

**SCHEDULE A**  
**EXTENDICARE INC.**

**STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

This statement of corporate governance practices sets out Extendicare Inc.'s ("**Extendicare**" or the "**Company**") overview of its corporate governance practices, as assessed in the context of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* "**NI 58-101**") and National Policy 58-201 – *Corporate Governance Guidelines* of the Canadian Securities Administrators. This overview has been prepared by the Human Resources, Governance and Sustainability Committee (the "**HRG&S Committee**") and has been approved by the board of directors (the "**Board of Directors**", the "**Board**" or "**Directors**") of the Company.

**Overall Responsibilities of the Board**

The Board of Directors is responsible for the overall stewardship of the business and affairs of the Company, including overseeing the Company's financial and strategic planning and direction, as well as management's implementation of the Company's plans. In fulfilling its responsibilities, the Board delegates the day-to-day authority to management of the Company, while reserving the ability to review management decisions and exercise final judgment on any matter. The Board reviews and approves on an annual basis the corporate objectives developed and adopted by the senior management team. The Board discharges its responsibilities directly and through committees. The Board and committee members operate under charters that clearly define their roles and responsibilities.

**Independence of Directors**

Independence of the Board of Directors is essential to fulfilling its role in overseeing the Company's business and affairs. Pursuant to a resolution of the Board of Directors, the number of directors of Extendicare to be elected at the April 16, 2026 annual meeting of holders of common shares ("**Common Shares**") of the Company (the "**Shareholders**") has been fixed at nine. Information relating to each of the nine nominees proposed for election as directors of Extendicare is set out in the "Business of the Meeting – Election of Directors" section of the management information circular (the "**Information Circular**") relating to such meeting. The Board of Directors have determined that eight of these nine individuals are "independent", as determined in accordance with NI 58-101. By virtue of Dr. Guerriere's current role as President and Chief Executive Officer, he is a non-independent Director. All committees of the Board are composed entirely of independent Directors.

Details of other reporting issuers on which Directors also sit as board members are disclosed under "Business of the Meeting – Election of Directors" in this Information Circular. At present, five of the nine nominees are board members of another publicly listed company, none of which exceed three such boards. Two such nominees are directors of the same public company.

The roles of Extendicare's Chief Executive Officer (the "**CEO**") and Board Chairman are separate. The Board has implemented the practice of holding *in camera* director meetings at each meeting of the Board, without the presence of non-independent directors and members of management, to enable open and frank discussion.

**Director Attendance**

Board members are expected to attend all Board meetings and meetings of committees on which they serve. The Board met on nine occasions during 2025, with full attendance at each meeting. Each continuing Director's attendance record at Board meetings and committee meetings held during the 2025 financial year is described under the "Business of the Meeting – Election of Directors" section of this Information Circular. Two Directors who are retiring at the April 16, 2026 annual meeting also both attended 100% of the Board and committee meetings they were expected to attend.

**Board Mandate**

The mandate of the Board of Directors is attached as Schedule B to this Information Circular.

**Position Descriptions**

The Board of Directors has developed a written position description for its Chairman and for the chair of each of its committees.

The Board of Directors has developed a written position description for the CEO that outlines the basic functions and responsibilities of the CEO. The CEO's responsibilities include, among other things: leading the business with the objective of providing quality care and service excellence to clients and customers; providing maximum profit and return on invested capital; establishing current and long-range objectives, plans and policies; representing Extendicare with its major clients, and the public; and building an industry-leading management team.

## **Orientation and Continuing Education**

A handbook has been developed that contains Board of Directors and committee mandates, codes of conduct, policies, and other relevant information. Materials are updated annually, or more frequently as necessary. To ensure that the members of the Board remain fully informed about Extendicare's operations on a continuing basis, management reports on Extendicare's and its subsidiaries' activities and on various aspects relevant to the business on an on-going basis, during regularly scheduled Board meetings and through periodic mailings. Management from the main operating divisions are invited to Board of Directors meetings to provide the Directors with an overview of the current issues and business strategies. In addition, meetings are periodically combined with tours of Extendicare's long-term care homes so that the Directors can gain greater insight into the business operations. Members of the Board also attend periodic sessions on topics, such as technology and cybersecurity, relevant to the Company or its industry.

