

## **THERATECHNOLOGIES INC.**

### **DIRECTOR ORIENTATION AND CONTINUING EDUCATION POLICY**

The Board must first ensure that every new nominee as Director possesses the necessary skill, expertise, availability and knowledge to properly fulfil its mandate. Once a Director is effectively elected, the Chairman of the Board, the President and Chief Executive Officer and Secretary provide him with the specific information required for a well-informed contribution.

#### **1. PURPOSE**

The purpose of this Director Orientation and Continuing Education Policy (the “Policy”) is to set forth the Company’s process of orientation for newly appointed Company Directors to familiarize them with the role of the Company’s Board of Directors, its committees, its directors, and the nature and operation of the Company’s business activities. The Policy also indicates the elements of continuing education of the Board of Directors to ensure the Company Directors maintain the skill and knowledge necessary to fulfill their obligations as directors.

#### **2. ORIENTATION OF NEW DIRECTORS**

Newly appointed Directors first meet with the Chairman of the Board to discuss the functioning of the Board of Directors. Then, they meet with the President and Chief Executive Officer to discuss the nature and operation of the Company’s business activities. As required, meetings may be set up with other Senior Managers to further clarify some of the Company’s business activities. Finally, the Secretary provides new directors with the following documents:

- Copies of Board meeting minutes and written resolutions since the beginning of the fiscal year (which may include those of the preceding fiscal year, depending of the date of appointment), including a copy of the minutes of the last annual meeting;
- A schedule of Board Meetings for the year;
- The disclosure policies et procedures and the “Undertaking” form (for signature);
- The policy on insider trading in force at Theratechnologies (with mention to register as an insider with the Canadian securities agency through SEDI.ca and to prepare an initial insider report within ten (10) days following appointment);
- Theratechnologies’ Stock Option Plan;
- The latest annual report and accompanying information on Theratechnologies (fact sheet, latest press releases, latest annual information form and corporate presentation);
- The Director Disclosure Form (to complete and return within afforded time);
- The General By-Laws, the Board’s written mandate, the Audit Committee Charter, Compensation Committee Charter, Nominating and Corporate Governance Charter; and
- The Directors and Senior Management coverage and indemnification.

### **3. CONTINUING EDUCATION**

The following actions are taken to ensure the continuing education of Directors:

- Management provides Directors, from time to time, with pertinent articles and books relating to the Company's business, its competitors, corporate governance and regulatory issues;
- Key Company executives make regular presentations to the Board on business activities;
- Certain consultants present to the Board on matters relevant to their role and duties. Consultants such as insurance brokers presenting on risks faced by the Company or consultants presenting a long-term strategy for the Company;
- The Secretary offers Directors continuing education in the form of presentations on new legal and regulatory requirements that impact the Board.

### **4. REVIEW**

This Policy is reviewed and modified when the Board of Directors considers it necessary and desirable.