Gopi Chande – representing 40 per cent of our executive officers (10 individuals composed of the Chair, the CEO and all appointed officers of the Company).
 - In our 2022 cohort of the Leadership Now program (starting in 2022), which is designed to prepare participants for the step into leadership, 57 per cent of participants are women.
3. **Learning for personal growth:** Introducing additional tools and programs to enhance our culture of inclusion:
 - Team members embraced the enriched learning opportunities available in our evolved D&I learning space launched in 2022, including new learning opportunities on being more inclusive, respectful workplace, unconscious bias, allyship, microaggressions, anti-racism and many more D&I topics.

4. **Elevating awareness:** Amplifying the success of our existing internal and external D&I programs:
- We built and launched an integrated D&I web presence in 2022 for team members and customers, making it easier for people to find the information, tools or resources they need.
 - As an organization, we are very proud of our legacy of leadership and global recognition in advancing diversity and inclusion within TELUS and the communities where we work, live and serve as citizens. In 2022, we were recognized by Mediacorp Canada as one of Canada's Best Diversity Employers for the 13th time.
5. **Organizational insights:** Continuing to listen to our team members, collecting and sharing data to reduce identified gaps.
- Since 2016, we have closely monitored the success of our inclusive culture and measured how our team experiences our commitment to diversity and inclusion through our annual Pulsecheck survey. In 2022:
 - 91 per cent of respondents agreed, TELUS values diverse backgrounds, different ways of thinking, different points of view and different ideas (diversity of thought)
 - 96 per cent of respondents believe TELUS respects team members with diverse backgrounds and identities
 - 87 per cent of respondents have a strong sense of belonging at work.

Along with the changes to our strategy in 2020, early in 2021 we shifted from more of a grassroots driven D&I Council group that was put in place 17 years ago to a D&I Advisory Board consisting of appointed vice-presidents (VPs) and directors representing all areas of our business, key portfolios where we have integrated D&I and each of our six TELUS team member resource groups (TRGs). Our D&I Advisory Board works closely and collaboratively with our Chief Human Resources Officer and our D&I team to advance our culture of inclusion, helping to ensure that D&I strategic priorities are aligned and integrated across TELUS and all team members are engaged and active advocates for D&I.

Our six TRGs have been established over time to support women, Indigenous team members, team members with varying abilities, new immigrants and multicultural team members, Black team members and lesbian, gay, bisexual, transgender, queer and Two-Spirit (LGBTQ2+) team members, to help bring awareness and thought leadership to our cultural evolution and our business initiatives. Since the first group was launched in 2006, our TRGs have grown to more than 8,000 members worldwide. Together, they play an important role in advancing inclusion within our organization and throughout the communities around the world where we live, work and serve. These groups offer mentoring, networking, peer support, volunteering and coaching opportunities to members. They also enable us to better understand the needs and preferences of our diverse customers and help TELUS to become one of the most recommended companies by customers in the world.

We understand that to reach our D&I goals, every leader in the organization needs to be engaged in making progress. That is why, in 2021, we introduced a bottom-up smart goal-setting approach as opposed to setting broad corporate targets. Each leader sets two to three data-informed D&I goals relevant to their unique business and people landscape. This approach ensures that goals are relevant and achievable and embeds leadership accountability across the organization.

Rather than adhering to specific representational objectives at the executive level, we believe that these initiatives in tandem with data-informed smart D&I goal-setting are more effective at contributing collectively to building and maintaining a diverse pipeline of qualified candidates and ensuring that the representation of women, visible minorities, Indigenous Peoples and people living with disabilities is a key consideration when making leadership and executive officer appointments.

Orientation and continuing education

Orientation

The Corporate Governance Committee reviews, approves and reports to the Board on the directors' orientation program.

New directors attend extensive orientation sessions upon joining the Board, conducted by various members of senior management.

