

STAKEHOLDER ENGAGEMENT AND COMMUNICATIONS COMMITTEE MANDATE VIA RAIL CANADA INC.

1. PURPOSE

The Board of Directors (“Board”) has delegated to the Stakeholder Engagement and Communications Committee the responsibility to oversee the Corporation’s stakeholder engagement initiatives including reviewing and monitoring the Corporation’s commercial, communications and marketing strategies, the Corporation’s key corporate reports, its ESG strategy and the Corporation’s collaboration to the HFR Project.

The term “stakeholder” shall include any group who can affect, or who can be affected by the Corporation’s current or future commercial activities or operations. They include, but are not limited to, the Corporation’s Shareholder, its customers, employees, retirees and pensioners, contractors, business partners, regulators, communities, indigenous groups, groups representing people with disabilities, environmental and sustainability advocacy groups, and governments and non-government organizations.

2. RESPONSIBILITIES AND DUTIES

2.1 Communication & Marketing, and Commercial Strategies

The Committee is responsible for oversight and monitoring of the Corporation’s communication and marketing strategies related to its stakeholders to ensure that it supports the strategic and commercial objectives of the Corporation and that the Corporation maintains its social license from Canadians to operate Canada’s national passenger rail service while developing positive and productive relationships with all the Corporation’s stakeholders

In this role, the Committee shall:

- a) review and assess the Corporation’s government relations strategy with federal government officials and other key players in charge of providing the public policy direction of the Corporation;
- b) oversee the Corporation’s government relations strategy as well as the Corporation’s internal and external communication in order to generate stakeholder engagement and obtain the social license required to operate and deploy new strategic initiatives;

- c) oversee the mechanisms in place to consult with key stakeholders and special interest groups to ensure rigor around proofing and social acceptability of the Corporation's strategic initiatives including the review, among others, of the Corporation's (i) Indigenous engagement strategy and policy, (ii), Accessibility engagement strategy and policy, and; (iii) Volunteering and donations engagement strategy and policy;
- d) oversee the mechanisms in place to incorporate stakeholders' useful feedback in ongoing commercial activities and operations in order to improve decision making and operational efficiencies and ultimately gain support from various stakeholders in new customer experience concepts and initiatives;
- e) monitor how the Corporation's brand is perceived in the market and review and assess the Corporation's plan to protect, support and improve its brand;
- f) monitor the performance of the commercial and marketing strategies by which new and/or revamped products and/or services will be introduced to key stakeholders and deployed in the market;
- g) monitor the performance of the commercial and marketing strategies associated with exit strategies for key products and/or services to be modified or abandoned;
- h) monitor strategic commercial partnerships in order to ensure they align with the Corporation's strategic objectives; and
- i) review and assess the post project reviews of significant commercial improvements and initiatives from a communication and marketing perspectives

2.2 Key Corporate Reports

The Committee shall review and recommend for approval to the Board the Annual Report and other publicly disclosed corporate reports, along with the Corporation's press releases. With respect to the financial components of these documents, they shall remain the responsibility of the Audit and Pension Investment Committee.

2.3 ESG/CSR

The Committee is responsible for the oversight and monitoring of the ESG and CSR strategies and shall ensure the implementation thereof and the corresponding policies and action plans. The Committee shall also review the Corporation's performance against these strategies and action plans.

The Committee shall:

- a) approve the documentation for public dissemination prepared by management regarding the Corporation's ESG and CSR framework and performance;
- b) monitor how current ESG and CSR approaches and initiatives compare to best practices, and.
- c) monitor compliance to ESG and CSR related statutory and regulatory requirements and industry standards and ensure any remedial plans and programs are carried out.

2.4 Sustainability Strategy Oversight

The Committee shall:

1. ensure the Corporation's sustainability strategy aligns with sustainability goals and commitments.
2. oversee the establishment of clear and measurable sustainability goals and targets.
3. ensure that sustainability considerations are embedded in all aspects of the Corporation's operations.

2.5 Environmental Stewardship Oversight

4. The Committee shall oversee the adoption of environmentally sustainable practices across the Corporation, like taking appropriate steps to reduce the carbon footprint, implement waste reduction programs, and adopt water conservation initiatives.

