

December 2009

CCGG, on behalf of its members, will be meeting with the Chair of the Board and other directors of a number of public Canadian companies each year.

PURPOSE

The meetings are intended to be a discussion between the board of directors (as the elected representatives of the owners) and shareholders of the company in order to:

1. Establish a relationship with, and create a forum for discussion between, the board of the company and its shareholders to discuss governance issues and policies;
2. Initially focus on the approach to executive compensation of the company in comparison to CCGG's *2009 Executive Compensation Principles* and related policies (available at ccgg.ca);
3. Discuss any recommended governance practices not being followed at the company; and
4. Provide CCGG members with information which will assist them in making investment decisions and in voting at the company's next annual meeting for the election of directors and on any advisory vote on executive compensation.

ENGAGEMENT LIST

In 2009-10, CCGG intends to meet with approximately 30-35 companies. CCGG has developed a list of companies for engagement using the following criteria:

1. The Board has agreed to provide shareholders with an advisory votes on executive compensation in 2010;
2. The level of share ownership of the issuer by CCGG members; and
3. Groups of companies within the same industry sector.

PROCESS

CCGG will request by letter a meeting with the Chair of the Board, the Chair of the Compensation Committee and other directors at the discretion of the Company's Chair. The letter will enclose this policy, the *2009 Principles of Executive Compensation* and other relevant documentation.

Ideally, these meetings will be in person at the head office of the company, but may be held at other locations or by conference call if required. The meetings will be attended by one or more members of CCGG and the CCGG Executive Director.

CCGG will conduct detailed research and solicit input from its members in advance of the meeting to ensure that all important issues are addressed at one time. Once a date has been set for the meeting, attendees finalized, and detailed research completed, a letter setting out the attendees and

2009-2010 CCGG BOARD OF DIRECTORS

CHAIR

David Denison
CPP Investment Board

VICE CHAIR

Barbara Palk
TD Asset Management

DIRECTORS

Dan Chornous
RBC Asset Management

Gordon J. Fyfe
PSP Investments

Emilian Groch
Alberta Teachers' Retirement
Fund Board

Stephen A. Jarislowsky
Jarislowsky Fraser

Wayne Kozun
Ontario Teachers' Pension Plan

Doug Pearce
bcIMC

Donald F. Reed
Franklin Templeton Investments Corp.

Kim Shannon
Sionna Investment Managers

ABOUT CCGG

Representing the interests of institutional investors, the Canadian Coalition for Good Governance promotes good governance practices in Canadian public companies and the improvement of the regulatory environment to best align the interests of boards and management with those of their shareholders, and to promote the efficiency and effectiveness of the Canadian capital markets.

identifying the agenda of matters to be discussed will be sent to the company Chair. CCGG welcomes additional agenda items requested by the board.

Following each company meeting, CCGG staff will prepare a written summary of the meeting for its members. The meeting summaries will not be made public, but will be provided to the company board for its internal use. CCGG asks that these meeting summaries not be made public by the company or widely circulated within the company. CCGG may also provide directors with a summary of industry themes identified by CCGG from its engagement meetings in the company's industry.

CCGG will prepare and publish a report annually summarizing best corporate governance and executive compensation practices identified from its engagement meetings and encouraging all companies to adopt these leading practices.

ISSUERS ARE INVITED TO CONTACT STEPHEN GRIGGS, EXECUTIVE DIRECTOR OF CCGG, AT 416 868 3585 OR SGRIGGS@CCGG.CA WITH QUESTIONS OR COMMENTS.