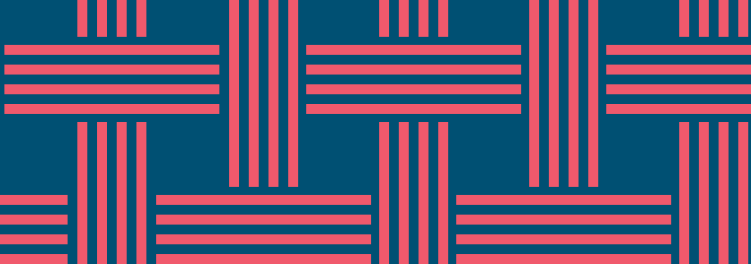


**Notice of
Annual General
Meeting
and
Directors Election
2023**



Notice of 2023 Annual General Meeting (Virtual AGM)

Thursday, April 27, 2023
6:30 pm

Pre-registration for the AGM will be open from March 30 to April 20, 2023. Information will be posted to prospera.ca (click the 2023 AGM banner) in the coming weeks. Be sure to check back soon.

The virtual AGM can be accessed at prospera2023agm.com

2023 Directors Election

Prospera Credit Union (Prospera) is holding a directors election this spring. As a member, you play an important role in selecting the individuals who will form the Board of Directors (the “board”) and represent you as a Prospera member.

The election of directors is an important process that provides eligible members with the opportunity to influence the governance of Prospera. Essentially, you are electing representatives to guide and shape the strategic direction of Prospera and oversee its performance. The board works in partnership with management to oversee operations, monitor Prospera’s progress toward the execution of our vision, mission and strategic plan, and ensure Prospera’s sustainability and continued organizational health.

This year, Prospera has five candidates standing for election for four available director positions; three of the positions are for a three-year term, and one position (due to a resignation) is for a two-year term. Of these five candidates, the four with the highest number of votes will be elected to fill the vacancies on the board. In accordance with Prospera’s rules, of these four, the candidate with the least number of votes will receive the two-year term.

We encourage you to have a say in who will represent you as your board by taking the time to read about the candidates and cast your vote.

NOTE: This booklet can be downloaded and saved for future reference.



The five candidates standing for election are:

- **Gina Arsens** (incumbent)*
- **Ingrid Leong***
- **Dan Parmar***
- Hari Sharma
- **Rod Thomson** (incumbent)*

* *Recommended by the Governance and Nominations Committee, as these candidates possess the skills and experience sought by the board.*

Term of Office Expire:

Art Van Pelt, Chair ★	2025
Catherine Roome ★	2025
Jill Donaldson ★	2024
Colin MacKinnon	2024
Stacey Crawford ★	2024
Gina Arsens, Vice Chair	2023
Eric Nadin ★	2023
Rod Thomson	2023

★ *Member of the Governance and Nominations Committee*

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SUMMARY OF EACH CANDIDATE

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- **Ingrid Leong**
- **Dan Parmar**
- **Hari Sharma**
- **Rod Thomson**

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VOTER ELIGIBILITY

To be eligible to vote in the 2023 Directors Election, a member must be 19 years or older and be a member in good standing.

Member in good standing means a member who, on or before November 15, 2022, holds five membership shares.

Eligible members are entitled to cast one ballot in the 2023 Directors Election by using one of the voting methods listed below. If a member casts more than **one** ballot in their individual or representative capacity, all ballots cast by this member will be void.

VOTING METHODS

All eligible voting members will receive (or have received) a notice in the mail (together with a mail-in ballot) that includes their unique ballot # and password to securely vote in the directors election.

Please retain a copy of your ballot # and password as you will need it to vote online or in branch. If you have lost or misplaced your ballot # or password, please contact membervote@prospera.ca.

You must choose four candidates for your ballot to be valid.

There are three methods to cast your vote.

Please vote using one method only.

1. Mail-in ballot

Eligible members may vote by completing the mail-in ballot provided with the notice. Once you have marked your ballot by placing an X beside your selections, place the ballot into the supplied return envelope (no postage is required) and seal the envelope. Mail the envelope and ensure it is received by the returning officer c/o Avenue 4 by 5 pm on April 20, 2023 (please allow four business day for mailing as per Canada Post).

