



MANDATE OF THE HUMAN RESOURCES AND CORPORATE GOVERNANCE COMMITTEE

The Human Resources and Corporate Governance Committee (the “**Committee**”) of Quebecor Inc. (the “**Corporation**”) is a committee of the Board of Directors (the “**Board**”) which assists the Board i) in discharging its responsibilities relating to the appointment, evaluation and compensation of senior management and for supervising the process of succession planning; and ii) 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 appointing, evaluating, compensating and succession planning for senior management
1. Review annually the succession planning for the senior management.
 2. Recommend to the Board the appointment of senior management of the Corporation and, for those positions that are not mirrored within Quebecor Media Inc. (“**QMI**”), approve the terms and conditions of their hiring, retirement or termination.
 3. In consultation with the Human Resources and Corporate Governance Committee of QMI, annually review 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.
 4. In consultation with the Human Resources and Corporate Governance Committee of QMI and after discussion with the Chief Executive Officer and the Chair of the Audit Committee of the Corporation, review the performance assessment of the Chief Financial Officer and recommend his overall compensation to the Board.
 5. Determine grants of stock options under the Corporation’s stock option plan and make appropriate recommendations to the Board.
 6. In collaboration with the Human Resources and Corporate Governance Committee of QMI, determine and approve grants of deferred share units (“**DSUs**”) and of performance share

units (“PSUs”) under the Corporation’s DSUs and PSUs plans, except for grants made to the President and Chief Executive Officer and to the Chief Financial Officer which are approved by the Board;

7. Review the disclosure regarding the compensation of the officers before its publication in the Corporation’s Management Proxy Circular.

B. With respect to the compensation of directors

1. Review periodically the compensation of directors, of 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.

C. With respect to the compensation structure

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. 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.
3. 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.

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. Measure annually the effectiveness of the Policy on selecting candidates for director positions and on diversity among directors.
4. Identify candidates qualified to become Board members and ensure that they have the availability required to fulfill the duties of a director the whole in conformity with the Policy on selecting candidates for director positions and on diversity among directors. Recommend to the Board that such candidates be nominated for election at the next annual meeting of shareholders.
5. 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 of the Chair of the Board and of its committees 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 ethics.
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. Examine new corporate governance rules, the Globe & Mail valuation and the reports from rating agencies and make the appropriate recommendations to the Board.
7. Review and approve, given the new corporate governance rules, the statement of corporate governance practices for inclusion in the Corporation's management proxy circular. Review the independence of directors. A report thereon is presented to the Board.
8. Review, if needed, shareholders' proposals.
9. 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.
10. Ensure the efficiency of the Board, its management quality and the communication methods between the Board and management, with the aim of facilitating the Board's autonomous functioning from management.
11. 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 a year, or more often if required.
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 Secretary or the Assistant Secretary and the Vice President, Human Resources. The agenda and the appropriate material for each meeting are provided to members of the Committee well 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 members meet 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. Resolutions in writing, signed by all the members of the Committee, are as valid as if they had been passed at a meeting of the Committee.
8. The Committee reviews annually its mandate and the position description of its Chair and makes the appropriate recommendations to the Board.
9. The Committee annually provides the Board with a certification confirming that all required elements included in 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 March 12, 2019.