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**Desjardins Group Retirement Committee**  
**CODE OF PROFESSIONAL CONDUCT**  
**December 2023**

This document is an unofficial translation of the official French version. In case of discrepancies, the French version shall prevail.

## **PREAMBLE**

The role of the Retirement Committee is to provide financial management and administration for the Plan by taking appropriate measures to protect the rights of Plan Members and Beneficiaries, and to safeguard and grow the assets of the Pension Fund of which it is the trustee.

The Retirement Committee has established this Code of Professional Conduct to ensure that Committee Members act with integrity and accountability in carrying out their duties. This Code of Professional Conduct applies to members of the Retirement Committee and its management committees.

The Retirement Committee Code of Professional Conduct in no way supersedes the laws and regulations governing the activities of anyone subject to it, namely the *Civil Code of Québec* and the *Supplemental Pension Plans Act*.

## **PRINCIPLES OF PROFESSIONAL CONDUCT**

The principles of professional conduct guide the decisions and conduct of Committee Members, particularly in situations not governed by rules.

### **1. Respect for others**

The Retirement Committee recognizes that everyone is fundamentally worthy, free and accountable.

Under this principle, you undertake to:

- a) treat everyone with fairness, respect and courtesy;
- b) strictly protect confidentiality and exercise discretion;
- c) always do what's best for all Plan Members and Beneficiaries;
- d) provide others with accurate, useful and understandable information so they can make informed decisions;
- e) act in a professional manner at all times;
- f) refrain from all forms of harassment and discrimination.

### **2. Respect for the interests of Plan Members and Beneficiaries**

The Retirement Committee believes that the interests of Plan Members and Beneficiaries must take precedence over private interests.

Under this principle, you undertake to:

- a) act with honesty, loyalty, integrity and transparency;
- b) place the interests of Plan Members and Beneficiaries ahead of your own and those of any other third party;
- c) comply with all applicable legislation.

### **3. Respect for the organization**

The trust of the Plan Members, Beneficiaries, Sponsor and partners is essential to the Plan's activities. In addition, although independent, the Retirement Committee is committed to protecting the Sponsor's reputation to ensure its long-term viability, as well as that of the Plan.

Under this principle, you undertake, to the extent permitted by your fiduciary responsibility to the Pension Fund, to:

- a) refrain from committing any act that may harm the Retirement Committee, the Plan or Desjardins;
- b) be loyal to the Retirement Committee, the Plan and Desjardins;
- c) support democratically established priorities and decisions;
- c) protect the confidential nature of the priorities, plans, projects and decisions of the Retirement Committee, the Plan and Desjardins;
- e) contribute to the development, financial strength and efficiency of the Retirement Committee, the Plan and Desjardins.

## **RULES OF PROFESSIONAL CONDUCT**

The rules of professional conduct apply to your duties and obligations. They describe the appropriate conduct to adopt in specific situations. In applying these rules, you must take into account the principles upon which they are based.

### **1. DEFINITIONS AND INTERPRETATION**

Definitions are provided in the appendix.

### **2. RESPONSIBILITIES AND DUTIES**

In fulfilling your duties, you must always exercise the same skill, diligence and care that a reasonable person would exercise in similar circumstances. To fully fulfill this obligation, you must:

- regularly attend meetings;
- review the information provided for decision-making and actively participate in the proceedings of the body on which you sit;
- act to the best of your abilities and take into account, where applicable, the expertise needed to make informed decisions;
- apply to the administration of the Plan any relevant knowledge or skills that you may have related to your profession;
- keep your knowledge up-to-date and make sure you take part in training activities.

You must also act with honesty and loyalty, in the best interests of all Plan Members and Beneficiaries. You must act impartially and not exercise your duties in your own interests or the interests of a third party. You must not consider your own concerns as an employer, employee or retiree, nor represent the interests of the group of persons who appointed you, but rather act in the best interests of all Plan Members and Beneficiaries.

You must comply with the laws, regulations, regulator-issued guidelines and governance documents of the Retirement Committee and the Plan that apply in the jurisdictions in which you or the Plan carries out activities. You must not participate, either directly or indirectly, in any manner whatsoever, in illegal transactions or practices that are unacceptable under the governance documents or this Code of Professional Conduct.

If a specific legal framework applies to your profession or industry (such as insurance, securities or trust services), you must uphold the spirit and provisions of that framework and the principles and rules of professional conduct.

### **3. CONFLICTS OF INTEREST**

You must avoid putting yourself in conflict of interest situations. There is a conflict of interest when a Committee Member is in a situation of any kind that may cause (real) or appear to cause (perceived) the Committee Member to act in their own interests or the interests of another person, including a related party, instead of the interests of the Plan Members and Beneficiaries, as is their duty.