All businesses, corporations, partnerships and other entities (the "entity" or "entities") can vote through their authorized representative. To designate an authorized representative, entities must complete the Designation of Authorized Representative form (the "designation"). Entities voting by mail must complete the designation portion on their mail-in ballot (located on the reverse side of the ballot).

2. Voting online

Online voting will open on April 10, 2023 at 9 am and close on April 20, 2023 at 5 pm.

Eligible voting members may vote securely online, by visiting prospera.ca (clicking on the 2023 Special Resolution + Directors Election banner) or on prosperavote.ca.

Entities voting online will be required to enter their ballot # and password, then will be prompted to download and

complete the designation prior to submitting their vote. Once the designation has been completed and signed (electronic signatures are valid) by the signing authorities of the company, partnership or other entity on file with Prospera, the designation must be emailed to membervote@prospera.ca. If the entity does not complete and return a copy of the designation to membervote@prospera.ca prior to the voting deadline of 5 pm on April 20, the vote of the entity will be disallowed.

The designation form can be completed ahead of casting your vote by downloading the designation form at prosperavote.ca, completing, signing, and returning it by email to membervote@prospera.ca.

3. Voting in branch

In-branch voting will open on April 10, 2023 at 9:30 am and close on April 20, 2023 at 5 pm.

Ballots for in-branch voting will be electronic and made available through a secure portal to be accessed by eligible voting members in the branch. Members must bring their ballot (the portion that includes their unique ballot # and password) along with a piece of government issued picture ID, to a Prospera employee in the branch, for assistance with online in-branch voting.

VOTING PERIOD

Voting in the 2023 Directors Election commences at 9 am on April 10, 2023 and ends at 5 pm on April 20, 2023. All mail-in ballots must be received by the Returning Officer c/o Avenue 4 (our third-party administrator) by 5 pm on April 20, 2023. Voting can be completed electronically via prospera.ca or prosperavote.ca until 5 pm on April 20, 2023. Mail-in ballots received prior to commencement of voting (9 am on April 10, 2023) will be deemed effective and dated as at 9 am on April 10.

VOTER CONFIDENTIALITY

An independent returning officer is appointed by the board to oversee the election ballot counting process. The online and mail-in ballots are designed to ensure the secrecy of your vote. Mail-in and online ballots are sent directly to the returning officer care of Avenue 4 for authentication. Once authenticated, mail-in ballots are processed through a secure site and cross-referenced with the online votes to eliminate any duplicate votes. After all ballots are processed, the results are tabulated and provided to the returning officer.

VOTING RESULTS

The results of the election will be announced at our virtual AGM on Thursday, April 27, 2023 and subsequently posted on prospera.ca.

The elected candidates will assume their roles at the close of the 2023 AGM.

As Prospera focuses on the achievement of our vision and strategy, we practice effective corporate governance. Integral to this is having the right people on Prospera’s board. This means putting together a group of individuals who have the appropriate combination of technical and business competencies, expertise and diversity to support Prospera’s strategic priorities and contribute as a high-performing effective team.

NOMINATIONS PROCESS

The role of the Governance and Nominations Committee

The Governance and Nominations Committee (the “committee”) is charged with the overall responsibility for the nomination and election process for the board. The committee is appointed each year by the board and consists of four members. Directors whose terms of office are expiring at the close of the next AGM and who are eligible for re-election are restricted from serving on the committee. The directors that form this year’s committee are Jill Donaldson (Committee Chair), Stacey Crawford, Eric Nadin, Catherine Roome and Art Van Pelt (ex-Officio).

The 2023 ideal candidate criteria

Each year, the committee reviews the technical and business competencies, expertise and diversity of the current directors and identifies areas that would further strengthen the board. The requisite skills and experience will change over time as Prospera evolves to face changes in the economic platform and its operating environment and as board composition changes.

This year, the committee completed its analysis and identified the optimal mix of skills and expertise that would complement and strengthen the current board. Based on the outcome of this analysis, the ideal candidate should possess strong expertise and/or demonstrate substantial experience in one or more of the following:

- Financial Accounting and Audit
- Information Technology and Security
- Member Experience and Operations
- Talent Management and Compensation
- Marketing and Branding

In addition, directors should possess appropriate behavioural competencies and personal attributes. These include integrity and high ethical standards, a strong strategic perspective, an ability and willingness to question conventional assumptions, a strong and purpose-driven collaborator with a deep commitment to the success of the organization and their role as a member of the Prospera board.

