

## **HUMAN RESOURCES COMMITTEE MANDATE**

A committee of the directors to be known as the "Human Resources Committee" (hereinafter referred to as the "Committee") is hereby established.

### **A. STRUCTURE**

1. The Committee shall be composed of a minimum of three directors, all of whom shall meet the independence requirements of the Corporation's Board Mandate and Corporate Governance Principles and the applicable rules and regulations of the stock exchanges on which the Corporation is listed, the U.S. Securities and Exchange Commission and the Canadian Securities Administrators.
2. The members of the Committee shall be appointed or reappointed at the organizational meeting of the Board of Directors (the "Board") concurrent with each Annual General Meeting of the shareholders of the Corporation. Each member of the Committee shall continue to be a Committee member until a successor is appointed, unless they resign or are removed by the Board or cease to be a director of the Corporation. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than three directors as a result of the vacancy.
3. The Board shall appoint a Chair from among the Committee members and the Chair shall set the agendas for Committee meetings. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present. The Chair presiding at any meeting of the Committee has a deciding vote in case of deadlock. The Committee shall also appoint a Secretary who need not be a director.

### **B. MEETINGS**

1. The Committee shall meet at least semi-annually. The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the Committee members, provided that:
  - (a) a quorum for meetings shall be a majority of the members of the Committee, present in person or by tele- or video-conference that permits all persons participating in the meeting to communicate with each other;
  - (b) notice of the time and place of every meeting shall be given in writing, by electronic transmission or otherwise, to each member of the Committee at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; and
  - (c) the President and Chief Executive Officer of the Corporation (the "CEO") may not be present during voting or deliberations on their compensation.
2. The Committee shall report to the Board following each meeting with respect to its activities and such recommendations as the Committee deems appropriate. The report may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.
3. The Committee shall maintain minutes or other records of its meetings and activities.

## **C. RESPONSIBILITIES AND DUTIES**

The following functions shall be the common recurring responsibilities of the Committee. The Committee may carry out additional functions as may be appropriate in light of changing business, legislative and other conditions. The Committee shall also carry out any other responsibilities delegated to it by the Board from time to time.

The Committee, in carrying out its duties and discharging its oversight role, shall have the sole authority to retain independent compensation consultants, legal counsel and other advisors as it determines necessary, including the authority to set the fees payable to such experts at the Corporation's expense.

### **Executive Performance and Compensation**

1. Review annually and recommend to the independent members of the Board for approval (a) the corporate goals and objectives of the CEO, (b) the evaluation of the CEO's performance based on such goals and objectives and (c) the compensation of the CEO, including any short-term and long-term incentive awards.
2. Review annually and approve the compensation of non-CEO executive officers of the Corporation, including any short-term and long-term incentive awards, based on the recommendation of the CEO. "Executive officers", for the purpose of this Mandate, means those officers of the Corporation who comprise the Executive Leadership Team.
3. Review any proposed agreements with executive officers and material changes thereto, including employment offers and any termination or change of control arrangements, and (a) approve such agreements with non-CEO executive officers and (b) recommend to the Board for approval such agreements with the CEO.
4. Review periodically the total compensation of executive officers in comparison with the compensation practices of a comparator group of companies.
5. Review annually and approve the Executive Compensation Discussion and Analysis and Statement of Executive Compensation sections contained in the Corporation's Information Circular.

### **Compensation Programs, Policies and Practices**

6. Review annually the Corporation's global compensation policies and practices, including to confirm (a) their alignment with the Corporation's risk management principles and (b) that they do not encourage inappropriate or excessive risk taking nor are they reasonably likely to have a material adverse effect on the Corporation, and recommend to the Board for approval any changes to the overall objective and design of such compensation policies and practices.
7. Review annually and approve the parameters for compensation under the Corporation's global compensation policies and practices, provided that the Committee shall recommend to the Board for approval such parameters for CEO compensation.
8. Review and recommend to the Board for approval, subject to any applicable shareholder approval and the terms of the plans, the establishment of any new equity- and non-equity-based long-term compensation plans and any material amendments to or termination of the Corporation's existing equity- and non-equity-based long-term compensation plans.
9. Review and recommend to the Board for approval the grant of incentive awards pursuant to the Corporation's equity- and non-equity-based long-term compensation plans subject to any authority

otherwise delegated or reserved by the Board with respect to the grant of such incentive awards in accordance with the terms of such plans.

10. Review annually the share ownership requirements for executive officers and compliance thereof and approve any material amendments to such requirements.

### **Pension Plans**

11. Review and approve the annual report on the operation and administration of the retirement plans for employees of the Corporation and its wholly-owned subsidiaries (collectively, the "Pension Plan") and related trust funds.
12. Review and approve any material amendments to the Corporation's Pension Committee Terms of Reference.
13. Discuss with management and approve the termination of the Pension Plan.

### **People Practices**

14. Review annually the Corporation's strategy and practices for attracting, developing, engaging and retaining the quality and diversity of people needed to deliver on the Corporation's strategic objectives.
15. Review annually the Corporation's Diversity and Inclusion Strategy and progress made to support diversity and inclusion in the workplace.
16. Review periodically the Corporation's succession planning progress, with particular focus on executive officers, and support the Board on its succession planning process for the CEO.

### **D. ANNUAL PERFORMANCE EVALUATION**

1. The Committee shall review and evaluate, at least annually, the performance of the Committee and its members, including the compliance of the Committee with its mandate.
2. The Committee shall annually review and assess the adequacy of its mandate and recommend to the Board for approval any improvements to the mandate that the Committee considers necessary or desirable.