



MANDATE OF THE HUMAN RESOURCES AND CORPORATE GOVERNANCE COMMITTEE

The Human Resources and Corporate Governance Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) which assists the Board in discharging its responsibilities relating to the hiring, evaluation and compensation of senior management and for supervising the process of succession planning. The Committee also determines the overall compensation and employee benefit policies of TVA Group Inc. (the “**Corporation**”) and of its subsidiaries. The Committee also assists the Board in developing the approach to corporate governance issues and in identifying new Board nominees.

COMPOSITION AND QUORUM

The Committee is comprised of three (3) directors. Each Committee member must be independent within the meaning of applicable legislation in force and must possess relevant experience in terms of compensation. The Chair of the Committee as well as its members are appointed by the Board of the Corporation.

The quorum at any meeting of the Committee is two (2) members.

RESPONSIBILITIES

The Committee has the following responsibilities:

- A. With respect to hiring, evaluating, compensating and succession planning for senior management
1. Consider applications for senior management positions reporting directly to the President and Chief Executive Officer of the Corporation (“**Senior Management**”) and make the appropriate recommendations.
 2. Review and approve the terms and conditions of hiring, retirement or termination of employment of members of Senior Management.
 3. Review and approve the overall annual compensation of Senior Management, subject to paragraphs 4, 5 and 7.
 4. Review the performance assessment of the Chief Financial Officer and, after discussion with the Chief Executive Officer and the Chair of the Audit Committee, recommend his total compensation to the Board.
 5. Review annually the objectives that the President and Chief Executive Officer is expected to reach, evaluate him in light of those objectives and other factors deemed relevant by the Committee, report annually to the Board on the results of their evaluation and recommend the President and Chief Executive Officer’s total compensation and overall objectives to the Board.

6. Determine and approve grants of stock options under the Corporation's stock option plan and make all decisions in connection therewith, except for grants made to the President and Chief Executive Officer and to the Chief Financial Officer which are approved by the Board.
7. Determine and approve grants of deferred share units ("DSUs") and of performance share units ("PSUs") under the Corporation's DSUs and PSUs plans for the Corporation's executive officers and make all decisions in connection therewith, except for grants made to the President and Chief Executive Officer and to the Chief Financial Officer which are approved by the Board.
8. Recommend to the Human Resources and Corporate Governance Committee of the parent corporation, when deemed appropriate, the grant of Quebecor Media stock options to officers of the Corporation.
9. Recommend to the Human Resources and Corporate Governance Committee of Quebecor Inc., when deemed appropriate, the grant of DSUs and of PSUs under Quebecor inc.'s DSUs and PSUs plans to the Corporation's executive officers.
10. Review annually the organizational structure of, and ensure the establishment of a succession plan for, Senior Management.

B. With respect to compensation policies and collective negotiations

1. Ensure that the Corporation has a competitive compensation structure so as to attract, motivate and retain competent personnel that is required to meet its business objectives.
2. Review overall compensation and employee benefit policies as well as bonus, incentive or profit-sharing plans of the Corporation and of those of its subsidiaries.
3. Ensure that the policies and compensation programs in place do not encourage members of Senior Management to take excessive risks or do not encourage them to make profitable short-term decisions that could undermine the long-term viability of the Corporation.
4. Review the compensation disclosure of officers before its publication in the Management Proxy Circular of the Corporation.
5. Decide all matters and do all things regarding compensation and employee benefits, as required by any statute or regulation or by any authority having jurisdiction.
6. Periodically receive a status report on the issues of the ongoing and forthcoming collective negotiations.

C. With respect to the compensation of directors

1. Review annually the compensation of directors and make appropriate recommendations to the Board as to the amount and method of compensation.

2. Evaluate in camera the Chair of the Board and recommend his compensation to the Board.
- D. With respect to pension plans
1. Review annually pension plans offered to executive officers according to their level of competitiveness and retention vis-à-vis the benchmark market.
- E. With respect to dealings with the Human Resources and Compensation Committee of the parent corporation
1. Given the control framework of the Corporation's parent corporation, providing for good sharing of information with the parent corporation and its Human Resources and Corporate Governance Committee, to the extent permitted by law, while establishing safeguards to ensure that the sharing of information is not used by the parent corporation to the disadvantage of the Corporation's minority shareholders.
- F. With respect to Board composition and succession planning
1. At the request of the Chair of the Board, identify board nominees.
- G. With respect to corporate governance matters
1. Recommend to the Board the corporate governance practices it deems appropriate.
 2. Ensure that a code of ethics supporting the respect for values responding to the usual integrity standards within corporations is in place, released and enforced. Examine and approve all amendments to this code of ethics.
 3. Approve any waiver from compliance within the code of ethics to directors and officers of the Corporation and ensure disclosure of any such waiver in accordance with applicable rules and regulations.
 4. Supervise disclosure of the Corporation's corporate governance practices.
 5. Review and approve, given the new corporate governance rules, the statement of corporate governance practices for inclusion in the Corporation's management proxy circular. Consider the independence of directors and make appropriate recommendations to the Board.
 6. Implement measures to provide directors with all the support they require in order to fully perform their duties. Develop orientation and training programs for directors, if necessary.
- H. With respect to mandates and position descriptions
1. Review annually the mandate of the Board and of its committees, as well as position descriptions under its jurisdiction and make appropriate recommendations to the Board.

METHOD OF OPERATION

1. The Committee meets as often as it deems necessary for the performance of its mandate.
2. The Secretary or Assistant Secretary acts as the Committee's secretary;
3. The Chair of the Committee establishes the agenda for each meeting of the Committee in consultation with the President and Chief Executive Officer and the Secretary or Assistant Secretary. The agenda and the appropriate material for each meeting are provided to members of the Committee sufficiently in advance so that they can fulfill adequately their duties.
4. The Chair of the Committee reports to the Board on the Committee's proceedings and recommendations. The minutes of meetings of the Committee are submitted to the Board for informational purposes.
5. The Committee meets on a regular basis without management being present.
6. The Committee may, when circumstances dictate, retain the services of external advisors and fix their compensation, subject to its advising the Chair of the Board.
7. The Committee reviews annually its mandate and the mandate of its Chair and makes appropriate recommendations to the Board.
8. The Committee annually provides the Board with a certification that all required elements included in its mandate were covered.

No provision in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation or the members of the Committee.

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Approved by the Board of Directors on November 3rd, 2017.