

## Audit Committee Charter

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### 1.0 MEMBERSHIP

The Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) shall be composed of not less than three directors of the Corporation, all of whom shall be *independent* and *financially literate* within the meaning of the Canadian Securities Administrators National Instrument 52-110. Members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board. The Board shall also appoint the Chair of the Committee.

### 2.0 PROCEDURAL MATTERS

In connection with the discharge of its duties and responsibilities, the Committee shall observe the following procedures:

1. **Meetings.** The Committee shall meet at least four times every year, and more often if necessary, to discharge its duties and responsibilities hereunder. The Committee may meet at any place within or outside of Canada.
2. **Joint Meeting with Risk Committee.** The Committee shall meet at least annually with the Risk Committee of the Board.
3. **Advisors.** The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay, at the Corporation’s expense, the compensation of such independent counsel and advisors.
4. **Quorum.** A quorum at any meeting of the Committee shall be a majority of Committee members.
5. **Secretary.** The Corporate Secretary or an Associate Corporate Secretary or such other person as may be designated by the Chair or in the absence of the Chair, the acting Chair of the Committee, shall act as secretary of meetings of the Committee.
6. **Calling of Meetings.** A meeting of the Committee may be called by: (i) the Chair of the Committee: (ii) the Chair of the Board: (iii) the President and Chief Executive Officer: (iv) the external auditor of the Corporation: or (v) any member of the Committee. When a meeting of the Committee is called by anyone other than the Chair of the Board, the Chair of the Committee shall so inform the Chair of the Board.

### 3.0 DUTIES AND RESPONSIBILITIES

#### 3.1 Financial Disclosure. The Committee shall:

In addition to any other duties and responsibilities assigned to it from time to time by the Board:

1. review the Corporation’s:
    - a. interim and annual financial statements;
    - b. interim and annual management’s discussions and analysis;
    - c. interim and annual earnings press releases;
    - d. other documents containing audited or unaudited financial information, at its discretion; and,
    - e. implementation of appropriate internal control procedures,
- and report thereon to the Board before such documents are approved by the Board and disclosed

to the public; and

2. be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the disclosure provided by the financial statements, management's discussions and analyses, and earnings press releases, and shall periodically assess the adequacy of those procedures.

**3.2 External Audit.** The Committee shall:

1. recommend to the Board the external auditor to be appointed for purposes of preparing or issuing an auditor's report or performing other audit, review or attest services;
2. review the terms of the external auditor's engagement, the appropriateness and reasonableness of proposed audit fees, and any issues relating to the payment of audit fees, and make a recommendation to the Board with respect to the compensation of the external auditor;
3. review the independence of the external auditor, including an annual report prepared by the external auditor regarding its independence;
4. review the external auditor's engagement to ensure that the external auditor is duly appointed as external auditor of each of the Corporation's subsidiary entities, unless in the opinion of the Corporation, after consulting the external auditor, the total assets and/or net income of the subsidiary entity are not a material part of the total assets and/or net income of the Corporation, or unless, in the case of a subsidiary entity that carries on its operations in a country other than Canada, the laws of the country do not permit such appointment;
5. review the recommendation of the external auditor for the person designated to conduct the audit;
6. meet with the external auditor and with management to review the audit plan, audit findings, and any restrictions on the scope of the external auditor's work;
7. review with the external auditor and management; any changes in Generally Accepted Accounting Principles (i.e. International Financial Reporting Standards); the quality and the acceptability of major accounting policies and assumptions; alternative treatments of financial information within Generally Accepted Accounting Principles that have been discussed with management, the ramifications of the use of alternative treatments, and the treatment preferred by the external auditor; the presentation and impact of significant risks and uncertainties that could materially affect the financial results or disclosures of the Corporation; and key estimates and judgments of management in each case that may be material to the Corporation's financial reporting;
8. have the authority to communicate directly with the external auditor;
9. receive reports directly from the external auditor;
10. directly oversee the work of the external auditor that is related to the preparation or issue of an auditor's report or other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting;
11. meet with the external auditor to discuss the annual financial statements and the interim financial statements;

12. review any management letter containing the recommendations of the external auditor, and the response and follow up by management in relation to any such recommendations;
13. review any evaluation of the Corporation's internal controls over financial reporting conducted by the external auditor, together with management's response;
14. pre-approve (or delegate such pre-approval to one or more of its members) in accordance with the pre-approval policy of the Corporation, all engagements for non-audit services to be provided to the Corporation or its subsidiaries by the external auditor, together with all non-audit services fees, and consider the impact of such engagements and fees on the independence of the external auditor;
15. approve the Corporation's hiring policy regarding partners, employees and former partners and employees of the present and former external auditor; and
16. review all issues and statements related to a change of external auditor and the steps planned by management for an orderly transition.

