NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

June 13, 2018 at 11:00 a.m.

Imperia Hotel & Suites
2935 de la Pinière Boulevard
Terrebonne, Quebec, Canada J6X 0A3

MANAGEMENT INFORMATION CIRCULAR

FISCAL YEAR ENDED JANUARY 31, 2018

NOTICE IS HEREBY GIVEN that an Annual Meeting of the holders of Multiple Voting Shares and Subordinate Voting Shares (the "Meeting") of ADF GROUP INC. (the "Corporation") will be held:

Date:	Wednesday, June 13, 2018
Time:	11:00 a.m.
Place:	Imperia Hotel & Suites 2935 de la Pinière Boulevard Terrebonne, Quebec, Canada J6X 0A3

FOR THE PURPOSES OF:

1. Receiving the consolidated financial statements of the Corporation for the fiscal year ended January 31, 2018 and the Auditor's Report thereon;
2. Electing directors;
3. Appointing the Auditor of the Corporation and authorizing the Board of Directors to determine its compensation;
4. Transacting such other business as may properly be brought before the Meeting.

BY ORDER OF THE BOARD OF DIRECTORS,

/ Signed /

Mr. Jean Paschini
Co-Chairman of the Board of Directors and Chief Executive Officer

Terrebonne, Quebec, Canada, April 16, 2018

IMPORTANT NOTICE | Shareholders of record of the Corporation at the close of business on April 16, 2018, are entitled to receive notice of the Meeting. Shareholders who are unable to attend the Meeting in person are invited to complete and sign the enclosed form of proxy and return it in the postage-paid envelope provided for that purpose.

To be valid, proxies must be received at the Secretary's office of the Corporation, 300 Henry-Bessemer Street, Terrebonne, Quebec, Canada, J6Y 1T3, or care of Computershare Investor Services Inc., 1500 Robert-Bourassa Boulevard, Suite 700, Montreal, Quebec, Canada, H3A 3S8, no later than June 11, 2018 at 5:00 p.m.

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Notice: The use of the masculine gender in this document shall be deemed to include the feminine and is used only to simplify the text.

This **Management Information Circular** (the "Circular") is provided in connection with the solicitation by the Management of ADF Group Inc. (the "Corporation") of proxies for use at the Annual Meeting of Shareholders of the Corporation to be held on June 13, 2018 (the "Meeting") at the time and place and for the purposes mentioned in the Notice of Meeting and at any reconvening thereof if the Meeting is adjourned.

The information contained herein is given as at April 16, 2018, unless otherwise indicated. All dollar amounts appearing in this Circular are in Canadian dollars, unless another currency is specified.

1. SOLICITATION OF PROXIES

The solicitation of proxies is made primarily by mail. However, officers and employees of the Corporation may solicit proxies directly, but without additional compensation. In addition, the Corporation shall, upon request, reimburse brokerage firms and other custodians for their reasonable expenses in forwarding proxies and related material to beneficial owners of shares of the Corporation. The cost of soliciting proxies shall be borne by the Corporation. This cost is expected to be nominal.

2. APPOINTMENT OF PROXYHOLDERS

The persons named as proxyholders in the accompanying forms of proxy are directors or officers of the Corporation**. A shareholder has the right to appoint as proxyholder a person (who need not be a shareholder) other than the persons whose names are printed as proxyholders in the accompanying form of proxy, by striking out said printed names and inserting the name of the proxyholder to be designated in the blank space provided for that purpose in the form of proxy.** To be valid, proxies must be received at the Secretary's office of the Corporation, at 300 Henry-Bessemer, Terrebonne, Quebec, Canada, J6Y 1T3, or care of Computershare Investor Services Inc., 1500 Robert-Bourassa Boulevard, Suite 700, Montreal, Quebec, Canada, H3A 3S8, no later than June 11, 2018 at 5:00 p.m.

Shareholders, rather than returning the form of proxy, may also vote by phone or by using the Internet. If a shareholder wishes to vote by phone, a touch-tone phone must be used to transmit voting preferences to a toll free number. Shareholders must follow the instructions of the voice-response system and refer to the form of proxy they received in the mail which provides the toll free number, the holder account number and the proxy access number which are located at the bottom on the front side of the proxy form. If a shareholder elects to vote using the Internet, the shareholder must access the Website www.investorvote.com. Shareholders must follow the instructions that appear on the screen and refer to the form of proxy they received in the mail which provides the holder account number and the proxy access number which are located at the bottom on the front side of the proxy form. To be valid, proxies submitted by phone or the Internet must be received by Computershare Investor Services Inc. by 5:00 p.m. June 11, 2018.

3. REVOCATION OF PROXIES

A shareholder giving a proxy may revoke the proxy by instrument in writing executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a legal person, by an instrument in writing executed by an officer or attorney thereof duly authorized, and deposited at the Secretary's office of the Corporation, at 300 Henry-Bessemer, Terrebonne, Quebec, Canada, J6Y 1T3, at any time up to and including the last business day preceding the Meeting, or any reconvening thereof if the Meeting is adjourned at which the proxy is to be used, or with the Chairperson of such Meeting, on the day of the Meeting or any reconvening thereof if the Meeting is adjourned, or in any other manner permitted by law.

4. NON-REGISTERED SHAREHOLDERS

Non-registered shareholders or "beneficial owners" are holders whose shares are held on their behalf through a "nominee" such as a bank, a trust company, a securities broker or other financial institution. Most of the Corporation's shareholders hold their shares in this way.

Under the applicable securities legislation, a beneficial owner of securities is a "non-objecting beneficial owner" (or "NOBO") if that beneficial owner has or is deemed to have provided instructions to the intermediary holding the securities on such beneficial owner's behalf not objecting to the intermediary disclosing ownership information about that beneficial owner in accordance with the said legislation, and a beneficial owner is an "objecting beneficial owner" (or "OBO") if such beneficial owner has or is deemed to have provided instructions objecting to same.

If you are a NOBO, the Corporation has sent this Circular and the Notice of Meeting directly to you, and your name, address and information about your holdings have been obtained in accordance with applicable securities legislation from the intermediary holding these shares on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding the shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your voting instructions. The voting instruction form that is sent to NOBOs contains an explanation as to how you can exercise the voting rights attached to your shares, including how to attend and vote directly at the Meeting. Please provide your voting instructions as specified in the enclosed voting instruction form.

If you are an OBO, you received these materials from your intermediary or its agent (such as Broadridge Financial Solutions, Inc.), and your intermediary is required to seek your instructions as to the manner in which to exercise the voting rights attached to your shares. The Corporation has agreed to pay for intermediaries to deliver to OBOs the proxy-related materials and the relevant voting instruction form. The voting instruction form that is sent to an OBO by the intermediary or its agent should contain an explanation as to how you can exercise the voting rights attached to your shares, including how to attend and vote directly at the Meeting. Please provide your voting instructions to your intermediary as specified in the enclosed voting instruction form.

The Corporation has elected not to use the notice-and-access procedures under applicable securities legislation to send the proxy-related materials to registered holders and beneficial owners of the shares.

5. VOTING OF SHARES BY PROXYHOLDERS AT THE MEETING

The persons named in the enclosed proxy will vote the shares in respect of which they are appointed in accordance with the instructions of the shareholder appointing them. **Unless otherwise indicated, the shares represented by a form of proxy will be voted "FOR" each of the matters to be acted upon herein.** The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to all amendments to matters identified in the Notice of Meeting and to any other matter which may properly come before the Meeting. Management knows of no such amendments or other matters to come before the Meeting. Unless otherwise indicated, the resolutions subject to a vote at the Meeting must be passed by a majority of the votes cast by the holders of Multiple Voting Shares and Subordinate Voting Shares, as a single class, present at the Meeting in person or by proxy.

