

**GABY INC.**  
(the “Company”)

**Board of Directors’ Charter**

The Board of Directors (the “Board”) is responsible for providing independent oversight of the management of the business and affairs of the Company.

The Board shall, directly or through a Board committee, carry out the duties referred to in this Mandate.

*Culture of Integrity and Ethics*

- Promote a culture of integrity at the Company: To the extent feasible, the Board shall satisfy itself as to the integrity of the Chair and Chief Executive Officer and other senior executive officers, and that the Chair and Chief Executive Officer and other senior executive officers create a culture of integrity throughout the Company.
- Approve and monitor compliance with the Company’s Code of Conduct and Ethics (the “Code”). Any waivers from the Code for the benefit of any Director or executive officer must be approved by the Board.
- Approve significant policies and practices for dealing with all matters related to integrity and ethics, including conflicts of interest, related party transactions and the treatment of confidential information.

*Strategic Planning Process and Implementation*

- Adopt a strategic planning process and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business.
- Monitor implementation and effectiveness of approved strategic plans.
- Monitor performance against the Company’s financial objectives, including reviewing and approving significant capital allocations and expenditures and the declaration of dividends.
- Approve significant strategic initiatives and business decisions.

*Risk Management and Compliance*

- Oversee policies and processes to identify and manage the principal risks of the Company’s business and review the systems and controls to manage those risks.
- Monitor risk management activities and initiatives.

- Approve the Company's risk appetite framework.
- Oversee the implementation by management of a comprehensive compliance management program that addresses compliance with applicable regulatory and legal requirements.

#### *Succession Planning and Evaluation*

- Oversee the succession planning processes of the Company, including the selection, appointment and development of the Chair of the Board and Chief Executive Officer, the Lead Director, the Board members, and other senior executive officers, and the termination of the Chair of the Board and Chief Executive Officer, if required.
- Review the establishment of annual performance targets and evaluate and approve the compensation of the Chair of the Board and Chief Executive Officer and other senior executive officers.
- Oversee the Company's general approach to human resources and compensation philosophy.
- Review the overall structure of the Company's organization.

#### *Communications and Public Disclosure*

- Oversee the Company's communication and disclosure practices, including with respect to receiving feedback from stakeholders.
- Approve the Company's disclosure policy, which governs the release of information about the Company and requires timely, accurate and fair disclosure of such information in compliance with all legal and regulatory requirements.
- The Chair of the Board and Chief Executive Officer, or any other Director, when authorized by the Chair of the Board and Chief Executive Officer, may communicate with the shareholders or stakeholders on behalf of the Company.

#### *Internal Controls*

- Oversee the integrity and effectiveness of the Company's internal control framework and management information systems and obtain assurances on a regular basis that these systems and controls are designed and operating effectively.
- Review and approve significant public disclosure documents, including the annual financial statements and related disclosures, prior to their release.
- Oversee compliance with audit and accounting practices.

### *Corporate Governance*

- Oversee the Company's corporate governance principles and practices.
- Establish appropriate structures and procedures to allow the Board to function independently of management, including undertaking regular evaluations of the Board, its Committees and individual Directors, and reviewing the composition of the Board, with a view to the effectiveness and independence of the Board and its members.
- Establish committees of the Board, develop their mandates and, subject to applicable law, delegate such matters to any committee in order to assist the Board in carrying out its duties and responsibilities.
- Establish expectations and responsibilities of Directors, including preparation for, attendance at, and participation in, Board and Committee meetings and Board educational seminars.