The orientation sessions provide an overview of TELUS' strategy; business imperatives, plans and risks; financial condition and financing strategy; financial statement preparation process and internal controls; internal audit, ethics and enterprise risk assessment process; regulatory matters; telecommunications industry; treasury plans and pensions; taxation and legal entity structure; Board and committee governance, including mandates, roles and policies; corporate policies; and compliance and governance philosophy and practices. Orientation sessions also include in-depth sessions on different areas of our business, such as consumer and small business solutions, broadband networks, TELUS International, TELUS Health, TELUS Agriculture & Consumer Goods, technology strategy and business transformation and operations. New directors are also paired with a director who has several years of experience on TELUS' Board to act as a mentor and assist with their orientation and understanding of the functioning of the Board.

In addition, the Board's general practice is to appoint new directors to the Audit Committee for at least their first year on the Board. Given the scope of that committee's mandate relative to those of the other committees, Audit Committee members receive a particularly comprehensive view of the Company's operations in their entirety. This offers new directors the quickest path to understanding the Company's operations, risks and strategy.

Management also offers orientation and training, as necessary, to new members on Board committees in the form of a customized orientation session. The session typically includes an overview of the committee's mandate and work plan for the year, as well as current initiatives, key issues, regulatory trends and best practices relevant to the committee.

Continuing education

The Board believes that continuing education is important for the development of the Board as a whole and for each individual director. The Corporate Governance Committee reviews, approves and reports to the Board on plans for the ongoing development and education of existing Board members.

As part of this ongoing education, management gives regular presentations and provides topical literature from external experts to the Board and its committees. The Company has also set up an online portal through which directors can access research and educational materials on a wide variety of topics, including audit, pension, governance, human resources, technology, ESG strategy, health, cybersecurity, and regulatory and government affairs. Directors are provided with contacts in management for each educational topic so they may request additional information or arrange for further consultation regarding the materials. In addition, written materials that may be of interest to the Board, which are published in newspapers, journals, magazines and periodicals, or released by law firms and accounting firms, are routinely sent to directors between quarterly meetings, or as supplemental materials in preparation for Board and committee meetings. Directors identify topics for continuing education through discussions at Board and committee meetings and in the annual evaluation questionnaires.

TELUS and our directors are members of the Institute of Corporate Directors (ICD) and the Company pays for the cost of this membership. A number of our directors have attended courses and programs offered by the ICD and membership also provides them with access to its publications and events to enhance their knowledge of directors' responsibilities and current governance trends. Directors are also encouraged to attend external education programs at TELUS' expense by availing themselves of an annual tuition credit.

In 2022, management conducted or organized the education sessions noted in the following table. Management also provided information to directors on available courses. Strategic advance meetings were also held regularly throughout the year, in addition to the regular updates the directors receive at each quarterly Board meeting on changes in the competitive landscape, customer requirements, technology, industry developments, government relations and regulatory matters.

Date	Subject	Attendees ¹	Presented by
January 28	Strategy discussion, competitive environment	Entire Board	<ul style="list-style-type: none"> Executive Vice-president (EVP) and Chief Financial Officer (CFO) EVP and Chief Operations Officer EVP and President, Consumer Solutions Chief Legal and Governance Officer
February 8 May 5 August 3 November 3	Updates on corporate governance, including emerging best practices and trends; developments and proposed amendments to Canadian and U.S. securities rules and regulations; developments related to diversity and climate change disclosure; developments in ESG and in particular with respect to Indigenous Reconciliation and racial equity and justice	Corporate Governance Committee	<ul style="list-style-type: none"> Chief Legal and Governance Officer Director, Sustainability & Environment VP, Customer Network Implementation
February 8 May 5 August 3 November 2	Updates on topics related to audit committee governance, as well as trends in the impact of COVID-19, disruptive technology, investor relations, privacy, taxation changes, other accounting standards developments, litigation, and industry updates and challenges	Audit Committee	<ul style="list-style-type: none"> EVP and CFO CFO, TELUS International Senior VP and Treasurer Senior VP and Corporate Controller VP, Risk Management and Chief Internal Auditor VP, Taxation VP and Chief Data & Trust Officer VP and Chief Security Officer VP, Legal Services Director, Internal Audit and SOX
February 8 May 5 August 3 November 2	Updates on compensation trends, including emerging best practices for executive compensation disclosure and regulatory developments	People Committee	<ul style="list-style-type: none"> President and CEO EVP, People & Culture and Chief Human Resources Officer VP, Total Rewards External compensation consultant
February 8 May 5 August 2 November 1	Updates on topical issues relating to current trends, developments or best practices in the area of pension governance; pension investing for the long term; and review of economic outlook by an external economist	Pension Committee	<ul style="list-style-type: none"> VP, Investment Management VP, Total Rewards VP, Legal Services Controller External consultants
February 8 May 5 August 3 November 2	Update on cybersecurity	Audit Committee	<ul style="list-style-type: none"> VP and Chief Security Officer
February 9 May 5 August 4 November 3	Strategic context updates, which include the competitive environment, regulatory updates, technological and industry developments and peer performance	Entire Board	<ul style="list-style-type: none"> Not applicable
February 9	Cybersecurity	Entire Board	<ul style="list-style-type: none"> EVP and Chief Operations Officer VP and Chief Security Officer
July 3	Strategic discussion, TELUS Agriculture & Consumer Goods	Entire Board	<ul style="list-style-type: none"> President, TELUS Agriculture & Consumer Goods
October 6	Strategic discussion, TELUS International	Entire Board	<ul style="list-style-type: none"> President and CEO, TELUS International CFO, TELUS International Senior VP, Chief Legal Officer and Corporate Secretary, TELUS International
November 2	Strategic discussion, TELUS Business Solutions	Entire Board	<ul style="list-style-type: none"> EVP and President, Business Solutions
November 2	Gender pay equity	People Committee	<ul style="list-style-type: none"> EVP, People & Culture and Chief Human Resources Officer

