

HUMAN RESOURCES AND SOCIAL RESPONSIBILITY COMMITTEE

MANDATE¹

In this mandate, the masculine gender is used solely for the sake of brevity and refers to both women and men.

1. CONSTITUTION AND COMPOSITION

To assist it in discharging its responsibilities in matters of human resources and corporate social responsibility, the Board of Directors of Energir Inc. (the "**Board**") formed a Human Resources and Social Responsibility Committee (the "**Committee**") to which it appoints the members and the Chair.

The Committee shall be composed of a minimum of three (3) directors, a majority of whom shall be independent within the meaning of *Regulation 58-101 respecting Disclosure of Corporate Governance Practices* ("**Regulation 58-101**").

Unless approved by the Board upon recommendation of the Corporate Governance, Ethics and Environment Committee, a member of the Committee shall not receive any compensation from the Corporation² or any of its affiliates other than the compensation received as a director or member of a Board committee. Prohibited compensation includes, without limitation, fees paid, directly or indirectly, as a consultant or legal or financial advisor.

The members of the Committee shall have the relevant qualifications and experience to enable the Committee to make decisions on the appropriateness of the compensation, human resources and corporate social responsibility policies and practices, including occupational health and safety.

The members of the Committee shall be appointed annually by the Board upon recommendation of the Corporate Governance, Ethics and Environment Committee.

2. MEETINGS

Regular meetings, five (5) per year, shall be held on such dates, at such times and in such places as the Board may determine. Meetings shall be called by notice given to members by the Secretary or Assistant Secretary on behalf of the Chair of the Committee. Meetings may be held without notice provided the members consent. The presence of a member at the meeting shall constitute consent.

A special meeting may be called at any time by the Chair of the Committee, the Chair of the Board, the President and Chief Executive Officer or at the request of any member of the Committee.

3. INVITEES

Other members of the Board may be invited to attend Committee meetings on a regular or occasional basis without being a member of the Committee or having voting rights.

¹ Revision approved by the Board of Directors on December 15, 2022.

² For the purposes of this mandate, "Corporation" refers to Energir Inc. and/or Energir, L.P., depending on the context.

The Chair of the Board, if not a member of the Committee, may participate in any meeting. Subject to certain exceptions, the President and Chief Executive Officer, the Vice President, Employees and Culture, the Vice President, Operations and the Executive Director, Environment, OHS and Emergency Preparedness, as well as any other person upon invitation by the Chair of the Committee or a member of the Committee, shall be invited to participate in all or part of its meetings.

4. QUORUM

A quorum at meetings shall consist of a simple majority of the current members of the Committee.

5. CHAIR

The Chair of the Committee is appointed by the Board upon recommendation of the Corporate Governance, Ethics and Environment Committee. The Chair is an independent director within the meaning of Regulation 58-101. The Chair shall preside over Committee meetings and ensure the proper conduct of the work arising from its mandate. If the Committee Chair is unable to attend a meeting, a member of the Committee selected from among the members then present may act as Chair of the Committee.

6. GENERAL MANDATE

The Committee's mandate is to provide assurance to the Board that the Corporation maintains good human resources management and compensation practices, develops a culture of diversity, equity and inclusion, promotes the prevention of physical and psychological risks in the workplace and demonstrates a positive impact on the communities. In particular, it is responsible for reviewing and ensuring that the practices, priorities and organizational culture in these areas are aligned with the Corporation's strategic plan.

It is responsible for reviewing policies and strategies relating to the appointment of the President and Chief Executive Officer, the assessment of management's performance, compensation and working conditions, workforce and succession planning and general human resources practices. It oversees the development, implementation and monitoring of occupational health and safety policies, procedures and guidelines and evaluates occupational health and safety practices, ensures that they are appropriate and current with respect to applicable legislation and industry practices and reviews incident reports. It also ensures that employee training in these matters is adequate.

The Chair of the Board shall ensure that the Committee has the human, material and financial resources necessary to carry out its mandate. If it deems it necessary, the Committee has the power to hire any outside advisor it deems necessary to carry out its duties and to set and pay his compensation.