## **Ethical Business Conduct**

Extendicare maintains an approved Code of Business Conduct for its directors, officers and employees, for which no waivers have currently been sought or granted. The Code of Business Conduct addresses conflicts of interest, confidentiality, protection of the assets, fair dealing, and compliance with laws, rules and regulations, and it encourages reporting of any illegal or unethical business practices. Anyone may obtain a copy of the Code of Business Conduct on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under Extendicare's issuer profile or on Extendicare's website at [www.extendicare.com](http://www.extendicare.com).

In circumstances in which the Board of Directors must consider transactions and agreements in respect of which a Director or executive officer has a material interest, the nature of such interest is declared, and the affected individual does not participate in the vote on the matter.

## **Nomination and Compensation of Directors**

Extendicare's HRG&S Committee is composed of three members who are all independent Directors. On issues relating to the nomination of directors to the Board, the HRG&S Committee makes recommendations as to the size and composition of the Board; reviews qualifications of potential candidates for election to the Board; recommends for the approval of the Board the nominees for the Board of Directors for presentation at each annual meeting of Shareholders; and makes recommendations with respect to the membership of committees. The HRG&S Committee assesses the effectiveness of the Board, the committees, and the contributions of individual Directors. These assessments include the use of formal surveys (see "Assessment of Directors"). The HRG&S Committee identifies individuals who it believes bring the attributes necessary to ensure the Board consists of individuals with strengths in a number of different areas required to meet Extendicare's needs. The skills of individual Directors are described in detail in the Information Circular under "Business of the Meeting – Board Skills Matrix".

The HRG&S Committee also oversees issues of governance as it applies to Extendicare and recommends amendments to governance procedures where appropriate. Any Director who wishes to engage outside advisors with respect to the affairs of Extendicare, at the expense of the Company, may do so by submitting a request through the HRG&S Committee.

The HRG&S Committee is also responsible for annually revising and recommending to the Board the compensation of the Board and committee members. In arriving at its recommendations, the HRG&S Committee reviews external and internally prepared surveys to compare the compensation paid by the Company with compensation paid to directors in other organizations.

The HRG&S Committee met on six occasions during 2025, with full attendance at each meeting.

## **Assessment of Directors**

The HRG&S Committee is responsible for and has established a formal process for assessing the effectiveness of the Board and its committees and the contributions of individual directors.

The process for the assessment of board effectiveness as well as the contributions of individual directors, which includes peer review, is conducted over a three-year period and then repeated. In the first year of the process, as was the case in 2023, each director is interviewed, which may be facilitated by an external consultant, and asked to assess (i) the performance of every other board member and (ii) the overall performance of the Board as a whole and identify areas of improvement. The goal of the peer assessment is to provide candid feedback to individual Directors, stimulate insight, and motivate developmental action and enable Directors to enhance their individual contributions to Board and committee work. Directors are also asked to complete a short questionnaire on key dimensions of board effectiveness. The feedback is consolidated and a report developed for each director. The Chair then meets with each director to review results and develop an action plan specific to such director. The process concludes with the Board having a working session to review the results of the assessment and

finalize a Board action plan. Both individual director plans and the board action plan are then tracked and augmented in each of the subsequent two years through surveys and one-on-one interviews with the Chair.

### **Diversity Among the Board and Executives**

Extendicare believes that a Board and senior management team consisting of highly qualified individuals that reflect the diverse populations of the communities in which Extendicare operates results in effective decision making and supports Extendicare's commitment to strong corporate governance. The Board has adopted a written diversity policy (the "**Diversity Policy**") by which Extendicare will promote diversity on the Board and senior management team. In support of the Diversity Policy, the HRG&S Committee considers diversity criteria such as gender, race, religion, ethnicity, sexual orientation, physical ability, geographic representation, age and other characteristics of the communities in which Extendicare operates in recommending future nominees for election to the Board and the President and CEO, in recruiting and hiring senior management.