If you find yourself in a real conflict of interest situation, you must immediately report the full details of the situation in writing to the secretary or assistant secretary of the body on which you sit. You must abstain from voting on or making any decisions about any issue related to the situation and avoid influencing any related vote or decision. You must withdraw from the meeting during any discussions or decision-making related to the situation. Where necessary, you can provide information about the situation prior to discussions. Your disclosure of the conflict of interest and withdrawal from the meeting must be recorded in the meeting minutes.

If you find yourself in a perceived conflict of interest situation, you must immediately report the full details of the situation in writing to the secretary or assistant secretary of the body on which you sit. The body on which you sit must decide what action to take. Options include:

- asking you to leave during discussions and decision-making;
- limiting your participation in discussions and decision-making;
- deciding that no action is necessary.

Your disclosure of the conflict of interest, the subsequent decision made about you, and the reasoning behind this decision must be recorded in the meeting minutes.

The assistant secretary of the Retirement Committee will record in the Register any conflict of interest situations that are entered in the meeting minutes of the Retirement Committee or its management committees.

### **4. GIFTS, GRATUITIES AND BENEFITS**

#### **a) Monetary gifts**

During the course of your duties, you may never accept or solicit gifts in the form of cash, cheques or marketable securities for yourself, a related party or a third party.

#### **b) Other gifts and gratuities**

You may accept modest gifts and gratuities such as gift cards, hospitality, tickets to sporting or cultural events, or other benefits, provided they are offered as a professional courtesy in support of good business relationships.

You must make sure the gift or gratuity does not impair your objectivity or influence or attempt to influence your judgment or any decisions.

You cannot accept a gift or gratuity if it creates a perceived conflict of interest.

You must refuse any gift that could harm the reputation of the Retirement Committee, the Plan or Desjardins if it were made public.

If you have any doubts about a situation, you must check with the secretary or assistant secretary of the body on which you sit.

**c) Other benefits**

As a Committee Member, you may not receive any fees, commissions or other benefits for any transactions related to the Pension Fund's investments.

You may not use Pension Fund assets for your own benefit or for that of another person.

**5. PREFERENTIAL TREATMENT**

As a Committee Member, you must refuse, and report to the body on which you sit, any requests for preferential treatment in exchange for immediate or future benefits for yourself or a third party.

**6. GOODS AND SERVICES CONTRACTS**

You must not influence the Retirement Committee or participate, on behalf of the Retirement Committee or the Plan, in negotiating or entering into a goods or services contract that could be awarded to you, a person related to you or a member of your immediate family.

**7. RESPECT FOR THE ORGANIZATION**

To the extent permitted by your fiduciary responsibility to the Pension Fund:

- a) you must refrain from making remarks or expressing opinions that could be harmful to the interests, image or reputation of the Retirement Committee, the Plan, a component or Desjardins;
- b) you must take the necessary steps to ensure that any disputes involving the interests of any components remain confidential;
- c) you must avoid harming the interests, image or reputation of the Retirement Committee, the Plan, a component or Desjardins in your activities, both as part of and outside of your position;
- d) you may never give the impression that you are speaking on behalf of the Retirement Committee, the Plan, a component or Desjardins without authorization.

The obligations in this section remain in effect even after you no longer hold your position.

**8. CONFIDENTIALITY**

You may access only the confidential information needed to do your job, and only as required in your duties.

You may never disclose confidential information, unless duly authorized to do so, such as through the written consent of a Plan Member or Beneficiary, or unless such disclosure is permitted or required by law.

You may never use confidential information for your own benefit or for the benefit of someone else.

The obligations in this section remain in effect even after you no longer hold your position.

## **9. PROPERTY, INFORMATION AND DATA PROTECTION**

You must protect access to confidential information and the confidential nature of all business, systems, programs, processes and projects related to the Retirement Committee or the Plan. You must comply with legislation and governance documents on intellectual property, data protection and privileged information. You may not plagiarize or compile part or all of any document in any form whatsoever.

## **10. ELECTORAL PROCESS**

You must comply with the laws, regulations, processes, rules of conduct and decisions that apply to any election within the Retirement Committee. You must conduct yourself in a manner that is free from undue influence and preferential treatment and that refrains from damaging the reputation of others.

## **11. SECURITIES TRANSACTIONS**

You may not directly or indirectly perform personal stock or security transactions based on information acquired through your duties, nor disclose this information to third parties unless required to do so by law or as part of your duties.

## **12. DISCLOSURE**

As part of your duties, you must provide a full and accurate disclosure of any information requested of you by the appropriate authorities.

You must cooperate with any investigation conducted by a regulator, subject to any legal or regulatory restrictions, as well as any investigation authorized by the Retirement Committee.