7. SPECIFIC RESPONSIBILITIES

The Committee's specific responsibilities with respect to human resources and corporate social responsibility shall include the following matters:

◆ Risk Management

- a) reviewing from time to time reports from management of the Corporation with respect to the identification and analysis of the risks related to human resources and social responsibility, that may affect the Corporation, and ensuring that there are adequate risk

management procedures, measures and systems in place to identify, manage and control these risks.

◆ **Appointment of Senior Executives**

- (a) managing, when required, the recruiting process for a president and chief executive officer, including the establishment of the profile of expertise, qualifications and experience sought and, if necessary, the selection of a recruitment firm;
- (b) recommending to the Board the appointment of a candidate for the position of President and Chief Executive Officer;
- (c) recommending to the Board a description of the roles and responsibilities of the President and Chief Executive Officer;
- (d) reviewing proposals and recommendations by the President and Chief Executive Officer for the hiring or appointment of candidates under his direct or indirect supervision, for the positions of Vice President, Assistant Vice President or Corporate Secretary (“**senior executives**”) and making a recommendation thereon to the Board;
- (e) reviewing any decision relating to the termination of employment and related conditions for the President and Chief Executive Officer and making its recommendations to the Board;
- (f) on a yearly basis, reviewing the diversity within management and the impact of the steps taken towards achieving the objectives set forth by the Board, report to the Board and propose required adjustments, if applicable;

◆ **Organizational Structure**

- (a) reviewing any significant changes in the organizational structure proposed by the President and Chief Executive Officer and submitting its comments along with its recommendation to the Board;

◆ **Compensation practices**

- (a) for each fiscal year, reviewing (1) the corporate objectives proposed by the President and Chief Executive Officer, and (2) the President and Chief Executive Officer’s proposals for the objectives of the executive officers, i.e. from the executive director level up to and including the President and Chief Executive Officer (collectively, the “**Executive Officers**”), and submitting its recommendations to the Board;
- (b) reviewing and approving the performance evaluation policies and processes for Executive Officers and other officers;
- (c) assessing the performance of the President and Chief Executive Officer against the objectives set at the beginning of the fiscal year;
- (d) reviewing the report prepared by the President and Chief Executive Officer assessing the performance of the Executive Officers reporting to him, based on the objectives set at the beginning of the fiscal year;

- (e) reviewing the global compensation policy (including incentive compensation) for Executive Officers, including that of the President and Chief Executive Officer, and ensuring that the compensation to be paid (including incentive compensation based on performance evaluation) complies therewith, recommending any changes it deems desirable and making its recommendations to the Board. It normally retains the services of one or more consultants in this area and establishes their mandate(s);
- (f) ensuring that compensation principles recognize the creation of shareholder value while balancing short- and long-term performance;
- (g) recommending to the Board appropriate compensation packages in light of the benefits and risks associated therewith, including, without limitation, the risks associated with environmental, social and governance ("ESG") factors;
- (h) overseeing the selection of any benchmark group used to determine compensation or any other element of compensation and overseeing the disclosure of information regarding that group;
- (i) reviewing the benefit plans and receiving an annual report on their costs;
- (j) ensuring that an adequate and rigorous annual performance appraisal process is in place for all employees and monitoring it;
- (k) from time to time, reviewing recent developments in compensation;
- (l) reviewing as necessary and submitting to the Board changes to the compensation structure, including the creation, change to or termination of any compensation plan for employees and Executive Officers;
- (m) reviewing a report on the status of labour relations for staff governed by collective bargaining agreements, including a follow-up on current negotiations and/or the outcome of negotiations with respect to such collective bargaining agreements;

◆ **Pension Plans Management**

- (a) reviewing and approving the pension plans of management personnel and employees governed by a collective agreement as well as matters relating to the utilization of any actuarial surplus and contribution holidays;
- (b) reviewing and approving draft amendments to the pension plans for management personnel and employees governed by a collective agreement;
- (c) reviewing, modifying and approving any required document as an employer by the *Supplemental Pension Plans Act* and the related regulations, including, without limitation, the Funding Policy;

- (d) on the recommendation of the management, appointing the Corporation's representatives to the pension committees, other than those appointed ex officio, for a three (3)-year mandate³;
- (e) reviewing any change to the actuarial assumptions proposed by management's representatives and Energir, L.P.'s actuaries and making its recommendation to the Board;
- (f) receiving and reviewing the annual report on group insurance and pension plans;

