

Transparency Scientific Committee Charter

A. Mission of the Committee

The core of the Transparency Scientific Committee's mission is to represent the interests of readers of corporate disclosure. The Transparency Scientific Committee is also dedicated to providing disclosure practitioners with opportunities for which they can further their professional development and receive recognition for their efforts in drafting corporate disclosure that is transparent to investors, other stakeholders and the general public.

B. Objectives and Methodology of the Transparency Awards

The Transparency Awards, created and managed by Labrador (a leading global communications firm specializing exclusively in corporate disclosure documents), are designed to reward the quality of disclosure provided by public companies, with the goal of:

- Encouraging companies to improve their transparency practices when providing disclosure
- Measuring the performance and efforts of companies in being transparent with their disclosure
- Identifying and sharing best transparency practices made by companies

Each year, the winners, as selected by the Transparency Awards Scientific Committee, are announced at the Transparency Awards Ceremony.

The methodology, results and winners are validated by the Transparency Scientific Committee. Based on data collected by a Labrador team. The results and winners are based on the analysis of objective criteria that apply to all of the companies that are evaluated.

The process is audited and certified each year by Bureau Veritas, a leading third-party certification company.

This Charter is signed by each member of the Transparency Scientific Committee as a promise to respect the principles of neutrality, independence and professionalism in carrying out their roles and responsibilities when serving on the Committee.

C. Committee Member Roles and Responsibilities

1. Annual Transparency Awards

The Transparency Scientific Committee will be responsible for managing the Annual Transparency Awards by:

- Determining the Awards categories
- Selecting and updating the Evaluation criteria
- Reviewing the annual Certification provided by an independent party that certifies that the Evaluation criteria was properly applied
- Selecting the Awards recipients
- Participating in the Awards ceremony if called upon

2. Meetings

The Transparency Scientific Committee shall meet at least twice per year to undertake the Committee's activities.

3. Membership

- Committee Leadership: The Chair of the Transparency Scientific Committee shall be the Transparency Champion. The Transparency Champion will select the other members of the Committee.
- Other Committee members may include:
 - Current and former representatives of institutional investors
 - Current and former representatives of proxy advisors
 - Current and former representatives of other stakeholders
 - Former members of regulatory and quasi-regulatory agencies

The Committee will not contain members who are either directly involved in crafting disclosure or assisting those that are directly involved in crafting disclosure.

The Transparency Champion will select the other members of the Committee based on their independence, integrity, competence in the field and probity. Before joining the Committee, each member of the Committee will sign a written declaration that they will not be part of the deliberations or voting relating to the possible selection of a company for an Award for which they are currently – or have been formerly - associated with in any capacity.