2.6 HFR Project

The Committee shall :

- a) monitor the Corporation's ability and duties to provide when requested all necessary support, expertise and co-operation to the HFR subsidiary to facilitate its role and the fulfillment of its mandate, and provide all necessary support, expertise, and co-operation to the Minister of Transport to facilitate the Minister's role in the development and implementation of the HFR Project.
- b) assist the Board in understanding the development and implementation of the HFR Project and its impacts on the service objectives to be provided.

2.7 Risk Assessment

The Committee shall review, identify, evaluate and assess the treatment of risks related to its Committee's responsibilities and forming part of the Corporation's Enterprise Risk Management (ERM) framework and provide its input to the Board thereon.

2.8 Annual Public Meeting

The Committee shall discuss and make recommendations, as appropriate, to the Board regarding the manner in which the annual public meeting is to be held, as required pursuant to section 113.1 of the *Financial Administration Act*;

2.9 Business Continuity and Crisis Management

The Committee shall review and approve the Corporation's Business Continuity and Crisis Management Plans.

3. OPERATING PRINCIPLES AND PROCEDURES

3.1 Chairpersonship: The Chairperson of the Committee shall preside at all meetings of the Committee.

3.2 Absence of Chairperson of the Committee: Should the Chairperson be absent or unable or refuse or fail to act, the members present may choose a chairperson from among their number unless the Chairperson has already appointed one of the directors to act as the chairperson for this specific meeting.

3.3 Quorum: A majority of members of the Committee shall constitute a quorum. In the event any Committee member declares a conflict of interest with regards to any one or more matters under consideration by the Committee, such Committee member will not attend that portion of the meeting dealing with such matter(s) and the foregoing quorum requirement will be reduced by one (1) or more if many members are in conflict with regards to any decision or recommendation made with respect to such matter(s).

3.4 Voting: A matter to be recommended for approval at a meeting of the Committee shall be decided by consensus. If no consensus is reached in the opinion of the Chairperson of the Committee, the Chairperson of the Committee may call for a vote and such matter shall then be decided by a majority of the votes cast. In the event of an equality of votes, the members shall attempt to resolve the matter by further discussion in order to reach a consensus; however, in the absence of agreement, the Chairperson of the Committee shall then have a casting vote.

3.5 Frequency of Meetings: The Committee shall meet at least four times annually, or more as required.

- 3.6 In-camera session:** At each Committee meeting, the Chairperson of the Committee shall determine if an in-camera session is necessary.
- 3.7 Supplemental Attendees:** Any person who may possess information that would be useful to the Committee in carrying out its duties may be invited by the Chairperson of the Committee to attend any meeting of the Committee.
- 3.8 Reporting:** The Chairperson of the Committee shall report on its activities to the Board after each Committee meeting.
- 3.9 Review of Mandate:** The Committee shall review and assess annually the adequacy of its mandate. In consultation with management, the Committee shall also develop an annual workplan responsive to the Committee’s responsibilities and duties.
- 3.10 Self-assessment:** Upon the recommendation as to the process and timing of the self assessment by the Governance Committee and Board approval thereof, the Committee shall conduct a self-assessment of its performance and the Chairperson of the Committee shall discuss the results with the Chairperson of the Board.
- 3.11 Outside Advisors:** Subject to approval of the Chairperson of the Board, the Committee has the authority to engage outside advisors including, but not limited to, legal counsels, consultants and other experts, as needed, to review any matter under its responsibility.

4. COMPOSITION

- 4.1** The Committee shall be appointed by the Board and consist of at least three (3) directors of the Corporation.
- 4.2** The Chairperson of the Committee shall be appointed by the Chairperson of the Board.
- 4.3** It is desirable that the Chairperson of the Committee has knowledge and experience in dealing with various types of stakeholders.
- 4.4** It is desirable that at least one other member of the Committee has knowledge and/or experience in marketing communications, government relations and/or public relations.
- 4.5** It is desirable that for the HFR Project, at least one other member of the Committee has knowledge and/or experience in complex, large infrastructure projects and/or project risk management;
- 4.6** The Chairperson of the Board and the President & Chief Executive Officer are ex officio members of the Committee and shall endeavour to attend Committee meetings .

4.7 The membership of the Committee as well as the chairpersonship shall be reviewed from time to time at the discretion of the Chairperson of the Board.