The 2023 directors nominations process

In October 2022, the committee made the formal call for director nominations (“call”) through various communications to our members. The call advised members that four director positions would become available in 2023; three of the positions are for a three-year term (two of which are incumbent directors eligible for re-election), and one position (due to a resignation) is for a two-year term, all commencing at the close of the 2023 AGM.

The committee engaged a governance consultant to manage the nomination and evaluation process of prospective candidates, which included a methodology to preserve transparency and the equitable treatment of all prospective candidates throughout the process. With the support of the governance consultant, the application process was accessible to members online and included information regarding the nominating process and the qualifications and expectations of directors. The nomination information and the call also outlined the ideal candidate criteria the committee was seeking in prospective candidates. The nominations period closed on November 15, 2022.

Following the close of the nominations period, the committee, in partnership with the governance consultant, reviewed all nomination submissions received to identify those who best fit the ideal candidate criteria with respect to the skills and experience outlined in the call. As part of the overall evaluation process, the governance consultant met individually with each prospective candidate to review their skills and qualifications and how they would best complement the current board. Based on these assessments, the committee identified seven prospective candidates to move forward to the interview stage. At the conclusion of the interview process and further assessment in consultation with the governance consultant, the committee selected four candidates for recommendation to the members. At the close of the nomination and evaluation process, five candidates chose to stand for election to the board as follows: Gina Arsens (incumbent – recommended), Ingrid Leong (recommended), Dan Parmar (recommended), Hari Sharma and Rod Thomson (incumbent – recommended). Candidates standing for election to the board are profiled in this booklet.

As you read each candidate summary and consider your vote, it is important to remember that the election is a democratic process and as a member, you are entitled to vote for the candidate of your choosing. The recommendations made and the processes undertaken by the committee are in accordance with best governance practices and the rules of Prospera, and are shared to assist you in making an informed decision.



Recommended Candidates

FOR THE BOARD OF DIRECTORS

GINA ARSENS (INCUMBENT)

Gina Arsens currently serves as Vice-Chair of the Board of Directors, Committee Chair of the Business Transformation Committee, and as a member of the Audit and Conduct Review, People Experience and Risk, Investment and Loan Committees.

Gina is the Founder and CEO of Yumasoy Foods Ltd., a plant-based food startup in Vancouver. She is the former CFO of Ideon Technologies Inc. and the Digital Technology Supercluster. In her 25-year career, she has held leadership roles in diverse industries from industrial and maritime to real estate and technology.

Gina is a long-time credit union member and was first elected to the Prospera board in 2020. She also currently serves on the York House School board. Prior to Prospera, Gina served on the YWCA Metro Vancouver board and the Beanworks AP board.

Gina is currently enrolled in the Director Education Program offered by the Institute of Corporate Directors and anticipates receiving her ICD.D designation in the coming months. Gina is a Chartered Professional Accountant (CPA, CA) and a Chartered Business Valuator (CBV). She had the distinction of being honoured as one of BC's Top 40 under 40 and one of BC's Most Influential Women in Finance.

INGRID LEONG

Ingrid Leong is a Chartered Professional Accountant who works within the family office and private enterprise space, and has deep expertise in finance, environmental, social and governance (ESG) and impact investing, and the philanthropic sector. Most recently, she was Chief Investment Officer (CIO) of The Houssian Foundation and has held several executive roles focused on strategy, governance, ESG and impact investing, and financial effectiveness.

In her role as CIO of The Houssian Foundation, Ingrid was deeply involved in developing and implementing the Foundation's fully mission-aligned investment strategy, focused on the impact areas of gender equality, human rights, climate and environment. Through this work, she has played a leadership role in the global impact investing community, particularly as it relates to gender lens investing.

Ingrid is actively involved in the community and an avid supporter of the performing arts. Ingrid has served on numerous boards, including Ballet BC, first as Chair of the Finance and Audit Committee and, following this, as Chair of the Governance and Nominating Committee. She currently serves as Chair of the Board of Directors of The Forum (formerly Forum for Women Entrepreneurs) and is an active member of BC's philanthropic community. Ingrid is also a Director of InBC, a strategic investment fund with a triple bottom line focused on fostering a low-carbon economy, supporting lasting and meaningful reconciliation, and helping to achieve greater diversity and inclusion.