6. PERSONS INTERESTED IN CERTAIN POINTS OF THE AGENDA

At the date hereof, to the knowledge of the Corporation, there is no person interested in any point whatsoever of the agenda, either because of shares held or for any other reason, except in respect of the current affairs of the Corporation, such as the election of Directors or appointment of the Auditor.

7. VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The shares of the Corporation carrying the right to vote at the Meeting are the Multiple Voting Shares and the Subordinate Voting Shares. Each Multiple Voting Share carries the right to 10 votes and each Subordinate Voting Share carries the right to one (1) vote.

As at April 16, 2018, there were 14,343,107 Multiple Voting Shares (representing 88.7% of all voting rights attached to the shares of the Corporation) and 18 292 099 Subordinate Voting Shares (representing 11.3% of all voting rights attached to the shares of the Corporation) outstanding. The holders of Multiple Voting Shares and the holders of Subordinate Voting Shares whose names appear on the list of shareholders prepared at the close of business on April 16, 2018 (the "Record Date") will be entitled to vote at the Meeting and any reconvening thereof if the Meeting is adjourned, if present or represented by proxy thereat.

A transferee of Multiple Voting Shares or Subordinate Voting Shares, as the case may be, acquired after the Record Date, is entitled to vote those shares at the Meeting and at any reconvening thereof if the Meeting is adjourned if he produces properly endorsed share certificates for such shares or if he otherwise establishes that he owns the shares and if he requires, not later than 10 days before the Meeting, that his name be included on the list of shareholders entitled to vote at the Meeting.

To the knowledge of the directors and Executive Officers of the Corporation, and relying only on public records, the persons who are, directly or indirectly, beneficial owners of, or exercise control or direction over, more than 10% of the shares of any class of voting shares of the Corporation are the following:

Shareholders of Multiple and Subordinate Voting Shares

Name of Beneficial Owner	Subordinate Voting Shares		Multiple Voting Shares		Multiple and Subordinate Voting Shares
	Number	% of voting rights attaching to the shares	Number	% of voting rights attaching to the shares	% of voting rights attaching to all shares
Jean Paschini (1)	166,667	0.91	4,781,035.67	33 33	29.67
Pierre Paschini (1)	166,667	0.91	4,781,035.67	33 33	29.67
Marise Paschini (1)	166,666	0.91	4,781,035.66	33 33	29.67
Marshall-Barwick Inc. (2)	1,873,000	10.24	0	0	1.16

(1) Including holding companies.
(2) This number was confirmed in writing by a representative of Marshall-Barwick Inc. on March 29, 2018

Jean Paschini, Pierre Paschini and Marise Paschini, as well as their respective holding companies, have entered into a Shareholder Agreement pursuant to which they have agreed to deposit their shares with Computershare Trust Company of Canada until July 7, 2019, and to instruct Computershare Trust Company of Canada to vote their shares as designated by two of the following three individuals: Jean Paschini, Pierre Paschini and Marise Paschini. The Shareholder Agreement also provides for certain rights of first refusal among the shareholders.

8. MANAGEMENT’S DISCUSSION AND ANALYSIS REPORT AND FINANCIAL STATEMENTS

The Management’s Discussion and Analysis, the Consolidated Financial Statements and the Auditor’s Report thereon, for the fiscal year ended January 31, 2018, accompanying the Corporation’s 2018 Annual Report, will be submitted to the shareholders at the Meeting, but no vote with respect thereto is required nor will be taken.

9. ELECTION OF DIRECTORS

The articles of the Corporation provide that the Board of Directors shall consist of a minimum of one (1) and a maximum of 20 directors. It is proposed by Management of the Corporation that eight (8) directors be elected for the current year. The term of office of each director so elected will expire upon the election of his successor unless he should resign from his office or his office should become vacant by reason of death, removal or other cause. Management of the Corporation does not believe that any of the nominees for election at the Meeting will be unable, or for any reason will become unwilling, to serve as a director but, if that should occur prior to the election, the persons named in the accompanying form of proxy reserve the right to vote for another nominee at their discretion unless the shareholder has specified that his shares are to be withheld from voting on the election of directors.

Since June 30, 2014, issuers that are listed on the Toronto Stock Exchange ("TSX") are required, under the TSX Company Manual, to adopt a majority voting policy for the election of directors, unless satisfying the obligation regarding the majority voting requirement in such a manner acceptable to the TSX or rely on the majority controlled listed issuer exemption. The Corporation has not adopted a majority voting policy for the election of directors for non-contested meetings. The Corporation has received confirmation from the TSX that it could rely on the majority controlled listed issuer exemption given that, as a result of the Shareholder Agreement applicable to Jean Paschini, Pierre Paschini and Marise Paschini, they control together and not separately 89% of the voting rights attached to all outstanding shares as at April 16, 2018. In this context, implementing a majority voting policy would be illusory and would not have a practical effect. The practices adopted for electing directors are described in Schedule A to this Circular.

Except where the authority to vote on the election of directors is withheld, the persons named in the accompanying form of proxy will vote FOR the election of the eight (8) nominees whose names are hereinafter set forth. As indicated hereinafter all nominees are directors of the Corporation. All nominees were elected at the last meeting of shareholders.

9.1 Information in Respect of the Nominees for Election to the Board of Directors

The following table sets forth certain information in respect of the nominees for election to the Board of Directors, including the number of shares of the Corporation beneficially owned by such individual or over which each of them exercise control.

Nominee for Election

JEAN PASCHINI (Quebec) Canada

CO-CHAIRMAN OF THE BOARD OF DIRECTORS ▪ DIRECTOR SINCE OCTOBER 1979 ▪ NON-INDEPENDENT DIRECTOR

Mr. Jean Paschini is one of the three children of the founder of the family company Au Dragon Forgé Inc. created in 1956. In 1979, Mr. Paschini, together with his brother Pierre and sister Marise, created the holding ADF Group Inc. to which the family company Au Dragon Forgé Inc. has been integrated. Mr. Jean Paschini has over 35 years of experience in the steel industry. He is a member of the American Institute of Steel Construction (AISC), the Canadian Welding Bureau (CWB), the American Welding Society (AWS) and the Institute of Corporate Directors (ICD).

Principal Position During the Last Five Years

— Co-Chair of the Board of Directors and Chief Executive Officer of ADF Group Inc.

Boards and Committees for Other Reporting Issuers

— None

Director Compensation [1] during fiscal year ended January 31, 2018

— None

Shareholding

— Multiple Voting Shares [2] :	4,781,035.67	— Stock Options [3] :	0
— Subordinate Voting Shares [2] :	166,667	— Deferred Share Units (DSU) [4] :	0

Nominee for Election			
PIERRE PASCHINI, P.Eng. (Quebec) Canada			
MEMBER OF THE BOARD OF DIRECTORS ▪ DIRECTOR SINCE OCTOBER 1979 ▪ NON-INDEPENDENT DIRECTOR			
Mr. Pierre Paschini is one of the three children of the founder of the family company Au Dragon Forgé Inc. created in 1956. In 1979, Mr. Paschini, together with his brother Jean and sister Marise, created the holding ADF Group Inc. to which the family company Au Dragon Forgé Inc. has been integrated. Pierre Paschini has over 35 years of experience in the steel industry. He has been a member of the Quebec Order of Engineers since 1980 and the Ontario Society of Professional Engineers since 1993. He is also a member of the Canadian Welding Bureau (CWB), the American Welding Society (AWS) and the American Institute of Steel Construction (AISC).			
Principal Position During the Last Five Years			
— President and Chief Operating Officer of ADF Group Inc.			
Boards and Committees for Other Reporting Issuers			
— None			
Director Compensation (1) during fiscal year ended January 31, 2018			
— None			
Shareholding			
— Multiple Voting Shares (2) :	4,781,035.67	— Stock Options (3) :	0
— Subordinate Voting Shares (2) :	166,667	— Deferred Share Units (DSU) (4) :	0

