



## SOFTCHOICE CORPORATION COMPENSATION, TALENT AND REWARDS COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Compensation, Talent and Rewards Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Softchoice Corporation (“**Softchoice**” or the “**Company**”).

### 1. Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to executive compensation and talent and leadership development through oversight of:

- (a) the establishment and implementation of key human resources and compensation policies, processes and practices, including incentive and equity-based compensation plans and programs;
- (b) the performance evaluation of the President and Chief Executive Officer, and determination of the compensation for the President and Chief Executive Officer, and other senior executives of Softchoice;
- (c) the establishment of policies and procedures designed to identify and mitigate risks associated with the Company’s compensation policies and practices; and
- (d) talent assessment and succession planning, including the appointment, training and evaluation of senior management.

### 2. 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 of Softchoice or until their successors are appointed. The Board may add or remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) The Committee shall consist of as many directors of the Board as the Board may determine, but in any event, not less than 3 (three) Members. Having regard to the fact that the Company is a controlled-company, the majority of Members shall meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which Softchoice’s securities are listed, including section 1.4 of National Instrument 52-110 – *Audit Committees*. In addition, each director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member’s independent judgment.
- (c) All Committee Members shall have a working familiarity with compensation and human resources matters and at least one member shall be experienced in executive compensation matters.
- (d) The Board will appoint one of the Members to act as the chair of the Committee (the “**Chair**”). The secretary of Softchoice (the “**Secretary**”) will be the secretary of all

meetings and will maintain minutes of all meetings and deliberations of the Committee and will circulate such minutes of each meeting of the Committee to the Members and to the Chair of the Board (and to any other member of the Board that requests that they be circulated) on a timely basis. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.

- (e) The Committee may delegate any or all of its functions to any of its Members or any sub-set thereof, or other persons, from time to time as it sees fit.

### **3. Meetings**

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than two (2) times per year. To the extent possible, twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person, by videoconferencing or by telephone.
- (b) The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee, the Members in attendance may select one of their numbers to act as chair of the meeting.
- (c) A majority of Members 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. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- (d) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee, if any Member of the Committee so requests.
- (e) To the extent possible, in advance of every regular meeting of the Committee, the Chair, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of Softchoice to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

### **4. Exercise of Power between Meetings**

Between meetings, the Chair or any Member designated for such purpose by the Committee, may, if required under the circumstances, exercise any power delegated by the Committee on an interim basis. The Chair or other designated Member will promptly report to the other Members in any case in which this interim power is exercised.

## 5. Duties and Responsibilities

The duties and responsibilities of the Committee as they relate to the following matters, are as follows:

### ***Performance Objectives***

- (a) Annually review the performance objectives for the President and Chief Executive Officer and other senior executives (as designated by the Committee from time to time) and, in the Committee's discretion, recommend any changes to the Board for consideration.

### ***Evaluation of Performance***

- (b) Annually review and evaluate the performance of the President and Chief Executive Officer and other senior executives (as designated by the Committee from time to time) in light of pre-established performance objectives and report its conclusions to the Board.

### ***President and Chief Executive Officer Compensation***

- (c) Annually review the compensation for the President and Chief Executive Officer based on the performance evaluation and, in the Committee's discretion, make recommendations to the Board for consideration.

### ***Senior Executive Compensation***

- (d) Annually review and approve the compensation for the other senior executives (as designated by the Committee from time to time) and, where required, make recommendations to the Board for consideration.

### ***Compensation Policies and Practices***

- (e) Annually review the compensation strategy, policies and practices for the President and Chief Executive Officer and the senior executives to ensure they are designed to:
  - (i) reflect their respective duties and responsibilities;
  - (ii) be competitive in attracting, retaining and motivating people of the highest quality;
  - (iii) align the interests of the directors, the President and Chief Executive Officer, and the senior executives with shareholders and Softchoice as a whole;
  - (iv) be responsive to established corporate and individual performance objectives, as applicable;
  - (v) be distinguishable between each other, that is, the structure of non-executive directors' compensation should be distinguishable from that of executive directors and senior executives; and

- (vi) discourage the taking of inappropriate or excessive risks.
- (f) From time to time, as appropriate, review and assess appropriate compensation related best-practices, the Company's policies on salary administration, pay and employment equity, basic incentive and total cash compensation, retirement benefits, and long-term incentives, including review and implementation of recommendations made by shareholders and proxy advisers.