¹ Reference to attendance by the entire Board or by a specific committee means attendance by such members of the Board or committee who were in attendance as at the dates indicated.

Ethical business conduct

TELUS has a code of ethics and conduct that applies to all TELUS team members (including directors, officers and employees), which outlines the responsibilities, guidelines and ethical standards that all TELUS team members are expected to observe, including guidance and the disclosure requirements for actual or potential conflicts of interest. The code is available at telus.com/governance. The People Committee and the Audit Committee are required to review the code of ethics and conduct on a biennial basis, or as otherwise may be required or advisable and recommend changes to the Board for approval, as appropriate. It is not intended that there be any departure or waivers from the provisions of the code. In the unlikely event that a material departure or waiver would be considered, any waiver granted to an ELT member or director under the policy must be pre-approved by the Board or its delegate, which must be a Board committee, and, if appropriate, disclosed subject to restrictions under the TELUS policy on corporate disclosure and confidentiality of information. For all other employees, a material waiver of the code of ethics and conduct must receive prior approval from the Chief Legal and Governance Officer, together with the VP, Risk Management and Chief Internal Auditor, and must be promptly reported to the Audit Committee. There have been no waivers of TELUS' code of ethics and conduct requested or granted since the inception of the Ethics Office and code.

TELUS EthicsLine provides the public and our team members with a channel for submitting anonymous and confidential inquiries or complaints on ethical issues, internal controls or accounting issues. The independence and accessibility of TELUS' EthicsLine are ensured by our third-party intake provider, EthicsPoint, which runs the hotline and forwards calls or reports received to the Ethics Office, with any complaints relating to accounting and internal accounting controls forwarded to the Chief Legal and Governance Officer. EthicsPoint also forwards respectful workplace issues to the Company's respectful workplace contact. TELUS team members and external callers from around the world can make an inquiry or complaint online or by phone 24 hours a day, seven days a week in a variety of languages. To measure our performance in this regard, we have established an integrity index, which incorporates results from our online learning course, internal team member surveys, external surveys of our customers and reported breaches of our policies. For more information on our integrity index, refer to our sustainability and ESG report.

Our Ethics Office offers team members assistance in ethical decision-making by providing guidance concerning our code of ethics and conduct. The Ethics Office also conducts

investigations, establishes appropriate policies and guidelines on TELUS' expected standards of business conduct and takes action on complaints or inquiries to our EthicsLine. The Ethics Office oversees ethics training, including TELUS Integrity, a mandatory course for all TELUS team members, as well as for contractors with access to our information systems. The course combines ethics, respectful workplace, corporate security, privacy and other compliance-related modules. The Ethics Office requires each Board member, as well as each TELUS team member, to acknowledge annually that he or she has reviewed the code of ethics and conduct and understands the code's expectations.