Nominee for Election			
MARISE PASCHINI (Quebec, Canada)			
MEMBER OF THE BOARD OF DIRECTORS ▪ DIRECTOR SINCE OCTOBER 1979 ▪ NON-INDEPENDENT DIRECTOR			
Ms. Marise Paschini is one of the three children of the founder of the family company Au Dragon Forgé Inc. created in 1956. In 1979, Ms. Paschini, together with her brothers Jean and Pierre, created the holding ADF Group Inc. to which the family company Au Dragon Forgé Inc. has been integrated. Marise Paschini has been with the Corporation since 1973.			
Principal Position During the Last Five Years			
— Executive Vice President, Treasurer and Corporate Secretary of ADF Group Inc.			
Boards and Committees for Other Reporting Issuers			
— None			
Director Compensation (1) during fiscal year ended January 31, 2018			
— None			
Shareholding			
— Multiple Voting Shares (2) :	4,781,035.66	— Stock Options (3) :	0
— Subordinate Voting Shares (2) :	166,666	— Deferred Share Units (DSU) (4) :	0

Nominee for Election

MARC L. BELCOURT, Eng. (ret.) (Quebec, Canada)

MEMBER OF THE BOARD OF DIRECTORS ▪ MEMBER OF THE AUDIT COMMITTEE ▪ MEMBER OF THE COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE ▪ DIRECTOR SINCE JUNE 2000 ▪ INDEPENDENT DIRECTOR

Before being a consultant, Mr. Belcourt worked for over 30 years as a specialized construction contractor in structural steel. He has extensive knowledge in the industry in which the Corporation specializes. He received his Bachelor Degree in Applied Science (Civil Engineering) from Laval University in Quebec City. He is a retired member of the Quebec and Ontario Orders of Engineers and Canadian Society of Civil Engineering.

Principal Position During the Last Five Years

— Construction Consultant

Boards and Committees for Other Reporting Issuers

— None

Director Compensation (1) during fiscal year ended January 31, 2018

— $80,358

Shareholding

— Multiple Voting Shares (2) :	0	— Stock Options (3) :	36,000
— Subordinate Voting Shares (2) :	21,200	— Deferred Share Units (DSU) (4) :	63,284

Nominee for Election

MICHÈLE DESJARDINS, MBA, F. Adm., CMC, ICD.D. (Quebec, Canada)

CHAIR OF THE COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE ▪ MEMBER OF THE BOARD OF DIRECTORS ▪ MEMBER OF THE AUDIT COMMITTEE ▪ DIRECTOR SINCE MAY 2015▪ INDEPENDENT DIRECTOR

Ms. Desjardins has extensive international consulting and management experience, particularly in organizational development, governance structures and management evaluation and coaching. Ms. Desjardins has a Bachelor of Applied Science with an option in Forest Engineering and a Master of Business Administration from Laval University in Quebec City. She is a Certified Management Consultant and a member (Fellow) of the Ordre des administrateurs agréés du Québec. She is also a Certified Corporate Director, specialized in public and private family businesses. Ms. Desjardins was also a member of the Board of Directors of the Caisse de dépôt et placement du Québec (a Quebec government Corporation holding and managing large stakes in various public companies) between December 2009 and March 2016. She is also a member of the Board of Directors of Canada Post since June 2015 and a member of the Board of Directors of Canassurance Hospital Service Association since March 2017.

Principal Position During the Last Five Years

— Senior Partner at Lansberg Gersick & Associates LLC (a family business management consulting services firm)
— President and founder of Koby Consulting Inc. (family business management consulting services firm)

Boards and Committees for Other Reporting Issuers

— None

Director Compensation (1) during fiscal year ended January 31, 2018

— $80,805

Shareholding

— Multiple Voting Shares (2) :	0	— Stock Options (3) :	0
— Subordinate Voting Shares (2) :	0	— Deferred Share Units (DSU) (4) :	35,396

Nominee for Election

FRANK DI TOMASO, FCPA, FCA, ICD.D (Quebec, Canada)

CHAIR OF THE AUDIT COMMITTEE ▪ MEMBER OF THE BOARD OF DIRECTORS ▪ MEMBER OF THE COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE ▪ DIRECTOR SINCE MAY 2015 ▪ INDEPENDENT DIRECTOR

Mr. Di Tomaso is a Corporate Director. He is a member of the Ordre des comptables professionnels agréés du Québec (formerly Ordre des comptables agréés du Québec) since 1972 and member of the Institute of Corporate Directors since 2009. Between 1981 and 2012, he was successively a partner and advisory partner at Raymond Chabot Grant Thornton where he also acted as the Managing Partner Audit - Public companies. He has extensive experience in management and specializes in finance, accounting and certification in various activity sectors.

Principal Position During the Last Five Years

— Corporate Director

Boards and Committees for Other Reporting Issuers

— Member of the Boards of Directors of Intertape Polymer Group Inc. and Groupe Birks Inc.

Director Compensation (1) during fiscal year ended January 31, 2018

— $81,805

Shareholding

— Multiple Voting Shares (2) :	0	— Stock Options (3) :	0
— Subordinate Voting Shares (2) :	10,000	— Deferred Share Units (DSU) (4) :	35,396

Nominee for Election

ANTONIO P. METI, B.Comm. (Quebec, Canada)

CO-CHAIRMAN OF THE BOARD OF DIRECTORS AND INDEPENDENT LEADER ▪ MEMBER OF THE AUDIT COMMITTEE ▪ MEMBER OF THE COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE ▪ DIRECTOR SINCE APRIL 2008 ▪ INDEPENDENT DIRECTOR

Mr. Meti has been a manager and consultant in the field of finance for over 30 years. He held executive and top management positions at the National Bank of Canada for 21 years, between 1985 and 2007. Mr. Meti currently presides G.D.N.P. Consulting Services Inc. He has extensive experience in corporate finance.

Principal Position During the Last Five Years

— President of G.D.N.P. Consulting Services Inc. (a financial and commercial transactions consulting firm)

Boards and Committees for Other Reporting Issuers

— Member of the Board of Directors of Saputo Inc.

Director Compensation (1) during fiscal year ended January 31, 2018

— $181,709

Shareholding

— Multiple Voting Shares (2) :	0	— Stock Options (3) :	120,000
— Subordinate Voting Shares (2) :	0	— Deferred Share Units (DSU) (4) :	106,007

Nominee for Election			
Me ROBERT PARÉ (Quebec, Canada)			
MEMBER OF THE BOARD OF DIRECTORS ▪ MEMBER OF THE COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE ▪ DIRECTOR SINCE DECEMBER 2009 ▪ INDEPENDENT DIRECTOR			
Mr. Paré is a strategic advisor at Fasken Martineau DuMoulin, where he has worked since 1977. Mr. Pare is recognized as an eminent Canadian lawyer in business law. He practises in the fields of mergers and acquisitions, financial markets and corporate governance. Mr. Paré received his degree in business law from Laval University in Quebec City. He is a member of the Quebec Bar.			
Principal Position During the Last Five Years			
— Strategic Advisor at Fasken Martineau DuMoulin, LLP (the Corporation's legal advisors) since February 1st, 2018 — Senior Partner at Fasken Martineau DuMoulin, LLP until January 31, 2018			
Boards and Committees for Other Reporting Issuers			
— Member of the Board of Directors of Quebecor Inc.			
Director Compensation (1) during fiscal year ended January 31, 2018			
— $73,054			
Shareholding			
— Multiple Voting Shares (2) :	0	— Stock Options (3) :	60,000
— Subordinate Voting Shares (2) :	60,000	— Deferred Share Units (DSU) (4) :	151,812

(1) The directors who are Executive Officers are not compensated as directors. The compensation of other directors who are not Executive Officers represents the sum of their professional and director attendance fees and the value of the Deferred Share Units (DSU) that were awarded to them during the fiscal year ended January 31, 2018 (including only dividend equivalents converted into DSU and DSU awards on a discretionary basis). Directors were not granted stock options during the fiscal year ended January 31, 2018. For more information regarding fees computation and the value of options and DSU, see Section 11 "Compensation of Directors" of this Circular.

