

# **BOARD DIVERSITY POLICY**

## **1. Purpose**

This Board Diversity Policy sets out the approach of Ag Growth International Inc. ("**AGI**") to the diversity of its board of directors (the "**Board**").

## **2. Policy Statement**

AGI values the benefits that diversity can bring to its Board.

AGI seeks to maintain a Board comprised of talented and dedicated directors with a diverse mix of expertise, experience, skills and backgrounds. The skills and backgrounds collectively represented on the Board should reflect the diverse nature of the business environment in which AGI operates. For purposes of Board composition, diversity includes, but is not limited to, business experience, geography, age, gender, and ethnicity. In particular, the Board should include an appropriate number of women directors.

AGI is committed to a merit-based system for Board composition within a diverse and inclusive culture, which solicits multiple perspectives and views and is free of conscious or unconscious bias and discrimination. When assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, AGI will consider candidates on merit against objective criteria having due regard to the benefits of diversity and the needs of the Board.

## **3. Aspirational Board Gender Diversity Target**

In furtherance of Board diversity, AGI aspires to maintain a Board composition in which at least 25% of the directors are women.

## **4. Review, Monitoring and Reporting**

AGI will periodically assess the expertise, experience, skills and backgrounds of its directors in light of the needs of the Board, including the extent to which the current composition of the Board reflects a diverse mix of knowledge, experience, skills and backgrounds, including an appropriate number of women directors.

Any search firm engaged to assist the Board or a committee of the Board in identifying candidates for appointment to the Board will be directed to include diverse candidates generally, and multiple women candidates in particular.

Annually, the Board or the Corporate Governance Committee of the Board will review this policy and assess its effectiveness in promoting a diverse Board, which includes an appropriate number of women directors.

## **5. Revision History**

Revision 1.0: 2019