As part of your duties, you must complete the prescribed consent form agreeing to security and credit checks, as per the procedures adopted by the Retirement Committee.

## **13. DECLARATION OF INTERESTS AND RELATED PARTIES**

You must complete a declaration of interests and related parties as per the form and content described below. The declaration must be completed within 2 months of a Committee Member's election or appointment, and annually thereafter within 2 months of the annual meeting. The Committee Member must declare the following in writing to the Retirement Committee's assistant secretary:

- the Committee Member's related parties;
- any businesses of which the Committee Member is an employee, director, owner or creditor;
- any positions the Committee Member holds as an elected public official;
- any businesses in general in which the Committee Member holds at least 10% of the securities or shares issued or the voting rights attached to them;
- any direct or indirect interest in a company that provides services or sells or leases goods to the Retirement Committee or the Plan;
- any stock, shares or securities of a company or corporation in which the Retirement Committee has invested amounts from the Pension Fund;
- any rights or claims, other than those as a beneficiary of the Plan, which the Committee Member may have in or against the Pension Fund.

The Retirement Committee's assistant secretary will record the above declarations of interests and related parties in the Register.

## **14. CONSULTATION**

If you are a Committee Member facing an ethical issue, professional conduct situation or question on the interpretation or application of the principles and rules of professional conduct, you should consult the Retirement Committee, which may, if necessary, call upon the Federation's administrative unit in charge of professional conduct or the Federation's Board of Ethics and Professional Conduct for an opinion, advice, recommendations or comments, which it may then take into consideration, at its discretion.

## **15. REPORTING**

If you are a Committee Member and are aware of a fact that, in your opinion, may constitute a violation of the principles and rules of professional conduct, you are responsible for reporting it:

- a) to the secretary or assistant secretary of the body on which you sit; or
- b) using the reporting tool provided by Desjardins.

Steps will be taken to ensure confidentiality and to protect the identity of the person making the report. No action may be taken against a Committee Member who has made a report in good faith.

## **16. COMMITMENT**

Each year, Committee Members must acknowledge that they have read the principles and rules of professional conduct and agree to uphold them.

## **17. REGISTER**

The Retirement Committee maintains at its offices a Register containing the interests and rights that have been reported, described in sufficient detail so that all Committee Members, Plan Members and Beneficiaries can understand their import.

## **18. SUPERVISION**

The Retirement Committee is responsible for enforcing the principles and rules of professional conduct.

## **19. VIOLATIONS**

Any violation of the principles and rules of professional conduct must be dealt with by the Retirement Committee promptly, respectfully and confidentially.

The Retirement Committee may, depending on the case, after learning about an alleged breach and ruling on the veracity, severity and seriousness of the breach, decide to:

- a) issue a reprimand (warning) to the Committee Member in question;
- b) ask the Committee Member to temporarily refrain from exercising their duties for the body on which they sit until the circumstances that gave rise to the breach no longer exist. The Retirement Committee is responsible for determining that these circumstances no longer exist;
- c) for members appointed by the Federation's board of directors, pass a resolution if the Committee Member refuses to temporarily refrain from sitting on the committee, asking the Federation's board of directors to temporarily relieve the Committee Member of their duties or remove them in case of a sufficiently serious or severe breach. In such a case, the Retirement Committee will ask the Federation's board of directors to appoint a new Committee Member, who will sit on the committee until the end of the term of the Committee Member being replaced;
- d) for members elected by Plan Members, pass a resolution if the Committee Member refuses to temporarily refrain from sitting on the committee in order to temporarily relieve them of their duties or remove them in case of a sufficiently serious or severe breach. In such a case, the Retirement Committee will designate a replacement, who will remain on the committee until the next annual meeting;
- e) for members appointed by the Desjardins Group Retirement Committee, pass a resolution if the Committee Member refuses to temporarily refrain from sitting on the committee in order to temporarily relieve the Committee Member of their duties or remove them in case of a sufficiently serious or severe breach. In such a case, the Retirement Committee will designate a replacement, who will remain on the committee until the end of the term of the Committee Member being replaced or until their mandate is revoked.

If required, the Retirement Committee may ask the Federation's administrative unit in charge of professional conduct or the Federation's Board of Ethics and Professional Conduct for an opinion, advice, recommendations or comments, which it may then take into consideration, at its discretion, before rendering a decision on the veracity, severity and seriousness of the breach.

Any penalties imposed on a Committee Member must be justified in writing. The Committee Member may, within 7 days of such a breach having been reported, submit their comments to the Retirement Committee.

A Committee Member must return to the Plan any profits realized or benefits received as a result of breaching the rules of this Code of Professional Conduct.



