



POINTS INTERNATIONAL LTD.

Diversity and Board Renewal Policy

1 Purpose and Scope

The leadership and workforce of Points International Ltd. (the “**Corporation**”) is made up of many qualified individuals with diverse skills, backgrounds, experiences and personal characteristics. The Corporation values and recognizes the benefits of this diversity, which include increased organizational strength, improved leadership and increased innovation.

This Diversity and Board Renewal Policy (the “**Policy**”) defines the Corporation’s policy with respect to diversity on the Board of Directors of the Corporation (the “**Board**”) and in the Corporation’s senior management.

2 Diversity Objectives

In this Policy, diversity refers to the characteristics that make individuals different from each other and includes the designated groups specified in the *Employment Equity Act* (Canada). The Corporation supports the spirit and intent of applicable human rights and anti-discrimination laws.

3 Diversity on the Board and Board Renewal

Diversity is an important consideration for the Corporation in determining the composition of the Board. The Corporation believes that a Board made up of highly qualified individuals from diverse backgrounds promotes better corporate governance and performance and effective decision-making.

To support the Board’s diversity goals, the Human Resources and Corporate Governance Committee (the “**HRCGC**”) will, when identifying and considering the selection of nominees for the Board:

- (a) consider only candidates who are highly qualified based on their experience, functional expertise and personal skills and qualities;
- (b) consider diversity criteria including the designated groups specified in the *Employment Equity Act* (Canada); and
- (c) seek to maintain a Board in which each gender represents not less than 20% of independent directors.

In considering the age and tenure of directors, the Corporation has not adopted strict term limits or other mechanisms for forcing the replacement of its directors. The Board believes

that such renewal and the new perspectives it brings can happen naturally without imposing arbitrary limits on the tenure of its Board members. In addition, in light of the business of the Corporation and the time necessary for persons to develop a thorough understanding of it, the Board believes that the quality of Board level decisions directly benefits from the continuity, experience and knowledge that comes from permitting longer-term service on the Board. However, the Board recognizes that periodic renewal of Board members brings new perspectives which enrich and enhance the effectiveness of the Board. Accordingly, the Board strives to maintain a Board with an average tenure of 15 years or less among independent directors.

4 Diversity in Senior Management

Diversity is also an important consideration for the Corporation in determining senior management. In identifying suitable candidates for appointment to positions in senior management, candidates are considered based on merit against objective criteria and with due regard for the benefits of diversity. However, the Board does not believe that quotas or that a formulaic approach necessarily results in the identification or selection of the best candidates. Accordingly, the Corporation has not established fixed targets regarding the representation of any specific group for senior management positions at this time.

5 Reporting

The HRCGC will report annually to the Board on the diversity of the Corporation's Board and senior management.

6 Review of the Policy

The HRCGC will review this Policy at least every two years, or earlier if it determines necessary, which review will include an assessment of the effectiveness of this Policy.