

Human Resources Committee Charter

(the “**Charter**”)

1. Mandate

The Human Resources Committee (the “**Committee**”) of Fiera Capital Corporation (the “**Company**”) is established by the Board of Directors of the Company (the “**Board**”) for the primary purpose of assisting the Board in fulfilling its key oversight responsibilities with respect to matters relating to human resources and succession planning, including:

- > reviewing and recommending the appointment, compensation and the evaluation of the performance of the Chair of the Board and Global Chief Executive Officer (the “**Chair and Global CEO**”);
- > overseeing the appointment, compensation and the evaluation of the performance of the members of the Executive Team, excluding the Chair and Global CEO, and ensuring that the members of the Executive Team are compensated in a fair and competitive manner. “**Executive Team**” means the Chair and Global CEO and his executive direct reports;
- > overseeing the development and implementation of succession plans for the Executive Team;
- > overseeing the development and implementation of the Company’s human resources policies applicable to the Executive Team;
- > reviewing and recommending long-term incentive grants (except for grants under the Company’s RSU cash plan for employees other than the Executive Team);
- > overseeing the management of the Company’s compensation and benefit plans applicable to the Executive Team and ensure alignment of the interests of the Executive Team with those of the Company’s shareholders and clients; and
- > overseeing the risks associated with Fiera Capital’s compensation policies and practices.

The Committee shall inform and report periodically to the Board about its activities, issues and related recommendations.

The Committee shall have access to the Executive Team and other employees, as required to carry out its mandate described herein.

The Committee shall encourage continuous improvement of, and foster adherence to the Company’s policies, procedures and practices at all levels.

2. Operating Mode

2.1 Composition

The Committee shall consist of at least three (3) directors of the Board (each, a “**Member**” and collectively, the “**Members**”). Each year, upon the recommendation of its Nominating and Governance Committee, the Board will appoint the Members and the chair of the Committee (the “**Chair**”) at its first meeting following the Company’s annual general meeting of the shareholders (the “**AGM**”).

The Members shall meet the independence, experience and/or other membership requirements under applicable laws, rules and regulations (including those, if any, of applicable stock exchanges) as determined by the Board.

Members shall hold office from time to time from their appointment until the next AGM or until a successor is appointed. The Board may, at any time, remove or replace a Member. A Member may also resign. A Member that ceases to be a director shall also automatically cease to be a Member. The Board shall fill a vacancy on the Committee by appointment amongst the directors of the Board. Subject to quorum requirements, the remaining Members shall exercise all the powers of the vacant Member position.

In the Chair’s absence or in case of a temporary position vacancy, the Committee may select another Member as Chair. The Chair may exercise all powers of the Committee in between meetings. Nevertheless, the Chair shall reasonably involve the other Members prior to exercising any power and advise them of the decisions ensuing the exercised powers.

2.2 Responsibilities of the Chair

The Chair leads the Committee in all aspects of its work. It is responsible for managing the affairs of the Committee and ensuring that it is properly organized and functions efficiently. More specifically, the Chair shall be responsible for:

- (a) providing leadership to enable the Committee to act effectively in carrying out its duties and responsibilities as described in this Charter and as may be otherwise appropriate;
- (b) ensuring, in consultation with the Chair and Global CEO and the Lead Director, that there is an effective working relationship between the management of the Company and the Members;
- (c) chairing meetings of the Committee;
- (d) determining, in consultation with the Chair and Global CEO and the corporate secretary of the Company (the “**Corporate Secretary**”), the frequency, dates and locations of meetings of the Committee;
- (e) reviewing, in consultation with the Chair and Global CEO and the Corporate Secretary, the annual work plan and meeting agendas in order to ensure that all required business is brought before the Committee;

- (f) ensure the proper flow of information to the Committee and, in consultation with the Chair and Global CEO and the CLO, review the adequacy and timing of materials in support of management proposals;
- (g) ensuring, in consultation with the Chair and Global CEO, that all items requiring Committee approval are appropriately tabled, and that action items from previous meetings are presented to the Committee at each meeting, as applicable;
- (h) at the meeting of the Board immediately following any meeting of the Committee, reporting to the Board on matters reviewed by, and on any decisions or recommendations of, the Committee; and
- (i) carrying out any special assignments or functions as may be requested by the Board.