#### ***Administration of Security-Based Compensation Plans***

- (g) Review, oversee, and administer the adoption, amendment and implementation of the Company's incentive compensation and equity-based plans, subject to Board approval as appropriate.

#### ***Succession Planning***

- (h) Annually prepare and review Softchoice's succession plan for the President and Chief Executive Officer and other senior executives, including appointment, training, evaluation and emergency succession plans, with consideration to the Board and Executive Diversity Policy and, in the Committee's discretion, recommend any changes to the Board for consideration.

#### ***Human Resources Policies and Programs***

- (i) From time to time, as appropriate, review key human resources policies and programs in place and under development related to people planning, management development, talent development, succession planning, career path planning and performance evaluation and their consistency with the strategy of the Company.
- (j) From time to time, as appropriate, review the Company's policies on recruitment and job evaluation and recommend changes to the Board if appropriate.
- (k) Receive updates and reports regarding compliance with human resources related laws and regulations, including applicable labour standards and worker's compensation requirements.
- (l) Periodically review goals, strategy, execution and performance of diversity, equity and inclusion initiatives and employee engagement.

#### ***Risk Management***

- (m) Periodically review and discuss:
  - (i) the relationship between the Company's risk management policies, corporate strategy and compensation of senior executives; and
  - (ii) the Company's compensation approach, policies and practices to ensure they are designed to discourage unnecessary or inappropriate risk taking.

- (iii) At least annually, assess and provide oversight to management with respect to material risks related to the Company's compensation programs, including evaluating management's assessment of risk of the Company's compensation programs.

#### ***Compensation Disclosure***

- (n) Oversee the preparation and review of, discuss with management and recommend the Compensation Discussion and Analysis required to be included in the Company's annual management information circular and other applicable public disclosure of the Company.

#### ***Investigations***

- (o) Direct and supervise the investigation into any matter brought to its attention within the scope of the Committee's duties.

#### ***Other Duties***

- (p) Perform such other duties as may be assigned to it by the Board from time to time or as may be required or advisable under applicable securities laws, stock exchange rules or other legislation or regulations.

### **6. Oversight Function**

This Charter is not intended to change or interpret the constating documents of the Company or applicable law or stock exchange rule to which the Company is subject, and this Charter should be interpreted in a manner consistent with all such applicable laws and rules. In the event of a conflict between this Charter and the investor rights agreement dated June 1, 2021 among Birch Hill Equity Partners IV, LP, Birch Hill Equity Partners (US) IV, LP, Birch Hill Equity Partners (Entrepreneurs) IV, LP and the Company (the "**Investor Rights Agreement**"), the Investor Rights Agreement shall prevail.

The Board may, from time to time, permit departures from the terms of this Charter, either prospectively or retrospectively. This Charter is not intended to give rise to civil liability on the part of the Company or its Directors or officers to shareholders, security holders, customers, suppliers, partners, competitors, employees or other persons, or to any other liability whatsoever on their part.

### **7. Reporting and Evaluation**

At the request of the Chair of the Board, but at least once during the calendar year, the Chair will report to the Board at Board meetings on the Committee's activities since the last Committee report to the Board. The Committee will annually review and approve executive compensation disclosure to be included in the management proxy circular. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

The Committee shall periodically evaluate its own performance and report to the Corporate Governance and Nominating Committee on such evaluation. The performance of the Committee shall be evaluated by the Corporate Governance and Nominating Committee as part of its regular evaluation of the Board committees.

### **8. Access to Information and Authority to Retain Independent Advisors**

The Committee shall have unrestricted access to all information regarding Softchoice that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

The Committee has the authority to retain, at Softchoice's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts (each, a "**Compensation Advisor**"), to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board. In the event management wishes to retain the same Compensation Advisor or any of its affiliates, to provide services to the Company, management must seek the pre-approval of the Committee, in order to ensure that there is no actual or perceived conflict of interest.

The Committee shall discharge its responsibilities and shall assess the information provided by the Company's management and the external advisers, in accordance with its business judgment. Members are entitled to rely, absent knowledge to the contrary, on the integrity of the persons and organizations from whom they receive information, and on the accuracy and completeness of the information provided. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee or the Board a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject under applicable law.

#### **9. Review of Charter**

The Committee will periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated: August 12, 2021

Approved by: Compensation, Talent and Rewards Committee  
Board of Directors