The VP, Risk Management and Chief Internal Auditor provides quarterly reports to the People Committee and the Audit Committee on activities and results related to the code of ethics and conduct. This includes summaries of investigations of whistleblower, ethics and internal controls complaints, as well as outcomes of confirmed breaches, received by the Ethics Office or by the Chief Legal and Governance Officer (as the case may be). Other quarterly reports also include additional metrics comprising the integrity index, such as results from online training courses, internal engagement surveys and internal risk assessment surveys.

Under the British Columbia *Business Corporations Act* and the Articles, any director or executive officer who holds any office or possesses any property, right or interest that could result in the creation of a duty or interest that materially conflicts with the individual's duty or interest as a director or executive officer of the Company, must promptly disclose the nature and extent of that conflict. A director who has a disclosable interest in a transaction or contract into which the Company has entered or proposes to enter may not vote on any directors' resolution to approve that contract or transaction.

Insider trading

TELUS has a comprehensive insider trading policy that formalizes guidelines to control transactions involving its securities by all TELUS team members and to ensure TELUS team members are aware of and comply with their legal obligations and TELUS' policy with respect to insider trading and tipping. This policy applies to each director, officer and employee of TELUS and guides the actions of TELUS team members in the buying and selling of TELUS and TELUS International shares and the disclosure of material information about TELUS or TELUS International. Our insider trading policy applies to all TELUS team members, including TELUS International team members; however, TELUS International has adopted a separate insider trading policy that applies to its team members

only, but which is consistent with our policy. A copy of our insider trading policy is available at [telus.com/governance](https://www.telus.com/governance). See page 59 for additional information about the governance framework between TELUS and TELUS International.

Anti-bribery and corruption

In Canada, many of our businesses are regulated and we therefore engage in a number of proceedings and government relations efforts at the federal, provincial and municipal levels. We also have a large number of significant service relationships with Canadian public-sector entities, typically resulting from open procurement processes. We do not provide any significant services to foreign public entities, except for certain wholesale and network supply agreements with wholly or partially state-owned carriers and vendors. Most of the wholesale agreements follow an industry standard form and all our suppliers must comply with our controls related to selection and conduct.

We have operations in North America, Central America, Europe, Australia and Asia and our dealings with public officials in the jurisdictions in which they are located are limited to regulatory reporting or licensing and permitting processes that allow for limited public discretion. These operations do not involve the provision of services to foreign public entities. We are also subject to a number of complex domestic and foreign tax laws and regulations that require us to continuously monitor, clarify and contest with public officials in respect of the application of these laws and regulations.

We have addressed anti-bribery and corruption risks through a risk-based framework that includes:

- **Senior management involvement and support:** Senior leaders across TELUS have been identified as responsible and accountable for ensuring that the anti-bribery and corruption compliance program is effectively implemented and consistently monitored. Senior executives set the tone to create a culture where bribery is not tolerated. TELUS also has a designated Chief Data and Trust Officer, whose role is to work across the enterprise to ensure that appropriate processes and controls are in place to facilitate legal compliance and to report on compliance to the Audit Committee of the Board.
- **Corporate compliance policies and procedures:** TELUS maintains a specific anti-bribery and corruption policy that is periodically updated to reflect best practices. The policy is approved by the Board. The policy applies to all team members, including the Board, as well as all third parties engaged by TELUS. It outlines the expectations for all team members and third parties in relation to anti-bribery and

corruption matters in Canada and abroad and applies to all areas of TELUS' business, including commercial activities in both the public and private sectors. The anti-bribery and corruption policy is available at [telus.com/governance](https://www.telus.com/governance). Other relevant policies include a comprehensive code of ethics and conduct for our employees (as mentioned above), a supplier code of conduct, a business sales code of conduct, and expense and procurement policies. TELUS International also maintains an anti-bribery and anti-corruption policy which is approved by the board of TELUS International.

