

## Altus Group Limited

### Human Resources and Compensation Committee Charter

#### Purpose

The Human Resources and Compensation Committee (the “**Committee**”) of Altus Group Limited (the “**Corporation**”) is appointed by the Board of Directors of the Corporation (the “**Board**”) to assist the Board in fulfilling its oversight responsibilities with respect to:

- (i) advancing human capital management practices, including human resources strategy, employee engagement and culture;
- (ii) providing input on succession and promoting talent management;
- (iii) reviewing and recommending executive compensation, including performance evaluation;
- (iv) overseeing human resource policies and practices, including those relating to enterprise-level diversity, equity and inclusion, and health, safety and wellness; and
- (v) monitoring and managing risks related to human capital management in the context of risk approved by the Board.

In addition, the Committee provides an avenue for communication between its Independent Advisors, the Corporation’s Chief People Officer, other senior management, and other employees of the Corporation, as well as the Board, concerning all matters related to the Committee’s oversight responsibilities as outlined in this Charter.

#### Size, Composition and Independence

##### (i) Size and Composition

The Committee shall consist of such number of directors as the Board may from time to time by resolution determine, but in no event shall be less than three (3) directors of the Corporation. The appointment of Committee members shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected. If the appointment of Committee members is not made, the directors who are then serving as members of the Committee shall continue until their successors are appointed. The Board may appoint a member to fill a vacancy that occurs in the Committee between annual elections of directors. Any member of the Committee may be removed from the Committee by a resolution of the Board.

Unless a chair of the Committee (the “**Chair**”) is appointed by the Board, the members of the Committee may designate a Chair by majority vote of the members of the Committee.

##### (ii) Independence

All of the members of the Committee shall be independent of the Corporation as determined by the Board and to the extent required to satisfy applicable laws, rules, regulations and stock exchange requirements. Independence shall be determined with reference to the Corporation’s Categorical Standards for Determining Independence of Directors.

**(iii) Expertise**

The majority of members shall have direct experience in human resources matters, including executive compensation, human resources planning, performance management and talent development.

**Roles and Responsibilities**

The Committee shall perform the functions customarily performed by human resources and compensation committees and any other functions assigned by the Board. In particular, the Committee shall have the following roles and responsibilities:

**1. Human Capital Management**

in consultation with the Chief Executive Officer (“CEO”) and the Chief People Officer, the Committee shall:

- (i) advance the Corporation’s human resources strategy to ensure that the people, processes and practices are strongly aligned with the Corporation’s overall strategy and business objectives;
- (ii) review the results from the Corporation’s periodic employee survey, in years in which one is conducted, to ensure there is sufficient focus on employee engagement and company culture;
- (iii) review the Corporation’s diversity, equity, and inclusion policies and programs, including monitoring internal diversity against any goals and objectives and pay equity;
- (iv) review the employee value proposition and corresponding key metrics;
- (v) at least annually, review the corporate values of the Corporation;

**2. Succession and Talent Management**

- (i) at least annually, review with the Board the succession plans relating to the position of the CEO, executive officers and key roles and make recommendations to the Board with respect to the selections of individuals to occupy these positions;
- (ii) at least annually, in consultation with the CEO, review the talent strategy for all senior positions, including the review of major changes in the overall organizational structure that may impact senior management roles;
- (iii) annually review programs in place and under development related to talent management, workforce planning, leadership development, succession planning, career path planning and performance evaluation and their consistency with the strategy of the Corporation and generally accepted human resources practices;
- (iv) review and recommend to the Board the hiring and termination of executive officers of the Corporation, where “executive officer” is defined at a minimum as the CEO and his/her direct reports;

### **3. Executive Compensation**

- (i) at least annually, review the executive compensation strategy to ensure it is viable, current and aligned with both market best practices and the long-term goals and objectives of the Corporation;
- (ii) at least annually, review the position description, performance goals and objectives and actual performance of the CEO; recommend to the Board the CEO's performance goals and objectives annually to ensure his/her goals are aligned with the strategy and goals of the Corporation; recommend compensation levels based on the performance evaluation of the CEO;
- (iii) at least annually, in consultation with the CEO, review the performance goals and objectives and actual performance of all executive officers who report directly to the CEO and make recommendations to the Board with respect to the compensation of each of these individuals;
- (iv) periodically review and recommend to the Board, for the CEO and executive officers, terms of employment, including incentive-compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements, and change in control arrangements or provisions, share ownership guidelines and any special or supplemental benefits;
- (v) approve long-term incentive awards to employees under the Corporation's long-term incentive plans, pursuant to the terms of such plans or any delegation authority from the Board;
- (vi) at least annually, the Committee shall review and make recommendations with respect to the Corporation's executive compensation programs and practices and whether, as they relate to risk-taking incentives, are reasonably likely to not have a material adverse effect on the Corporation;
- (vii) review all executive compensation disclosure in applicable public disclosure including the Corporation's Compensation Discussion and Analysis required to be included in the Corporation's annual management information circular prior to public disclosure by the Corporation;

