



**PARK LAWN CORPORATION**  
(the "Corporation")

***CHARTER OF THE INVESTMENT COMMITTEE***

This charter (this "**Charter**") of the Investment Committee (the "**Committee**") was adopted by the board of directors (the "**Board**") of the Corporation on August 25, 2020 and replaces the previous Charter of the Investment Committee of the Corporation.

**1. Purpose**

The Committee is a committee of the Board. The purpose of the Committee is to assist the Board in fulfilling its responsibility in the oversight of the management of funds received by the Corporation that are deposited with financial institutions (the "**Trustees**") and placed in trust to pay for services relating to the Corporation's pre-need customers and the care and maintenance of its cemetery properties (the "**Trust Funds**") in accordance with provincial and state statutes in the jurisdictions within which the Corporation operates. The Committee will be charged with fulfilling the duties ascribed to it herein, as well as duties specifically delegated to it from time to time by the Board.

**2. Composition**

- 2.1 The Committee shall be appointed by the Board annually and shall be comprised of a minimum of three directors. If an appointment of the members of the Committee is not made as prescribed, the members shall continue as such until their successors are appointed. The Board may at any time in its sole discretion fill a vacancy that occurs in the Committee and remove a member of the Committee.
- 2.2 A majority of the members of the Committee shall be directors whom the Board has determined are independent within the meaning of National Policy 58-201 – *Corporate Governance Guidelines*.
- 2.3 The Chair of the Committee (the "**Committee Chair**") shall be designated by the Board from among the members. The Committee Chair shall serve as a liaison between members and senior management. If for any reason a Committee Chair is not appointed by the Board, members of the Committee may designate a chair by majority vote of the full membership of the Committee.

**3. Limitations on Committee's Duties**

In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee will be obliged to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any

member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations and reports made by management of the Corporation, and (iv) any report of a lawyer, accountant, engineer, appraiser, investment professional or other person whose profession lends credibility to a statement made by any such person.

#### **4. Meetings**

- 4.1 The Committee will meet regularly at times necessary to perform the duties described herein in a timely manner, but not less than four times per year. The time and place of the meetings of the Committee, the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee Chair.
- 4.2 A majority of the Committee will constitute a quorum at each meeting.
- 4.3 The Committee will keep minutes of its meetings which shall be available for review by all members of the Committee.
- 4.4 The Committee shall appoint any individual, who need not be a member, to keep minutes of all meetings of the Committee and such other records as the Committee Chair deems necessary or appropriate.
- 4.5 The Committee may invite such directors, senior executive officers and other employees of the Corporation and such other advisors and persons as is considered appropriate to attend any meeting of the Committee.
- 4.6 Any matter to be determined by the Committee will be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Each member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. Any action of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterpart) and any such action will be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.
- 4.7 The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

#### **5. Reports**

The Committee will report to the Board quarterly or more frequently as circumstances require on all significant matters it has addressed or reviewed that are within its responsibilities, together with any associated recommendations.

## 6. Resources and Authority

The Committee has the authority to:

- 6.1 With the prior approval of the Chair of the Board, engage, at the expense of the Corporation, independent counsel and other experts or advisors as considered advisable and consider requests from other Board committees to hire such advisors;
- 6.2 Subject to the prior approval of the Chair of the Board, review and approve the compensation for any independent counsel and other experts or advisors retained by the Committee; and
- 6.3 Request any senior executive officer, or outside counsel for the Corporation, to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee.

## 7. Specific Responsibilities of the Committee

The Committee is responsible for:

- 7.1 Overseeing the compliance of the Corporation with all applicable regulatory requirements regarding Trust Funds and investments;
- 7.2 Developing and periodically reviewing the Corporation's investment policy (the "**Company Investment Policy**") and recommending that the Board approve the Company Investment Policy;
- 7.3 Appointing Trustees and approving an investment policy statement with respect to each Trustee (collectively, the "**Trustee Investment Policy Statements**");
- 7.4 Appointing, or where appropriate, terminating, any investment managers of the Trust Funds ("**Investment Managers**") in accordance with the Company Investment Policy and the Trustee Investment Policy Statements;
- 7.5 Reviewing the performance of the Trustees and the Investment Managers in accordance with the Company Investment Policy and the Trustee Investment Policy Statements;
- 7.6 Reviewing and approving any direct investment decisions of the Trust Funds in accordance with the governance structure, objectives and parameters established in the Company Investment Policy and the Trustee Investment Policy Statements;
- 7.7 Monitoring the nature of the Corporation's pre-need and other insurance arrangements sold by the Corporation from a risk and return perspective, including the relevant features of the policies being offered, the identity of the insurers, and the creditworthiness and financial condition of the primary insurance company underwriting pre-need insurance plans offered by the Corporation; and
- 7.8 Reviewing and assessing its mandate and recommending any proposed changes to the Board.

**8. Annual Evaluation**

At least annually, the Committee shall, in a manner it determines to be appropriate:

- 8.1 Perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter; and
- 8.2 Review and assess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee believes to be appropriate.

**9. Responsibilities of the Committee Chair**

The fundamental responsibility of the Committee Chair is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its Charter and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities shall include:

- 9.1 Working with the Chair of the Board, Chief Executive Officer and the Secretary to establish the frequency of Committee meetings and the agendas for meetings;
- 9.2 Providing leadership to the Committee and presiding over Committee meetings;
- 9.3 Facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- 9.4 Reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
- 9.5 Leading the Committee in annually performing an evaluation of the performance of the Committee and its members and assessing the adequacy of this Charter; and
- 9.6 Taking such other steps as are reasonably required to ensure that the Committee carries out this Charter.