#### ***Board Diversity***

The Board strongly believes in the benefits of a diverse Board, which include access to a broader pool of qualified candidates with different perspectives, experiences, and ideas, all of which enhance decision-making and provide the opportunity for innovation. Accordingly, consideration of the number of women who are directors, along with consideration of other diversity criteria, are important components of the selection process for nominees. In support of the Diversity Policy, when recommending nominees to the Board, the HRG&S Committee develops and recommends strategies for identifying and attracting diverse candidates. Further, the Board has established that Extendicare will maintain a Board composition in which at least 30% of its directors are women.

As of the date hereof, four of the Company's nine Directors (44%) are women, as are four of the nine nominees for election. One of the Company's nine Directors (11%) self-identify as a visible minority, and none self-identify as a person with disabilities or as an Indigenous person. Adherence to the Diversity Policy will be assessed by the Board and the HRG&S Committee on an annual basis. As part of the HRG&S Committee's assessment, it will consider the level of representation on the Board of the various diversity criteria outlined in the Diversity Policy, including the representation of women. The Board will also have the opportunity to evaluate the Board's effectiveness, including effectiveness of the Diversity Policy, through the Board's self-assessment process, see "Statement of Corporate Governance Practices – Assessments of Directors", for more information. The HRG&S Committee will review the Diversity Policy at least annually and may recommend changes in order to achieve the goals outlined in the Diversity Policy.

#### ***Executive Diversity***

Extendicare employs a mix of formal and informal policies and practices, including the Diversity Policy and Code of Business Conduct, aimed at promoting a diverse workforce. The Company also focuses on the development and advancement of women, along with consideration of other diverse individuals, as an integral part of the senior management team, which includes both executive officers and senior positions reporting directly to executive officers. Extendicare considers many factors, including necessary skills and experience required when recruiting and hiring senior management. Diversity criteria, including level of representation of women in senior management, is also considered during recruitment and hiring. While there are currently no targets with respect to diversity in executive officer positions, Extendicare recognizes that in order to achieve a representative balance in senior management it must develop strategies for identifying and attracting candidates with diversities for recruitment. Such strategies include engaging the services of external advisors where necessary to help identify future candidates who possess the necessary skills and experience as well as developing its internal talent to ensure that where possible, there will be highly qualified persons within Extendicare available to fill vacancies. To that end, Extendicare has made it an organizational goal to identify and address obstacles that may hinder the progression of individuals with diversities into senior management.

As of the date hereof, fourteen of twenty-seven executive officers (52%), including Extendicare's Senior Vice President and Chief Human Resources Officer, are women. Three out of twenty-seven executive officers (11%) self-identify as a visible minority, and none self-identify as a person with disabilities or as an Indigenous person.

As part of the HRG&S Committee's assessment of the Diversity Policy, it will consider the level of diversity, including gender diversity, visible minorities, persons with disabilities, and Indigenous persons, in the senior management team. The HRG&S Committee will also review the Diversity Policy at least annually and may recommend changes to achieve Extendicare's diversity goals for senior management.

The commitment to diversity, as well as its promotion, expressed in the Diversity Policy also applies to Extendicare's recruitment, hiring and advancement practices in respect of all of its employees.

## **Environmental, Social and Governance (“ESG”) Responsibility**

The Company has a stated purpose of helping people live better. Driven by a mission to provide people with the care they need wherever they call home, the Company’s approach is focused on people and the communities it services. As the Canadian population ages, the Company plays an impactful role in both increasing access to care and improving quality of care, so that the growing number of seniors across the country can live their best lives, both today and into the future. With this in mind, commitment to ESG and ESG conscious practices have long been interwoven throughout the Company’s strategy and operations, from the way the Company designs its long-term care homes and invests in supports for its teams, to the diversity of Extencicare’s personnel.

With support and engagement from the Board and management, the HRG&S Committee has oversight of ESG, while the Audit Committee ensures accurate ESG-related financial information disclosure. For more information on the Company’s ESG initiatives, including a copy of its most recent ESG Insights report, please refer to the Company’s website at <https://www.extencicare.com/investors/corporate-governance/>.

