



## CHARTER OF THE HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS OF CASCADES INC.

### 1. MANDATE

#### ***Succession Planning***

- 1.1 Ensures the existence of adequate mechanisms for the purposes of succession planning for members of Senior Management; oversees management of succession planning measures and processes for members of Senior Management. For the purposes of this document, the term “members of Senior Management” refers to the President and Chief Executive Officer, the Chief Officers for the various services of the Company, the Presidents of the main business sectors, the Vice-President, Communications, Public Affairs and Sustainable Development, the Vice-President, Corporate Services and the Vice-President, Corporate Development.
- 1.2 During the recruitment process for a new President and Chief Executive Officer, defines the objectives sought by the Corporation to fill the position, reviews the role and responsibilities with regard to these objectives, approves the profile of the candidate with the assistance and support of the Executive Chairman of the Board of Directors (the “Board”) and makes recommendations to the Board with respect to the appointment of the President and Chief Executive Officer.

#### ***Monitoring performance assessment for members of Senior Management***

- 1.3 Reviews and makes recommendations to the Board on the achievement of the objectives for the previous year of the President and Chief Executive Officer and the evaluation of his performance.
- 1.4 Reviews and makes recommendations to the Board on the objectives to be attained in the following year by the President and Chief Executive Officer.
- 1.5 Reviews the performance evaluation of the other members of Senior Management of the Corporation.

#### ***Remuneration***

- 1.6 Reviews and makes recommendations to the Board regarding the annual compensation of the Executive Chairman of the Board.
- 1.7 Reviews and makes recommendations to the Board with respect to the annual compensation for the President and Chief Executive Officer and, if applicable, his employment conditions.
- 1.8 Reviews and makes recommendations to the Board with respect to the annual compensation of all other members of Senior Management, after reviewing the

recommendations of the President and Chief Executive Officer.

- 1.9 Annually reviews as required, the components of total direct compensation and, if appropriate, makes recommendations to the Board.
- 1.10 Submits recommendations to the Board with regard to new incentive plans, or any other important changes to the Corporation's Short-term Incentive Plan (STIP) or Long-term Incentive Plans (LTIP).
- 1.11 Periodically follows trends and new developments in the retirement sector and makes recommendations to the Board on the Corporation's pension plans and any important changes to be made to them.
- 1.12 Reviews and makes recommendations to the Board for its approval in relation to the persons eligible to receive grants under the LTIP as well as the terms and conditions of these grants, all in accordance with the existing plans.
- 1.13 The Committee, of its own accord, may retain, at the expense of the Corporation, the services of external consultants specialized in compensation who will provide independent advice to the Committee on compensation and benefits programs. The Committee is directly responsible for the appointment, compensation and oversight of the work of any compensation consultant.
- 1.14 Approves, in conjunction with the Governance and Nominating Committee, the selection of the Reference Group for comparison purposes of the compensation and benefits of the members of Senior Management.
- 1.15 Discusses the relative positioning of the Corporation in terms of compensation strategy.

***General Responsibilities***

- 1.16 Discusses the Corporation's human resources strategy annually.
- 1.17 Annually reviews the extent to which the persons eligible to receive grants under the LTIP meet the minimum share ownership requirements.
- 1.18 Annually reviews the key performance indicators related to human resources, including the state of labor relations.
- 1.19 Annually reviews, if necessary, the data reflected in the Corporation's Social Report.
- 1.20 Reviews certain risks to which the Corporation is exposed with respect to compensation and human resources and oversees the implementation by management of adequate controls to manage these risks.
- 1.21 Reviews and approves the analysis on compensation and other information on the compensation of senior executives and directors which forms part of the Corporation's Management Proxy Circular, all in accordance with the requirements of applicable Canadian laws and related regulations of the Canadian Securities Administrators (CSA).
- 1.22 Reviews the Corporation's policies and practices relating to harassment and diversity and inclusion.
- 1.23 Performs any other duties or responsibilities that the Board may delegate.

## **2. ORGANISATION**

- 2.1. The Committee is composed of independent members of the Board.
- 2.2. The Committee shall meet at least three (3) times per year, and as required.
- 2.3. During Committee meetings, the presence of a majority of its members in office constitutes quorum.
- 2.4. Unless the members of the Committee waive it, the Committee holds an *in camera* session at each of its meetings in the absence of members of management.
- 2.5. The Committee shall regularly report to the Board on its deliberations and make recommendations, as appropriate.
- 2.6. The Board shall appoint the Chair of the Committee from one of its members.
- 2.7. The Corporate Secretary or the Assistant Corporate Secretary of the Corporation acts as secretary at the meetings of the Committee.
- 2.8. The Committee prepares and reviews, with the Board, an annual performance evaluation of the Committee and its members and assesses once a year, the adequacy of its mandate and, if required, makes recommendations to the Board.

*Approved by the Board of Directors on November 11, 2020.*