



# Shareholder Engagement Guideline

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# Contents

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<b>1. INTRODUCTION .....</b>	<b>3</b>
1.1. PURPOSE .....	3
<b>2. GUIDELINE PRINCIPLES .....</b>	<b>3</b>
2.1. BOARD OF DIRECTORS AND MANAGEMENT ENGAGEMENT WITH SHAREHOLDERS .....	3
2.2. MANAGEMENT .....	4
2.3. CONTACTING THE BOARD .....	4
2.4. CONTACTING MANAGEMENT .....	5
<b>3. EXCEPTIONS .....</b>	<b>5</b>
<b>4. ROLES AND RESPONSIBILITIES .....</b>	<b>5</b>
4.1. INVESTOR RELATIONS .....	5
4.2. CHIEF FINANCIAL OFFICER .....	6
<b>5. MONITORING AND REPORTING .....</b>	<b>6</b>
5.1. GUIDELINE MONITORING .....	6
5.2. GUIDELINE REPORTING .....	6
<b>6. REVIEW AND DEVELOPMENT CYCLE .....</b>	<b>6</b>
<b>7. EFFECTIVE DATE .....</b>	<b>6</b>
<b>8. REVISION HISTORY .....</b>	<b>6</b>

# 1. Introduction

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Home Capital Group Inc. (Home Capital or the “**Company**”) and its Board of Directors (the “**Board**”) welcome engagement with shareholders and understand that to make informed decisions about Home Capital and to communicate their views to the Company, shareholders need to understand the Company’s business operations and performance.

## 1.1. Purpose

This Guideline identifies how the Company, the Board, and its designated spokespersons (“**Management**”), engage with shareholders. It also explains how shareholders can communicate with the Board and Management.

# 2. Guideline Principles

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## 2.1. Board of Directors and Management Engagement with Shareholders

Home Capital is committed to proactive, transparent and responsive communications with shareholders, other stakeholders and the public. The Board believes that it is important to have regular and constructive engagement directly with its shareholders to allow and encourage shareholders to express their views on governance matters directly to the Board outside of the annual meeting. The Board has developed a program of two-way communication, led by the Investor Relations team, to facilitate constructive engagement with shareholders in order to allow shareholders to provide timely and meaningful feedback. This program includes meetings with institutional investors and organizations representing large groups of investors or shareholders. Accordingly, the Board, at its discretion and in accordance with Home Capital’s Disclosure Policy, will periodically meet with Home Capital’s shareholders to allow shareholders to communicate their views on various matters.

Shareholders may wish to communicate with the Board on:

- Board structure, composition, and performance
- general Board oversight, including committee charters
- corporate governance practices
- executive compensation
- oversight of risk;
- sustainability issues; and
- succession planning

Topics that are more appropriate for Management to address and discuss with shareholders could include, but are not limited to:

- corporate strategy
- financial and operational performance
- material strategic decisions, such as significant changes to business segments
- mergers, acquisitions, joint ventures or divestitures
- changes in Management; and
- dividends, financings and other Company events.

The Board encourages shareholder participation at the Company's annual shareholder meeting as well as through informal meetings throughout the year, as necessary. Each director nominee will attend the annual meeting, absent a compelling reason. The chairs of each Board committee will be available to respond to shareholder questions at each annual meeting. The Board encourages shareholders to attend the Company's annual meeting as it provides a valuable opportunity to discuss the Company, its corporate governance, compensation practices and other important matters.

The Board believes it is important to have constructive engagement directly with shareholders outside the annual meeting and will meet periodically with shareholders at the discretion of the Board.

Shareholders may also access information about the Board, its mandate, the Board committees and their mandates, and directors via the Company website [www.homecapital.com](http://www.homecapital.com).

## 2.2. Management

Management communicates with shareholders in many ways. The primary form of communication is through the Investor Relations team, which communicates with shareholders on a regular basis.

Other means of communication with its shareholders include: the Company's annual report, management information circular, annual information form, quarterly reports, public accountability statement, news releases, website, presentations at investor and industry conferences, and other meetings. In addition, the Company hosts quarterly earnings calls that are open to all listeners, during which questions from the investment community will be addressed.

The following are the primary spokespersons to shareholders and the investment community:

- Chief Executive Officer;
- Executive Vice-President & Chief Financial Officer; and
- Head of Investor Relations.

Spokespersons will meet periodically with investor representatives to discuss the financial and business performance of the Company.

This Guideline is consistent with the Company's Disclosure Policy, which covers disclosure of material non-public information, and the Code of Conduct and Ethics Policy which reflects the Company's commitment to high standards of business conduct and ethics.

## 2.3. Contacting the Board

The Company supports an open and transparent process for shareholders to contact the Board, including the chairs of the Board committees, through the office of the Secretary of the Company or their designate.

Please contact:

Corporate Secretary  
Home Capital Group Inc.  
145 King St. West, Suite 2300  
Toronto, ON, M5H 1J8

or

Chair of the Board of Directors  
Home Capital Group Inc.  
145 King St. West, Suite 2300  
Toronto, ON, M5H 1J8

CorporateSecretary@hometruster.ca

Chair@hometruster.ca

The Board has the right to decline requests for meetings for any reason it deems appropriate, including cases in which the proposed topics are not appropriate, and in order to limit the number of such meeting requests to a reasonable level and prioritize acceptances based on the interests of all shareholders. The Chairman of the Board will determine which directors will attend any such meeting.

## 2.4. Contacting Management

Management will make best efforts to respond to all appropriate requests in a timely manner.

Shareholders may also make their views known through individual voting for directors, an annual say-on-pay advisory vote and other matters submitted to shareholders for approval. In addition, shareholders may put forward shareholder proposals in accordance with applicable rules and procedures.

Shareholders or other stakeholders of the Company may communicate with Management by mail, e-mail or telephone by contacting the Company's Investor Relations department.

Investor Relations  
Home Capital Group Inc.  
145 King St. West, Suite 2300  
Toronto, ON M5H 1J8

Email: [Investor.relations@hometruster.ca](mailto:Investor.relations@hometruster.ca)  
Phone: (416) 360-4663  
Toll Free Phone: 1-877-903-2133

## 3. Exceptions

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An exception to this Guideline may be granted based on business or personal circumstances. The request must be reviewed and approved by the Chief Financial Officer.

## 4. Roles and Responsibilities

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### 4.1. Investor Relations

Maintain records in accordance with the Guideline and the Company's Record Management Policy.

## 4.2. Chief Financial Officer

In addition to the applicable Covered Personnel and Disclosure Committee responsibilities, the Chief Financial Officer will approve any exceptions to this Guideline.

## 5. Monitoring and Reporting

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### 5.1. Guideline Monitoring

The Chief Financial Officer holds responsibility for monitoring compliance with this Guideline.

### 5.2. Guideline Reporting

The Chief Financial Officer will provide regular reporting on the status of compliance with this Guideline to the Governance and Nominating Committee of the Board.

## 6. Review and Development Cycle

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The Chief Financial Officer will review the Guideline every three years or on as needed basis and will recommend the Guideline for approval to the Disclosure Committee.

## 7. Effective Date

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Compliance with this Guideline is to take effect immediately upon its approval by the Disclosure Committee.

## 8. Revision History

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Version	Date	Author and Group	Revision Description
1.0	September 2018	Finance	<ul style="list-style-type: none"><li>Approved as Policy</li></ul>
2.0	May 2019		<ul style="list-style-type: none"><li>New guideline format and annual review, GNC asked for further amendments</li></ul>
2.1	December 2020		<ul style="list-style-type: none"><li>Updated guideline incorporating GNC amendments and annual review</li></ul>