# REFINITIV STREETEVENTS EDITED TRANSCRIPT

Information Services Corp Annual Shareholders Meeting

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# **CORPORATE PARTICIPANTS**

Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board Jonathan Hackshaw Information Services Corporation - Senior Director of IR & Capital Markets Kathy E. Hillman-Weir Information Services Corporation - Executive VP, Chief Corporate Officer, General Counsel & Corporate Secretary Robert Jeffrey Antochow Information Services Corporation - CFO

# PRESENTATION

### Operator

Good day, and thank you for standing by. Welcome to the 2023 ISC Annual General Meeting of Shareholders. (Operator Instructions) Please be advised that today's conference call is being recorded. I would now like to turn the call over to Joel Teal, Chair of the Board of Directors. Please go ahead.

# Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board

Ladies and gentlemen, good morning or good afternoon depending on your location. It is my pleasure to welcome you to the Information Services Corporation Annual and Special Meeting of Shareholders. My name is Joel Teal, and I'm Chair of ISC's Board of Directors, and as such, I will chair the meeting.

Before the meeting is called to order, I would like to deal with a few housekeeping matters. I would like to remind you that including those joining us via teleconference or webcast, that this meeting is for the shareholders of ISC. Participation in the proceedings of this meeting is for registered shareholders and duly appointed proxy holders. For those shareholders joining us via teleconference, should you wish to ask a question, you can do so after the meeting, as per the operator's description.

There are no shareholders registered in person at this meeting. All shareholders are present by proxy or joining us via teleconference or on the webcast. As such, we will abbreviate voting procedures today. Employees, who are also shareholders, will make and second formal motions. I will call on these individuals at the appropriate time, and proxies received will be voted by ballot in accordance with the instructions received from shareholders.

I would also like to remind you that any statements made today that are not historical facts are considered forward-looking information within the meaning of the applicable securities laws. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those expressed or implied in such forward-looking information. You should not place undue reliance on forward-looking information. Please consult the discussion of the estimates, assumptions and risk factors relating to ISC and its business in the company's most recent management discussion and analysis. As noted, this meeting is being webcast live, and the webcast will be posted on our website, www.company.isc.ca after the meeting.

The meeting will now come to order. I would like to begin by introducing members of the ISC Board and leadership team who are present in person here today: Doug Emsley, Board Vice Chair, Compensation Committee Chair and ISC Board member; Dion Tchorzewski, Governance and Nominating Committee Chair and ISC Board Member; Amber Biemans, who was a new appointee this year and has been appointed to ISC Board effective the expiry of this -- today's meeting. She received the King's Counsel designation in 2019 and is a partner at Behiel, Will & Biemans, practicing in the areas of real estate, estate planning, administration and corporate law. She currently serves in the Board of Directors for Saskatchewan Power Corporation and has been a Director for several community organizations.

From our executive leadership team, we have Shawn Peters, ISC's President and Chief Executive Officer; Kathy Hillman-Weir, Executive Vice President, Chief Corporate Officer, General Counsel and Corporate Secretary, who will act as secretary of the meeting; and Robert Antochow, Chief Financial Officer.

All other members of our Board are joining us via teleconference this afternoon. Paola De Guzman of TSX Trust Company will act as scrutineer via telephone for this meeting.

The notice calling this meeting and the accompanying management information circular and form of proxy were mailed to all holders of Class A limited voting shares as of the record date of April 6, 2023, as well as the (inaudible) of the company and the auditor of the



company.

The secretary has received proof of mailing for these documents, I direct that the statutory direct declaration of mailing be it annexed in the minutes of this meeting, I will dispense with the reading of the notice of meeting.

Ms. Secretary, I will turn the meeting over to you to confirm that a quorum is present.

# Kathy E. Hillman-Weir Information Services Corporation - Executive VP, Chief Corporate Officer, General Counsel & Corporate Secretary

Thank you, Mr. Chair. I have been advised by the scrutineers that there are present by proxy a sufficient number of persons holding a sufficient number of Class A limited holding shares entitled to vote at the meeting to constitute a quorum. Therefore, a quorum for shareholders is present at this meeting.

# Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board

Thank you, Kathy. Since notice has been given and a quorum is present, I declare the meeting to be duly called and properly constituted. The order for the items of business to be dealt with today shall be as follows: presentation of financial statements; election of Directors, not including those Directors appointed by the Province of Saskatchewan; appointment of the auditor; consideration of unallocated options under the company's stock option plan; and the termination of the meeting. The Board and members of management will be available for questions following the termination of the meeting.

We'll now go to the company's Board of Directors. First, I'd like to sincerely thank Mr. Tom Christiansen, who will retire from the company's Board of Directors at the expiration of this meeting, for his service on the ISC's Board. Tom joined ISC's Board in 2009 and has been a member of several committees during his tenure, most recently as a member of the Compensation Committee.

Tom was also previously Chair of the Board prior to the IPO in 2013. Tom has provided significant contributions and leadership to the evolution and success of the company through those many years as a dedicated Board member. Thank you, Tom. We wish you all the best.

It's now my pleasure to ask Ms. Hillman-Weir to introduce the appointees that are nominated to the company's Board of Directors. The more comprehensive biographies are available in the management information circular.

# Kathy E. Hillman-Weir Information Services Corporation - Executive VP, Chief Corporate Officer, General Counsel & Corporate Secretary

Thanks, Mr. Chair. Before I begin, please note that both the company's articles and the Information Services Corporation Act provides that in lieu of voting the Class A voting shares of the Province of Saskatchewan held by Crown Investments Corporation of Saskatchewan on any resolution electing Directors to the Board, the Lieutenant Governor in Council of the Province of Saskatchewan has the right to appoint to the Board that number of members equal to CIC's pro rata share of the issued and outstanding Class A limited voting shares.

Three Directors have been appointed by the Lieutenant Governor in Council for the (inaudible). 7 Directors are nominated for election by shareholders.

The following 3 individuals have been appointed to the Board by the province: Mr. Joel Teal, Chair of the Board Directors who joined ISC Board's in 2013. Ms. Amber Biemans has been appointed to the ISC Board effective after the end of this meeting. Mr. Doug Emsley has been a Director and Vice Chair of the ISC Board of Directors since 2013. He is also the Chair of the Compensation Committee. Those are the appointees to the Board.

The following 7 individuals are nominated for election to the Board. Mr. Roger Brandvold joined ISC's Board of Directors in 2021 and is a member of the Audit Committee. Mr. Tony Guglielmin joined ISC's Board in 2013 and is Chair of the Audit Committee. Mr. Iraj Pourian joined the ISC Board of Directors in 2016 and is a member of the Governance and Nominating Committee. Ms. Laurie Powers joined the ISC's Board in 2018 and is a member of the Audit Committee. Mr. Jim Roche joined the ISC's Board in 2021 and is a member of the



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Compensation Committee. Ms. Heather Ross joined the ISC's Board in 2018 and is a member of the Governance and Nominating Committee. Mr. Dion Tchorzewski joined the ISC's Board of Directors in 2013. He is the Chair of the Governance and Nominating Committee. That completes the introduction of the Board of Directors.

# Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board

Thank you, Ms. Secretary and the members of the Board who are joining us today on the call today and the (inaudible). It is now my pleasure to introduce the representatives from the company's auditor, Deloitte LLP: Brian [Peloski], (inaudible) and Rachel Taylor are joining us online today.

Our first item of business is the presentation of the financial statements. The updated consolidated financial statements of Information Services Corporation for the fiscal year ended December 31, 2022, and the report of the auditor thereon have been presented to the secretary of this meeting. These audited consolidated financial statements form part of the ISC's 2022 annual report, is available on ISC's corporate website.

We will now turn to the election of Directors. The number of directors to be elected by shareholders is 7, with Ms. Biemans, Mr. Emsley and myself being the province's appointees. Please note that voting will not be for the slate of Directors but for each nominee separately. I would ask for a motion to elect the slate of nominated Directors proposed in the management information circular.

# Jonathan Hackshaw Information Services Corporation - Senior Director of IR & Capital Markets

My name is Jonathan Hackshaw. I'm a shareholder. I hereby move that each of the 7 nominated Directors, as proposed in ISC's management information circular, being Mr. Brandvold, Mr. Guglielmin, Mr. Pourian, Ms. Powers, Mr. Roche, Ms. Ross and Mr. Tchorzewski, be elected to serve as Directors of the company for today's date, May 10, 2023, until the next Annual Meeting of Shareholders or until their successors are duly elected or appointed.

# Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board

Is there a seconder for this motion?

# Robert Jeffrey Antochow Information Services Corporation - CFO

I am Robert Antochow. I'm a shareholder, and I second the motion.

### Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board

I have been advised by the scrutineer that a sufficient number of the outstanding Class A limited voting shares represented at this meeting have been directed to vote in favor of the election of each nominee. And the ballots have been completed.

As such, we can advise that each of Mr. Brandvold, Mr. Guglielmin; Mr. Pourian, Ms. Powers, Mr. Roche, Ms. Ross and Mr. Tchorzewski have all been duly elected. I will receive the ballots on a final report from the scrutineer at the end of the meeting. A report of voting results will be posted on SEDAR and ISC's website shortly after this meeting with the details of the votes polled.

The next item of business is the appointment of the company's auditor. I will now ask for a motion with respect to the appointment of Deloitte LLP as the company's auditor.

# Jonathan Hackshaw Information Services Corporation - Senior Director of IR & Capital Markets

I'm Jonathan Hackshaw. I'm a shareholder, and I hereby move that Deloitte LLP be appointed as the auditor of the company to hold office until the close of the next Annual Meeting of Shareholders and authorizing the Directors to fix their remuneration.

# Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board

Is there a seconder for this motion?

# Robert Jeffrey Antochow Information Services Corporation - CFO

I'm Robert Antochow. I'm a shareholder, and I second motion.



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# Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board

I have been advised by the scrutineer that a sufficient number of the outstanding Class A limited voting shares represented at this meeting have been directed to vote in favor of this motion and the ballots have been completed.

As such, I can advise that the motion has passed. I will receive the ballots of the final report of the scrutineers at the end of the meeting. As noted previously, a report of voting results will be posted on SEDAR and ISC's website shortly after this meeting with details of the vote results.

We will now turn to the approval of unallocated options under the company's stock option plan. I would ask for a motion to approve the resolution set out on Page 24 of the management information circular.

# Jonathan Hackshaw Information Services Corporation - Senior Director of IR & Capital Markets

I'm Jonathan Hackshaw. I'm a shareholder, and I hereby move that the resolution set out on Page 24 of the management information circular be approved.

# Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board

Is there a seconder for this motion?

# Robert Jeffrey Antochow Information Services Corporation - CFO

I'm Robert Antochow. I'm a shareholder, and I second the motion.

# Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board

I have been advised by the scrutineer that a sufficient number of the Class A limited voting shares represented at this meeting have been directed -- voted in favor of this motion, and the ballots have been completed.

As such, I can advise to the motion is passed. I will receive the ballots and the final report from the scrutineer at the end of the meeting. And again, I note that our reported voting results will be posted on SEDAR and ISC's website shortly after this meeting with details on vote results.

Unless there is any further business to come before this meeting, I would entertain the motion to terminate the meeting.

### Jonathan Hackshaw Information Services Corporation - Senior Director of IR & Capital Markets

I'm Jonathan Hackshaw. I'm a shareholder, and I hereby move that this meeting be terminated.

# Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board

Is there a seconder for the motion?

#### **Robert Jeffrey Antochow Information Services Corporation - CFO**

I'm Robert Antochow. I'm a shareholder, and I second the motion.

#### Joel Douglas Teal Information Services Corporation - Independent Chairman of the Board

I declare this meeting to be terminated. At this time, I would like to open the floor to any questions. Operator, please open the line for shareholders who wish to ask any questions.

#### Operator

(Operator Instructions) I do not see any questions in the queue. I would like to turn the call back over to Jonathan Hackshaw for closing remarks.



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# Jonathan Hackshaw Information Services Corporation - Senior Director of IR & Capital Markets

Thank you, operator. With there being no further questions, I'd like to thank you very much for joining us today at our Special and Annual General Meeting. Operator, you may now disconnect the line.

# Operator

Thank you. We thank you for joining today's conference. Everyone may disconnect. Please have a great day.

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