



HUMAN RESOURCES, NOMINATION AND GOVERNANCE COMMITTEE

The human resources, nomination and governance committee of the Company (the "Human Resources, Nomination and Governance Committee" or the "HRNGC") is composed of five directors, a majority of whom are independent. THE HRNGC is composed of Messrs. Bekenstein, Hanley, Laporte, O'Neill and Philip. All members of the Human Resources, Nomination and Governance Committee have a working familiarity with corporate governance, human resources and compensation matters. Mr. Joshua Bekenstein will act as chair of the Human Resources, Nomination and Governance Committee.

The Board of Directors has adopted a written charter describing the mandate of the Human Resources, Nomination and Governance Committee. Such charter reflects the purpose of the Human Resources, Nomination and Governance Committee which is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to the establishment of key human resources and compensation policies (including all incentive and equity based compensation plans), the performance evaluation of the CEO and the CFO, the determination of the compensation for the CEO, the CFO and other senior executives of the Company, succession planning (including the appointment, training and evaluation of senior management), the compensation of directors, identifying individuals qualified to be nominated as members of the Board of Directors (subject to the terms of the Nomination Rights Agreement), developing corporate governance guidelines and principles for the Company, assessing the structure, composition, performance and effectiveness of Board of Directors committees, evaluating the performance and effectiveness of the Board of Directors and reporting to the Board of Directors on any outstanding issue.

The charter of the Human Resources, Nomination and Governance Committee also provide that the committee is charged with selecting candidates for election as independent directors, including replacements for designees of the Caisse de dépôt et placement du Québec "CDPQ", Beaudier Group and/or Bain Capital, as applicable, as and when they lose their rights to designate directors under the Nomination Rights Agreement. The charter of the Human Resources, Nomination and Governance Committee may not be amended without the written consent of each Principal Shareholder party to the Nomination Rights Agreement at the relevant time. In addition, for so long as each of Bain Capital and the Beaudier Group continue to have the right to designate at least one member of the Board of Directors, each will have the right to appoint one member of the Board of Directors to the HRNGC,