

## APPENDIX A

### BRIDGEMARQ REAL ESTATE SERVICES INC.

#### BOARD OF DIRECTORS CHARTER

##### 1. ROLE OF BOARD

The role of the Bridgemarq Real Estate Services Inc. (the “Company”) Board of Directors (the “Board”) is to oversee, directly and through its committees, the Business and affairs of the Company, which are conducted by the officers and employees of the Company. In doing so, the Board acts at all times with a view to the best interests of the Company.

The Board is elected by the Shareholders to oversee management to ensure that shareholder value is advanced in a manner that recognizes the concerns of other stakeholders in the Company, including its Agents, Brokers, Franchisees, suppliers, customers and the communities in which they operate.

##### 2. AUTHORITY AND RESPONSIBILITIES

The Board meets regularly to review reports by management on the performance of the Company and its subsidiaries. In addition to the general oversight of management, the Board performs the following functions either directly or through its appointed committees:

- a) **Strategic Planning** – overseeing the strategic planning process for the Company together with management and reviewing, approving and monitoring the strategic plan for the Company and the Partnership, including fundamental financial and business strategies and objectives;
- b) **Risk Management** – assessing the major risks facing the Company and reviewing, approving and monitoring the manner of managing those risks;
- c) **Human Resources** - overseeing the Company’s human resources strategy, including talent and total rewards and alignment with the Company’s strategy, risk management and controls. The Board will review and approve:
  - i. succession planning, compensation and performance evaluation of the Chief Executive Officer against annual goals and other measures;
  - ii. review and approval of succession planning, and performance evaluation of certain other senior management on recommendation of the Chief Executive Officer; and
  - iii. the removal or replacement of the Chief Executive Officer, if appropriate.
- d) **Operational Oversight** – reviewing the operations of the Company including, without limitation, changes in the Company’s franchise network, its wholly-owned brokerage operations and criteria used to evaluate new franchises and other growth initiatives; and
- e) **Maintaining Integrity** – reviewing and monitoring the controls and procedures within the Company to maintain its integrity, including its disclosure controls and procedures, its internal controls and procedures for financial reporting and compliance with its code of ethics.

##### 3. COMPOSITION AND PROCEDURES

- a) **Size of Board and Selection Process** – Three-fifths of the directors of the Company are elected each year by the Shareholders at the annual meeting of Shareholders, while a maximum of two-fifths of the directors of the Company are appointed by Brookfield Business Partners in its capacity as the sole holder of the Company’s Special Voting Shares. Any Shareholder may propose a nominee for election to the Board at the annual meeting. The Board also recommends the number of directors on the Board to Shareholders for approval. Between annual meetings, the Board may appoint directors to fill vacancies until the next annual meeting.
- b) **Qualifications** – Directors should have the highest personal and professional ethics and values and be committed to advancing the best interests of the Shareholders of the Company. They should possess skills and competencies in areas that are relevant to the Company’s activities. A majority of the directors will be “Independent” directors. “Independent” has the meaning based on the rules and guidelines of the Toronto Stock Exchange and applicable securities regulatory authorities.
- c) **Meetings** – The Board has at least four scheduled meetings each year. The CEO and the Chair of the Board will be responsible for presenting an agenda for each meeting to the Board for consideration. Materials for each meeting will be distributed to the directors in advance of the meetings.
- d) **Committees** – The Board has established the following standing committees to assist the Board in discharging its responsibilities: Audit, Governance and Human Resources and Compensation. Special committees may be established from time to time to assist the Board in connection with specific matters. The chair of each committee reports to the Board following meetings of the committee. The charter of each standing committee will be reviewed annually by the Board.
- e) **Access to Independent Advisors** – The Board and any committee may at any time retain financial, legal or other advisors at the expense of the Company.