

Charter of the Human Resources and Governance Committee

Board of Directors of Corus Entertainment Inc.

This charter (the “**Charter**”) sets forth the mandate, responsibilities, composition and authority of the Human Resources and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Corus Entertainment Inc. (“**Corus**” or the “**Company**”).

1. Mandate

The Committee is a standing committee of the Board. Its purpose is to carry out the responsibilities delegated by the Board and to assist the Board in fulfilling its oversight responsibilities with respect to:

- a) compensation policies, programs, processes, and their application to senior executives
- b) appointment, development, and succession for senior executives.
- c) diversity, equity, and inclusion.
- d) corporate governance practices and applicable regulatory requirements.
- e) the role, composition, structure, independence, and effectiveness of the Board.
- f) environment, social, and governance (“**ESG**”) strategy, risk, planning, and reporting.
- g) conduct, ethics, and any related matters, policies or processes.

2. Duties and Responsibilities

2.1 Compensation and Pension Plans

- (a) The Committee will annually review and approve the terms and conditions of compensation programs and policies (the “**Plans**”), or any material changes to the Plans, including their design, measurements, the setting of targets, the assessment of the Company’s performance against those criteria, and proposed payouts. In executing upon the foregoing, the Committee will have regard to alignment with the strategic and operating plans and compensation risks and risk mitigation practices in the context of the Company’s overall risk. Where the approval of the Board of Directors of a Plan is required by law or the terms of the Plan, the Committee will review and make recommendations to the Board for such Plan(s) and material changes to such Plan(s).
- (b) The Committee will review, approve and, as required, make recommendations to the Board for any proposed amendments to the Company’s pension plans that materially impact costs, benefits, plan eligibility or plan establishment/termination, and review periodic reports regarding the investment of the pension and retirement plans.
- (c) The Committee will annually review the independence and performance of the Committee’s independent compensation advisors, if any.

2.2 Senior Executives/Executive Leadership Team

- (a) The Committee will review and approve the composition and use of comparator groups used in assessing compensation payable to senior executives, including the Executive Chair and the Chief Executive Officer.
- (b) The Committee will make recommendations to the Board on the appointment of senior executives (except the Executive Chair and the Chief Executive Officer).

- (c) The Committee will review and approve any initial employment contracts or other hiring packages to be entered into with senior executives (except the Executive Chair and the Chief Executive Officer).
- (d) The Committee will annually review the Chief Executive Officer's evaluation of the performance of the other Executive Leadership Team members.
- (e) The Committee will review and approve the Chief Executive Officer's recommendations with respect to the amount of compensation to be paid to the other Executive Leadership Team members. This includes any one-time (special) awards paid to any member of the Executive Leadership Team.
- (f) The Committee will review and approve the total compensation arrangement for any member of management outside of the Executive Leadership Team who may constitute a "Named Executive Officer" for the purposes of reporting in the Company's annual management information circular.
- (g) The Committee will review and report to the Board on the Company's process and approach to succession planning for senior management positions, with the Company's succession plan (including for the position of President and Chief Executive Officer) reviewed and approved by the Board.
- (h) The Committee will discuss and comment on any proposed termination packages to be entered into with Executive Leadership Team members and any material changes to the terms of such packages. The decision to terminate employment for Executive Leadership Team members rests with the Chief Executive Officer, with the exception of the Executive Vice President, People and Communications for whom the Committee must provide pre-approval, and the further exception of the Executive Vice President, Chief Financial Officer for whom the Audit Committee must provide pre-approval.

2.3 Chief Executive Officer and Executive Chair

- (a) The Committee will annually review and make recommendations to the Board regarding any revisions to the position description of the Chief Executive Officer.
- (b) The Committee will annually review, and make recommendations to the Board regarding the Chief Executive Officer's objectives for the year.
- (c) The Committee will annually review, evaluate, and make recommendations to the Board regarding the performance of the Chief Executive Officer against predetermined goals and criteria, having regard to the Chief Executive Officer's general mandate to maximize shareholder value and to fulfill the strategic and operating plans of the Company.
- (d) At least every two years, the Committee will review the level and form of compensation of the Executive Chair, and recommend to the Board for consideration and approval, the amount of compensation to be paid to the Executive Chair. The Executive Chair and the Chief Executive Officer may not be present during voting or deliberations on the Executive Chair's compensation arrangements.
- (e) At least every two years, the Committee will review the level and form of compensation of the Chief Executive Officer, and recommend to the Board for consideration and approval, the amount of compensation to be paid to the Chief Executive Officer. The Chief Executive Officer may not be present during voting or deliberations on their compensation arrangements.