(2) The information was provided to the Corporation by the respective nominees. This information excludes shares of Corporation's subsidiaries that may be owned by a nominee director in order to qualify as a director of such subsidiaries under applicable law.

(3) Stock options mentioned in this table have been granted under the Corporation's Stock Option Plan in fiscal years prior to 2011. The terms of these various options (date of grant, number of options granted, exercise price, etc.) are fully outlined in this Circular, in Sections 10.6 "Incentive Plan Awards" (for the directors who are Executive Officers) and 11.3 "Incentive Plan Awards" (for directors who are not Executive Officers).

(4) DSU mentioned in this table have been granted under the Corporation's Deferred Share Units and Deferred Compensation Plan. The terms of these DSU (dates of grant, number of options granted, conversion price, eligibility criteria, etc.) are further detailed under Section 11 "Compensation of Directors" of this Circular.

As at the date of this Circular, being April 16, 2018, the proposed nominees have provided the Corporation the following information:

Ms. Michèle Desjardins was a member of the Board of Directors of Quebecor World Inc., from May 2007 to July 2009. While Ms. Desjardins was serving as a director, this company filed for protection under the Companies' Creditors Arrangement Act (at January 21, 2008) and reached an agreement with its creditors (in July 2009).

To the knowledge of the Corporation, except for what precedes, no director or officer of the Corporation:

— is, at the date hereof, or has been, within the 10 years preceding the date of this Circular, Director, Chief Executive Officer or Chief Financial Officer of any company, that (i) was subject to an order (as defined by the rules of the securities legislation) that was issued while that candidate was acting in the capacity as Director, Chief Executive Officer or Chief Financial Officer, or (ii) was subject to an order that was issued after that candidate ceased to act in the capacity as Director, Chief Executive Officer or Chief Financial Officer, and which resulted from an event that occurred while he was acting in that capacity;

— Is, at the date hereof, or has been, within the 10 years the date of preceding this Circular, Director or Executive Officer of any company, that, while that candidate was acting in that capacity, or within one year after that candidate ceased to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, was subject to or instituted any proceedings, arrangement or compromise with creditors, or for which a receiver, a receiver manager or a trustee was appointed to hold the assets of the director, or

— Has, within the 10 years preceding the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director.

At the date of this Circular, no proposed Director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, nor has any of these nominees entered into any out-of-court settlement with a securities regulatory authority, nor has been subject to penalties or sanctions imposed by a court or regulatory body, that would likely be considered important to a reasonable in deciding whether to vote for a proposed director.

9.2 Summary of attendance of Directors at Board and Committee Meetings

The information presented below indicates the meetings of the Board of Directors and the committees thereof and the directors' attendance at these meetings during the fiscal year ended January 31, 2018.

Number of meetings held by the Board and by the committees thereof:

— Board of Directors 7
— Audit Committee 4
— Compensation, Nominating and Corporate Governance Committee (hereinafter the "CNG Committee") 6

Directors	Board of Directors	Audit Committee	CNG Committee
Jean Paschini	7 / 7	n.a.	n.a.
Pierre Paschini	7 / 7	n.a.	n.a.
Marise Paschini	7 / 7	n.a.	n.a.
Marc L. Belcourt	7 / 7	4 / 4	6/ 6
Michèle Desjardins	7 / 7	4 / 4	6/ 6
Frank Di Tomaso	7 / 7	4 / 4	6/ 6
Antonio P. Meti	7 / 7	4 / 4	6/ 6
Robert Paré	7 / 7	n.a.	6/ 6

10. EXECUTIVE OFFICERS COMPENSATION

10.1 Compensation Governance

a) Composition and Role of the Compensation, Nominating and Corporate Governance Committee

The Compensation, Nominating and Corporate Governance Committee ("CNG Committee") assumes, notably, the role of the Compensation Committee. The responsibilities, power and the way it operates are further described in the Charter of the CNG Committee in Schedule C "Charter of the Compensation, Nominating and Corporate Governance Committee" of this Circular.

The CNG Committee is composed of minimum three (3) and maximum (5) directors, the majority of whom must be independent within the meaning of Article 1.4 of Regulation 52-110 respecting Audit Committees.

For the fiscal year ended January 31, 2018, up to the date of this Circular, the following directors were members of the CNG Committee:

— Michèle Desjardins, Chair of the committee (independent)
— Frank Di Tomaso (independent)
— Marc L. Belcourt (independent)
— Antonio P. Meti (independent)
— Me Robert Paré (independent)

None of the CNG Committee members was ever an officer of the Corporation or of one of its subsidiaries during the last fiscal year or previously.

None of the CNG Committee members benefits from a loan, guarantee, support agreement, letter of credit or other similar arrangement provided by the Corporation or any of its subsidiaries.

Each member of the CNG Committee has relevant experience to their responsibilities with regard to executive compensation. Members of the CNG Committee have provided the Corporation with the following information that substantiates their skills and experience that enable them to make decisions on the suitability of the Corporation's compensation policies and practices:

i. **Mr. Marc L. Belcourt** is a consultant for construction companies. He received a Bachelor of Civil Engineering (Applied Sciences) from the Laval University, Quebec (1959) and is a retired member of the Ordre des Ingénieurs du Québec and the Ontario Society of Professional Engineers. He has more than 30 years of experience as a construction contractor specializing in structural steel, having been shareholder, director and Secretary-Treasurer of Gamma Equipment Corporation (1965 to 1996) and Constructions AMMB Limited (1965 to 1999), as well as Co-Founder and Vice-President of Mojan (1981) Ltd. (1982 to 1994). In the performance of his duties, he was directly involved in the establishment of the compensation policies of these companies.

ii. **Ms. Michèle Desjardins** has extensive international consulting and management experience, particularly in organizational development, governance structures and management evaluation and coaching. As forestry engineer, she began her career in the industry of pulp and paper until the early 1990s, first with Abitibi-Price, and then with Papiers Inter-Cité. She then held different functions withing PricewaterhouseCoopers and the Quebec Securities Commission, before acting as general manager of the *Institue de l'Entreprise Familale* Institute from 1994 to 1997. In 1998, she was appointed as senior partner at Lansberg Gersick & Associates, LLC. Ms Desjardins is also the president of Koby Consulting. Ms. Desjardins has a Bachelor of Applied Science with an option in Forest Engineering and a Master of Business Administration from the Université Laval, Quebec. She is a Certified Management Consultant and a Fellow member of the Ordre des administrateurs agréés du Québec. She is also a Certified Corporate Director, specialized in public and private family businesses. Ms. Desjardins was also a member of the Board of Directors of the Caisse de dépôt et placement du Québec (a Quebec government Corporation holding and managing large stakes in various public companies) between December 2009 and March 2016, and is a member of the Board of Directors of Canada Post since June 2015 and a member of the Board of Directors of Canassurance

Hospital Service Association since March 2017. As part of her duties, she is particularly involved in the development and evaluation of various businesses compensation policies.

iii. **Mr. Frank Di Tomaso** is a Corporate Director. He is a member of the Ordre des comptables professionnels agréés du Québec (formerly Ordre des comptables agréés du Québec) since 1972 and member of the Institute of Corporate Directors since 2009. Between 1981 and 2012, he was successively a partner and advisory partner at Raymond Chabot Grant Thornton where he also acted as the Managing Partner Audit - Public companies. He has extensive experience in management and specializes in finance, accounting and certification in various activity sectors. His management experience allows him to assess the merits of the Corporation's compensation policies and practices.

iv. **Mr. Antonio P. Meti** graduated with honours ("Magna Cum Laude") from the Concordia University (1979) where he received his Bachelor of Commerce, as well as the "Fellow" degree from the Institute of Canadian Banker's Association (1979). He completed the Executive Program from the University of Michigan, School of Business (1989) and the Advanced Management Program from Harvard University, School of Business (2004). Between 1985 and 2007, Mr. Meti held executive and top management positions at the National Bank of Canada (NBC), where he supervised the bank's Commercial Banking Activities and International Operations. Mr. Meti left NBC in March 2007, where he held the position of senior vice-president, commercial banking and international operations, and was a member of National Bank of Canada's executive and credit committees. Today, Mr. Meti is President of G.D.N.P. Consulting Services Inc., a financial and commercial transactions consulting firm. In his executive capacity, Mr. Meti was directly involved in the establishment and assessment of policies and practices with regard to compensation of executives and employees under his supervision.

v. **Mr. Robert Paré** is a business lawyer and strategic advisor at Fasken Martineau DuMoulin, LLP, where he works since 1977. He is a member of the Board of Directors of Quebecor Inc. Mr. Paré is also the outgoing chairman of the Board of Directors of the Institute of Corporate Directors - Quebec Division. His experience serving as a director on different boards of directors led him to actively supervise the performance relating to human resources and executive compensation policies and practices.

