



## Mandate of the Human Resources and Compensation Committee Reviewed December 2012

The following description of the mandate of the Human Resources and Compensation Committee of TFI International Inc. (the “**Corporation**”) complies with applicable Canadian laws and regulations, such as the rules of the Canadian Securities Administrators, and with the disclosure and listing requirements of the Toronto Stock Exchange (collectively, the “**Canadian Corporate Governance Standards**”), as they exist on the date hereof. The mandate of the Human Resources and Compensation Committee of TFI International Inc. (the “**Committee**”) shall be reviewed annually by the Board of Directors and the Corporate Governance and Nominating Committee in order to ensure on-going compliance with such standards.

### 1. Membership and Quorum

- a minimum of three directors
- a majority of “independent” directors (as contemplated by Canadian Corporate Governance Standards) shall be appointed, the whole as determined by the Board;
- members of the Committee shall be appointed annually by the Board of Directors upon recommendation of the Corporation’s Corporate Governance & Nominating Committee; such members may be removed or replaced, and any vacancies on the Committee shall be filled by the Board upon the recommendation of the Corporation’s Corporate Governance & Nominating Committee;
- quorum is a majority of members.

### 2. Frequency and Timing of Meetings

- normally in conjunction with the Corporation’s Board meetings
- at least two times a year and as necessary

### 3. Mandate

The responsibilities of the Committee include the following:

- (a) Monitoring the Corporation’s Chief Executive Officer (“**CEO**”), Chief Financial Officer (“**CFO**”) and other Named Executive Officers’ (“**NEOs**”) performance assessment, succession planning and compensation namely:
  - Upon recommendation of the Chairman of the Board or Lead Director, reviewing corporate goals and objectives relevant to the Chief Executive Officer, evaluating the CEO’s and CFO’s performance in light of those goals and objectives and such other factors as the Committee deems appropriate and in the best interest of the

Corporation, and establishing the CEO's and CFO's compensation based on this evaluation;

- overseeing the succession planning systems and policies for management put in place by the CEO, including processes to identify, develop and retain the talent of outstanding personnel;
- upon recommendation of the CEO recommend the appointment of senior officers of the Corporation, and approving the terms and conditions of their appointment, termination or retirement;
- reviewing the evaluation of the performance of the Corporation's other NEOs' and recommending to the Board compensation for the other NEOs of the Corporation;
- as need be, retaining and replacing any independent firm to advise on the Committee executive compensation, including fixing such firm's fees and other retention terms;
- overseeing all relationships between independent compensation consulting firms and the Corporation, including adopting a policy and procedures for the pre-approval of compensation consulting services and non-compensation consulting services that may be provided by such firms, overseeing the disclosure of the compensation consulting services and non-compensation consulting services and reviewing the total amount of fees paid by the Corporation to consulting firms for such services;
- reviewing and approving any proposed change in the Corporation's benefit and incentive plans with respect to the Corporation's NEOs;
- examining each element of executive remuneration and reporting annually on compensation practices, including producing for review and approval by the Board a report on executive compensation for inclusion in the Corporation's management proxy circular in compliance with the applicable laws, regulations, and listing standards.

(b) Reviewing human resources practices

- overseeing the existence of appropriate human resources systems, such as hiring policies, training and development policies and compensation structures so that the Corporation can attract, motivate and retain executives and personnel who exhibit high standards of integrity as well as competence;
- developing a compensation philosophy and policy that rewards the creation of shareholder's value and reflects an appropriate balance between the short and longer-term performance of the Corporation;
- approving annually the comparator group used to benchmark the compensation of the NEOs including CEO of the Corporation;
- reviewing with the CEO and making recommendation to the Board, with respect to the design of incentive-compensation plans and equity-based plans;

- advising the Board on policy with respect to the administration of the Corporation's long term incentive programs and overseeing the administration thereof, including recommending to the Board grants of awards thereunder;
- monitoring pension, strategic labour and social issues.

(c) Evaluating the performance of the Committee

- Overseeing the existence of processes to annually evaluate the performance of the Committee.
- Reviewing and reassign the adequacy of this Mandate at least annually and report annually to the Board on the adequacy of its Mandate.
- In addition, the chair of the Committee shall report regularly to the Board on the business of the Committee.