◆ **Succession Planning**

- (a) receiving and reviewing the report on the results of the Corporation's annual talent review and management exercise;
- (b) ensuring that there are adequate succession planning mechanisms for Executive Officers, including the President and Chief Executive Officer, and ensuring that the succession plan is updated annually and that programs are used to identify, develop and retain Executive Officers, and their successors, particularly for senior executives;

◆ **Human Resources Practices and Alignment with the Strategy**

- (a) reviewing human resources management policies and ensuring the existence of adequate human resources systems, including hiring, training and development programs and compensation structures, to enable the Corporation to recruit, motivate and retain Executive Officers and employees who exhibit high standards of integrity and competence;
- (b) reviewing medium- and long-term workforce planning and ensuring that such planning is aligned and evolving with the Corporation's business strategy to ensure that the Corporation has the necessary workforce in place to support and implement such strategy, including:
 - providing for the needs and number of employees to recruit;
 - providing for hiring practices as well as diversity, equity and inclusion practices;
 - identifying the Corporation's vulnerable sectors;
 - defining an action plan to address the various gaps identified;
 - paying particular attention to the maintenance and development of in-house skills in order to adequately support the business strategy;
- (c) ensuring that the Corporation's human resources practices and organizational culture are aligned with the Corporation's ESG practices and strategies, including aspects related to diversity, employee health, safety and well-being, and positive community impact;
- (d) reviewing the status of the Corporation's cultural evolution and "Evolve" portfolio initiatives (cultural evolution targets, current projects, leadership posture);

³ Based on the rules in the Corporation's pension plans for management personnel and employees governed by a collective bargaining agreement.

- (e) ensuring that the Corporation complies with applicable human resources laws and regulations;
- (f) reviewing and submitting to the Board the human resources policies and amendments thereto;

◆ **Annual Information Form Statement**

- (a) reviewing (i) the draft Statement of Executive Compensation and sections pertaining to social responsibility (if applicable), to be integrated into the Corporation's Annual Information Form, for approval by the Board, and (ii) any recent developments in corporate governance likely to affect this statement;

◆ **Social Responsibility Practices (including occupational health and safety) and alignment with strategy**

- (a) receiving and reviewing strategies, best practices and trends in social responsibility, including occupational health and safety, and making recommendations to the Board, as appropriate;
- (b) reviewing and monitoring, as appropriate, the corporate social responsibility actions, targets, performance indicators and objectives included in or identified by the Corporation's ESG Plan;
- (c) from time to time, receiving and reviewing the report on the administration of the *Diversity, Equity and Inclusion Policy*;
- (d) from time to time, receiving and reviewing the report on the administration of the *Community Investment Policy*;
- (e) receiving and reviewing quarterly reports from management on the Corporation's accident and workplace safety performance in order to ensure, among other things, that the Corporation's activities comply with industry standards and the standards imposed by the relevant laws and regulations and that the Corporation is adopting best practices in the prevention of work-related accidents;
- (f) from time to time, reviewing the Corporation's approach and strategy with respect to corporate social responsibility, including occupational health and safety, and the practices and procedures for applying the approach in this area, including the adoption of corporate policies by the Board, following up on their implementation and updating them with the President and Chief Executive Officer and the responsible Vice President, and submitting its recommendations to the Board, as appropriate;

◆ **Committee Performance Assessment and Work Plan**

- (a) evaluating and reviewing its performance in collaboration with the Corporate Governance, Ethics and Environment Committee and reporting thereon to the Board. If necessary, preparing and following up on an action plan to address the assessment results;

- (b) every two (2) years, reviewing and revising the adequacy of its mandate in collaboration with the Corporate Governance, Ethics and Environment Committee and making its recommendations to the Board; and
- (c) preparing an annual work plan to be revised during the year as required.

8. OTHER MANDATES

The Committee shall carry out such other duties as may be assigned to it by the Board.

9. REPORTING

The Committee shall report to the Board at the Board meeting following its own meeting. The Chair of the Committee shall report verbally on items that are of immediate interest to the Board and submit the Committee's recommendations for approval by the Board. The Chair of the Committee shall also present, at least once a year, a report on the Committee's work in fulfilling its mandate and adhering to its annual work plan.

10. IN CAMERA SESSIONS

At each meeting, the Committee shall decide if it is necessary to deliberate without management.