



**SUN LIFE FINANCIAL INC.  
AND  
SUN LIFE ASSURANCE COMPANY OF CANADA (“THE CORPORATION”)**

**POSITION DESCRIPTION FOR DIRECTORS**

**General**

The Board of Directors (the “Board”) is responsible for supervising the management of the business and affairs of the Corporation. Each Director participates in fulfilling the Board’s stewardship role by acting honestly and in good faith with a view to the best interests of the Corporation (fiduciary duty) and exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances (duty of care).

**Duties and Responsibilities**

Principal duties and responsibilities of each Director include:

- Acting in the highest ethical manner and with integrity in all personal, business and professional dealings.
- Confirming compliance with the Code of Conduct on an annual basis and maintaining the confidentiality of corporate information and Board deliberations.
- Understanding the Corporation’s vision and strategic objectives.
- Becoming knowledgeable of the Corporation’s businesses and the financial services sectors in which it operates within a reasonable time of joining the Board.
- Understanding the Corporation’s corporate governance policies and practices and the Charters of the Board and of each Committee on which he or she serves.
- Preparing thoroughly for each Board and Committee meeting by reviewing the materials sent to Directors in advance of meetings.
- Attending Board and Committee meetings and actively participating in deliberations and decisions in an objective manner that demonstrates independence from management.
- Informing himself or herself of significant matters dealt with at meetings not attended.
- Maintaining agreed upon levels of share ownership in the Corporation.

Each Director shall have unrestricted access to management, as necessary, to carry out his or her duties and responsibilities.

**Director Attributes**

The Board believes that Directors should provide objective and thoughtful challenge, advice and guidance to, and oversight of, senior management and exhibit the following characteristics while executing their duties:

- Integrity
- Accountability
- Independent and informed judgment
- Commitment to operational excellence

- Knowledge of business issues and financial matters
- Collaboration
- Initiative
- Responsiveness

In addition, certain regulatory criteria apply to Directors and are related to independence, financial, compensation and risk management literacy, and assessment of suitability and integrity. The Director Independence Policy outlines the Board's approach to determining Director independence, including enhanced independence requirements for members of the Audit Committee and the Management Resources Committee. The Responsible Person Assessments and Subsidiary Governance Policy outlines how independent assessments of the suitability and integrity of current and prospective Directors are undertaken.