



DEVONIAN

CHARTER OF THE BOARD OF DIRECTORS

APPROVED BY THE BOARD OF DIRECTORS ON OCTOBER 19, 2015



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I. PURPOSE

The main responsibility of the Board of Directors is to oversee the management of business and affairs of the Corporation. In this regard, the Board establishes policies, reporting mechanisms and procedures in view of safeguarding the assets of the Corporation and ensuring its long-term viability, profitability and development. The Board appoints the following committees to assist it in its stewardship role: the Audit Committee and the Corporate Governance Committee (the “CG Committee”), and the Human Resources Committee (the “HR Committee”). The Board may also appoint other Committees as it deems appropriate.

II. COMPOSITION AND QUALIFICATIONS

The composition of the Board is determined based on applicable legal requirements. The mandate of the Board requires complementary knowledge, skills and expertise on the part of the Directors, to enable them to positively contribute to the achievement of the Corporation’s corporate objectives, including a reasonable representation of financial industry and risk management skills. In addition, the composition of the Board and qualifications of its members will comply with such additional requirements as may be imposed by applicable legislation and Best Practices.

III. PROCESS AND OPERATIONS

1. Meetings

The Board of Directors meets at least four times (4) per year. The calendar of meetings is determined in advance.



2. Private Meeting of the Members of the Board and Private Meetings With Members of Management

Preceding or following each regular meeting, the members of the Board meet privately without the presence of Management. The members of the Board may meet in private at their discretion.

The members of the Board may meet members of Management in private after each regular or non-regular meeting.

3. Quorum

A quorum at any meeting shall be a simple majority of the members of the Board of Directors

IV. MANDATE

The Board of Directors supervises the management of the business and affairs of the Corporation. In exercising this role, the Board fulfills the following responsibilities:

1. Strategic Planning
2. Supervision over Senior Management and Compensation and Succession Planning
3. Financial Reporting & Disclosures
4. Board of Directors Structure and Composition
5. Risk Management
6. Internal Controls
7. Business Ethics, Compliance and Corporate Governance

1. Strategic Planning

Each year, the Board reviews, discusses and approves the strategic plan and the corporate objectives of the Corporation; it reviews and discusses attainment of results at each of its quarterly meetings, to ensure close monitoring of key objectives and prompt realignment, if judged appropriate. In relation thereto, the Board reviews with Management the opportunities and risks of the Corporation's plan, and approves it, including the budget for the following year.



As part of strategic planning, the Board also reviews and approves material transactions and reorganizations, such as acquisitions, dispositions, mergers, corporate reorganizations, major contracts, alliances and financing.

2. Supervision over Senior Management, Oversight Functions and Compensation and Succession Planning

The Board is responsible for ensuring that the Corporation is supported by an appropriate organizational structure including a President & CEO and other Executives who have complementary skills and expertise, to ensure the sound management of the business and affairs of the Corporation and its long-term profitability.

To fulfill its role, the Board delegates the oversight of the organizational structure of the Corporation and its succession planning to its HR Committee that will make recommendations to the Board on the appointment, assessment, compensation and termination (if applicable) of the President & CEO and other Executives.

To support these objectives, the Board approves the mandates of the President & CEO and the HR Committee reviews, discusses, and recommends to the Board or approves compensation and benefit plans for Employees, Management and Executives in view of attracting and retaining talent and linking total compensation to financial performance and the attainment of strategic objectives.

3. Financial Reporting & Disclosures

The Board of Directors is responsible for ensuring that the Corporation adopts appropriate policies and procedures for the accuracy of its Financial Statements and returns and the timely reporting and disclosure of financial information to regulators and shareholders, respectively. The Board may delegate this function to the Audit Committee, which will review the Corporation's annual and quarterly Financial Statements and management's discussion and analysis and meet with the Internal and External Auditors to discuss such statements and documentation. The



Audit Committee will approve or make recommendations to the Board for its approval of such statements. The Audit Committee may also review and approve press releases containing previously undisclosed financial information.

4. Board of Directors Structure and Composition

The Board of Directors is responsible for ensuring that its own structure and composition are in compliance with applicable corporate governance legislation and Best Practices and that such structure and composition are appropriate for the Corporation and take into account the suitability and the integrity of all the members of the Board.

With a view to ensuring effective Board structure and composition, on an annual basis, the Board undertakes a self-assessment to evaluate the effectiveness of the Board and Committee practices and occasionally with the assistance of an independent external advisor. The Board may delegate to the CG Committee the identification of new Board members and the implementation and review of the nomination process for new Board members.

5. Risk Management

The Board is responsible for ensuring that the Corporation's business strategies and allocations of capital are related to the Corporation's Risk Appetite Framework and tolerance. To this end, the Board must ensure that the Corporation has effective risk management programs and practices that are within the risk tolerance of the Corporation. The Board may delegate this function to a Committee, which will review the Corporation's risk management programs and practices and evaluate the Corporation's compliance with key risk policies and limits.



6. Internal Controls

The Board is also responsible for ensuring that the Corporation has an appropriate internal control framework in place that supports the achievement of the Corporation's strategies and objectives, including the protection of the accounting

and financial reporting process. The Board may delegate this function to the Audit Committee, which will review the Corporation's internal control procedures, and establish procedures to receive submissions or complaints regarding accounting or auditing matters.

7. Business Ethics, Compliance and Corporate Governance

The Board of Directors is responsible for ensuring that the Corporation has the appropriate structures and programs in place to operate within the highest ethics, compliance and corporate governance practices. The Board may delegate this function to the CG Committee, which will review the Corporation's compliance programs including corporate governance initiatives. The Committee will also ensure that there are appropriate procedures in place for the identification and resolution of conflicts of interest.

To support the Corporation's corporate governance objectives, the Board and its Committees ensure that the Directors, the CEO and other Executives demonstrate suitability and integrity in line with high ethical values of the Corporation and mandates the CG Committee to approve governance and compliance programs proposed by Management that aim at implementing and maintaining a governance and compliance mindset across the Corporation, including with its employees and other stakeholders.

V. INDEPENDANTS CONSULTANTS

The Board of Directors enjoys a broad oversight function over many technical and specialised aspects of the business and affairs of the Corporation. As such, individual



members of the Board are authorised to engage consultants including lawyers, and auditors at the expense of the Corporation, in appropriate circumstances.

It is the responsibility of the Board of Directors to ensure that consultants are retained only when necessary and that such consultants are retained prudently and without duplication.

The Board of Directors may delegate this function to the CG Committee, which will ensure that appropriate policies and procedures are in place to provide for the prudent engagement of consultants.

Upon the recommendation of the Audit Committee, the Board also recommends the appointment of the External Auditor to the Shareholders.

VI. DELEGATION

The Board of Directors may designate a sub-committee or individual(s) to review any matter the Board of Directors can delegate by law.

VII. BOARD MANDATE REVIEW

On an annual basis, the Board of Directors reviews this mandate and approves such changes as are necessary.