- **Training and education:** Our annual Integrity training brings to life the policies and guidelines that inform the way we work and tests our integrity knowledge through scenarios. In addition, it highlights our zero-tolerance approach to bribery and corruption. This training is mandatory and is delivered to all team members and contractors with systems access. Further targeted training continues to be provided through our business sales code of conduct and anti-bribery and corruption programs. The courses cover the processes and controls intended to mitigate such risks and include topics and scenarios that promote a deeper understanding of the material covered.
- **Incentives and consistent disciplinary procedures:** Employees are made aware that failure to comply with the anti-bribery and corruption policy may subject them to disciplinary action, which may include dismissal. TELUS' Chief Data and Trust Officer, and the team members who are responsible for the implementation and monitoring of the compliance program, have annual performance objectives that are tracked on a quarterly basis, to ensure accountability, execution and oversight of the anti-bribery and corruption policy.

Shareholder engagement and say on pay

Our Board believes that regular communication is an important part of creating an open and constructive dialogue with our shareholders. To facilitate such engagement, in 2015, the Board amended its say-on-pay and shareholder engagement policy, restating it as two separate policies. The say-on-pay policy sets out the Board's objectives and practices with respect to say-on-pay disclosure pertaining to executive compensation. The shareholder engagement policy outlines how the Board may communicate with shareholders, how shareholders may communicate with the Board and which topics are appropriate for the Board to address. It also provides an overview of how management interacts with shareholders. A copy of our shareholder engagement policy is available at [telus.com/governance](https://www.telus.com/governance).

We communicate with our investors, including shareholders and debtholders, as well as other stakeholders, through various channels, including our annual and quarterly reports, quarterly earnings conference calls, information circular, annual information form, sustainability and ESG report, news

releases, website, presentations at industry and investor conferences and other ad hoc meetings, conference calls and discussion. Some of our long-standing shareholder engagement practices are outlined in the following table:

Event	Who we engage with	Who engages	What we talk about
Annual general meeting	Shareholders (institutional and retail)	<ul style="list-style-type: none"> Chair of the Board CEO Senior management as applicable 	Business of the meeting (financial statements, director elections, advisory vote on executive compensation and other proposals for shareholder vote)
Quarterly earnings conference calls (with simultaneous webcast)	Financial analysts and shareholders (institutional and retail)	<ul style="list-style-type: none"> CEO EVP and CFO Senior management 	Most recently released quarterly financial and operating results. With the release of our fourth quarter results in February, we also issue our annual financial targets for the coming year and provide an overview of business operations and strategies. Additionally, the conference calls include a question and answer session. Conference calls are also available to retail shareholders on a listen-only basis via phone or webcast. The webcast, slides (if used), transcripts (if available) and audio replays are posted at telus.com/investors
News releases	Shareholders (institutional and retail), financial analysts and media	<ul style="list-style-type: none"> Senior management 	Quarterly results and any major corporate developments that occur throughout the year (such as notable acquisitions or divestitures)
Industry conferences and executive tours (in Canada, the United States and Europe)	Financial analysts and institutional shareholders	<ul style="list-style-type: none"> CEO EVP and CFO Senior management 	Information that is publicly available, including business, strategy and operations
Regular meetings, calls and discussions	Shareholders (institutional and retail), brokers, financial analysts and media	<ul style="list-style-type: none"> EVP and CFO Senior management Investor Relations 	Responding to any inquiries received through the 1-800 investor line, ir@telus.com and ceo@telus.com mailboxes, consistent with TELUS' disclosure obligations
Ad hoc meetings	Shareholders (institutional and retail) and shareholder advocacy groups (e.g. the Canadian Coalition for Good Governance)	<ul style="list-style-type: none"> Chair of the Board and/or Chair of Corporate Governance or People Committee as applicable Senior management 	Governance, sustainability, executive compensation and any other topics within the Board's mandate

Our Board email inbox (board@telus.com) provides shareholders and other stakeholders with a channel for communicating directly with the Board on appropriate topics between annual meetings. Alternatively, shareholders and other stakeholders can communicate with the Board by mail, marking the envelope as confidential, to (c/o TELUS' Chief Legal and Governance Officer) 7th Floor, 510 West Georgia Street, Vancouver, British Columbia V6B 0M3. The Board strives to respond to all appropriate correspondence in a timely manner. On a quarterly basis, the Corporate Governance Committee

considers all communications sent to the Board inbox and reviews and considers responses in relation to corporate governance matters.