The number of meetings that the CNG Committee held, as well as the directors' attendance at those meetings, is indicated in Section 9.2 "Summary of Attendance of Directors at the Board and Committee Meeting" of this Circular.

The total compensation of the Corporation's Chief Executive Officer and other Executive Officers is reviewed every year by the CNG Committee, generally around the months of March and April, concurrently with the publication of the Corporation's annual financial results. The CNG Committee then submits its compensation recommendations to the Board of Directors, which approves them with or without amendments, as the Board, made up of a majority of independent directors, including members of the CNG Committee, may deem appropriate.

b) **Compensation Consultant**

The Charter of the CNG Committee provides that, with the Board of Directors' prior approval, the CNG Committee, or any of its members, may retain the services of an external consultant, at the Corporation's expenses, when the circumstances so require to appropriately carry out its mandate.

Therefore, since the end of the 2010 fiscal year, the CNG Committee has retained the services of the firm PCI-Perrault Consulting Inc., a compensation consultant, to analyze, in particular, the Corporation's position with regard to its Executive Officers and directors' compensation compared to a reference group or based on existing statistics and to propose adjustments, where appropriate.

The CNG Committee has also retained PCI-Perrault Consulting Inc., to perform other non-compensation related work, especially to assess the performance of directors and members of committees where PCI-Perrault Consulting Inc. may be called to either revise the questionnaire and the evaluation process, to proceed with the compilation of the Board members' individual evaluations and elaborate and present an evaluation analysis report.

During the fiscal year 2018, the Corporation retained the services of PCI-Perrault Consulting Inc., through its CNG Committee, on the one hand, to specify certain aspects of the compensation policies for Executive Officers in preparation of the 2019 fiscal year and, on the other hand, to assess the performance of the Board of Directors.

The mandates of PCI-Perrault Consulting Inc. are under the CNG Committee and Board of Directors' control. The CNG Committee Charter provides that it must pre-approve services not related to director or executive compensation provided to the Corporation by the compensation consultant or the external counsellor or a member of its group, at the request of the Corporation's executives.

The following table provides the fees invoiced by the compensation consultant PCI-Perrault Consulting Inc. with regard to work conducted during the fiscal years 2018 and 2017.

Fiscal Years Ended January 31,	**2018**	2017
(In dollars)	**$**	$
Categories:		
Executive compensation – Related fees (1)	**2,430**	9,881
Other fees (2)	**6,784**	45,572
TOTAL	**9,214**	55,454

(1) "Executive compensation – Related fees" includes the total fees for services related to the establishment of the directors and executives' compensation.

(2) "Other fees" include the total fees invoiced for all services other than those described above, notably the services related to the assessment of the Board of Directors' performance (2017 and 2018) and the development of a total compensation policy for middle management and non-unionized employees (2017 only).

PCI-Perrault Consulting Inc.'s observations and recommendations with regard to the compensation for Directors and Executive Officers are further described in Section 10.2 "Compensation Analysis" and 11.2 "Explanation Concerning the Compensation of Directors" of this Circular.

10.2 Compensation Analysis

a) Objectives of the Compensation Program

The objectives of the Corporation's executive compensation program include the following:

— Retain key members of the management team;

— Offer compensation that is competitive with that of other similar companies;

— Encourage the continued improvement of officers and the business by creating a direct link between results obtained and executive compensation; and

— Create a sense of belonging by promoting share ownership through the granting of stock options, thus reconciling the interests of Executive Officers with those of the shareholders.

b) What the Compensation Program is Designed to Reward

The compensation program for Named Executive Officers ("NEO") is designed to reward, among other things:

— Services routinely rendered by each executive officer of the Corporation, particularly in light of their skills and their respective levels of responsibility within the Corporation; and

— The Executive Officers' contribution to the Corporation's performance and increase in shareholders' equity.

c) Elements of Compensation, Determining Amounts for Each Element and Reasons for the Payment of Each Element

Generally, the total compensation program of the Chief Executive Officer and other Executive Officers of the Corporation is made up of:

— The annual salary;

— A short-term incentive in the form of a bonus;

— A long-term incentive in the form of stock options under the Stock Option Plan ("Stock Option") further described in Section 12.2 "Stock Option Plan" of this Circular or in the form of deferred share units (DSU) in accordance with the Deferred Share Units and Deferred Compensation Plan for members of the Board of Directors, Executive Officers and key employees of ADF Group Inc. ("DSU Plan"), the main characteristics of which are further outlined in Section 11.2 b) i) " Deferred Share Units and Deferred Compensation Plan " of this Circular ;

— The employer's contributions to the Registered Retirement Savings Plan ("RRSP") and the group insurance of each of the Executive Officers at issue; and

— Perquisites.

Moreover, part of the aggregate compensation of Jean Paschini, Pierre Paschini and Marise Paschini is paid in the form of management fees to Groupe JPMP Inc., a company controlled by Gestion P.R. Paschini Inc., Les Placements Jean et Diane Paschini Inc. and Les Placements M.A.P.S. Inc. (companies controlled respectively by Pierre Paschini, Jean Paschini and Marise Paschini). However, bonuses, stock option-based awards, car and discretionary spending allocations are paid directly to them.

In order to establish the global compensation of Executive Officers, the Corporation, through its Board of Directors and CNG Committee, may occasionally use the services of external compensation consultants in order to compare all or certain elements of the compensation of Executive Officers with that paid to the officers of businesses similar to the Corporation. On other occasions, when the Corporation does not retain the services of a consultant, the CNG Committee prepares guidelines by referring to, in particular, various information bulletins, general surveys and other data published by firms specialized in compensation and public agencies such as Statistics Canada and the Bank of Canada.

For the fiscal year 2018, the Corporate Executive Officers have been compensated under the same policies established for the fiscal year 2017 pursuant to the benchmarking conducted by the compensation consulting firm, PCI-Perrault Consulting Inc., and whose final recommendations were submitted to the CNG Committee at the end of fiscal year 2016.

First, the benchmarking conducted by PCI-Perrault Consulting Inc. enabled to validate, a *posteriori*, the competitiveness of the global compensation policies that were in effect in fiscal 2015 and 2016 for the top five (5) Corporate Executive Officers, with that paid to the executives in similar positions within a reference group made up of 14 publicly-traded Canadian companies similar to the Corporation in terms of size, market capitalization and operating in the same business segment as the Corporation, that is, construction, design and/or fabrication. Secondly, this same analysis helped identify the improvements that should be made to the executive compensation policies for the 2017 and 2018 fiscal years, and subsequent fiscal years.

The reference group was made up of the following companies:

- Armtec Infrastuctures Income Fund
- Vicwest Inc.
- IBI Group Inc.
- Technologies Exco Ltd
- ZCL Composites Inc.
- Tree Island Steel Ltd
- Empire Industries Ltd
- Gemini Corporation
- McCoy Global Inc.
- Avcorp Industries Inc.
- Alterra Power Corp.
- Pure Technologies Ltd
- Firan Technology Group Corporation
- Enterprise Group, Inc.

