

**HIGH LINER FOODS**  
**HUMAN RESOURCES & CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**REVIEWED DECEMBER 2018**

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The committee shall consist of at least four outside directors, a majority of whom shall be independent. The committee shall meet at least three times a year. Special meetings may be called at the request of any member of the committee or at the request of any board member. The board of High Liner Foods Incorporated (the “Company”) shall be kept informed of the committee’s activities by a report following each committee meeting. Senior management, for the purposes of this committee, would include managers in positions with at least a grade 19.

The specific responsibilities of the committee are as follows:

**EVALUATION AND SELECTION OF CHIEF EXECUTIVE OFFICER (CEO)**

The committee will:

1. Manage the selection process for hiring the Chief Executive Officer, when necessary;
2. Review the performance of the Chief Executive Officer on an annual basis; and
3. Review the organization of senior management upon recommended changes by the Chief Executive Officer.

**STOCK PLANS**

The committee will:

1. Oversee the Company’s Executive Employee’s Share Purchase Plan, Performance Share Unit Plan, the Common Share Option Plan and any other share-based plans authorized by the board including:
  - (a) The approval of new members, based on the CEO’s recommendation; and
  - (b) The amount, timing and terms of awards.

**COMPENSATION AND BENEFITS**

The committee will:

1. Approve all compensation and benefit arrangements relating to senior management if outside normal Company policies;
2. Review and approve compensation for the CEO and members of the CEO’s Leadership Team; and
3. Review and approve bonus or incentive programs in place for the executive management.

**PENSIONS**

The committee will oversee all pension plans of the Company. This will include:

1. A periodic review of the performance of the investment managers;
2. Approval of the investment strategy of the pension plans;
3. A periodic review of the asset mix for the pension plans with a view to increasing long-term

rates of return;

4. Approval of management's recommendations on hiring investment managers;
5. An annual review of the costs incurred to manage the plan;
6. A review of actuarial valuations at least every 3 years and an annual review of actuarial extrapolations;
7. Approval of changes to any of the pension plans affecting any member of the Management Committee;
8. A review of any early retirement packages offered to senior management members; and
9. Review and approve the Company's investment policy.

#### **EXECUTIVE COMPENSATION DISCLOSURE**

1. The committee will review and approve any publicly disclosed information relating to compensation, benefit or pension matters.

#### **GOVERNANCE**

1. The committee will:
  - (a) Assess the effectiveness of the board as a whole, as well as the committees of the board and the contribution of individual directors;
  - (b) Review and approve the mandates of committees of the board and the board itself on a regular basis;
  - (c) Ensure that a new director receives proper orientation and education;
  - (d) Review the adequacy and recommend the form and amount of compensation of the board annually;
  - (e) Review *National Instrument 58-101 Disclosure of Corporate Governance Practices* and *National Policy 58-201 Corporate Governance Guidelines* and any other applicable rules or guidelines for Corporate Governance on an annual basis, recommending changes as appropriate;
  - (f) Review and update periodically the Code of Conduct of the Company and ensure that management has established a system to enforce this policy;
  - (g) Review management's monitoring of the Company's compliance with the Company's Code of Conduct;
  - (h) Review and update periodically the Company's policies on Corporate Disclosure, Confidentiality and Employee Trading, and Diversity, and ensure that management has established systems to enforce these policies;
  - (i) Review management's monitoring of the Company's compliance with the Company's

policy on Corporate Disclosure, Confidentiality and Employee Trading, and Diversity Policy;

- (j) Review, with the Company's counsel, legal compliance matters including corporate securities trading policies; and
- (k) Review, with Management and advisors as appropriate, the succession planning for key personnel in the Company, and recommend changes in connection therewith.

## **HEALTH AND SAFETY**

1. As steward of the Company's governance practices, the committee shall also report to the Board periodically on the following:
  - (a) The degree of compliance of the Company with existing occupational health and safety legislation, and, if there are any areas of non-compliance, whether senior management of the Company has put in place procedures to bring the Company into compliance;
  - (b) All occupational health and safety incidents and all remedial orders re infractions or alleged infractions issued by a government authority which have been received since the previous communication with the Board;
  - (c) Whether the Company is doing ongoing safety audits and review, training and prevention programs at its various facilities;
  - (d) Whether the establishment, and periodic review, of appropriate internal authorities to act in the case of serious safety occurrences is in place;
  - (e) Whether there are procedures to promote occupational health and safety awareness within the Company including education and training programs regarding risk management, response and reporting responsibilities;
  - (f) Whether executive officers and management are involved in and knowledgeable about existing risk management systems;
  - (g) The receipt of reports from each of the employee Occupational Health and Safety Steering Committees on occupational health and safety conditions on a regular basis; and
  - (h) Review at least annually the Company's Occupational Health and Safety Policy and approve any changes to such policies.