### **4. Human Resource and Compensation Policies and Practices**

review and make recommendations to the Board concerning:

- (i) the Corporation's key human resource and compensation policies, including health, safety and wellness practices, diversity, equity and inclusion practices, and those on salary administration, recruitment, job evaluation, pay and employment equity, basic incentive and total cash compensation, retirement benefits, and long-term incentives, and recommend changes to the Board if appropriate;
- (ii) all disclosures related to the above policies and practices, including diversity, equity and inclusion and health, safety and wellness policies, included in the annual meeting material;
- (iii) human resources related aspects of material transactions that are being proposed by the Corporation;

## **5. Human Capital Management Risk Review**

- (i) ensure that a system is developed and maintained for identifying, assessing and managing risk related to human capital management, including employee attraction and retention, employee engagement, and talent and succession management;
- (ii) review management's evaluation of risk exposures and assess that they are in keeping with the Corporation's established risk appetite;
- (iii) ensure that executive officers responsible for compensation policies and risk management communicate regularly to ensure that the compensation system does not inadvertently encourage unintended risk taking;
- (iv) review and make recommendations to the Board on human capital management related risks to the Corporation; and

## **6. Reports to the Board**

report to the Board on a regular basis, and prepare reports, as required, by applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators on matters relating to compensation of the directors and executive officers.

The Committee shall provide advice concerning the above-listed matters in respect of management of any material joint ventures and subsidiaries.

### **Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

### **Committee Meeting Administration**

#### **(i) Meetings**

The Committee shall meet at least quarterly and more frequently as circumstances require for the Committee to carry out its duties. Any member of the Committee may call a meeting of the Committee on not less than 48 hours' notice. The notice period may be waived by a quorum of the Committee. A meeting of the Committee may be convened by the Chair or any other member of the Committee. The secretary, who shall be appointed by the Committee, shall, upon the direction of any of the foregoing, arrange a meeting of the Committee. The Committee may invite such officers, directors and employees of the Corporation as it may see fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of any matter. The Committee shall report to the Board in a timely manner with respect to each of its meetings held. Minutes of meetings shall be maintained, and the report to the Board may take the form of copies of the minutes of its meetings.

#### **(ii) Meeting Agendas**

The Committee Chair shall establish a preliminary agenda for each Committee meeting. Any director or other person entitled to call a meeting may request items to be included on the agenda for any meeting.

**(iii) Quorum and Voting**

A quorum for meetings shall be a majority of the members of the Committee or such greater number as the Committee shall by resolution determine. The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by resolution signed by all members entitled to vote on that resolution at a meeting of the Committee. Each member (including the Chair) is entitled to one (but only one) vote in Committee proceedings.

**Independent Advisors**

The Committee shall have the authority to retain, at the expense of the Corporation, independent legal, financial, compensation consulting and other advisors, consultants and experts as the Committee determines to be necessary to permit it to carry out its duties.

The Committee shall have the sole authority to appoint and, if appropriate, terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior management compensation and to approve the consultant's fees and other retention terms. At least annually, the Committee will review and approve the relationship with any compensation consultant; review the consultant's performance; and review and approve fees and other retention terms.

**Annual Evaluation**

At least annually, or more frequently at the request of the Chief Legal Officer, the Committee will, in a manner it determines to be appropriate:

- (i) perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter; and
- (ii) review and assess the adequacy of this Charter and the position description for its Chair and recommend to the Board any changes to this Charter or the position description for its Chair that the Committee believes to be appropriate, except for minor technical amendments to this Charter, authority for which is delegated to the Chief Legal Officer, who will report any such amendments to the Board at its next regular meeting.

This Charter will be posted on the Corporation's website and the Committee will prepare a report on its activities for inclusion in the annual general meeting material.

As approved by the Board of Directors of the Corporation on May 7, 2025.