2.3 Meetings

The Committee shall meet at least four times a year, with authority to convene additional meetings, as circumstances require. All Members are expected to attend each meeting, in person or via teleconference or videoconference. The Committee shall invite members of management or others to attend meetings and provide pertinent information, as necessary. Notice for such meetings shall be sent to the Members and to the Chair and Global CEO.

The Committee shall hold *in camera* sessions without members of management present, unless otherwise invited. These sessions shall be led by the Chair.

Meeting agendas shall be prepared by the Corporate Secretary, approved by the Chair following consultation with other Members if necessary, and provided in advance to the Members along with appropriate briefing materials. The Corporate Secretary, or any other person appointed by the Chair, shall prepare minutes of the meetings. The minutes of the Committee meetings shall accurately record the significant discussions of and decisions made by the Committee, including all recommendations to be made by the Committee to the Board.

Such minutes shall be circulated to all Members of the Committee for approval and, thereafter, shall be entered into the records of the Company, with appropriate redactions to exclude any non-material sensitive personnel information.

The majority of Members present in person, by teleconference or by videoconference shall constitute a quorum.

2.4 Evaluation of the Committee

On an annual basis, the Committee shall, in conjunction with the Nominating and Governance Committee, evaluate its performance and shall review the adequacy of its Charter, requesting Board approval for proposed changes and appropriate disclosure as may be required by law, regulation and listing requirements.

3. Duties and Responsibilities

In addition to any other responsibilities and duties assigned to it from time to time by the Board, the Committee shall carry out the following specific responsibilities with respect to the Company.

The Committee shall review and discuss, report and where appropriate, provide recommendations to the Board. The Committee shall be responsible for:

3.1 Executive Team

- (a) reviewing the Chair and Global CEO's assessment of current management resources and plans in order to plan availability of qualified personnel for the Executive Team and management personnel succession, and annually report to the Board on this matter;
- (b) annually reviewing and assessing, in collaboration with the Board, the Chair and Global CEO's performance in relation to pre-set performance targets and corporate goals and objectives; and
- (c) annually reviewing, in consultation with the Chair and Global CEO, the individual performance in relation to pre-set performance targets, corporate goals and objectives of the Executive Team, excluding the Chair and Global CEO, and reporting to the Board on this matter.

3.2 Compensation

- (a) reviewing the compensation principles, policies and processes applicable to the Executive Team and following such review, submitting recommendations to the Board for approval;
- (b) at least annually, reviewing the Chair and Global CEO's general compensation, including base salary, variable compensation (short-term and long-term compensation), defined contribution pension plan and benefits, and submitting recommendations to the Board for approval;
- (c) at least annually, reviewing and approving the general compensation, including base salary, variable compensation (short-term and long-term compensation), defined contribution pension plan and benefits of the Executive Team, excluding the Chair and Global CEO;
- (d) reviewing long-term incentive grants (except for grants under the Company's RSU cash plan for employees other than the Executive Team) and submitting recommendations to the Board for approval;
- (e) reviewing, in accordance with applicable laws and regulations, the Company's compensation information to be included in the Company's public disclosure documents and submitting recommendations to the Board for approval; and
- (f) reviewing all compensation plans applicable to the Executive Team, including: variable compensation (short-term and long-term compensation plans), defined contribution pension plan and benefits, and submitting changes to the Board for approval.

3.3 Other Human Resources Matters

- (a) analyzing organizational or Executive Team changes, excluding the Chair and Global CEO, in consultation with the Chair and Global CEO;
- (b) reviewing succession plans for the Executive Team and reporting to the Board on same;
- (c) establishing and implementing the Company's human resources policies applicable to the Executive Team;
- (d) overseeing and reviewing the management of the Company's compensation and benefit plans applicable to the Executive Team to ensure alignment of the interests of the Executive Team with those of the Company's relevant stakeholders and submitting recommendations to the Board for approval; and
- (e) evaluating the risks associated with the Company's compensation policies and practices and submitting recommendations to the Board for approval.

4. Access to Information, Outside Advisors and Experts

The Committee shall have access to all information, documents and records of the Company that it determines necessary or advisable to permit it to carry out its duties and responsibilities.

The Committee shall have the authority to retain or appoint any outside advisor or expert if deemed necessary to assist the Committee in performing its responsibilities.

5. Limitations

Nothing contained in this Charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Company or the Members. The Members are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, and (ii) the accuracy and completeness of the information provided.

6. Review of Charter

This Charter will be reviewed periodically by the Board. This Charter is dated and effective as of February 25, 2025.