



Human Resources Committee Mandate

1. MISSION

The Human Resources Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of AtkinsRéalis Group Inc. (the “Company”) which assists the Board in its responsibilities relating to the attraction, retention and development of an engaged workforce to deliver on the approved strategic plan and initiatives, and in overseeing associated risks. The Committee also oversees the hires, assessment, total rewards and succession planning for the group composed of the Executive Committee members and other senior executives, as the case may be, reporting directly to the President and Chief Executive Officer (“CEO”) (hereinafter “Senior Officers”).

2. COMPOSITION

The Committee is composed of not less than three (3) and not more than seven (7) Directors, all of whom must be “independent” as determined by the Board in compliance with Canadian securities legislation and regulations.

Furthermore, every Committee member must have: (i) direct experience in executive compensation, and (ii) skills and experience that should enable the Committee to make decisions on the suitability of total rewards policies and practices, as determined by the Board.

At least one (1) member of the Audit and Risk Committee sits on the Committee and vice versa.

Subject to the By-Laws of the Company, the Chair and members of the Committee are recommended by the Governance, Ethics and Sustainability Committee and appointed by the Board.

3. ACTIVITIES, DUTIES AND RESPONSIBILITIES

3.1 Senior Officers Compensation and Performance Evaluation

- (A) The Committee determines and recommends to the Board for approval the total rewards philosophy, strategy, policies, benchmarking (including peer group selection) and award levels for Senior Officers to ensure this group is appropriately incentivized and rewarded.
- (B) Each year, the Committee reviews and recommends to the Board for approval the list of objectives for the President and CEO for the ensuing year.



- (C) Each year, the Committee assesses and recommends to the Board for approval the annual performance ratings for Senior Officers.
- (D) Each year, the Committee reviews the share ownership guidelines applicable to Senior Officers and the shareholdings of Senior Officers against these guidelines.
- (E) The Committee reviews and recommends to the Board for approval the Executive Compensation Discussion and Analysis section of the Company's Management Proxy Circular.

3.2 Appointments and Succession Planning

- (A) The Committee assists with and reviews the recommendation of the President and CEO for any new proposed Senior Officer appointment and related compensation and recommends their appointment to the Board for approval. The Committee ensures that a member of the Board of Directors meets with the Senior Officer candidate proposed for appointment.
- (B) Each year, the Committee reviews and reports to the Board on the succession plans for Senior Officers excluding the President and CEO and adequacy, progress and development of the succession candidates to foster timely and effective executive continuity.
- (C) The Committee supports the Board on the President and CEO succession planning by developing succession plans for this position. Each year, the Committee reviews and recommends these plans to the Board for approval.
- (D) The Committee periodically receives reports and updates on appointments and related compensation packages for Executive Vice-Presidents not reporting directly to the President and CEO.

3.3 “Everyone Belongs” Commitment, Policies and Programs

- (A) Each year, the Committee receives reports on the “Everyone Belongs” programs and initiatives put in place by management to meet the Company's objectives related to its people and culture strategy, as well as ensuring compliance with applicable legal and regulatory requirements.
- (B) Each year, the Committee receives report on the effectiveness of the senior leaders appointment process at achieving the Company's objectives, as outlined in the *Everyone Belongs - Policy for the Board of Directors and Senior Leadership Positions*.



- (C) Each year, the Committee monitors the implementation of the *Everyone Belongs - Policy for the Board of Directors and Senior Leadership Positions* and compliance with applicable legal and regulatory requirements.

3.4 Other Compensation Plans and Benefits Programs

- (A) Each year, the Committee reviews and approves the short-term and long-term incentive plans (and any amendments thereto) and recommends to the Board for approval the awards, payouts and setting of applicable performance objectives and vesting criteria related to these plans.
- (B) The Committee assesses the appropriateness of total rewards relative to actual business performance and business risks undertaken to ensure the current programs and practices do not incentivize undue risk-taking.
- (C) The Committee periodically reviews and assesses the Company's pension plans' investment performance, funding status and overall administration.
- (D) The Committee periodically reviews the Company's major benefits plans.
- (E) Whenever required, the Committee reviews potential issues and risks identified by management with respect to the Company's pension plans and major benefit plans and makes recommendations on mitigation measures to be put in place as appropriate.

