

APPENDIX F – TERMS OF REFERENCE FOR THE CORPORATE GOVERNANCE COMMITTEE

The Board has established the Corporate Governance Committee (the “Committee”) to assist the Board in overseeing the effectiveness of the Company’s corporate governance policies and procedures, including the nomination, compensation and evaluation of the Board members and the Company’s approach to matters including sustainability and the environment, Indigenous reconciliation, privacy, artificial intelligence (AI), and related party transactions.

1. MEMBERSHIP

- 1.1 The Committee will have a minimum of three members, including the chair of the Committee. The Board, upon the recommendation of the Committee, will appoint and remove the members of the Committee by a majority vote. The members will sit on the Committee at the pleasure of the Board.
- 1.2 The Board, upon the recommendation of the Committee, will appoint the chair of the Committee from the Committee’s members by a majority vote. The chair of the Committee will hold such position at the pleasure of the Board.
- 1.3 All members of the Committee will be Independent Directors.

2. MEETINGS

- 2.1 The Committee will meet at least once each quarter and otherwise as necessary. Any member of the Committee may call meetings of the Committee. All directors of the Company, including management directors, may attend meetings of the Committee. However, only members of the Committee will be entitled to vote on matters before the Committee.
- 2.2 The Committee will hold an in-camera session without management present, including management directors, as a regular feature of each Committee meeting.
- 2.3 The Chief Legal and Governance Officer or their nominee will act as secretary to the Committee.
- 2.4 The Committee will report to the Board on its meetings and each member of the Board will have access to the minutes of the Committee’s meetings and meeting materials, regardless of whether the director is a member of the Committee.

3. QUORUM

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

4. DUTIES

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

4.1 Corporate Governance

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

4.2 Board and Committees

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

- (a) annually, in consultation with the Chair and the CEO, the size of the Board;
- (b) annually, in consultation with the Chair and the CEO, the nominees for election as directors of the Company at its annual general meetings and, as required, candidates to fill any casual vacancy occurring in the Board or committees;
- (c) annually, the appointment of the Chair;
- (d) as required, the establishment or disbanding of Board;
- (e) annually, in consultation with the Chair and the chairs of other committees as they relate to those committees, any amendments to the mandate, scope, duties and responsibilities of the committees (as set out in their terms of reference). As part of that review, the Committee will consider whether the allocation of the Board's and the committees' responsibilities for risk oversight is appropriate;
- (f) annually and as required, the membership of the committees, including the chairs thereof;
- (g) annually, the compensation and benefit levels for the directors of the Company (Appendix H) including the Chair; and
- (h) annually any material changes to the Board Diversity Policy (Appendix L).

4.3 Director Selection, Education, and Evaluation

The Committee will:

- (a) annually review a process for the determination of the independence of the directors, and the financial expertise, accounting or related financial experience and financial literacy of the directors, as those terms are defined under applicable securities laws and approve any changes thereto;
- (b) annually recommend the determinations described in section 4.3(a) to the Board for approval;
- (c) annually approve plans for the continuing education of directors;
- (d) annually, consider the Chair review process (part of Appendix J) and recommend any

material changes to the Board for approval;

- (e) annually, together with the Chair, conduct or oversee the evaluation of the performance of individual directors, the Chair, the chairs of the committees, the Board as a whole and the committees, including its own performance;
- (f) annually review the criteria to be met by all directors of the Company in order to be eligible to serve as a director and the search process (as set out in Appendix I) and recommend any material changes to the Board for approval;
- (g) annually review and approve Board skills and conduct a gap analysis;
- (h) annually review and approve the succession planning process for the Chair and the chair of each committee; and
- (i) maintain a list of potential candidates for directors who meet the established criteria and review such list as required to track progress.

4.4 Risk Management

The Committee will:

- (a) annually review and approve directors' and officers' third party liability insurance coverage;
- (b) review and recommend to the Board for approval any material changes to directors' or officers' indemnity agreements;
- (c) monitor and review, on behalf of the Board, the Company's insurance, claims and property risks;
- (d) review quarterly reports from the Vice-President, Chief Data and Trust Officer on privacy initiatives;
- (e) annually, or more frequently if required to communicate any significant changes, receive a report on the Company's AI governance initiatives;
- (f) annually, review and recommend to the Board any material changes to the AI Policy;
- (g) monitor, on behalf of the Board, environmental matters including the Company's compliance with environmental legislation, its Environmental Management System and the adequacy of the Company's environmental budget expenditures;
- (h) as required, review and recommend to the Board for approval any material changes to the Company's environmental policies;
- (i) review and monitor, on behalf of the Board, the Company's approach, planning and reporting on environmental, social and governance (ESG) and sustainability matters;
- (j) review and recommend to the Board for approval of the Company's annual sustainability

and ESG report and other related disclosures.; and

- (k) review and recommend to the Board for approval the Forced and Child Labour in Supply Chains Act report.

4.5 Other

The Committee will:

- (a) as required, report to the Board on the necessity or advisability of appointing an independent committee to evaluate and confirm to the Board the fairness of any material transaction involving the Company;
- (b) approve any reports required or recommended on corporate governance for inclusion in public disclosure documents of the Company (e.g. the disclosure on corporate governance practices required by Canadian securities regulators);
- (c) review the framework for the delegation of authority between the Board and management at least every two years and recommend to the Board for approval any material changes thereto;
- (d) review and monitor, on behalf of the Board, the Company's relations with Indigenous communities, and periodically report to the Board on how TELUS is engaging with Indigenous communities;
- (e) annually review the Company's majority voting policy (Appendix K), shareholder engagement policy (Appendix M) and practices, say-on-pay policy, and recommend to the Board any material changes thereto;
- (f) annually review the Company's insider trading policy, and recommend to the Board any material changes thereto;
- (g) annually approve the Company's charitable and political contribution policies, budget and practices;
- (h) monitor legislation affecting the duties, responsibilities and potential liability of directors;
- (i) approve, as needed, the policy regarding the engagement of outside advisors for individual directors or by committees;
- (j) pre-approve the hiring or promotion of any employee who has a relationship with any director of the Company that would render the director to be not "independent" under the Company's policies upon such hiring or promotion. The Committee may delegate the authority to grant such pre-approval to any one member of the Committee, provided that a report is made to the Committee on any pre-approval at the Committee's first scheduled meeting following the pre-approval; and
- (k) as required, review any related party transactions involving a director or senior officer of the Company, and approve any procedures or measures to be adopted in connection therewith.

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

5. OUTSIDE ADVISORS

The Committee may engage and terminate outside advisors, at the expense of the Company, to provide advice with respect to anything within its duties, responsibilities and authority.

6. AUTHORITY

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

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