



Strictly Confidential BIOZEST Inc.
 (the "Company")
Board of Directors Meeting

Meeting Date:	December 14, 2021
	11:30 am -12:30 pm ET (Toronto time)

Directors Confirmed	Andrea Morwick	Kashmera Self
	Ashu Gupta	Laila Paszti
	Carol Willson	Rosa Del Campo
	Celyeste Power	Sandy Bernier
	Daria Hill	Sara Hradecky
	Julia Sweeney	Shaheen Yazdani
Directors Absent	Nil	
Other Attendees (with consent of Chair)	Donna Price, Corporate Secretary of the Company	

NOTICE is hereby given that a meeting of the Board of Directors of the Company will be held on **Tuesday December 14, 2021 at the hour of 11:30 AM EDT (Toronto Time)** by Zoom videoconference for the purposes set forth in the attached Agenda.

DATED the 13th day of December 2021.

BY ORDER OF THE BOARD

Signed: Donna Price
 Corporate Secreta

**AGENDA – BIOZEST INC. BOARD OF DIRECTORS MEETING
December 14, 2021**

Time (ET)	Topic	Lead	Action	Reference-Proposed Resolution /Other
11:30 am	Welcome and Chair Remarks Confirmation - Consent for Zoom videoconference meeting and Quorum Appointment of Secretary of the Meeting Approval of the Agenda and request for Other Business	Deborah Rosati (Chair)	For Approval	
11:30 am	Approval of Minutes from last Meeting of the Board of Directors	Deborah Rosati (Chair)	Deferred	N/A
11:35 am	Discussion – Briefing Report from Chair of Human Resources and Compensation Committee <ul style="list-style-type: none"> ● Approval of Appointment of Interim CEO ● Approval of Delegation of Authority to a Committee of the Board 	Deborah Rosati & Brenda Albert (Chair HRCC)	For Information / Approval	Proposed Resolution A & B
12:20 pm	In Camera Meeting of the Board			
12:30 pm	Meeting Ends			

Distribution:

Board of Directors
Jennifer Thomas, Chief Human Resources Office

**FOR INFORMATION
DRAFT - PROPOSED RESOLUTIONS
BOARD OF DIRECTORS OF BIOZEST INC.**

A. Appointment of Interim Chief Executive Officer

WHEREAS the Corporation approved the *Biozest Inc. Succession Plan* dated as of January 1, 2019 (the “Succession Plan”);

AND WHEREAS pursuant to the Succession Plan, the Board of Directors of the Corporation shall, in the event of the unplanned permanent absence of the Chief Executive Officer (“CEO”), appoint an interim CEO;

AND WHEREAS the Board of Directors has determined that it is in the best interests of the Corporation to appoint an Interim CEO.

RESOLVED THAT:

Subject to and conditional upon receipt of the prior written consent(s) to act as an officer(s), [INSERT] is hereby appointed to the position of Interim Chief Executive Officer of the Corporation.

B. Delegation to [Special Committee/HRCC] Under Succession Plan

WHEREAS the Corporation approved the *Biozest Inc. Succession Plan* dated as of January 1, 2019 (the “Succession Plan”);

AND WHEREAS pursuant to the Succession Plan, the Board of Directors of the Corporation shall form a Special Committee of the Board or delegate to a Committee of the Board certain duties of the Board pursuant to the Succession Plan;

AND WHEREAS the Board of Directors may form by resolution of the Board, committees on such terms and conditions as the Board of Directors deems appropriate, whose members will hold their offices at the discretion of the Board of Directors or as otherwise determined by the Board of Directors;

[**AND WHEREAS** the Board of Directors wishes to declare its authorization, approval and ratification of the formation of a Special Committee of the Board of Directors;]

-OR-

[**AND WHEREAS** the Board of Directors wishes to declare its prior authorization and approval of the Human Resources & Compensation Committee of the Board and the delegation to the Committee certain authority regarding the appointment of a permanent Chief Executive Officer;]

RESOLVED THAT: [IF SPECIAL COMMITTEE]

1. The Board of Directors hereby authorizes and approves the formation of a Special Committee of the Board of Directors effective December 14, 2021 .
2. The Board of Directors hereby approves and confirms the appointment of the following individuals to the Special Committee:
 [INSERT] (Chair of the Committee)
 [INSERT]
 [INSERT]
3. The Special Committee is hereby authorized and directed to provide a recommendation to the Board of Directors regarding the appointment of a permanent Chief Executive Officer as contemplated pursuant to the Succession Plan.

RESOLVED THAT: [IF HUMAN RESOURCES & COMPENSATION COMMITTEE]

The Human Resources & Compensation Committee of the Board is hereby authorized and directed to provide a recommendation to the Board of Directors regarding the appointment of a permanent Chief Executive Officer as contemplated pursuant to the Succession Plan.