



HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

PUROLATOR HOLDINGS LTD.

1. ESTABLISHMENT

The Board of Directors (the “**Board**”) of Purolator Holdings Ltd. has established and hereby continues the existence of a committee of the Board known as the Human Resources and Compensation Committee (the “**Committee**”).

2. PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities and provide guidance on the human resources, compensation, labour relations, health and safety, diversity, equity, inclusion and belonging of Purolator Inc. and its subsidiaries (collectively, the “**Corporation**”), ensuring alignment with the Corporation’s long-term strategic goals and sustainability.

3. DUTIES

The Committee is hereby directed and empowered by the Board to fulfill the following duties:

A. President & CEO Oversight.

- (a) **Appointment and Removal of President & CEO.** Recommend to the Board for approval (i) the appointment of the President & CEO of the Corporation, and (ii) the removal of the President & CEO of the Corporation.
- (b) **Leadership Succession Planning.** Review the succession plan for the President & CEO and all leaders who report directly to the Corporation’s President & CEO
- (c) **President & CEO Performance Evaluation.** Annually review and recommend to the Board the performance evaluation of the President & CEO.
- (d) **President & CEO Objectives.** Annually recommend to the Board for approval the President & CEO’s annual performance objectives.

B. Employee Compensation and Executive Performance.

- (a) **Compensation Philosophy.** Review and recommend to the Board for approval an updated compensation philosophy every three (3) years, ensuring alignment with market trends, regulatory changes, and corporate objectives for the Corporation.
- (b) **Compensation Budget.** Annually approve the compensation budget, including the salary range adjustments applicable to the employees and Management of the Corporation.
- (c) **Structural Incentive Programs.** Recommend to the Board for approval the principal terms of all structural incentive plans¹ applicable to the employees of the Corporation.
- (d) **Benefit Programs.** Approve the principal terms of all major benefit plans and/or enhancements applicable to the employees of the Corporation, outside those already pre-approved by any collective bargaining agreements.
- (e) **Retirement Programs.** Recommend to the Board for approval the principal terms of all retirement programs applicable to the employees of the Corporation.

¹ Structural incentive programs consist of the Annual Incentive Plan and the Long-term Incentive Plan

- (f) **Incentive Plan Targets.** Annually recommend to the Board for approval the targets to be used under structural incentive plans and assess the extent to which those targets have been met, for the Corporation.
- (g) **President & CEO Compensation.** Recommend to the Board for approval the principal terms of employment for the President & CEO of the Corporation².
- (h) **President & CEO Performance.** In its oversight of compensation principles, policies, programs, targets and terms applicable to the President & CEO, the Committee will consider their alignment to the Corporation's strategy relating to, among other things, financial performance, customer performance, health and safety and environmental sustainability, social responsibility and good governance ("ESG").
- (i) **Executive Performance.** Annually receive a report from the President & CEO on the performance of the leaders who report directly to the Corporation's President & CEO.³

C. Pension Governance.

- (a) **Funding Policy.** Review and recommend to the Board for approval a funding policy for the pension and retirement plans of the Corporation (the "**Pension Plans**").
- (b) **Investment Beliefs.** Approve the statements of investment beliefs, which outline the principles that guide the pension and retirement plans investment decisions for the Corporation.
- (c) **Management Pension Committee.** Approve the terms of reference of the Management Pension Committee ("**MPC**") for Purolator Inc.'s Pension Plans and appoint and remove the members of the MPC.
- (d) **Governance and Administration Report.** Annually review a report respecting the governance and administration of the Pension Plans, for the Corporation, which addresses, among other things, (i) a summary of the principal decisions made in respect of the Pension Plans; (ii) the financial position and solvency ratio of each of the defined benefit Pension Plans, (iii) the cash cost and expense to the Corporation of the Pension Plans, and (iv) confirmation that the Pension Plans have been administered in compliance with the applicable plan texts and legislation.
- (e) **Report to the Committee.** The Chair of the MPC shall report on the matters considered at each MPC meeting at the next following regularly scheduled meeting of the Committee, inclusive of subsidiary updates as applicable.
- (f) **Pension Governance Structure.** Review and recommend to the Board for approval an enterprise pension governance structure and any changes thereto for the Pension Plans.
- (g) **Asset/Liability Study.** On the frequency recommended by the MPC, review and approve an asset/liability study for the defined benefit Pension Plans with a view to confirming or amending the SIPPs.
- (h) **Pension Risk Framework.** Review and recommend to the Board for approval a pension risk framework, which includes the identification, assessment, and mitigation of material risks related to the governance, funding, investment, and administration of the Corporation's Pension Plans.
- (i) **Conflicts of Interest.** Review any issues arising from the conflict of interest disclosure statements completed by the fiduciaries of the Pension Plans.
- (j) **Plan Text Amendments.** Review and approve any plan text changes that are outside of the authority of the MPC.

² Includes the participation by the President & CEO in any of the structural incentive, benefit or retirement programs approved by the Board in accordance with section 3.B(c) as well as their salary and compensation.

³ The senior leadership team comprise of those executives of the Corporation and its subsidiaries who report directly to the Corporation's President & CEO.

D. Employee Relations.

- (a) **Employee Attraction, Development, Engagement and Retention.** Review (i) the strategies employed by the Corporation to attract the human resources required by the Corporation to fulfill its objectives, (ii) the practices employed by the Corporation to train and develop employees (including all leaders who report directly to the Corporation’s President & CEO), and (iii) the strategies employed by the Corporation to engage and retain employees.
- (b) **Labour Relations and Collective Bargaining Mandates.** Review reports related to grievances between the Corporation and its unions. Approve all major mandates for collective bargaining with unionized employees of the Corporation where the proposed agreement covers more than 500 employees. For all bargaining units, ensure management’s approach to labour negotiations reflects the Corporation’s values, including fairness, transparency, and long-term sustainability.
- (c) **Diversity, Equity Inclusion and Belonging (“DEIB”).** Review the Corporation’s DEIB performance including strategic initiatives execution and progress towards its DEIB objectives and KPIs.

E. Health and Safety (“H&S”).

- (a) **H&S Framework.** Ensure the Corporation has a robust H&S framework, inclusive of corporate-level policies and reporting thresholds, in place that aligns with industry standards, complies with laws, addresses employee well-being, and support the Corporation’s sustainability goals.
- (b) **H&S Plan.** Review the annual H&S plan for the Corporation, including:
 - (i) the H&S performance targets to be achieved by the Corporation;
 - (ii) the principal strategies and tactics to be employed by the Corporations to achieve the H&S performance targets; and
 - (iii) the resources to be employed by the Corporation in executing the annual H&S plan.
- (c) **H&S Monitoring.** Review and monitor the H&S performance of the Corporation by reviewing:
 - (i) all significant H&S incidents and all H&S incidents that required reporting to regulatory authorities;
 - (ii) the performance of the Corporation against the Corporation’s H&S performance targets;
 - (iii) the results of all H&S compliance audits and the corrective actions taken by the Corporation; and
 - (iv) the report of an external consultant providing an assessment of the effectiveness of the Corporation’s H&S program.

F. Other Duties.

- (a) Without limiting any of the duties set out above, the Committee shall perform such other duties as from time to time are assigned to the Committee by the Board and accepted by the Committee in order to fulfill its oversight responsibilities.

Effective November 2025
Date of Next Review: November 2027