## **Majority Voting Requirements**

The statutory voting requirement for an uncontested election of directors under the Canada Business Corporations Act (the “CBCA”) allows Shareholders to vote “for” or “against” a director nominee in such an election. A nominee must receive a majority of “for” votes to be elected to the Board. If a director nominee does not receive a majority of votes cast in favour of their election, they will not be elected and the Board position will remain open, except that an incumbent director will be permitted to remain in office for ninety (90) days following the vote or until a successor is appointed or elected, whichever is earlier.

## **Board Renewal**

Extencicare is committed to Board refreshment. To strike a balance between retaining directors with deep knowledge of the Company and adding directors with a fresh perspective, the Board will seek to maintain an average tenure of 12 years or fewer for its independent directors as a group. Two new Directors have joined the Board in the past five years, and, as at February 25, 2026, the average tenure of independent Directors is seven years. Should the two nominees not currently on the Board be elected at the April 16, 2026 annual meeting, the average tenure will be reduced to six years. In addition, the Board believes that its robust Board evaluation and peer review process described above also assists in achieving the appropriate level of renewal of the Board’s membership. As part of that process, the Board periodically reviews its composition to ensure that it continues to have the ideal mix of skills, perspectives, experience and expertise to effectively oversee management, and provide fresh ideas and viewpoints while not losing the insight and experience of longer serving directors and in particular their in-depth knowledge of the Company. The Company believes that it is important to achieve an appropriate balance of both, to ensure the effectiveness of the Board. In addition, the Board assessment and peer review process encompasses an assessment of the independence of directors, including any impacts on a Directors’ independence as a result of their tenure on the Board.

## **Compensation of Senior Management**

Extencicare’s HRG&S Committee is composed of three members who are all independent Directors. The HRG&S Committee reviews the compensation of senior management with a view to ensuring that the level of compensation reflects performance. The HRG&S Committee recommends to the Board of Directors for its approval the compensation to be given to the CEO and other senior executives of Extencicare and its subsidiaries. The HRG&S Committee is responsible for planning succession to the position of the CEO and for reviewing the performance of the CEO on an annual basis, and for monitoring the development of senior management.

The HRG&S Committee met on six occasions during 2025, with full attendance at each meeting. Further information on how the HRG&S Committee determines the compensation of the CEO and senior officers can be found under “Compensation Discussion and Analysis” in this Information Circular.

## **Executive Succession Planning**

Extencicare has established an ongoing review of, and succession plans for, members of its senior leadership team, including the President and CEO. The results culminate in an executive management succession plan and talent management plan which is reported to and discussed at least annually with the HRG&S Committee. The Board monitors the development and performance of the President and CEO and other senior management against such plans and determines hiring, internal moves and development in support of the plans.

Extencicare recognizes that successful succession planning requires adequate talent management, including strategies for both identifying and attracting future candidates who possess the necessary skills and experience, as well as developing its internal talent to ensure that, where possible, there will be highly qualified candidates within Extencicare to fill vacancies.

## **Say on Pay**

Since 2010, Shareholders have participated in an annual non-binding advisory vote on Extendicare's approach to executive compensation, commonly known as "Say on Pay", which gives Shareholders the opportunity to endorse or not endorse Extendicare's approach to its executive compensation program.

At the annual meeting of Extendicare held in May 2025, 94.48% of the Shareholders voted in favour of Extendicare's approach to executive compensation.

The Board of Directors' policy on "Say on Pay", as adopted in 2010, is summarized in this Statement of Corporate Governance Practices, a full copy of which is posted on the Company's website at [www.extendicare.com](http://www.extendicare.com), and on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under Extendicare's issuer profile. The Board of Directors believes that this policy is meaningful to its Shareholders and is substantially consistent with that proposed by the Canadian Coalition for Good Governance and with other issuers.

The Board of Directors believes that Shareholders should have the opportunity to fully understand the objectives, philosophy and principles the Board of Directors has used in its approach to executive compensation decisions and to have an advisory vote on the Board's approach to executive compensation.