2.4 Diversity, Equity, and Inclusion

The Committee will review, monitor, and report to the Board on the effectiveness of the Company's diversity, equity and inclusion plans and progress.

2.5 Human Resource Matters

- (a) The Committee will review the Company's employee engagement survey results.
- (b) The Committee will review and monitor the Company's labour relations strategy and collective bargaining results.
- (c) The Committee will review, on a quarterly basis, reports of employee complaints relating to ethical, leadership, and culture issues.
- (d) The Committee will review and/or approve such other matters relating to human resource matters as are specifically delegated to it by the Board.

2.6 Corporate Governance

The Committee will:

- (a) Establish and review the Company's approach to governance issues including emerging best practices and the Company's response to, and compliance with, any applicable governance guidelines.
- (b) Review and oversee the Company's strategy and plans relating to ESG.
- (c) Review and approve the Company's ESG report and provide reporting on and education to Board for same.
- (d) Review and make recommendations to the Board regarding any public disclosure regarding corporate governance matters as may be required by securities regulatory authorities or others, including disclosure of the Company's corporate governance practices included in the management information circular prepared in connection with the annual meeting of shareholders.
- (e) Review any shareholder proposals to be included in the management information circular prepared in connection with the annual meeting of shareholders and make recommendations to the Board.
- (f) Review and approve any public disclosure requirements regarding executive compensation and related matters as may be required by securities regulatory authorities or others.
- (g) Review transactions between the Company and its directors, officers, shareholders, other related parties, and where required by applicable law and make appropriate recommendations to the Board.
- (h) Review and approve any disclosure policies or practices, including consideration of conflicts of interest issues or restricting use of confidential information.
- (i) Receive reporting on and monitor conduct risks and issues. This includes monitoring the directors' and officers' compliance with the Company's Code of Business Conduct and reviewing any issues arising from non-compliance therefrom.
- (j) Review and approve nominations for Corporate Secretary.

2.7 Board Composition and Director Nominations

The Committee will:

- (a) Evaluate and report on the performance and effectiveness of the Board as a whole, the committees of the Board and individual directors on a regular, ongoing basis, but no less often than every two years. The evaluation of the performance and effectiveness of the Board as a whole and the committees of the Board will be conducted with regard to the composition, size, structure, and expertise required by each of them.
- (b) Review and make recommendations to the Board regarding any changes in the role, composition, and structure of the Board and of Board committees.
- (c) At least every two years, review and approve position descriptions for the Executive Chair, Vice-Chair, Independent Lead Director, and the Committee Chairs (or co-chairs, as applicable).
- (d) At least every two years, review the Charters of the Board and its committees and the Corporate Governance Guidelines, and any such similar documents and make recommendations to the Board about any material or significant amendments.
- (e) Review and approve any administrative changes to the foregoing documents, periodically and as necessary.
- (f) Assess what competencies and skills the Board and its committees should possess to align with the strategies, risks, culture, and opportunities of the Company, in consideration of having a diverse and inclusive Board, and other planning or succession needs of the Board and its committees.
- (g) Consider or identify director candidates and recommend director nominations to the Board for approval, having regard to the skills, areas of expertise, professional and personal backgrounds, geographic location and independence of such nominees.

2.8 Director Independence

The Committee will:

- (a) Review nominations for the Independent Lead Director and make recommendations on such to the Board for consideration and approval.
- (b) As required and in any event at least annually, review and assess the independence of the Board, considering any material changes or relevant new facts and, as necessary, review factors or standards to be applied in making independence determinations.

2.9 Director Compensation

At least every two years, the Committee will review the structure or level of non-executive director compensation and make recommendations to the Board.

2.10 Board Education

The Committee will establish and oversee orientation of new directors and ongoing education for existing directors.

2.11 Other Duties

The Committee will:

- (a) Meet separately, periodically, as it deems appropriate, with management.

- (b) Provide a forum for the Company's General Counsel to have unfettered access to the Committee to raise any compliance, legal or risk concerns or issues, including regarding the interaction between the legal department and senior management or regulators.
- (c) Keep abreast of latest regulatory requirements, emerging trends and best practices in the areas of corporate governance, human resources and compensation matters.
- (d) Perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated and may adopt policies and procedures for carrying out its responsibilities.