Based on its size, the Corporation placed between the 25th percentile and the median (50th percentile) of this benchmarking in terms of sales and market capitalization.

The results of this positioning benchmarking with regard to the different elements included in the executive compensation are further outlined hereinafter:

i. **Salaries**

The base salary is designed to reward services routinely provided by the Corporation's Executive Officers, notably, considering their respective skills and experience, their level of responsibility within the Corporation, and by comparing their base salaries with those offered by the reference group, for similar positions.

The findings of the benchmarking conducted by PCI-Perrault Consulting Inc. revealed that the base salaries of the Corporation's Chief Executive Officer and of other Executive Officers are competitive and rank as follow compared with the said reference group:

- The Co-Chair of the Board of Directors and Chief Executive Officer is at the market's median (50th percentile).
- The Executive Vice-President, Treasurer and Corporate Secretary, as well at the Vice-President, Engineering and Operations, is between the market's 50th and 75th percentile.
- The President and Chief Operating Officer, as well as the Chief Financial Officer are above the 75th percentile.

The following features must be factored in when conducting the benchmarking of the Executive Officers' salaries:

- In addition to Ms. Carolyn Carbonneau-Hanson base salary, the Corporation also pays professional fees to a company she controls for the engineering services she provides in the United States. In order to compare Ms. Carbonneau-Hanson's compensation level with that offered by the reference group and other Executive Officers of the Corporation, both her abovementioned annual base salary and professional fees are used for the benchmark.
- The apportionment of Ms. Carolyn Carbonneau-Hanson's salary and professional fees may vary from one fiscal year to another. To measure Ms. Carolyn Carbonneau-Hanson's salary variations from one fiscal year to another, her global annual base salary and professional fees must also be used, as previously mentioned.

Except for the 2017 fiscal year, when salary adjustments were granted on the first day of that fiscal year, being February 1, 2016, the annual salaries are generally adjusted at the beginning of the second quarter of each fiscal year (annual increases effective every May 1st). Generally, in the course of its annual review of the Executive Officers' salaries, the CNG Committee may take into consideration, among others, the consumer price index, the salary increases granted to the Corporation's plant and office employees, and the Corporation's financial performance. However, for the 2018 fiscal year, given the Corporation financial results for the fiscal year ended January 31, 2017 and pursuant to the CNG Committee's recommendations, the Board of Directors decided not to grant a salary increase to the Executive Officers on May 1, 2017, and to maintain their salaries at the same level that was established on February 1, 2016, until the next salary revision scheduled for May 1, 2018.

ii. **Short-Term Incentive**

The short-term incentive, payable in the form of a bonus, is designed to reward Executive Officers for their contribution to the Corporation's performance, by encouraging exceeding the thresholds.

Executive Officers who are also controlling shareholders, they are, Jean, Pierre and Marise Paschini, participate in the Corporation's short-term incentive plan as other Executive Officers.

For each Executive Officer, including the Co-Chairman of the Board of Directors and Chief Executive Officer, the bonuses are calculated based on results and supported by a performance management system, which includes the establishment of objectives and the evaluation of personal contributions.

The corporate short-term incentive plan that was in place until the end of the 2016 fiscal year was based on the achievement of an annual corporate performance objective (representing 50% of the bonus), a triennial corporate performance objective (representing 25% of the bonus) and a personal objective (accounting for 25% of the bonus). The maximum and targeted bonuses (as a percentage of the annual base salary) for the Chief Executive Officer and the Chief Operating Officer were respectively at 35% and 42% (1.2 times the target), and were 25% and 30% (1.2 times the target) for the other Executive Officers.

The benchmarking conducted by PCI-Perrault Consulting Inc. revealed that the target and maximum bonus established by the Corporation (as a percentage of the annual base salary) in accordance with its short-term incentive plan in effect until the end of the 2016 fiscal year, was generally below market. In a preliminary document, the consultants have also mentioned that the triennial component was not very common in the market to determining the bonuses.

From February 1, 2016, being the first day of the 2017 fiscal year, in order to address certain shortfalls with regard to the Corporation's bonus practices found during the benchmarking process, and as per the compensation consultants and the CNG Committee's recommendations, the target and maximum bonus amounts, as a percentage of the annual base salaries, were increased to levels close to the median of the reference group. The weighting between the various objectives was also amended by eliminating the triennial component. Hence, for the fiscal years 2017 and 2018, the corporate performance objective accounted for 75% of the bonus, whereas the personal objective continued to account for 25% of the bonus.

With regard to Executive Officers, the bonuses are calculated using the achievement of a corporate performance objective and on their respective personal performance, taking into account the weighting between the above-mentioned performance objectives or criteria.

The corporate performance objectives are linked to the overall corporate performance during a fiscal year based on the budget established for the Corporation at the beginning of the fiscal year and based on specific criteria established by the CNG Committee and the Board of Directors. These performance objectives are said "corporate" as they are the same for all Executive Officers.

At the close of each fiscal year, once the financial results for that year are known, the CNG Committee measures the extent to which the corporate performance objectives were achieved by comparing the actual financial results with those established at the beginning of the fiscal year and based on specific criteria established by the CNG Committee and the Board of Directors.

The personal objectives, for their part, may vary for each Executive Officers and they generally concern the overall improvement of the operations under their respective responsibility within the Corporation.

The CNG Committee assesses the personal performance of the Executive Officers based on (i) the extent to which they achieve these personal objectives that were established by the CNG Committee at the beginning of the fiscal year or (ii) on the CNG Committee and Board of Directors discretionary assessment.

To the extent that the fixed objectives are achieved, the target and maximum bonuses are established as follow, for the following positions:

		Target Bonus As a % of annual salary	
Name	**Position**	**Target**	**Max** (2 x)
Jean Paschini [(1)]	Co-Chairman of the Board of Directors and Chief Executive Officer	50 %	100 %
Pierre Paschini [(1)]	President and Chief Operating Officer	40 %	80 %
Marise Paschini[(1)]	Executive Vice-President, Corporate Secretary and Treasurer	35 %	70 %
Jean-François Boursier	Chief Financial Officer	35 %	70 %
Carolyn Carbonneau-Hanson[(2)]	Vice-President, Engineering and Operations	35 %	70 %

(1) Jean, Pierre and Marise Paschini bonuses may be paid in the form of management fees to a company designed by them and could then be allocated in their respective management companies.

(2) In Carolyn Carbonneau-Hanson's case, the bonus is calculated as a percentage of her annual salary and her professional fees for her engineering services in the United States.

The calculation and payment of bonuses, the case may be, are only made after the audit of the financial results for the given fiscal year has been completed.

No bonus will be paid with regard to the annual corporate performance objective, if the actual annual financial results obtained are not at least 80% of the fixed objective.

On the other hand, if the actual financial results exceed the established corporate objective, the maximum bonus cannot exceed 200% of the target bonus attributable to this objective.

Thus, once the 80% success threshold of the corporate performance objective is reached, Executive Officers can receive an amount between 1% to 200% of the target bonus for this objective, depending on the extent to which this objective has been achieved based on the following scale:

Corporate Objective Achievement Level	**Bonus Amount** As a % of the applicable target bonus for the corporate objective
80%	1%
Between 80% and 100%	Between 1% and 100% In proportion to the extent to which the objective is achieved within 80% and 100%
100%	100%
Between 100% and 120%	Between 101% and 200% In proportion to the extent to which the objective is achieved within 100% and 120%
120% and over	200%

All, taking into account the established weighting between the corporate performance objectives (75% of the total bonus) and individual performance (25% of the total bonus).

The corporate performance and personal objectives established by the CNG Committee are ambitious and their achievement represents a challenge for the Executives Officers. The annual corporate financial performance objectives must not be construed in any way as forecasts or financial outlook for the current fiscal year or subsequent

For the fiscal year ended January 31, 2018, the CNG Committee had set two annual corporate performance objectives, equally weighted between the two.

