

## **STAGWELL INC.**

### **CHARTER OF THE HUMAN RESOURCES & COMPENSATION COMMITTEE (MARCH 7, 2022)**

#### **I. PURPOSE OF THE COMMITTEE**

The purpose of the Human Resources & Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Stagwell Inc. (the “Company”) is to oversee the Company’s executive compensation and benefit plans and practices, including its incentive-compensation and equity-based plans, and to review and approve the Company’s management succession plans.

#### **II. COMPOSITION OF THE COMMITTEE**

The Committee shall be composed of at least two members. Each of the Committee’s members shall be independent as required by the listing rules of The Nasdaq Stock Market, Inc. (“Nasdaq”) and shall meet all other requirements for compensation committee members set forth in the listing rules of Nasdaq, as well as the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “Act”), and any other requirements of applicable law.

All members of the Committee shall be appointed by, and shall serve at the discretion of, the Board. The Chair of the Committee shall be designated by the Board, provided that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

#### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Chair of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. All actions of the Committee will require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present.

The Committee shall maintain, or cause the Company's General Counsel to maintain, minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

#### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

##### **A. Management Development and Succession Planning**

The Committee shall review and approve the Company's management development and succession plans, as the Committee deems appropriate.

##### **B. Executive Compensation**

The Committee shall have the following duties and responsibilities with respect to the Company's executive compensation plans:

(a) To review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) To review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.

(c) In cooperation with the Company's Lead Independent Director, to evaluate annually the performance of the Chief Executive Officer ("CEO") in light of the goals and objectives of the Company's executive compensation plans, and determine and approve, or recommend to the Board for its approval, the CEO's compensation level based on this evaluation. The CEO shall not be present during voting or deliberations by the Committee with respect to the CEO's compensation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider all relevant factors, including the Company's performance and relative peer group stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the CEO of the Company in past years. The Committee may discuss the CEO's compensation with the Board, other than the CEO, if it chooses to do so.

(d) To evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company's executive compensation plans, and determine and approve, or recommend to the Board for its approval, the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the CEO.

(e) To evaluate annually the appropriate level of compensation for Board and Committee service by non-employee members of the Board and Advisory Board.

(f) To review and approve any employment, severance or termination arrangements to be made with any executive officer (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) of the Company.

(g) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

(h) To review perquisites or other personal benefits to the Company's executive officers and recommend any changes to the Board.

(i) To review the Compensation Discussion & Analysis disclosure included in the Company's proxy statements, recommend the adoption of the Compensation Discussion & Analysis to the Board and review other material disclosure concerning executive compensation matters.

(j) To oversee the Company's disclosure controls and procedures relating to executive compensation matters.

### **C. Equity-Based Compensation Plans**

The Committee shall have the following duties and responsibilities with respect to the Company's equity compensation plans:

(a) To review all equity-based compensation plans to be submitted for stockholder approval under Nasdaq listing standards, and to review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement.

(b) To have full discretionary authority to administer and grant awards under each of the Company's equity-based compensation plans (including the 2011 Stock Incentive Plan and the 2016 Stock Incentive Plan), as such plans may be amended or replaced from time to time.

(c) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any equity-based plan.

### **D. Other**

(a) The Committee shall produce a Committee report on executive compensation as required by the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

(b) In reviewing and approving the Company's overall executive compensation program, the Committee shall (i) consider the results of the most recent shareholder advisory vote on executive compensation ("Say-on-Pay Vote") required by Section 14A of the Act, (ii) review and recommend to the Board for approval the frequency with which the Company will conduct a Say-on-Pay Vote, taking into account the results of the most recent shareholder advisory vote on

frequency of Say-on-Pay Votes required by Section 14A of the Act and (ii) review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.

(c) The Committee shall review and monitor matters related to human capital management, including talent acquisition and retention.

(d) The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more of its members, or to other members of the Board qualified to perform such responsibilities in accordance with the listing rules of Nasdaq and any other applicable law, as appropriate.

(e) The Committee shall also carry out other such duties that may be delegated to it by the Board from time to time.

## **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee may deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisors as it deems necessary. The Committee shall have the sole authority to retain or terminate any compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Company.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than (i) in-house counsel and (ii) any advisor whose role is limited to either (x) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of the executive officers or directors of the Company, and that is available generally to all salaried employees or (y) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor and about which the

advisor does not provide advice), the Committee must take into consideration the following factors: (i) the provision of other services to the Company by the person that employs the advisor, (ii) the amount of fees received from the Company by the person that employs the advisor, as a percentage of the total revenue of the person that employs the advisor, (iii) the policies and procedures of the person that employs the advisor that are designed to prevent conflicts of interest, (iv) any business or personal relationship of the advisor with a member of the Committee, (v) any stock of the Company owned by the advisor, and (vi) any business or personal relationship of the advisor or the person employing the advisor with an executive officer of the Company.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation shall not be retained by the Company.

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This Charter may not be amended to the extent inconsistent with the Bylaws of the Company or with the terms contained in Section 7.15 or Section 7.16 of that certain Transaction Agreement, dated as of December 21, 2020, by and among MDC Partners Inc., Stagwell Media LP, New MDC LLC, which converted into the Company prior to the date hereof, and Midas Merger Sub 1 LLC, as amended by that certain (i) Amendment No. 1, dated as of June 4, 2021 and (ii) Amendment No. 2, dated as of July 8, 2021.