

POLICY ON THE RECRUITMENT AND RENEWAL OF DIRECTORS OF ÉNERGIR

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| Effective date: | November 26, 2015 | Distribution: | Énergir's website |
| Update: | February 9, 2023 | Approved by: | The Board of Directors on February 9, 2023 |
| Responsible: | Corporate Secretariat | | |

1. OBJECTIVE

The purpose of this Policy on the Recruitment and Renewal of Directors of Énergir (the "**Policy**") is to provide a framework for the selection and recruitment of candidates for the position of Director of Énergir Inc. ("**Énergir**") and to promote a renewal of directors on the board of directors of Énergir (the "**Board**").

This Policy is not exhaustive. It is designed to facilitate the scouting of qualified, dedicated candidates who have exemplary reputations and whose insight will enhance the expertise of the Board in fulfilling Énergir, L.P.'s business strategy.

2. GUIDING PRINCIPLES - APPOINTMENT OF ÉNERGIR'S DIRECTORS

A. Qualifications for candidates taken individually

- Fulfills the requirements of applicable laws and regulations (age of majority, citizenship required, specific expertise required, no criminal record, etc.);
- Respect the maximum duration of 12 years of continuous terms as a director of Énergir. However, this criterion could be adjusted depending on the context and circumstances.
- Has an exemplary reputation;
- Is available to invest the time needed to become closely acquainted with the specificities, issues and challenges of Énergir, L.P. and its various markets, including those related to a regulated public utility as well as those related to non-regulated sectors;
- Preferably have experience as a corporate director; and.
- Not serving on too many boards of directors of other issuers that are reporting issuers or the equivalent in a Canadian or foreign territory, which could affect the ability to effectively carry out the duties of an Énergir director.

B. Qualifications for candidates in relation to the Board as a whole

- Candidates for directorship will be evaluated based on the experience, expertise, skills, abilities and knowledge that the Board itself and its committees need to understand Énergir's activities, fulfill their respective mandates and increase the value of the sole shareholder's investment;
- Candidates for directorship will also be evaluated based on the opportunities and risks associated with the business, the operational framework, the competitive environment and the business context in which Énergir operates, and based on the work done by each of the Board's committees;
- Whenever possible, the majority of Board members must be independent within the meaning of the Canadian Securities Administrators requirements with respect to director independence;
- Énergir is committed to promote diversity within the Board. To show its commitment, a *Policy Regarding Diversity on the Board of Directors of Énergir* has been adopted to establish specific criteria to ensure that diversity is observed in the recruiting and selection process of new Board members; and
- The members of the Board and its committees have a duty to be available and attend every meeting; directors who have not attended 75% of the meetings of the Board or of the committees they sit on, for two consecutive years and without a valid reason, shall not be nominated again.

3. EFFECTIVE DATE

This update to the *Policy* shall become effective on the date of its approval by the Board, as indicated above. It replaces the Guidelines for Recruiting and Renewing Directors which was approved by the Board on November 26, 2015.

4. REVIEW

This Policy is subject to review every two years.