The first annual corporate performance objective was to generate available free cash flow of $5,000,000 (positive) over a period of two fiscal years (2017 and 2018). However, the Corporation closed its 2018 fiscal year with available cash flows over the last two fiscal years (2017 and 2018), below the minimum threshold of 80% or $4,000,000 established for this objective required to trigger the payment of the bonus based on the previously mentioned established scale.

The available cash flow is defined as the total amount of available cash flows from operating activities, net of acquisition of property, plant and equipment and intangible assets as reported in the Corporation Consolidated Statement of Cash Flows for the fiscal year ended January 31, 2018.

The second annual corporate performance objective was to achieve an order backlog of $250,000,000. However, the Corporation closed its 2018 fiscal year with a backlog below the minimum threshold of 80% or $200,000,000 established for this objective required to trigger the payment of the bonus based on the previously mentioned established scale.

Moreover, although the Co-Chairman of the Board of Directors and Chief Executive Officer and other executive officers have achieved certain of their personal annual objectives, given the Corporation’s overall results, they have voluntarily decided not to avail themselves of the portion of the bonus applicable to personal objectives.

Consequently, the Co-Chairman of the Board of Directors and Chief Executive Officer and other executive officers did not receive any bonuses during the fiscal year ended January 31, 2018.

The Corporation’s Board of Directors has discretionary power to either to award compensation even if the relevant performance objective or the similar condition has not been achieved, or to reduce or increase the size of any award or payout. However, the Board of Directors did not exercise such authority with respect to the Named Executive Officers (NEO) compensation for the fiscal year ended January 31, 2018.

iii. **Long-Term Incentive**

The long-term incentive is designed to, notably, reward Executive Officers for their contribution to increase the value of the Corporation’s shares.

During previous fiscal years and until the end of the 2016 fiscal year, the long-term incentive for Executive Officers was only in the form of stock options in accordance with the Stock Option Plan, as further described herein in Section 12.2 "Stock Option Plan".

The benchmarking conducted by PCI-Perrault Consulting Inc., revealed that not granting stock options or other forms of long-term incentives during the past three years that were used for the benchmarking, reduced the Corporation’s competitive positioning in relation to the reference group.

In order to address certain shortfalls with regard to the Corporation’s long-term incentive practices found during the benchmarking process, and as per the compensation consultants and the CNG Committee’s recommendations, it was decided to implement, for the 2017 and 2018 fiscal years and subsequent fiscal years, a long-term incentive plan for Executive Officers (excluding controlling shareholders) in the form of deferred share units (DSU) grants in accordance with the DSU Plan, the main characteristics of which are further outlined in Section 11.2 b) i) "Deferred Share Units and Deferred Compensation Plan" of this Circular, including a significant initial DSU award, and annual and periodic DSU grants, according to the following terms :

— a significant initial DSU grant on February 1, 2016, being the first day of fiscal year 2017, worth $204,000, representing 75% of the annual base salary of the concerned Executive Officer and the vesting of which extends progressively over a 5-year period at the rate of 20% per year, subject to "termination clauses" which modulates the vesting of DSU by taking into account the reasons and circumstances of termination of employment; and

— during the 2018 fiscal year and subsequent fiscal years, annual and periodic DSU grants worth up to a maximum of 25% of the annual base salary of the concerned Executive Officer, based on performance conditions to be established by the CNG Committee and the Board of Directors, and the vesting of which, as the case may be, will extend progressively over a 3-year period at the rate of 33.3% per year, subject to termination clauses above-mentioned, provided that the Corporation could, in the future, for the purpose thereof, develop performance measures that are linked to the strategic plan, based on the achievement of results/objectives and implement an individual performance system.

For the 2018 fiscal year, as annual DSU grant under this policy, Mr. Jean-François Boursier and Ms. Carolyn Carbonneau-Hanson were each granted 10,000 DSU, the unit value of which at the date of the grant calculated in accordance with the provisions set forth in the DSU plan was $2.74, for a total value of $27,400 in DSU, representing less than 10% of their respective annual base salaries at the date of grant, as shown in the next table.

Name	Number of DSU granted	Average Closing Price of the Corporation's Subordinate Voting Shares on the TSX During the 5 Trading Days Preceding May 1, 2017 (In $)	Total amount granted in DSU (In $) (A x B)	Annual Base Salary as of May 1, 2017 (In $) (Rounded off)	Value granted in DSU (As a % of salary) (C/D)
	A	B	C	D	E
Jean-François Boursier	10,000	$2.74	$27,400	$ 279,000	9.8 %
Carolyn Carbonneau-Hanson (1)	10,000	$2.74	$27,400	$ 279 000	9.8 %

(1) In Carolyn Carbonneau-Hanson's case, the bonus is calculated as a percentage of her annual salary and her professional fees for the engineering services she provided in the United States.

In addition to extend respectively over a 5-year period, at a rate of 20% per year for the DSU granted on February 1, 2016 (fiscal year 2017) and over a 3-year period, at a rate of 33.3% per year for the DSU granted on May 1, 2017 (fiscal year 2018), the vesting of DSU awarded to Mr. Boursier and to Ms. Carbonneau-Hanson is also subject to the following conditions:

— If the employment of the holder of the DSU is terminated for cause, all of the DSU that would have been vested according to the vesting schedule set forth above at the grant's anniversary dates, which precede the date of the holder's dismissal will be deemed to have never been vested and will be cancelled without compensation, similar to the unvested DSU in accordance with the provisions set forth in the DSU Plan;

— If the holder of the DSU resigns, the redemption procedure set forth in the DSU Plan shall apply to the DSU according to the aforementioned vesting schedule, which vested at the anniversary dates of the grant preceding the date of his resignation;

— If the holder of the DSU ceases employment on account of his death, retirement or any reasons other than his termination for cause or resignation, the following provisions shall apply:

  — the unvested DSU that were to become vested on the anniversary date of the grant that immediately follows the date on which he ceased employment shall be deemed vested proportionally to the time elapsed from the anniversary date of the grant that immediately precedes the date on which he ceased employment up to the date on which he ceased employment; and

  — the redemption procedure set forth in the DSU Plan shall apply to both of the DSU that are already vested and the DSU which, according to the previously mentioned vesting schedule, became vested at the anniversary dates of the grant preceding his date of termination.

As such, for the 2018 fiscal year, as for the preceding fiscal year, the long-term incentive compensation for NEO was only in the form of DSU.

However, even if no new options were granted to Executive Officers during the last three (3) fiscal years, and that the foregoing measures adopted for the 2017 and 2018 fiscal years and subsequent fiscal years focus more on DSU grants as long-term incentive, the Corporation continues to consider the granting of options as a valid form of long-term incentive for Executive Officers. As such, the Stock Option Plan is maintained, and the stock options already granted and held by certain Executive Officers remain valid until their maturity, their exercise or cancellation in accordance with the Stock Option Plan's terms and conditions and the Corporation retains the option to grant new stock options to Executive Officers in the future, when the Board of Directors and the CNG Committee will consider it appropriate.

iv. **Retirement, Fringe Benefits and Perquisites**

The Corporation does not offer its Executive Officers a pension plan. However, the Corporation does pay the maximum allowable annual contribution to the Registered Retirement Savings Plan ("RRSP") of each Executive Officer. However, in the case of the Chief Financial Officer and the Vice-President, Engineering and Operations, this contribution is directly paid to their respective RRSP. In the case of Jean Paschini, Pierre Paschini and Marise Paschini, an amount equivalent to this contribution is added to their management fees payable to Groupe JPMP Inc.

