



## **EXECUTIVE COMPENSATION COMMITTEE MANDATE February 2023**

### **Purpose of Committee**

The purpose of the Executive Compensation Committee (the "**Committee**") of the Board of Directors of Colliers International Group Inc. (the "**Company**") is to oversee the administration of the Company's compensation programs, review the compensation of executive officers and prepare any report on executive compensation required by the rules and regulations of securities regulators.

### **Committee Membership**

The Committee shall consist solely of three or more members of the Board each of whom is, in the business judgment of the Board, "independent" under the rules of the Toronto Stock Exchange and the NASDAQ. Members shall be appointed by the Board based on nominations recommended by the Company's Nominating & Corporate Governance Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

### **Committee Structure and Operations**

The Committee shall designate one member of the Committee as its chairperson. The Committee shall meet in person, telephonically or via electronic mail at least one time a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent (which may be given by electronic mail), when deemed necessary or desirable by the Committee or its chairperson. The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The Company's Chief Executive Officer ("**CEO**") should not attend any meeting where the performance or compensation of the CEO is discussed, unless specifically invited by the Committee.

### **Committee Duties and Responsibilities**

The following are the duties and responsibilities of the Committee:

1. In consultation with senior management, establish the Company's general compensation philosophy, and oversee the development and implementation of compensation programs.
2. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set the compensation level of the CEO based on this evaluation. In determining any long-term incentive component of the compensation of the CEO, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies and awards given to the CEO in past years.

3. Review any compensation programs applicable to the senior management of the Company other than the CEO.
4. Make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.
5. In consultation with senior management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained.
6. Monitor and review the level and nature of compensation of Directors to ensure that it is both appropriate to the responsibilities and risks assumed and competitive with other comparable organizations.
7. Review and approve any severance or similar termination payments proposed to be made to any current or former member of senior management of the Company.
8. Prepare and issue the evaluations and reports required under "Committee Reports" below.
9. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

### **Committee Reports**

The Committee shall produce the following reports and provide them to the Board:

1. An annual Compensation Discussion and Analysis Report of the Compensation Committee on Executive Compensation for inclusion in the Company's Management Information Circular prepared and sent to shareholders in accordance with applicable securities rules and regulations.
2. An annual performance evaluation of the Committee. The performance evaluation should also recommend to the Board any improvements to this charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.
3. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

### **Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The

Committee shall have the sole authority to select, retain and terminate a compensation consultant and to approve the consultant's fees and other retention terms.