DAN PARMAR

Dan Parmar started his career with KPMG in Vancouver, specializing in financial advisory services to small, mid-sized and large clients. He is a seasoned financial executive with more than 20 years of experience leading entrepreneurial, high-growth private and public organizations (startups, and mid-market and large enterprises), both as Chief Financial Officer and Chief Executive Officer. He has built high-performing management teams, which have led to the successful growth of many companies, including the recent sale of an international agricultural technology business to a global investment corporation.

Dan is an open-style manager and communicator, who delivers value through a deep understanding of business operations, customer value propositions and operational initiatives. He is familiar with working with boards as an executive and as a director, aiming for transparency and alignment of shareholder and management interests. Dan also believes that working with employees in every department generates the trust and understanding required to generate positive results and to promote a strong culture that is deeply tied to a company's values and long-term vision.

ROD THOMSON (INCUMBENT)

Rod Thomson currently serves as Committee Chair of the Audit and Conduct Review Committee and as a member of the Business Transformation and People Experience Committees. Rod is also the Board Chair of the Prospera Foundation.

Rod was first elected as a Director of Prospera in 2018 and served as a member of the Audit and Human Resources Committees. From 2009 until 2018, he was a small business owner and client of Prospera. He has a long history in publishing and marketing. Rod's philanthropic work includes serving on the boards of directors of St. Andrews Hall for six years, including a stint as chair of the board, and University of the Fraser Valley for six years, where he also served as the board chair. He holds the ICD.D designation from the Institute of Corporate Directors. Rod is also active in Rotary and a musician playing with groups from The Fraser Valley Symphony and Cascadia Wind ensemble to the Moonliters Swing Band.



Gina Arsens

INCUMBENT



Recommended Candidate

Gina is a proven, decisive and internationally experienced leader with a passion for excellence in business results. She is known as a strategist, relationship builder and a champion of the mandate. Gina is also a well-respected professional who always delivers results.

PROFESSIONAL EXPERIENCE

Yumasoy Foods Ltd. Founder and Chief Executive Officer	Current
Ideon Technologies Chief Financial Officer	2021 - 2022
Digital Technology Supercluster Chief Financial Officer	2018 - 2021
Finning Digital, a division of Finning International Inc. Global Finance Leader	2016 - 2018
Normac Vice President/Owner	2012 - 2016
Saab Technologies Ltd. (formerly Klein Systems) President & Chief Executive Officer	2006 - 2012

EDUCATION

Bachelor of Commerce, Accounting The University of British Columbia	1993
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BOARD EXPERIENCE AND COMMUNITY SERVICES

Prospera Credit Union Vice-Chair of Board Directors Chair Business Transformation Committee Member Audit and Conduct Review Committee Member People Experience Committee Member Risk, Investment and Loan Committee	Current
YWCA Metro Vancouver Board Member Chair Finance and Audit Committee	2012 - 2018
Beanworks AP Chair of Board of Directors	2012 - 2018

CANDIDATE STATEMENT

Trust is the value that I hold the closest. This is what the members and the organization can expect and how thriving as one team can be accelerated. My experience shows that I make a positive difference in each organization I've been involved in.

My work experience has been broad, spanning from my own startup food company to building a non-profit investment organization, to turning around a software company, to the digital transformation of a \$6B industrial equipment organization.

From an education perspective, I received both my CPA, CA and CBV designation with honours. I have also been recognized by my peers as a leader in finance and was awarded a Top 40 Under 40 award. I'm currently in the final stages of receiving my ICD.D designation.

In my three years on the board of Prospera, I believe that I brought a unique voice to the board and now have a broad experience having participated on all of the committees of the board. I have committed the time and attention required to serve on the board and commit to doing so in the future. It would be a pleasure to continue to serve on this board.



Ingrid Leong



Recommended Candidate

Ingrid is an impact-driven leader with significant experience in strategic planning, governance, ESG and impact investing, finance and accounting, and investment due diligence. She is deeply involved in the local community and passionate about the role of financial and human capital to create change and positive social outcomes, as well as generate financial returns.

