

## Form of Proxy – Annual General Meeting to be held on November 21, 2024

### Appointment of Proxyholder

I/We being the undersigned holder(s) hereby appoint **LINDA HOHOL**, CHAIR of the Board, or failing her, **RAHUL BHARDWAJ**, PRESIDENT and CHIEF EXECUTIVE OFFICER

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

To register a proxyholder, shareholders MUST send an email to [icd@odysseytrust.com](mailto:icd@odysseytrust.com) and provide Odyssey Trust Company with their proxyholder's contact information, name in which the shares are registered so that Odyssey may provide the proxyholder with a Username via email.

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General Meeting of the Institute of Corporate Directors to be held virtually at <https://meetings.lumiconnect.com/400-583-664-674> at 4:30 p.m. Eastern Time or at any adjournment thereof.

	For	Withhold		For	Withhold		For	Withhold
<b>1. Election of Directors.</b>								
a. Robert S. Armstrong	<input type="checkbox"/>	<input type="checkbox"/>	b. Mary-Ann Bell	<input type="checkbox"/>	<input type="checkbox"/>	c. Maryse Bertrand	<input type="checkbox"/>	<input type="checkbox"/>
d. Rahul K. Bhardwaj	<input type="checkbox"/>	<input type="checkbox"/>	e. Nora Duke	<input type="checkbox"/>	<input type="checkbox"/>	f. Jean Paul (JP) Gladu	<input type="checkbox"/>	<input type="checkbox"/>
g. Linda Hohol	<input type="checkbox"/>	<input type="checkbox"/>	h. A. Anne McLellan	<input type="checkbox"/>	<input type="checkbox"/>	i. Robert G. C. Sobey	<input type="checkbox"/>	<input type="checkbox"/>
j. Patricia Youzwa	<input type="checkbox"/>	<input type="checkbox"/>	k. Tom D. Woods	<input type="checkbox"/>	<input type="checkbox"/>			
<b>2. Appointment of Auditors.</b> Resolution regarding appointment of MNP LLP as auditor of the Institute of Corporate Directors at a remuneration to be fixed by the Board of Directors.							For <input type="checkbox"/>	Withhold <input type="checkbox"/>

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

Signature(s):

Date

/ /  
MM / DD / YY

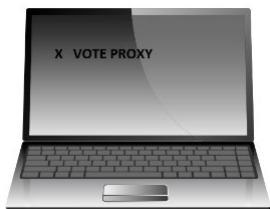
**This form of proxy is solicited by and on behalf of Management.**

**Proxies must be received by 4:30 p.m., Eastern Time, on November 20, 2024.**

**Notes to Proxy**

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Annual General Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

**INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:**



**To Vote Your Proxy Online please visit:**

<https://login.odysseytrust.com/pxlogin>. You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, **do not mail** this proxy.

Shareholder Address and Control Number Here

**To Virtually Attend the Meeting:**

You can attend the meeting virtually by visiting <https://meetings.lumiconnect.com/400-583-664-674>. For further information on the virtual AGM and how to attend it, please view the management information circular of the company. To vote online at the Meeting, you will require your control number. The password to join the meeting is "icd2024".