**3.3 Pension Plans.** The Committee shall:

1. review and approve (i) reports and certifications with respect to all plan audit-related activities as outlined in the Pension Plan Annual Report and (ii) Pension Plan financial reports; and
2. approve the appointment of the Pension Plan auditor.

**3.4 Internal Audit.** To establish, maintain, and ensure that the Corporation's Internal Audit function has sufficient authority to fulfill its duties, the Committee shall:

1. discuss with the Chief Internal Auditor ("**CIA**") and senior management the Internal Audit function's mandate, authority, responsibilities, scope and the nature of services provided (assurance and/or advisory) and approve the Internal Audit Charter;
2. ensure the CIA has unrestricted access to and communicates and interacts directly with the Committee, including in private meetings without senior management present;
3. participate in discussions with the CIA and senior management about the "essential conditions" described in the Global Internal Audit Standards, which establish the foundation that enables an effective Internal Audit function;
4. review the internal audit charter periodically with the CIA to consider changes affecting the Corporation, such as the employment of a new CIA or changes in the type, severity, and interdependencies of the risks to the Corporation;
5. approve the risk-based Internal Audit plan; periodically review and approve the Internal Audit function's budget, human resources administration and expenses, and make inquiries of senior management and the CIA to ensure that the function is free from inappropriate scope or resource limitations;
6. collaborate with senior management to determine the qualifications and competencies the Corporation expects in a CIA, as described in the Global Internal Audit Standards;
7. authorize the appointment and removal of the CIA;
8. review and provide input on the CIA's performance and remuneration;
9. receive communications from the CIA about the Internal Audit function including its performance relative to its plan; and

10. ensure a quality assurance and improvement program has been established and review the results annually.

**3.5 Compliance.** The Committee shall:

1. review reports of the chief compliance officer and chief privacy officer;
2. meet with the chief compliance officer and chief privacy officer to discuss the effectiveness of existing policies and procedures for compliance with applicable laws and regulations;
3. monitor compliance with the Corporation's Code of Conduct or Business Conduct Policy, as applicable; and
4. review periodically the mandate of the chief compliance officer and chief privacy officer of the Corporation.

**3.6 Accounting Complaints Handling Procedures.** The Committee shall establish procedures for:

1. the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
2. the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting and auditing matters.

**3.7 In-Camera Sessions.** The Committee shall periodically meet in-camera alone, and shall hold an in-camera meeting each quarter separately with each of the external auditor, Chief Financial Officer, CIA, management, as the Committee deems appropriate.

**3.8 Subsidiaries.**

1. With respect to any Material Subsidiary in the corporate ownership chain between the Corporation and any Direct Subsidiary, the Committee shall review the financial statements of that Material Subsidiary.
2. With respect to any Direct Subsidiary:
  - a. the Committee may rely on the review and approval of the financial statements of the Direct Subsidiary by the audit committee and the board of directors of the Direct Subsidiary, and on reports or opinions of the external auditor on those financial statements;
  - b. the Committee shall receive a copy of the charter of the Direct Subsidiary's audit committee, together with a memorandum summarizing its meeting processes and structure ("Process Memorandum"); and
  - c. at each meeting of the Committee, the secretary of the Committee shall table a report from the secretary of the Direct Subsidiary's audit committee confirming that the processes mandated by its charter and Process Memorandum have been followed.
3. For these purposes:
  - a. "*Material Subsidiary*" means an operating subsidiary whose net income represents 10% or more of the net income of the Corporation; and
  - b. "*Direct Subsidiary*" means the first Material Subsidiary that is below by the Corporation in a corporate ownership chain that has an audit committee which is comprised of a majority of independent directors.

#### **4.0 AUDITOR'S ATTENDANCE AT MEETINGS**

The external auditor shall be entitled to receive notice of every meeting of the Committee and, at the expense of the Corporation, to attend and be heard at any meeting of the Committee. If so requested by a member of the Committee, the external auditor shall attend every meeting of the Committee held during the term of office of the external auditor.

#### **5.0 ACCESS TO INFORMATION**

The Committee shall have access to any information, documents and records of the Corporation that it determines to be necessary in the performance of its duties and the discharge of its responsibilities under this charter.

#### **6.0 REVIEW OF CHARTER**

The Committee shall periodically review this Charter and recommend any changes to the Board as it may deem appropriate.

#### **7.0 REPORTING**

The Chair of the Committee shall report to the Board, at such times and in such manner, as the Board may from time to time require on matters subject to the Committee's review and consideration and shall promptly inform the Chair of the Board of any significant issues raised by the members of the Committee, the internal auditor, the external auditor or the regulators and shall provide the Chair of the Board with copies of any written reports or letters provided by the external auditor and the regulators to the Committee.

*Adopted by the Board of Directors on December 23, 2004, as amended October 29, 2009, November 8, 2012, June 19, 2020 and •, 2025.*