



CURRENCY EXCHANGE INTERNATIONAL, CORP.

MANDATE OF COMMITTEE CHAIRS

As Approved by the Board of Directors on: January 22, 2025

Overview

Executive Sponsor	The Executive Sponsor of this Mandate is the Senior Director, Corporate Governance on behalf of the Board of Directors.
Approvals	This Mandate shall be reviewed and approved by the Governance Committee and the Board of Directors.
Review Cycle	This Mandate shall be reviewed at least annually.
Scope	This Mandate applies to Currency Exchange International, Corp

1. Overview

- a) The Committee Chair is responsible for the management, development and effective functioning of the Committee and for managing the relationships between Management and the Committee.
- b) The Committee Chair will be independent as determined by the Board of Directors and in accordance with the Director Independence Policy.
- c) The Committee Chair provides leadership to the Committee in fulfilling its Mandate and any other matters delegated to it by the Board.
- d) The Committee Chair Leads the selection process of all external advisors that the Committee has determined to retain. Fees for the engagement of such advisors shall be borne by the Corporation or as may be otherwise specified in the Committee's Mandate.

2. Definitions

- a) **Board:** the Board of Directors of the Corporation.
- b) **CEO:** the Chief Executive Officer of the Corporation.
- c) **Chair:** the Chair of the Board.
- d) **Director:** refers to the members of the Corporation or its subsidiaries.
- e) **CXI:** Currency Exchange International, Corporation.
- f) **GC:** the Governance Committee of the Board.

3. Committee Management

Each Committee Chair shall:

- a) Provide input to the Governance Committee (GC) respecting Committee composition recommendations to the Board.
- b) In consultation with the Board Chair, Chief Executive Officer and the Corporate Secretary, plan and organize the activities of the Committee, including:

- i) Setting meeting times and agendas; and
- ii) Ensuring Committee members receive the Committee material in a timely fashion.
- c) Chair Committee meetings, provide leadership to the Committee in carrying out its responsibilities and ensure the effective functioning of the Committee.
- d) Ensure that sufficient time is allotted during Committee meetings for the effective discussion of agenda items and key issues and concerns.
- e) Ensure that Committee members have the appropriate information and access to resources to fulfill their duties.
- f) Report to the Board with respect to the activities and recommendations of the Committee and acts as liaison between the Committee and the Board.
- g) Lead the Committee in the annual assessment of its effectiveness and implement improvements as required.

4. Management Relations

Each Committee Chair shall:

- a) In consultation with the Board Chair, ensure the Committee has adequate access to all members of Management necessary for it to undertake its responsibilities.
- b) Facilitate effective communication between the Committee members and Management, both inside and outside of meetings of the Committee.
- c) Have unrestricted access to Management.

5. Other Responsibilities

In addition to the foregoing list of responsibilities, the Committee Chair may perform such other functions as may be necessary or appropriate in the circumstances or as delegated by the Board. The Committee Chair shall have the power to delegate his or her authority and duties to an individual member of the Committee, as he or she considers appropriate.

6. Review of Mandate

The GC will review and assess the adequacy of this Mandate annually and submit any recommended changes to the Board for approval.