3 Composition and Membership

- (a) The Board will appoint the members ("**Members**") of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy if the membership of the Committee is less than three directors. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director of the Company. Whenever there is a vacancy on the Committee, the remaining members may exercise all its power as long as a quorum remains in office.
- (b) The Committee will consist of at least three directors, none of whom may be employees of the Company or a subsidiary of the Company, and all of whom are independent directors within the meaning of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines, and any other applicable regulatory rules, including section 1.4 of National Instrument 52-110 *Audit Committees*.
- (c) All Members will have working familiarity with corporate governance, human resources and compensation matters, including compensation, succession planning, and executive development or be willing and able to acquire the necessary knowledge quickly. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the full Board.
- (d) The Board will appoint one of the Members to act as chair of the Committee (the "**Chair**") (or two of the Members to act as co-chairs, as applicable). The secretary to the Committee will be either the Corporate Secretary of the Company or a person designated by the Chair (who need not be a director).
- (e) Members are entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

4 Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chair (or co-chairs) may determine, but in any event not less than four (4) times per year. The Committee may also meet as often as it deems necessary to perform the duties and discharge its responsibilities as described herein in a timely manner. Special meetings may be authorized at the request of any member of the Committee or at the request of the Chief Executive Officer; the Executive Vice President, People and Communications; or the Executive Vice President, General Counsel and Corporate Secretary.

- (b) Members of the Committee may participate in any meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating by any such means shall be deemed to be present at that meeting.
- (c) The Committee should generally meet *in camera* without members of management in attendance for a portion of each meeting of the Committee.
- (d) The Chair (or co-chairs, as applicable), if present, will act as the chair of meetings of the Committee. If the Chair (or both co-chairs, as applicable) is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chair of the meeting.
- (e) A majority of Members (51%) will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. A Chair (or co-chairs, as applicable) will not have a deciding or casting vote in the case of an equality of votes.
- (f) The Committee may act by means of a written resolution signed by all Members entitled to vote on the matter.
- (g) Senior management of the Company and other parties may attend meetings of the Committee, as may be deemed appropriate by the Committee. Both the Executive Chair and the Chief Executive Officer may attend meetings of the Committee in a non-official and non-voting capacity with the consent of the Committee.
- (h) Notice of each meeting of the Committee shall be given to each Member as far in advance of the time for the meeting as possible, but in any event, not later than 24 hours preceding the time stipulated for the meeting (unless otherwise waived by all Members). Each notice of meeting shall state the nature of the business to be transacted at the meeting in reasonable detail and to the extent practicable, be accompanied by copies of documentation to be considered at the meeting.

5 Evaluation and Effectiveness

The Committee will perform an evaluation of its performance annually to determine whether it is functioning effectively and will provide this evaluation to the Board.

6 Conflict of Interest

If a Member faces a potential or actual conflict of interest relating to a matter before the Committee, other than matters relating to the compensation of directors, that Member shall be responsible for alerting the Chair (or both co-chairs if applicable). If the Chair (or one of the co-chairs) faces a potential or actual conflict of interest, the Chair shall advise the Executive Chair. If the Chair, or the Executive Chair, as the case may be, concurs that a potential or actual conflict of interest exists, the Member faced with such conflict shall disclose to the Committee the Member's interest and shall not be present for or participate in any discussion or other consideration of the matter and shall not vote on the matter.

7 Reporting

The Chair (or co-chairs, as applicable) will report on the Committee's activities at each Board meeting and at any other time deemed appropriate by the Committee or upon request of the Board. The Corporate

Secretary will generally circulate the minutes of each meeting of the Committee to members of the Board, but may limit some sensitive human resources information as it deems appropriate.

8 Access to Information and Authority

In fulfilling its responsibilities set out in this Charter, the Committee has the authority to conduct any investigation it deems appropriate and have access to any officer, employee or agent of the Company for the purpose of fulfilling its responsibilities. The Committee will have access to the Company's senior management and documents as required to fulfill its responsibilities and will be provided with the resources necessary to carry out its responsibilities

The Committee has the authority to retain and set compensation for, at the Company's expense in consultation with the Executive Chair, the services of independent outside advisors, including legal, financial, compensation consulting and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities.

9 Review of Charter

The Committee will review and approve this Charter as needed, and in any event every two years, and recommend any proposed changes to the Board for consideration and approval.

Last reviewed and approved: 11 April 2024