

Corporate Governance Committee report



4

meetings in 2022

96% attendance

At each meeting, the Committee holds an in-camera session without management present.

Committee members



Lisa de Wilde
(Chair) ✓

Mary Jo Haddad ✓

Kathy Kinloch ✓

John Manley ✓

Denise Pickett ✓

Sean Willy¹ ✓

100% independent ✓

2022 Committee highlights

Board diversity

- Surpassed both diversity targets specified in the Board diversity policy of having: at least two directors who identify as a visible minority or are Indigenous by the annual meeting in 2023; and women and men each represent at least one-third of independent directors
- Currently 43 per cent of our independent directors are women, and the Board includes two directors who identify as a visible minority and one who identifies as Indigenous.

Indigenous relations

- Received regular reports and presentations from TELUS' Indigenous Relations team with respect to the Company's Indigenous Reconciliation Action Plan and progress thereon.

Appointment of new Board Chair

- The Committee, with the assistance of an external firm (which was also supporting the Company's Board effectiveness evaluation and CEO succession planning process), conducted a Chair succession process with various discussions, interviews and assessments. After the completion of a comprehensive Chair succession process, the Committee recommended to the Board for approval, the appointment of John Manley as Chair of the Board to succeed Dick Auchinleck upon his retirement at the end of our 2023 annual meeting of shareholders.

Ongoing leadership in continuous disclosure and ESG governance

- The Committee follows best practices in its continuous disclosure and its review of the annual information circular and sustainability and ESG report
- The Committee is responsible for reviewing and monitoring, on behalf of the Board, TELUS' overall approach, planning and reporting on ESG and sustainability matters.

Board effectiveness

- Engaged Egon Zehnder International Inc. (Egon Zehnder) to conduct an assessment of the performance of our Board committees and each committee chair, as well as a peer assessment
- Develops and monitors the implementation of an action plan to prioritize items identified during the evaluation process
- Assessed the adequacy of representation among the directors of the skills identified in the directors' skills matrix.

¹ Sean became a member of the Corporate Governance Committee on May 6, 2022.

Corporate Governance Committee report (continued)

Commitment to best practices in corporate governance

- Conducted the annual assessment of the independence and financial literacy of directors and made recommendations to the Board, which made the final determinations
- Received quarterly updates on changing laws, rules and regulations in Canada and other jurisdictions, corporate governance initiatives taken by Canadian and U.S. securities regulators and other stakeholders, developments related to diversity and climate change disclosure, developments in ESG and in particular with respect to Indigenous Reconciliation and racial equity and justice, and emerging best practices and their implications for the Company
- Received presentations and reviewed reports each quarter on corporate social responsibility and environmental risk management updates, as well as reviewing and recommending to the Board the annual sustainability and ESG report
- Received presentations and reports on the Company’s action plan to reduce greenhouse gas emissions and on halocarbon release mitigation efforts
- Reviewed and recommended changes to the TELUS Board Policy Manual to ensure alignment with best practices in corporate governance
- Evaluated the adequacy of our say-on-pay policy and shareholder engagement practices
- Reviewed and reported on shareholder communications received in the Board inbox on a quarterly basis, as well as any correspondence from the Board or committees sent in response to such communications.

Board and committee succession planning

- Recommended changes to committee membership to give the following directors the opportunity to serve on different committees and to be exposed to different facets of the Company. The Board approved the following changes to committee membership effective after the May 2022 annual meeting: Hazel Claxton joining the People, Culture and Compensation Committee (People Committee); Thomas Flynn joining the Pension Committee; and Sean Willy joining the Corporate Governance Committee
- Continued consideration of future director recruitment efforts and Board requirements
- Conducted an annual review of the succession planning process for the committee chairs.

Signed, the members of the Corporate Governance Committee



Lisa de Wilde (Chair)



Mary Jo Haddad



Kathy Kinloch



John Manley



Denise Pickett



Sean Willy