



GUIDELINES FOR RECRUITING AND RENEWING DIRECTORS OF GAZ MÉTRO INC.

(Approved by the Board of Directors on November 26, 2015)

Preamble

The purpose of these guidelines is to provide a framework for the selection and recruitment of candidates for the position of Director of Gaz Métro inc. ("GMI") and to promote a renewal of directors on the Board.

These guidelines are not exhaustive and the criteria set out herein may be adjusted if the situation calls for it. They are designed to facilitate the scouting of qualified, dedicated candidates who have exemplary reputations and whose insight will enhance the expertise of GMI's Board of Directors in fulfilling Gaz Métro's business strategy.

Appointment of Directors

Qualifications for candidates taken individually

- Fulfills all legal requirements (age of majority, Canadian citizenship, etc.);
- May not be a member of the Board for a continuous period of more than 12 years. However, this criterion could be waived depending on the context and circumstances.
- Has an exemplary reputation;
- Is willing and able to invest the time needed to become closely acquainted with the specificities, issues and challenges of Gaz Métro as a regulated public utility; and
- Experience as a corporate director is considered an asset.

Qualifications for candidates in relation to the Board as a whole

- Candidates for directorship will be evaluated based on the experience, expertise, skills, abilities and knowledge that the Board itself and its committees need to understand Gaz Métro's activities, fulfill their respective mandates and increase the value of shareholders' investment;
- Candidates for directorship will also be evaluated based on the opportunities and risks associated with the business, the operational framework, the competitive environment and the business context in which Gaz Métro operates, and based on the work done by each of the Board's committees;
- Whenever possible, the majority of Board members must be independent within the meaning of the Canadian Securities Administrators requirements with respect to director independence;
- Gaz Métro is committed to promote diversity within the Board. To show its commitment, a *Board of Directors Diversity Policy* has been adopted to establish specific criteria to ensure that diversity is observed in the recruiting and selection process of new Board members; and
- The members of the Board and its committees have a duty to be available and attend every meeting; directors who have not attended 75% of the meetings of the Board or of the committees they sit on, for two consecutive years and without a valid reason, shall not be nominated again.