DIRECTOR ORIENTATION AND CONTINUING EDUCATION POLICY

Board Effectiveness
The Board values best practices of corporate governance and strives to maintain and adopt policies to promote maximum effectiveness. The Board recognizes that a Director Orientation and Continuing Education Policy is an essential tool to that effect and therefore seeks to abide by the following practices.

Orientation of New Directors

- The Board is responsible for ensuring that new directors receive a comprehensive orientation.

- All newly appointed directors should fully understand:
  - the nature and operation of BDC’s business;
  - the role of the Board and its Committees;
  - the contribution each director is expected to make;
  - the laws governing BDC’s operations.

- In order to provide newly appointed directors with the knowledge base they need to fulfill their obligations as directors, they shall:
  - receive a BDC Directors and Officers Manual containing the information described in Schedule A hereto, which they are expected to read and become familiar with;
  - receive a copy of the most recent Corporate Plan and Annual Report;
  - attend individual meetings in an interactive setting with the heads of each business and support unit to familiarize themselves with BDC’s businesses, operations and methods as well as its organizational structure. These meetings should take place within the first weeks of a directors’ tenure;
  - complete a course for Newly Appointed Directors of Crown Corporations offered by the Canada School of Public Service; and
  - where appropriate, complete a one-day session on Financial Literacy for Directors of Crown Corporations offered by the Canada School of Public Service.

- BDC also encourages Directors to obtain an ICD.D designation from the Institute of Corporate Directors and assumes the full cost of the program.

Continuing Education of Directors
The Board is also responsible for ensuring that Directors are provided with continuing education opportunities.
The Governance/Nominating Committee may suggest a list of training topics to BDC's Corporate Secretariat who shall offer its directors a mix of internal and external education opportunities. All external training will be pre-approved by the Chairperson of the Governance/Nominating Committee.
SCHEDULE A
DIRECTORS AND OFFICERS MANUAL

TABLE OF CONTENTS

1. BOARD OF DIRECTORS MEETINGS
   1.1 Annual Agendas
   1.2 Schedule of Meetings

2. DIRECTORS
   2.1 List of Members
   2.2 Terms of Mandate
   2.3 Birth Dates
   2.4 Spouses

3. BOARD GOVERNANCE AND POLICIES
   3.1 Mandate of the Board of Directors
   3.2 Board Profile
   3.3 Chairperson - Position Description and Selection Criteria
   3.4 Mandate of the President and CEO
   3.5 President and CEO - Position Description and Selection Criteria
   3.6 List of Committees of the Board of Directors
   3.7 Terms of Reference of Committees:
      3.7.1 Audit
      3.7.2 Board Credit and Risk
      3.7.3 Board Investment
      3.7.4 Governance/Nominating
      3.7.5 Human Resources
   3.8 Code of Conduct of the Board of Directors
      3.8.1 Policy on Personal Trading for Directors
   3.9 Policy on the Handling of Referrals and Enquiries by Members of Parliament, Senators, Ministers and their Staff and BDC Directors
   3.10 Director Orientation and Continuing Education Policy
   3.11 Remuneration of Directors
   3.12 Policy on Reimbursement of Directors’ Expenses
      3.12.1 Kilometric Rates
4. ACTS / BY-LAWS
   4.1 Access to Information Act
   4.2 Business Development Bank of Canada Act
   4.3 Conflict of Interest Act
   4.4 Financial Administration Act
   4.5 Code of General By-Laws and By-Law Seven

5. OTHER DOCUMENTS APPROVED BY THE BOARD
   5.1 Resolution on Issuance of Debt
   5.2 List of Other Policies Approved by the Board

6. CORPORATE DIRECTIVES APPROVED BY THE PRESIDENT AND CEO
   6.1 Anti-Fraud Corporate Directive
   6.2 Anti-Money Laundering and Anti-Terrorist Financing Corporate Directives

7. ORGANIZATIONAL CHARTS
   7.1 Board of Directors
   7.2 Senior Management