Throughout the year, we also respond to any shareholder concerns and letters we receive.

We encourage stakeholders to contact the Board, and specifically members of the People Committee or the Corporate Governance Committee, to discuss any concerns about our approach to executive compensation and corporate governance practices.

TELUS International – Governance framework

At the time of TELUS International's initial public offering (IPO), TELUS recognized that TELUS International's status as a publicly traded company would necessitate changes in the governance framework between TELUS and TELUS International. Although TELUS would continue to hold a controlling equity interest in TELUS International, it would be necessary to establish formal arrangements between the two companies that would recognize TELUS International's responsibilities as a public company and the need to coordinate these responsibilities with TELUS' obligations as a reporting company, helping to maintain consistency in the culture and values of TELUS International within the TELUS group. Accordingly, TELUS and TELUS International entered into certain agreements and arrangements governing their post-IPO governance and operational relationship, which are summarized below. More complete details about such governance framework, and copies of relevant material agreements, can be found in TELUS International's public documents that are available on [sedar.com](https://www.sedar.com) and [sec.gov](https://www.sec.gov).

Shareholders' agreement

A shareholders' agreement between TELUS, BPEA EQT (formerly, Baring Private Equity Asia (Baring) and formed as a result of the combination of Baring and EQT Asia in 2022) (BPEA) and TELUS International governs the relationship between the parties and provides TELUS with certain rights and protections, including:

- **Board composition and appointment rights:** TELUS has the right to nominate a majority of the directors on the TELUS International board of directors other than the TELUS International CEO. For so long as TELUS continues to beneficially own at least 50 per cent of the combined voting power of the shares of TELUS International, TELUS may designate the chair of the board. TELUS also has the right, subject to certain conditions, to designate one nominee to each of the standing committees of the board, and to designate the chairs of the human resources and governance and nominating committees.
- **Special TELUS shareholder rights:** For so long as TELUS continues to beneficially own at least 50 per cent of the combined voting power of the shares of TELUS International, TELUS approval will be required for certain matters including, among others, approving: the selection (and removal) of the CEO; the increase or decrease of the size of the board; the issuance of shares; amendments to articles; consolidations or mergers with non-affiliated entities; change of control transactions; disposing of all or substantially all of the assets; and commencing liquidation, dissolution or voluntary bankruptcy or insolvency proceedings.

- **TELUS right of first offer:** BPEA agrees not to directly or indirectly sell, transfer or otherwise dispose of any TELUS International shares without first discussing in good faith any such sale transaction with TELUS and providing TELUS with a right of first offer to purchase such shares in connection with a sale transaction for gross proceeds in excess of US\$10.0 million.

Collaboration and financial reporting agreement

A collaboration and financial reporting agreement was entered into to provide for the collaboration and coordination of TELUS International and TELUS in a range of financial reporting areas. TELUS International is required to maintain business policies, practices and standards that are consistent with and at least as stringent as the corresponding TELUS policies, practices and standards, adapted as necessary to conform with TELUS International's business and the laws and regulations applicable to its business.

Registration rights agreement

A registration rights agreement between TELUS, BPEA and TELUS International provides TELUS or BPEA with certain demand and piggyback registration rights, subject to certain conditions, that require TELUS International to use commercially reasonable efforts to effect the registration under applicable federal, state and provincial securities laws, in either Canada or the United States, of TELUS International subordinate voting shares held by TELUS or BPEA.

Operational agreements

TELUS International and TELUS entered into certain intercompany agreements that provide a framework for the parties' post-IPO operational relationship, including:

- Master services agreement
- Transition and shared services agreement
- Master reseller agreement
- Network infrastructure services agreement
- Trademark license agreement.

Credit agreement

TELUS is a lender under TELUS International's senior secured credit agreement.

Governance policies, practices and standards

TELUS International has or will adopt governance policies, practices and standards aligned with TELUS' policies, practices and standards, with necessary changes. TELUS International's board and standing committee mandates and policies shall align with TELUS' standards.