3.5 Human Resources Programs

- (A) The Committee periodically reviews progress against the Company's people and culture strategy and the plans and programs related to identifying, developing and retaining talent and employee engagement.
- (B) The Committee reviews management's recommendations regarding any other topics related to the major aspects of the management of human resources, including organizational structure.
- (C) Each year, the Committee monitors the Company's management development programs.



4. ENTERPRISE RISK OVERSIGHT

- (A) In supporting the Board's role and responsibility with respect to the Company's risk management framework and in accordance with the Company's *Risk Management Policy*, the Committee provides oversight of the Company's management of risk associated with human resources matters, including amongst others, talent management and organizational culture.
- (B) Each quarter, the Committee reviews the human resources integrity investigations report and monitors the application of the procedures established by the Company for the receipt, retention and treatment of complaints or concerns regarding human resources matters.

5. EXTERNAL ADVISORS

- (A) Each year, the Committee reviews and pre-approves the services and estimated fees proposals for consulting services to be rendered by external advisors in the upcoming year.
- (B) The Committee ensures that the independence of the external advisors is maintained and assesses any relationships or services that may impact the objectivity and independence of the external advisors.

6. ORGANIZATION AND PROCEDURES

- (A) Members of the Committee are appointed and removed by the Board.
- (B) Meetings of the Committee are held at least quarterly and as required. The Chair of the Committee, the President and CEO, the Chair of the Board or any member of the Committee may request a meeting of the Committee. At each of the regularly scheduled meetings of the Committee, an in-camera session of the non-executive Directors is held.
- (C) The President and CEO appoints a member of the Executive Committee to be the Committee's prime interface ("Committee Lead").
- (D) The Chair of the Committee develops the agenda for each meeting of the Committee in consultation with the President and CEO, the Committee Lead, and the Corporate Secretary. The Chair of the Committee presides at Committee meetings; in their absence, an alternate may be elected by the Committee.



- (E) The Corporate Secretary or, in the case where they are unable to attend, the Assistant Corporate Secretary, acts as secretary of the meeting and forwards all minutes of Committee meetings to each Committee member in a timely manner.
- (F) A majority of the members of the Committee constitute a quorum. The proceedings of the Committee are conducted in accordance with the By-Laws of the Company.
- (G) The Committee Lead, the Chief Sustainability and Integrity Officer, the President and CEO and the Chair of the Board each have direct access to the Committee. The President and CEO and Chair of the Board receive notice of and are invited to attend all meetings of the Committee as non-voting participants.
- (H) The Committee has the authority to communicate directly with the Chief Human Resources Officer and Chief Sustainability and Integrity Officer and may also communicate directly with any employee of the Company, as it deems necessary.
- (I) The Chair of the Committee reports to the Board at the next regularly scheduled Board meeting following a Committee meeting with respect to its activities and with such recommendations as are deemed appropriate in the circumstances.
- (J) The Committee may require the assistance of the Company's resources to research, investigate and report on matters within the Committee's responsibilities.
- (K) The Committee may engage outside advisors at the expense of the Company to research, investigate, advise and report on matters within the Committee's responsibilities. The Committee approves the outside advisor's retention terms, which includes their compensation, and supervises their work.
- (L) The Committee will annually review its mandate to ensure it continues to be appropriate, establish its annual working plan, and make recommendations thereon to the Board as required.

Nothing contained in this mandate shall be intended to assign to the Committee the Board's responsibility of ensuring the Company's compliance with applicable laws or regulations or expanding applicable standards of conduct or other obligations under any law or regulation for the Directors of the Company or the members of the Committee.
