



FINANCIAL CERTIFICATION POLICY

TABLE OF CONTENTS

1. General	1
2. Scope	2
3. Publication.....	2
4. Financial certification process	2
5. Responsibilities.....	3
5.1. Co-ordination	3
5.2. Implementation.....	3
5.3. Internal financial certificates	3
5.4. Evaluation of financial information communication controls.....	3
5.5. Evaluation of major internal financial controls	4
5.6. Evaluation of the general control environment	4
5.7. Evaluation of the control environment with respect to management of major computer systems	5
6. Approval and administration.....	5
7. Application.....	6

1. GENERAL

In recent years, the bodies that govern North America's financial markets have adopted reporting rules that apply to publicly traded companies. The Caisse de dépôt et placement du Québec (the “Caisse”) is not subject to these new rules but recognizes that they constitute good reporting practices. Given the nature and scope of its operations as well as the fundamental role of its reporting to depositors and to the public, the Caisse has drawn on the principles of these new rules for its reporting activities.

The first purpose of the Financial Certification Policy (the “Policy”) is to ensure that, in all material respects, the Caisse’s controls and procedures provide reasonable assurance that the information to be presented in annual documents (the audited combined financial statements, the tables of audited returns, the press release on the annual results and the Annual Report) is entered, processed, validated and presented in a timely manner. These controls and procedures are designed to ensure that the information in question is compiled and communicated to Caisse senior management, including the President and Chief Executive Officer and the Executive Vice-President, Finance, Treasury and Strategic Initiatives, so that they can make enlightened decisions.

This Policy is also intended, in all material respects, to ensure that the major internal financial controls provide reasonable insurance that financial information is reliable and that the combined financial statements have been established, for the purposes of publication of financial information, in accordance with generally accepted accounting principles in Canada.

The Policy thus makes it possible to define the responsibilities surrounding the processes that provide the data that are found in the Caisse's books and registers and that are used to prepare the combined financial statements.

2. SCOPE

This Policy is intended for the employees, directors and officers of the Caisse and its wholly owned subsidiaries and shall serve as their guide for certification of the financial information of the Caisse and its subsidiaries.

Once the Policy has been fully implemented, it will oversee the financial certification process that enables the President and Chief Executive Officer and the Executive Vice-President Finance, Treasury and Strategic Initiatives, to certify publicly that:

- / The annual documents (the audited combined financial statements, the tables of returns, the press release on the annual results and the Annual Report) contain no false or misleading information and omit no material fact for the accounting year in question which would affect the reader's judgment regarding current or future financial results;
- / The audited combined financial statements and the other financial information presented in the Caisse's annual documents provide, in all material respects, an accurate picture of its financial situation and its operating results for the accounting year in question;
- / Controls and procedures for communication of financial information and internal controls regarding financial information are in place and were applied throughout the accounting year in question.

3. PUBLICATION

The certificate signed by the President and Chief Executive Officer of the Caisse and the certificate signed by the Executive Vice-President, Finance, Treasury and Strategic Initiatives, are published in the Caisse's Annual Report.

4. FINANCIAL CERTIFICATION PROCESS

The financial certification process provides that certain persons designated by the President and Chief Executive Officer sign internal financial certificates each year, as described in section 5.3 of the Policy. The purpose of these internal financial certificates is to indicate to the President and Chief Executive Officer and to the Executive Vice-President, Finance, Treasury and Strategic Initiatives, that all the validation steps are completed and that they can therefore sign the financial certificates that are to appear in the Annual Report.

Moreover, certain persons designated by the President and Chief Executive Officer shall do the following on an annual basis:

- / An evaluation of the effectiveness of the application of the financial information communication controls, as described in section 5.4 of the Policy;

- / An evaluation of the effectiveness of the application of the major internal financial controls, as described in section 5.5 of the Policy;
- / An evaluation of the overall control environment, as described in section 5.6 of the Policy;
- / An evaluation of the control environment with respect to management of the major computer systems, as described in section 5.7 of the Policy.

All these evaluations will not have to be done, however, until the financial certification process is fully in place. In the meantime, the evaluations specified by the Audit Committee will have to be done.

5. RESPONSIBILITIES

5.1. Co-ordination

The Executive Vice-President, Finance, Treasury and Strategic Initiatives, ensures co-ordination of the financial certification process.

5.2. Implementation

To facilitate implementation of the Policy, the President and Chief Executive Officer creates a Disclosure Committee and establishes its mandate and composition.