PROFESSIONAL EXPERIENCE

Entrepreneur Family Office Advisor, Chief Investment Officer	Current
The Houssian Foundation Chief Investment Officer	2019 - 2022
JH Investments Vice President, Finance	2018 - 2021
GSL Group Director of Corporate Development	2015 - 2018
imagine1day International Organization Director of Finance & Operations	2013 - 2015
PricewaterhouseCoopers Senior Manager	2002 - 2013

EDUCATION

Getting GenderSmart - Impact Investing with a Gender Lens Duke University (Durham, North Carolina)	2019
Chartered Accountant, Chartered Professional Accountant Chartered Professional Accountants of Canada	2005
Bachelor of Science, Minor in Commerce, Dean's Honor List University of British Columbia	2002

BOARD EXPERIENCE AND COMMUNITY SERVICES

The Forum Board Member and Chair	Current
InBC Board Director Chair Governance & HR Committee	Current
Canada Council for the Arts Board Director Chair Audit & Finance Committee Member Investment Committee	Current
Rhia Ventures Fund II Limited Partner Advisory Committee Member	Current
Impact Engine Fund I Limited Partner Advisory Committee Member	Current
Ballet BC Board Director Chair Finance & Audit Committee Chair Governance & Nominating Committee	2013 - 2020
Arts Umbrella Member Splash Committee	2011 - 2013

CANDIDATE STATEMENT

As a Chartered Accountant with more than 20 years of professional experience, I offer a robust financial skill set complemented by a lifelong passion for service and community. The technical audit and accounting skill set I built at PwC has been amplified by over a decade of experience in entrepreneurship, first through my work with entrepreneurs in the family office space and, currently, as a multi-racial woman in the launch of my own business.

As a family office advisor, I have direct experience with complex financial transactions and instruments. This includes passive financial investments (equities, fixed income, private debt and alternative assets), as well as active investments in local privately held businesses. I have worked with numerous financial institutions in the areas of treasury, wealth planning and commercial banking.

I am deeply invested in the sustainability and well-being of our community. Currently, I serve as Vice-Chair of The Forum and am committed to improving the diversity of Canada's entrepreneurs.

As a professional director, I believe in strong and equitable governance and hold an unwavering commitment to transparency and accountability. I see these same values echoed throughout Prospera Credit Union and would be honoured to serve as a director for the organization.



Dan Parmar



Recommended Candidate

Dan is a seasoned executive with operational and financial expertise in multiple industries. He has global growth experience supported by thoughtful strategy, strong financial acumen, in addition to experience in partnership development and management of high-performing teams.

PROFESSIONAL EXPERIENCE

Business Advisory and Investment Consultant	Current
Universal Group Chief Financial Officer	2022
Ostara Nutrient Recovery Technologies Inc. Chief Executive Officer	2016 - 2021
Wesgroup Capital & Wesgroup Properties LP Chief Financial Officer	2007 - 2015
QuestAir Technologies Inc. Chief Financial Officer	1999 - 2006

EDUCATION

Ivey Executive Management Course University of Western Ontario	2002
Chartered Professional Accountant Manager, Financial Advisory Services, KPMG (Vancouver) Institute of Chartered Professional Accounts of British Columbia	1991
Bachelor of Commerce, Finance & Accounting University of British Columbia	1988

BOARD EXPERIENCE AND COMMUNITY SERVICES

Ostara Nutrient Recovery Technologies Inc. Board Director	2017 - 2021
Evergreen Squash Tournament Volunteer	2016 - 2018
QuestAir Technologies Board Director	2004 - 2006

CANDIDATE STATEMENT

Firstly, I appreciate the opportunity to apply for a board position at Prospera Credit Union. My career has been related to helping organizations grow their business, based on strong values and an eye on both financial and non-financial benefits. As CEO/Director of Ostara and CFO/Director of QuestAir, we focused on a triple bottom line that focused on social and environmental issues as well as financial benefits. Prospera is similar in that it is focused on rewards and benefits to its community members. I feel strongly that at this stage of my career, I want to work with organizations that provide more than just financial benefits.

Prospera is an organization that I can feel good working with as it represents many of my values: hard work, commitment, integrity, entrepreneurial spirit/innovation and community. As well, I want to be able to lend my experience to issues that organizations are facing, so I can start helping right away. I feel that my CPA and work experience are relevant. The Universal Group is facing similar business challenges/opportunities (ERP, cybersecurity, expanding market share) to Prospera. I do have time to commit to Prospera and would take this role very seriously.



