



## **MDA SPACE LTD.**

# **Charter of the Human Resources, Development & Compensation Committee**

Approved by the Board of Directors effective January 1, 2022, as amended on February 27, 2024 and August 7, 2024

# **CHARTER OF THE HUMAN RESOURCES, DEVELOPMENT & COMPENSATION COMMITTEE**

(the “Charter”)

## **1. Purpose**

The Human Resources, Development & Compensation Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of MDA Space Ltd. (the “**Corporation**”). The members of the Committee and the chair of the Committee (the “**Chair**”) are appointed by the Board on an annual basis (or until their successors are duly appointed) and the Committee is charged with reviewing, overseeing and evaluating the compensation (including any securities-based compensation or incentive plans) and human resources policies of the Corporation. In addition, it is expected that the Committee will be responsible for: (i) assessing the performance of the Chief Executive Officer, and, together with the Chief Executive Officer, the performance of the other “Named Executive Officers<sup>1</sup>”; (ii) reviewing and making recommendations to the Board concerning the level and nature of compensation payable to the Chief Executive Officer; (iii) reviewing and, where applicable, approving the recommendations of the Chief Executive Officer concerning the compensation payable to the other “Named Executive Officers”; and (iv) reviewing and approving the compensation paid by the Corporation, if any, to advisors of the Committee.

## **2. Composition**

The Committee shall be comprised of a minimum of three members of the Board, all of whom will be “independent” as defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. Any member of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by election from among the Board. If and whenever a vacancy will exist on the Committee, the remaining members may exercise all powers of the Committee so long as a quorum remains.

## **3. Limitations on Committee’s Duties**

In contributing to the Committee’s discharge of its duties under this Charter, each member of the Committee will be obliged to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations and reports made by

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<sup>1</sup> “Named Executive Officers” are a subset of Executive Officers. Named Executive Officers consist of the Chief Executive Officer, Chief Financial Officer and the next three highest compensated Executive Officers, as prescribed by applicable securities regulation. “Executive Officers” are all officers of the company that have been duly appointed as such by resolution of the Board.

management of the Corporation, and (iv) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

#### **4. Reports**

The Committee shall:

- (a) Report to the Board on a regular basis and before any public disclosure by the Corporation on compensation matters.
- (b) Prepare and approve any reports on executive compensation, prior to their public disclosure, as required by applicable legislation and regulation and/or pursuant to the Corporation's undertaking to provide necessary information to comply with its disclosure obligations.

#### **5. Responsibilities**

The Committee shall:

- (a) From time to time, as appropriate, review with the Chief Executive Officer the overall compensation philosophy of the Corporation and the corresponding long-term goals and objectives in relation to compensation.
- (b) From time to time, as appropriate, review and approve the position description of the Chief Executive Officer.
- (c) At least annually, review the corporate goals and objectives relevant to the compensation of the Chief Executive Officer and evaluate the Chief Executive Officer's performance in light of those goals and objectives.
- (d) Consider recommendations from the Chief Executive Officer concerning the hiring and termination of the other "Named Executive Officers", and ensure that the Chief Executive Officer engages Executive Officers with the necessary skills, knowledge, and experience to manage the Corporation's affairs in a sound and responsible manner.
- (e) Periodically review and recommend to the Board the ordinary course succession plans relating to the position of the Chief Executive Officer and the other "Named Executive Officers", make recommendations to the Board with respect to the selections of an individual to occupy the position of Chief Executive Officer, and consider recommendations from the Chief Executive Officer with respect to the selections of individuals to occupy such other positions.
- (f) At least annually, (i) review and make recommendations to the Board with respect to the compensation of the Chief Executive Officer, (ii) based on the recommendations of the Chief Executive Officer, review and approve the compensation of the other "Named Executive Officers", and (iii) based on the recommendations of the Chief Executive Officer, review the compensation framework applicable to any other Executive Officer, in each case including

incentive compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements, and change of control arrangements or provisions, and any special or supplemental benefits.

- (g) Review and make recommendations to the Board with respect to awards under any incentive compensation or equity-based plans of the Corporation.
- (h) From time to time, as appropriate, review the Corporation's policies and programs related to human resources, including those related to human resources planning, diversity and inclusion, management development, succession planning, career path planning, performance evaluation, salary administration, recruitment, job evaluation, pay and employment equity, basic incentive and total cash compensation, retirement benefits and long-term incentives.
- (i) From time to time, review and oversee compliance of the Corporation's Share Ownership Guidelines, and where appropriate make recommendations to the Board with respect to changes.
- (j) From time to time, as appropriate, review the Corporation's overall strategy in respect of human resources and in respect of diversity, equity and inclusion.
- (k) Review management's policies and practices for ensuring that the Corporation complies with legal prohibitions, disclosure and other requirements on making or arranging for personal loans and amending or extending any such loans or arrangements.
- (l) From time to time, as appropriate, review the design of the Corporation's pension plans and make changes to the design of such plans.

## **6. Meetings**

The Committee shall meet at least semi-annually and more frequently as circumstances require. All members of the Committee should strive to be at all meetings. A quorum for the transaction of business at any meeting of the Committee shall be a majority of the members of the Committee or such greater number as the Committee shall by resolution determine. The Committee shall keep minutes of each meeting of the Committee. A copy of the minutes shall be provided to each member of the Committee. The Committee shall meet separately, periodically, with management and may request any officer or employee of the Corporation or any of its direct or indirect subsidiaries or outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee. The Chief Executive Officer may be present at meetings of the Committee to provide input on executive compensation other than his own. The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

The Chair of the Committee shall set the agenda with input from other Committee members.

**7. Independent Advice**

In discharging its mandate, the Committee shall have the authority to retain, on terms and conditions determined by the Committee and at the expense of the Corporation, such consultants and advisors as the Committee determines to be necessary to permit it to carry out its duties.

**8. Annual Evaluation**

At least annually, the Committee shall, in a manner it determines to be appropriate:

- (a) Perform a review and evaluation of the performance of the Committee, including the compliance of the Committee with this Charter.
- (b) Review and assess the adequacy of this Charter and recommend to the Board any amendments to this Charter that the Committee believes to be appropriate.