

Lassonde Industries Inc.

Policy Respecting Diversity on the Board and Within Senior Management

(adopted by the Governance Committee on February 13, 2015 and amended on March 26, 2020)

1. Lassonde is a corporation that is controlled by a majority shareholder and all policies must therefore be adopted in a context differing from that of diversely-owned businesses. For example, a policy limiting the term of directors is less relevant for controlled companies.
 2. The Corporation believes that limiting the directors' term of office or formalizing a mechanism for Board renewal is not an efficient or appropriate means of guaranteeing Board performance. The Corporation instead intends to favour the intrinsic qualities looked for in a director, such as management experience, leadership, career success, financial literacy, knowledge of the Corporation's industry, geographic origin, personal attributes, reputation, collegial spirit and complementarity with the other members of the Board and management.
 3. In addition, limiting the duration of directors' terms could deprive the Corporation of the benefit of continuity, and the knowledge and experience of the Corporation and its industry that long-time directors would have.
 4. In its search for and selection of candidates for the Board of Directors and senior management, the Corporation not only promotes diversity within the organization in terms of gender, but also in terms of ethnicity, age, disability and religion, among other things. In addition to the representation of women, the Corporation more specifically makes it a point to consider visible minorities, Aboriginal peoples and persons with disabilities when electing and nominating candidates for these positions. This allows the Corporation to better understand and serve consumers of its products and ensure that the organization's composition reflects that of its client base.
 5. The Corporation acknowledges that it is free to seek the most qualified persons to hold a position as a member of the Board or senior management. Consequently:
 - A. In its search for candidates for positions as a member of the Board or senior management, the Corporation favours considering a broad range of candidates, which necessarily includes male and female candidates who meet the search criteria.
 - B. The Corporation will always favour recruiting the most qualified and suitable candidates given the circumstances and requirements of the Corporation for management and director positions to be filled.
 - C. Diversity will be taken into account in the recruitment process but not at the expense of merit and other applicable criteria for the director or officer position to be filled.
 - D. While the representation of women and general diversity within the Board and senior management is a matter of concern to the Corporation, it does not intend to adopt specific targets in that regard.
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