## APPENDIX – DEFINITIONS

Unless otherwise indicated by the context, the following definitions apply:

- 1.1 “Code of Professional Conduct” means this *Desjardins Group Retirement Committee Code of Professional Conduct*.
- 1.2 “Committee Member” means a member of the Retirement Committee or a member of a management committee of the Retirement Committee.
- 1.3 “component” means any entity that is part of Desjardins, namely the Desjardins caisses, Caisse Desjardins Ontario Credit Union Inc., shared services (e.g., Desjardins Business and Desjardins Signature Service), the Fédération des caisses Desjardins du Québec, the Groupe coopératif Desjardins as defined in section 6.2 of the *Act Respecting Financial Services Cooperatives*, the Desjardins Security Fund, Développement international Desjardins, the Desjardins Foundation, the Alphonse Desjardins Historical Society, the Desjardins Group Pension Plan, Desjardins’s holding companies and subsidiaries; in Quebec, “subsidiary” refers to any controlled legal person or partnership and, in Ontario, to any body corporate referred to under section 3 of the *Credit Unions and Caisses Populaires Act, 2020*.
- 1.4 “confidential information” means any personal or private information, whether in verbal, written, electronic or other form, about a Plan Member, a Beneficiary, a Committee Member, the Retirement Committee, the Plan, a component, Desjardins or a business partner; it also includes any information that a Committee Member is lawfully required to keep private and any information that they receive or learn about in circumstances leading them to believe it should be kept confidential, including the decisions and minutes of the Retirement Committee and its management committees and any documentation submitted in relation to their meetings.
- 1.5 “controlled legal person or partnership” means the following:

A legal person is controlled by a party when that party can elect the majority of the legal person’s directors or holds, directly or through legal persons controlled by that party, more than 50% of the voting rights attached to the legal person’s shares.

A partnership is controlled by a party when that party holds, directly or through legal persons controlled by that party, more than 50% of the shares. A limited partnership is controlled by a party when that party or a legal person controlled by that party is a general partner.

A legal person is controlled by the Federation when the Federation and its member caisses together can elect the majority of the legal person’s directors or together hold, directly or through legal persons they control, more than 50% of the voting rights attached to the legal person’s shares.

A legal person is controlled by a caisse when the caisse and other caisses in the network together can elect the majority of the legal person’s directors or together hold, directly or through legal persons they control, more than 50% of the voting rights attached to the legal person’s shares.
- 1.6 “Desjardins” means Desjardins Group.
- 1.7 “Federation” means the Fédération des caisses Desjardins du Québec.
- 1.8 “immediate family” means a Committee Member’s father, mother, brother, sister, son-in-law, daughter-in-law, father-in-law, mother-in-law, brother-in-law, sister-in-law, adult child, spouse’s adult child, as well as anyone else with family ties living with the Committee Member.

- 1.9 “management committees” means any of the sub-committees created by the Retirement Committee under section 3.4(f) of the Desjardins Group Pension Plan Regulation that are made up of members of the Retirement Committee or other persons appointed by the Retirement Committee.
- 1.10 “party” means any natural or legal person, including partnerships, associations and any other entities.
- 1.11 “Pension Fund” means the Plan’s pension fund into which contributions and income derived therefrom are paid.
- 1.12 “Plan” means the Desjardins Group Pension Plan.
- 1.13 “Plan Members and Beneficiaries” means active members, non-active members (retirees and members with a deferred pension) and beneficiaries of the Plan.
- 1.14 “privileged information” means any information about a public company that has not been disclosed to the public and that could affect the decision of a reasonable investor or the value or market price of the company’s securities. Privileged information typically involves a material fact or change.
- 1.15 “Register” means the register in which the assistant secretary of the Retirement Committee records conflict of interest situations that have been reported and declarations of interests and related parties that have been completed by Committee Members.
- 1.16 “related party” refers to a Committee Member’s spouse, minor child, spouse’s minor child, parents, or spouse’s parents, or to a legal person or partnership having economic ties to, within the meaning of the Act, or controlled individually or jointly by the Committee Member, their spouse, minor child, or spouse’s minor child; “spouse’s minor child” refers to a child living with the Member.
- 1.17 “Retirement Committee” means the Desjardins Group Retirement Committee.
- 1.18 “Sponsor” or “Employer” means, in relation to the Plan, the Federation, which, through its board of directors, assumes the responsibilities of Plan sponsor and acts as the representative of all Desjardins employers participating in the Plan.
- 1.19 “spouse” means:
- a) either of 2 persons who are married to each other or joined by civil union or who have registered their common-law relationship under any applicable provincial legislation;
  - or
  - b) either of 2 persons of the same or opposite sex living together in a conjugal relationship for at least 1 year without interruption or from the time they together became the parents of a child.