Hari Sharma

PROFESSIONAL EXPERIENCE

Maple Leaf 1st Realty Ltd. Current
President & Owner

Sharma and Associates CPA Current
Accountant

EDUCATION

Mortgage Brokerage in British Columbia Supplemental Examination 2012
University of British Columbia

Managing Broker License 2003
University of British Columbia

Professional Accountant Designation 2000
Institute of Certified Professional Accounts of Canada

Property Management Certification 1999
University of British Columbia

Bachelor of Commerce 1986
Major in Accounting and Taxation
Guru Nanak Dev University (Amritsar, India)

CANDIDATE STATEMENT

Honesty, trust, attitude, determination, positivism and hard work are the key ingredients to reaching our goals successfully. These fundamental terms are what led me to believing that no obstacle is too tough, no goal is too great and no achievement is too far from reach. I have always believed that education is a solid, reliable way of achieving my dreams. My professional career began after completing my Bachelor of Commerce degree (B. Comm.) from Guru Nanak Dev University where I majored in Accounting and Taxation in 1986. The year after, my family and I had the opportunity to advance and move to Canada. Upon my arrival, I relentlessly began the continuation of my studies; completing accounting diploma courses at Kwantlen University College in 1989. I progressed onto a higher education after my acceptance into the Certified General Accountants Program, completing my 5th year level courses in the CGA program. In 1990, I also acquired Canadian citizenship.

Working as an accountant and managing broker in real estate and property management provides an expertise to help others and provide assistance as needed. I would be happy to be part of Prospera Credit Union's board to make good decisions for members. Thank you.



Rod Thomson

INCUMBENT



Recommended Candidate

Rod is a media and business professional with experience in publishing, sales, marketing, board service, public relations and fundraising. He is an effective leader with more than 35 years of management expertise. Rod has a strong commitment to community service, and is known as committed and dedicated to achieving results.

PROFESSIONAL EXPERIENCE

Minuteman Press (Overture Printing) President/Owner	2009 - 2018
Abbotsford Times Publisher	1989 - 2008
Maple Ridge Times/Coquitlam Now Newspapers General Manager	1988 - 1989

EDUCATION

ICD.D Institute of Corporate Directors	2022
Graduate Diploma, Business Management Athabasca University	2009

BOARD EXPERIENCE AND COMMUNITY SERVICES

Prospera Credit Union Member of Board of Directors Chair Audit and Conduct Review Committee Member Business Transformation Committee Member People Experience Committee Board Chair, Prospera Foundation	Current
Calvin Presbyterian Church Member Session	Current
Society for the preservation of Big Band Swing Music in the Fraser Valley (DBA The Moonliters) Director	Current
St. Andrews Hall, Vancouver School of Theology Convenor	2007 - 2013
University of the Fraser Valley Board Chair	2008 - 2011
UCFV Board Member	2005 - 2008
BC Summer Games	2003 - 2004
BC Disability Games	2001 - 2002
Rotary Club of Abbotsford President	1998 - 1999
Abbotsford Chamber of Commerce Director	1995 - 1998
1995 Western Canada Summer Games Vice President Marketing	1995 - 1998

CANDIDATE STATEMENT

When I first submitted my nomination forms to Prospera it was as a way to pay back what Prospera had done for me, and that continues today. While the details have changed, the sentiment has not. When I started my small business, Prospera treated me like a valued member, not a statistic. The financial advice I received helped my business grow and add value. Likewise, I want Prospera to continue to add value for members through sound governance and operation.

Prospera has also invested in me to help me obtain the Institute of Corporate Directors, Director designation. This course has enhanced my skills and critical thinking as part of the board. I want to continue to offer my voice on behalf of members to continue to create member value, engage our employees and build and maintain organizational health.

It is important to me to be fully prepared, inquisitive and respectful in my dealing with my Board colleagues, management and team members and our clients, the members of Prospera. I have strong values for honest and direct communication and hold integrity in my conduct as a strong principle of my life.



Voting Deadline

Ballots must be received by the returning officer c/o Avenue 4 no later than 5 pm on April 20, 2023.

Voting can be completed online at prospera.ca or prosperavote.ca until 5 pm on April 20, 2023.

For assistance, please email membervote@prospera.ca