

## ROLE AND RESPONSIBILITIES of the Chair of the Human Resources and Compensation Committee

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The chair of the Human Resources and Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Transcontinental Inc. (the “Corporation”). The principal role of the chair of the Committee is to ensure that the Committee discharges its responsibilities efficiently and productively, that it has a clear understanding of the limits between the responsibilities of the Board, of the Committee and those of management and respects them. In carrying out his duties and responsibilities, the chair of the Committee acts for and on behalf of the Committee.

**The chair of the Committee carries out the following responsibilities with the support of management:**

1. Chair and organize the Committee in accordance with its mandate;
2. Define the leadership style and establish guiding principles for the Committee while favoring complete participation of the members of the Committee and ensuring that decisions made by the Committee are recorded;
3. Chair meetings of the Committee and report to the Board on any matters examined by the Committee and matters delegated by the Board to the Committee, including entrusting, if needed, the execution of certain matters to an internal working committee of the Corporation or to external consultants in order to submit complete files for discussion;
4. On an annual basis and in concert with the Lead Director, meet the President and Chief Executive Officer to approve all of his objectives;
5. On an annual basis and in concert with the Lead Director, meet the President and Chief Executive Officer to complete the assessment of his performance;
6. Act as a resource person and advisor to the Chair of the Board and to members of management and ensure that all important questions relevant to the Committee’s mandate is brought to the attention of the chair of the Committee;
7. Ensure that important matters are clearly identified and communicated to the Committee and ultimately to the Board for approval and that all material issues related to the mandate of the Committee are dealt with by the Committee and the Board during the year;
8. Establish an agenda for meetings of the Committee in cooperation with the Chair of the Board and any other member of management;
9. During meetings, ensure sufficient time is allocated to address key issues and questions and that members of management are available to deal with key issues and questions and facilitate consensus within the Committee;
10. Chair sessions of independent Committee members, when appropriate, and ensure that there are adequate opportunities to discuss issues without management and consultants present;
11. Ensure that the Committee meets periodically and when deemed advisable or necessary;
12. Ensure that members of the Committee understand their role and responsibilities;
13. Cause the Committee to ensure that the Corporation’s policies relevant to the Committee’s mandate comply with regulatory requirements;
14. Act as a representative of the Committee to negotiate and settle any matters relevant to the Committee during discussions with partners, experts or external advisors outside regularly scheduled meetings of the Committee and, if applicable, convene an emergency meeting of the Committee;

15. Ensure that Committee members have sufficient resources (in particular, relevant and timely information) for the Committee to accomplish their work; and
16. Ensure that communications are free and open with external consultants retained to make recommendations to the Committee and to the Board.