



TELESAT CORPORATION HUMAN RESOURCES & COMPENSATION COMMITTEE CHARTER

This charter (the "**Charter**") sets forth the purpose, composition, responsibilities and authority of the Human Resources & Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Telesat Corporation ("**Telesat**" or the "**Company**").

Certain aspects of the composition and organization of the Committee are prescribed and/or governed by the *Business Corporations Act* (British Columbia), the articles of Telesat, as amended and restated (the "**Telesat Corporation Articles**") and applicable agreements, including the separate investor rights agreements dated November 23, 2020 entered into between Telesat and each of MHR Fund Management LLC and Public Sector Pension Investment Board (as may be amended from time to time, the "**Investor Rights Agreements**"). Certain of the provisions of this Charter may be modified or superseded by the provisions of the Telesat Corporation Articles and the Investor Rights Agreements. In the event of any conflict between this Charter and the Telesat Corporation Articles or the Investor Rights Agreements, or any of the rights, privileges, arrangements or powers set forth therein, the Telesat Corporation Articles and the Investor Rights Agreements shall prevail and this Charter shall not and shall be interpreted not to, directly or indirectly interfere with, limit or restrict or otherwise disrupt, any of such rights, privileges, arrangements, or powers.

1. Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to executive compensation, management development and succession, director compensation and executive compensation disclosure through oversight of:

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

2. Composition and Membership

- (a) The Board will appoint the members (the "**Members**") of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of Telesat after their appointment or until their successors are appointed and qualified. 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. The Board will fill any vacancy if the membership of the Committee is less than three directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all of the powers of the Committee as long as a quorum remains in office.
- (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 and such members shall be designated in accordance with the Telesat Corporation Articles. All of the Members shall meet the criteria for independence established by applicable laws and the rules of any stock exchange upon which Telesat's securities are listed, including section 1.4 of National Instrument 52-110 - *Audit Committees* and NASDAQ Rule 5605.
- (c) All 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) A majority of the Members of the Committee will appoint one of the Members to act as the chair of the Committee (the "**Chair**"). The secretary of Telesat (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 (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, to the extent permissible by applicable laws and the rules of any stock exchange upon which Telesat's securities are listed, 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 or any other Member may determine, but in any event not less than two (2) times per year. To the extent possible, forty-eight (48) hours advance notice of each meeting will be given to each Member orally, by telephone or by 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 number to act as chair of the meeting.
- (c) Subject to the Telesat Corporation Articles, 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 Telesat to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

4. Duties and Responsibilities

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

Executive Compensation and Performance Structure

- (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) for the purposes of compensation and, in the Committee's discretion, recommend any changes to the Board for consideration;
- (b) annually review the compensation of the President and Chief Executive Officer, taking into account the performance of the President and Chief Executive Officer in light of pre-established goals and performance objectives and make recommendations regarding the President and Chief Executive Officer's annual compensation to the Board for consideration (the Chief Executive Officer may not be present during voting or deliberation on his or her own compensation);
- (c) annually review the compensation structure of the senior executives, taking into account the performance of such senior executives' in light of pre-established goals and performance objectives, as applicable, and make

recommendations regarding executive compensation to the Board for consideration;

Compensation Policies and Practices

- (d) 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 Telesat as a whole;
 - (iv) be responsive to established corporate and individual performance objectives, as applicable; and
 - (v) identify and mitigate risks associated with the Company's compensation policies and practices and discourage the taking of inappropriate or excessive risks;
- (e) at least annually, review the compensation plans for the Company's senior executives and make recommendations to the Board for consideration;
- (f) from time to time, as appropriate, review, assess and provide recommendations to the Board regarding appropriate compensation related best-practices, the Company's policies on salary administration, pay and employment equity, basic incentive and total cash compensation, executive share ownership guidelines, retirement benefits (except for the Company's pension plans), and long-term incentives, including review and implementation of recommendations made by shareholders and proxy advisors;

Administration of Security-Based Compensation Plans

- (g) review, oversee, and administer the adoption, amendment and implementation of, and make recommendations to the Board regarding, the Company's incentive compensation and equity-based plans, subject to Board approval as appropriate;

Succession Planning

- (h) oversee the preparation of and periodically review Telesat's succession plan for the President and Chief Executive Officer and other senior executives and, in the Committee's discretion, recommend any changes to the Board for consideration;

Director Compensation

- (i) review the compensation strategy, policies and practices for the directors, including director share ownership guidelines, if any, and the directors' compensation and, in the Committee's discretion, recommend any changes to the Board for consideration;

Compliance

- (j) receive updates and reports regarding compliance with human resources related laws and regulations, including applicable labour standards and worker's compensation requirements;

Compensation Disclosure

- (k) oversee the preparation and review of, discuss with management and recommend the "Compensation Discussion and Analysis" disclosure required to be included in the Company's management information circular and other applicable public disclosure of the Company;

Other Duties

- (l) 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;
- (m) oversee implementation of measures designed to ensure that recruitment and identification processes are appropriate in terms of depth and scope to foster identification and progression of diverse candidates.

5. Oversight Function

This Charter is not intended to change or interpret the Telesat Corporation Articles or other organizational 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.

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, vendors, contractors, partners, competitors, employees or other persons, or to any other liability whatsoever on their part.

6. 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 information 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 Nominating & Corporate Governance Committee on such evaluation. The performance of the Committee shall be evaluated by the Nominating & Corporate Governance Committee as part of its regular evaluation of the Board committees.

7. Access to Information and Authority to Retain Independent Advisors

The Committee shall have unrestricted access to all information regarding Telesat 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 sole discretion and authority to retain, at Telesat's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts, 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. Telesat shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisor retained by the Committee. The Committee must pre-approve any other services such compensation consultants or advisors or any of their affiliates provide to Telesat at the request of management. To the extent the Committee retains such any such advisors (other than in-house legal counsel), the Committee will conduct an independence assessment, taking into consideration the factors set forth in NASDAQ Rule 5605(d)(3)(D) and any other factors the Committee deems relevant to the advisor's independence from management, prior to selecting or receiving advice from an advisor.

The Committee shall discharge its responsibilities and shall assess the information provided by the Company's management and the external advisors, 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.

8. Review of Charter

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

Dated: November 4, 2022

Approved by: Human Resources & Compensation Committee
Board of Directors