



CHARTER OF THE HUMAN RESOURCES COMMITTEE

This Charter prescribes the role of the Human Resources Committee (the “**Committee**”) of the Board of Innergex Renewable Energy Inc. (the “**Corporation**”) and is subject to the provisions of the Corporation's Articles, By-Laws and to applicable laws.

1. Role

The purpose of the Committee is to assist the Board of directors (the “**Board**”) in fulfilling its oversight responsibilities primarily with respect to, but not limited to, the following:

- (i) Oversee Management’ compensation policies and practices and seek to ensure such policies are designed to recognize and reward performance and establish a compensation framework which is industry competitive and results in the creation of shareholder value over the long-term;
- (ii) Supervise the succession planning process for Management;
- (iii) Oversee the overall strategy with respect to human capital management such as recruitment, diversity, equity and inclusion, talent development, workforce planning, employee mobilisation and satisfaction, compensation and health and wellness; and
- (iv) Assessment of compensation risk.

2. Composition

2.1 *Number, criteria and qualifications*

The Committee consists of at least three members.

The Committee is comprised of such directors as are determined by the Board, all of whom must be independent (as that term is defined in Regulation 52-110 – *Respecting Audit Committees*).

All members shall have familiarity with executive compensation matters and talent management. At least one member of the Committee shall have an extensive background in human resources matters or human resources committee work.

2.2 *Selection and Chair*

The members of the Committee and its Chair shall be appointed by the Board on an annual basis after the shareholders’ annual meeting. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by appointing from among the Board.



The Chair shall designate, when needed, a person who may, but not necessarily, be a member of the Committee to act as secretary.

2.3 *Remuneration*

Members of the Committee and the Chair shall receive such remuneration for their services as the Board may determine from time to time.

3. **Meetings**

The Committee shall meet at least four times per annum or more frequently as circumstances require.

Shall constitute a quorum at any meeting when a majority of members of the Committee are present or such greater number as the Committee shall determine by resolution.

Meetings of the Committee shall be held in person at such place or by any electronic means which enables all members to communicate with each other simultaneously as the Chair shall determine upon reasonable notice to each of its members, which shall not be less than 48 hours. The notice period may be waived by all members of the Committee.

The Chair may ask Management or others to attend meetings or to provide information as necessary. The Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role.

The Committee shall determine any desired agenda items and record minutes of its meetings and the Chair shall report to the whole Board on a timely basis.

The Committee shall conduct *in camera* sessions without Management being present.

The Chair of the Board or the Chair of the Committee shall attend the annual shareholder meetings to respond directly to any questions shareholders may have on executive compensation.

The Committee may delegate authority to individual members, if necessary.

4. **Responsibilities**

Without limiting the generality of its role described under section 1 above, the Committee shall, inter alia:

- Supervise the selection process for Management and recommend to the Board their appointment and the terms and conditions of appointment and termination or retirement to the extent not covered by standard agreements or existing contracts;
- Review corporate objectives relevant to the President and Chief Executive Officer and Management;



- Annually review and evaluate the performance of the President and Chief Executive Officer in light of the pre-established corporate objectives and in consultation with the President and Chief Executive Officer evaluate the performance of the other Management members;
- Review and recommend to the Board for approval the total compensation of Management taking into consideration Board expectation and fixed targets and objectives;
- In collaboration with the Board, ensure that the compensation philosophy and policy is linked to both the short and longer-term performance of the Corporation and aligned to its strategic objectives;
- Recommend to the Board the Corporation's incentive compensation plans and equity-based plans and oversee the administration of such plans for Management and such other compensation plans or structures as are adopted by the Corporation and whether they provide the right balance of risk and reward in relation to the Corporation's strategic direction and overall objectives;
- Oversee implementation of appropriate mechanisms regarding succession planning for Management;
- Together with the Chair of the Board and in consultation with the Corporate Governance Committee develop, and review on an annual basis, a position description for the President and Chief Executive Officer;
- Oversee the Corporation's key human resource management policies and strategies for its employees with respect to recruitment, retention, advancement and development, diversity, equity and inclusion, and health and wellness;
- Review the non-binding advisory shareholder vote results (known as "Say on Pay") and consider the outcome in any future executive compensation arrangements. If a significant number of shares are voted against, the Committee will review the approach to executive compensation in the context of specific concerns and make recommendations to the Board; and
- Review and recommend to the Board for approval, any public disclosure of information relating to the compensation of the Corporation's Management, including the information to be disclosed and the compensation discussion and analysis to be incorporated in the management proxy circular.



In addition to the above and within the scope of its activities, the Committee shall also carry out any other responsibilities delegated to it by the Board.

5. Advisors

The Committee may hire outside advisors at the expense of the Corporation in order to assist the Committee in the performance of its duties and set and pay the compensation for such advisors.

If considered appropriate, the Committee is authorized to conduct or authorize investigations into any matters within the Committee's scope of responsibilities, and to perform any other activities as the Committee deems necessary or appropriate.

The Board has determined that any committee who wishes to hire a non-management advisor to assist on matters involving the committee members' responsibilities at the expense of the Corporation should review the request with, and obtain the authorization of, the Chair of the Board.

6. Assessment

On an annual basis the Committee shall follow the process established by the Corporate Governance Committee (and approved by the Board) for assessing performance and effectiveness of the Committee.

7. Charter review

The Committee should review this Charter on an annual basis and recommend to the Board changes as needed.