5.3. Internal financial certificates

The internal financial certificates are intended for the President and Chief Executive Officer.

They are sent to the Executive Vice-President, Finance, Treasury and Strategic Initiatives.

The members of the Executive Committee, with the exception of the President and Chief Executive Officer, produce two internal financial certificates:

- / An internal financial certificate pertaining to the combined financial results in the days preceding their disclosure to the public;
- / An internal financial certificate pertaining to the Annual Report in the days before it is sent to the Board of Directors of the Caisse for approval.

The President and Chief Executive Officer, after consulting the members of the Disclosure Committee, may designate other employees to produce internal financial certificates.

Once a year, the President and Chief Executive Officer designates the employees who must produce internal financial certificates. The texts and the schedule for the signature of internal financial certificates will be communicated to them.

5.4. Evaluation of financial information communication controls

The financial information communication controls apply to the preparation of the annual documents (the audited combined financial statements, the tables of returns, the press

release on the annual results and the Annual Report). These controls are documented jointly by the Finance, Treasury and Strategic Initiatives Executive Vice-Presidency and the Executive Vice-Presidencies responsible for the aforementioned documents.

Once a year, the President and Chief Executive Officer designates the persons who are responsible for evaluating the financial information communication controls. The results of this evaluation are set out in the internal financial certificate that the person signs.

Each person so designated shall evaluate, or have evaluated under his supervision, the effectiveness of the application of the financial information communication controls for which he is responsible, according to the methodology proposed by the Finance, Treasury and Strategic Initiatives Executive Vice- Presidency.

5.5. Evaluation of major internal financial controls

Major internal financial controls refer to manual and computerized controls that apply to all processes that generate financial information for the general ledger and the other ledgers. These controls are documented jointly by the Finance, Treasury and Strategic Initiatives Executive Vice-Presidency and the Executive Vice-Presidencies responsible for these processes.

Once a year, the President and Chief Executive Officer designates the persons who are responsible for evaluating the major internal financial controls. The results of this evaluation are set out in the internal financial certificate that the person signs.

Each person so designated shall evaluate, or have evaluated under his supervision, the effectiveness of the application of the major internal financial controls for which he is responsible, according to the methodology proposed by the Finance, Treasury and Strategic Initiatives Executive Vice-Presidency.

5.6. Evaluation of the general control environment

Once a year, the Vice-President, Internal Audit, evaluates, or has evaluated, the general control environment.

The Vice-President, Internal Audit, determines the components of the general control environment to be evaluated.

For example, the following components may be evaluated:

- / Integrity and ethics;
- / Exercise of the mandate of the Board of Directors and the Board committees;
- / Management style adopted by senior management;
- / Organizational structure;
- / Processes used to establish objectives;
- / Delegation of powers and responsibilities;
- / Human resources management and performance evaluation;
- / Risk management processes;

- / Accountability and oversight processes;
- / Processes used to communicate information within the organization;
- / Exercise of the internal audit mandate.

The results of this evaluation are set out in the internal financial certificate that the person signs.

5.7. Evaluation of the control environment with respect to management of major computer systems

Once a year, the Vice-President, Internal Audit, evaluates, or has evaluated, the general control environment with respect to management of major computer systems. The results of this evaluation are set out in the internal financial certificate that he signs.

The Vice-President, Internal Audit, determines the components of the general control environment with respect to management of the major information systems to be evaluated. For example, the following components may be evaluated:

- / Acquisition and maintenance of information systems;
- / Acquisition and maintenance of technological infrastructure;
- / Development and maintenance of policies and procedures;
- / System installation and testing;
- / Change management;
- / Definition and management of levels and service agreements;
- / Management of agreements with outsourcers and third-party suppliers of services;
- / Management of system security;
- / Management of system configuration;
- / Management of incidents and problems;
- / Data management;
- / Management of computer operations.

6. APPROVAL AND ADMINISTRATION

The Policy is submitted to the Disclosure Committee. Once it has been approved by that Committee, the Policy is submitted to the Audit Committee, which recommends that it be adopted by the Board of Directors, which then designates a person responsible for its administration.

7. APPLICATION

A transition period is provided for the application of the Policy. The President and Chief Executive Officer and the Executive Vice-President, Finance, Treasury and Strategic Initiatives, regularly inform the Audit Committee of the progress of the Policy's application.

The documents to be submitted and the implementation schedule for the Policy are established by the Audit Committee.