



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 i) the hiring, evaluation and compensation of members of senior management and ii) the supervision of the process of succession planning for members of senior management of Quebecor Media Inc. (the "**Corporation**") and of its subsidiaries that do not have a human resources and corporate governance committee in place.

COMPOSITION AND QUORUM

The Committee is comprised of three (3) directors. Each Committee member must be independent within the meaning of applicable securities regulations and must possess relevant experience with regard to 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, assessment, compensation and succession planning of senior management

1. Consider and recommend to the Board applications for senior management positions within the Corporation reporting directly to the President and Chief Executive Officer of the Corporation as well as applications for the position of president of the Corporation's subsidiaries that do not have a human resources and corporate governance committee ("**Senior Management**").
2. Take appropriate measures so as to be kept informed of hiring, departures and appointments of other management members of the Corporation and of its subsidiaries.
3. Consider and approve the terms and conditions of Senior Management hiring, retirement or termination of employment.
4. Review and approve the compensation and benefits policy, as well as the short- and long-term incentive plans for members of Senior Management.
5. Review and approve the annual overall compensation of members of Senior Management (subject to paragraph 9).
6. Review and approve bonuses for other senior executives of the Corporation and of its subsidiaries that do not have a human resources and compensation committee in place.
7. Administer the Corporation's stock option plan, according to the terms and conditions of the said Plan.
8. In collaboration with the Human Resources and Corporate Governance Committee of QI, review annually the objectives that the Chief Executive Officer is expected to reach, evaluate him in light of those objectives and other factors deemed relevant by the Committee, and

report annually to the Board on the results of their evaluation and recommend the Chief Executive Officer's total compensation and overall objectives to the Board.

9. In collaboration with the Human Resources and Corporate Governance Committee of QI and further to consultation with the Chair of the Audit and Risk Management Committee in regard to the Chief Financial Officer, review the performance assessment of the Chief Financial Officer and of the Chief Operating Officer and recommend their total compensation and overall objectives to the Board.
10. Ensure that the policies and compensation programs in place do not encourage Senior Management to take excessive risks or make profitable short-term decisions that could undermine the long-term viability of the Corporation.
11. Review annually the organizational structure and ensure the establishment of a Human Resources Development Plan and a succession plan for Senior Management. Take appropriate measures to be kept informed of succession planning for management of the subsidiaries.

B. With respect to the compensation of directors

1. Review periodically the compensation of directors, the Vice Chair(s) of the Board and of the Chair of the Board, and make the appropriate recommendations to the Board as to the amount and method of compensation.
2. Review and approve the compensation to be paid to the Audit and Risk Management Committee members of Videotron Ltd.

C. With respect to compensation policies and collective agreements

1. Ensure that the Corporation has a competitive compensation structure so as to attract, motivate and retain quality personnel that will allow it to meet its business objectives.
2. Determine and review, in regard to members of Senior Management, the overall compensation and employee benefit policies, bonus, incentive or profit-sharing plans as well as retirement plans of the Corporation and of those of its subsidiaries that do not have a human resources and corporate governance committee according to their level of competitiveness and retention.
3. Promote harmonization among the compensation and employee benefit plans offered by the Corporation's subsidiaries.
4. Decide all matters and do all things regarding compensation and employee benefits, as required by any statute or regulation or by any authority of competent jurisdiction.
5. Periodically receive a status report on the issues of the ongoing and forthcoming collective negotiations.

D. With respect to Board composition and Board succession planning

1. In collaboration with the Chair of the Board, evaluate the size and composition of the Board and its committees to promote effective decision making, and make the appropriate recommendations to the Board.
2. Develop and review, as needed, criteria for selecting directors in order to ensure a good dynamic on the Board. To do so, the Committee assesses the qualifications, personal qualities,

business background and diversified experience of the Board members and the Corporation's needs.

3. Identify candidates qualified to become Board members and ensure that they have the availability required to fulfill the duties of a director. Recommend to the Board that such candidates be nominated for election at the next annual meeting of shareholders.
4. Ensure that a process is in place to evaluate the efficiency of the Board, its committees and members.

E. With respect to mandates and position descriptions

1. Review annually the mandates of the Board and its committees and the position descriptions under its jurisdiction and make appropriate recommendations to the Board.

F. With respect to corporate governance matters

1. Recommend to the Board the corporate governance practices it deems appropriate.
2. Supervise disclosure of the Corporation's corporate governance practices.
3. 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 ethic.
4. Approve any waiver from compliance with 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.
5. Review on a regular basis the Corporation's policies that are under the Committee's responsibility.
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.
7. Ensure the efficiency of the Board, its management quality and the communication methods between the Board and management, particularly with regard to the purpose of the Corporation as an organization, with the aim of facilitating the Board's autonomous functioning from management.
8. If circumstances so justify, examine and approve all requests for hiring of an independent advisor by a director at the Corporation's expense, other than requests from a committee of the Board of the Corporation.

G. With respect to Corporate Social Responsibility

1. Review annually the Corporation's orientations and initiatives in Corporate Social Responsibility.
2. Review and monitor trends in Corporate Social Responsibility.

3. Report to the Board on the Corporation's orientations and initiatives in Corporate Social Responsibility.

METHOD OF OPERATION

1. The Committee holds four (4) meetings per year and may meet more often if required.
2. The Secretary or Assistant Secretary acts as the Committee's secretary.
3. The Chair of the Committee, in consultation with the Secretary or the Assistant Secretary and the Vice-President, Human Resources or the person responsible for human resources, establishes the agenda for each meeting of the Committee. The agenda and the relevant documents are provided to members of the Committee sufficiently in advance.
4. The Chair of the Committee reports to the Board about the Committee's proceedings and recommendations. The minutes of meetings of the Committee are submitted to the Board for information 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 remuneration, subject to its advising the Chair of the Board.
7. A resolution in writing, signed by all the members of the Committee, is as valid as if it had been passed at a meeting of the Committee.
8. The Committee reviews annually its mandate and the position description of its Chair and reports to the Board.
9. The Committee annually provides the Board with a certification confirming that all matters required under its mandate were covered.

No provision in this mandate is intended to expand the 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 3, 2021.