The result of the advisory vote will be disclosed as part of the Company's report on voting results for its annual meeting. The HRG&S Committee and the Board will take the results of the vote into account, as appropriate, together with feedback received from Shareholders, when considering future compensation policies, procedures and decisions. In the event that a significant number of Shareholders oppose the resolution, the Board will consult with its Shareholders (particularly those who are known to have voted against it) to understand their concerns and will review the Company's approach to compensation in the context of those concerns. Shareholders are encouraged to contact the Board of Directors to discuss their specific concerns.

## **Shareholder Engagement**

The Board of Directors believes that active engagement with Shareholders and other stakeholders is important to facilitating open, informed and constructive dialogue with Shareholders and accordingly has adopted a Shareholder Engagement Policy. In addition to the Company's annual Shareholder meeting and quarterly results presentations, all of which are webcast and broadly available, senior management also meet with Shareholders through investor conferences and individual meetings.

The Board appreciates that active communication and engagement with Shareholders is an important part of its oversight of the Company.

Management is principally responsible for Shareholder communications and engagement, and Shareholders may communicate their views to management through Extendicare's investor relations team by contacting:

**In writing:** Extendicare Inc.  
Attention: Vice President, Investor Relations  
3000 Steeles Avenue East, Suite 400  
Markham, ON L3R 4T9

**By email:** [investor.relations@extendicare.com](mailto:investor.relations@extendicare.com)

At the same time, the Board wishes to ensure there is the opportunity for direct dialogue between Directors and Shareholders. Shareholders are encouraged to initiate communications directly with the Board. To do so, Shareholders should deliver a sealed envelope or email, in each case marked "Confidential", to:

**In writing:** Extendicare Inc.  
Attention: Chairman of the Board  
3000 Steeles Avenue East, Suite 400  
Markham, Ontario L3R 4T9

**By email:** [chairman@extendicare.com](mailto:chairman@extendicare.com)

The Board also reaches out to key shareholders periodically, either directly, or with the assistance of Extendicare's Investor Relations team, and offers to meet with them to discuss any matters of interest.

The HRG&S Committee will ensure that shareholder engagement is considered annually and discussed in the Committee's annual report to the Board.

### **Other Board Committees**

In addition to the HRG&S Committee described above, Extendicare's other standing committees are the Audit Committee, the Quality and Risk Committee (the "**QR Committee**") and the Investment Committee (the "**INV Committee**"). From time to time, the Board may also establish special committees to review and make recommendations on specific matters. Copies of each of the committee's mandates may be found on the Company's website at [www.extendicare.com](http://www.extendicare.com).

Information on the Audit Committee, required by National Instrument 52-110 – *Audit Committees*, is disclosed in the Company's 2025 Annual Information Form under "Audit Committee Information", which is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under Extendicare's issuer profile.

### **Quality and Risk Committee**

Extendicare's QR Committee is composed of three independent Directors. The primary objective of the QR Committee is to assure that Extendicare and its operations have in place the programs, policies and procedures, including an enterprise-wide risk management framework and action plan, to support and enhance the quality of care provided and compliance with applicable health care laws and regulations. The QR Committee's responsibilities include providing oversight of Extendicare's clinical, compliance and quality programs; monitoring Extendicare's clinical performance and outcomes against internal and external benchmarks; reviewing policies, procedures and standards of conduct designed to provide the appropriate quality of care, client safety and compliance with applicable laws and regulations; and overseeing and monitoring the Company's enterprise risk management framework, overall risk profile and risk management policies, procedures and programs. The QR Committee met on four occasions during 2025, with full attendance at each meeting.

### **Investment Committee**

Extendicare's INV Committee is composed of three independent Directors. The primary objective of the INV Committee is to review and, if deemed advisable, recommend to the Board acquisition, investment, and divestiture transactions proposed by senior management of the Company that exceed senior management's authority. The INV Committee's responsibilities include reviewing such transactions with management and periodically reviewing the execution, financial results and integration of completed acquisition and investment transactions. The INV Committee met on five occasions during 2025, with full attendance at each meeting.