Fringe benefits include, in particular, life insurance for Jean Paschini, Pierre Paschini and Marise Paschini. Perquisites, notably, consist of car allowances and discretionary expense allowances. These benefits are reviewed from time to time by the CNG Committee and the Board of Directors, particularly when reviewing employment contracts.

d) **Risk Management Related to Compensation Policies and Practices**

The CNG Committee considered the implications of the risks associated with the Corporation's compensation policies and practices and implemented certain mechanisms to mitigate those which could potentially encourage NEO to expose the Corporation to inappropriate or excessive risks, such as:

— In the event an objective is exceeded, the maximum bonus thereof is capped at 200% of the targeted bonus attributable to this objective, as further described in paragraph 10.2 c) ii) hereinabove;

— Stock options are gradually vested over 2- to 5-year periods, as further described in Section 12.2 f) "Rate of Exercising or Vesting of Rights" of this Circular;

— Since September 8, 2010, long-term incentive for directors who are not executives of the Corporation are no longer in the form of stock options grants, but are now in the form of DSU or in the form of other deferred rights that are only cashable at the end of the director's mandate, as further described in Section 11.2 b) "Long-Term Incentive" of this Circular.

— For the 2017 and 2018 fiscal years and subsequent fiscal years, without definitely excluding stock option grants, the long-term incentive for Executive Officers may now be in the form of either DSU, which are only cashable upon the termination of employment of the concerned Executive Officers, as further detailed herein in Section 11.2 b) "Long-Term Incentive".

— DSU granted to Executive Officers are gradually vested over a 3- to 5-year period as further explained in Section 10.2 c) iii) "Long-Term Incentive".

— If the employment of an Executive Officer holding DSU is terminated for cause, all DSU that would have been vested on the grant's anniversary dates preceding the date of the Executive Officer's dismissal, will be deemed never to have been vested and will be cancelled without compensation similarly to the unvested DSU.

— Currently, the outstanding DSU grants guarantee the ownership of phantom shares representing between 50% and 100% of the participating Executive Officers' base annual salary, which is in line with the market practices with respect to the share ownership rules, and provides for an alignment of the Executive Officers' interests with those of the shareholders of the Corporation.

Given the mechanisms described above, the CNG Committee believes that there seem to be no risks associated with the Corporation's compensation policies and practices that are likely to have a material adverse effect on the Corporation, subject to the following:

— Even though none of the Corporation's Executive Officers holding DSU has stepped down from office since the DSU Plan is in place, the fact that the DSU are only cashable after the participating Executive Officer employment ceases, could potentially become an incentive for participating Executive Officers to prematurely step down from office in order to cash in their gains if the amount accumulated in DSU becomes too significant.

— For the 2019 fiscal year and the subsequent fiscal years, in order to allow the participating Executive Officers to periodically cash in certain gains while in office, the Corporation plans to establish a share-based long-term incentive plan, in the form of Performance Share Units (PSUs), which will rely on time and performance criteria, and the payment of which will occur upon vesting. The main characteristics of this new plan are summarized below in Section 10.2 f) "Changes to Compensation Policies and Practices in the Next Fiscal Year" of this Circular.

— This new PSU Plan will not replace the Stock Option and DSU Plans in place. It will be complementary to the existing long-term incentive plans.

The CNG Committee believes that the eventual PSUs grants, combined with the DSU grants, will ensure a better balance between the gains that are cashable while the Executive Officers are in office and those cashable when they cease to be in office.

e) **Financial Instruments**

The NEO and directors are permitted to purchase financial instruments, in particular, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held directly or indirectly by the NEO, or director.

However, to the Corporation's knowledge, at the date of the present, no NEO and directors have purchased such financial instrument.

f) **Changes to Compensation Policies and Practices in the Next Fiscal Year**

At the date hereof, the Corporation does not foresee significant changes to its NEO compensation policies and practices for the next fiscal year (fiscal year beginning February 1, 2018 and ending January 31, 2019), except with regards to the long-term incentive.

As further described above in Section 10.2 d) "Risk Management Related to Compensation Policies and Practices" of this Circular, in order to mitigate the risk associated with long-term incentive compensation practices in the form of DSU, and as per the compensation consultants and the CNG Committee recommendations, it was decided to implement a long-term incentive compensation plan ("LTIC") for the Executive Officers (excluding the controlling shareholders) in the form of Performance Share Units ("PSU") for the fiscal year 2019 and the following fiscal years.

The purpose of the PSU Plan is to increase the Corporation's ability to attract, motivate and retain high quality individuals to act as executive officers, and key employees, to focus on the Corporation's long-term interests and to promote a greater alignment of interests between Executive Officers and key employees, on the one hand, and with those of the Corporation's shareholders on the other, in creating long-term value for the stakeholders.

The Corporation's Board of Directors shall manage the PSU Plan and will be able to delegate all, or part, of its duties and powers to its CNG committee or any other Board's committee made up mostly of external directors.

A Performance Share Unit or PSU is a phantom stock of the Corporation, with the same value as a Subordinate Voting Share, but is not a share and accordingly does not entitle its holder the rights which are usually granted to shareholders. PSU cannot be converted into shares of the Corporation and do not result in a dilution to shareholders. The PSUs shall only be redeemed in cash by the Corporation after a 3-year period following their award (the "PSU Settlement Date"), if vesting conditions are met.

The vesting of PSUs shall be based on time and on achieving performance criteria established by the Board of Directors and the CNG Committee at the time of their award.

On the applicable vesting date, the number of PSUs included in the tranche of PSUs that should be vested at such date, shall be multiplied by a factor between 0% and 150% based on the degree of achievement or exceedance of performance criteria.

Any tranche of PSUs, for which the applicable vesting conditions have not been achieved at the applicable vesting date, shall automatically be forfeited and cancelled without compensation.

The value of a PSU at any time (for example on the PSU award date, vesting date or the Settlement Date, etc.) equals the market value of the Corporation's Subordinate Voting Shares at that date, which is calculated using the average closing price of the Corporation's Subordinate Voting Shares on the Toronto Stock Exchange during the five (5) trading days preceding such date, subject to adjustments as a results of amendments to the Corporation's capital stock (dividend in the form of shares, stock split, etc.).

At the date hereof, some of the terms of the new PSU Plan are yet to be defined and no PSU has been awarded yet.

10.3 Performance Graph

The performance graph presented below illustrates the cumulative total return of a $100 investment in the Corporation's Subordinate Voting Shares, compared with the cumulative total return of the S&P/TSX Composite Index of the Toronto Stock Exchange.

The year-end values of each investment are based on share appreciation plus dividends paid in cash, if any. The calculations exclude brokerage fees and taxes. Total shareholder returns from each investment can be calculated from the year-end investment values shown hereinafter in the graph.

Table of Changes

Fiscal years ended January 31,	2013	2014	2015	2016	2017	**2018**
(In dollars and in percentages)						
S&P/TSX	**$100.00**	$107.9	$115.67	$101.08	$121.29	**$125.75**
— Annual change (%)		8.0%	7.1%	-12.6%	20.0%	**3.7%**
— Cumulative change (%)		8.0%	15.7%	1.1%	21.3%	**25.7%**
DRX	**$100.00**	$250.00	$174.60	$247.62	$230.16	**$164.29**
— Annual change (%)		150.0%	-30.2%	41.8%	-7.1%	**-28.6%**
— Cumulative change (%)		150.0%	74.6%	147.6%	130.2%	**64.3%**

The compensation progression for Executive Officers is not directly linked to the trend illustrated in the above graph for the Corporation's Subordinate Voting Shares. Upward or downward fluctuations in the price of the Corporation's Subordinate Voting Shares are not taken into consideration in the determination of executive compensation. Share prices are influenced by a number of events over which the Corporation's Executive Officers have no control, specifically the situation of the global economy and market expectations of the Corporation's performance. The Corporation's Executive Officers are of the opinion that improving the book value of the shares (including the Subordinate Voting Shares and Multiple Voting Shares) is a guarantee that the value of the Subordinate Voting Shares will appreciate in the medium term and the long term.

Between January 31, 2017 and January 31, 2018, the book value per share went from $3.24 to $2.93, representing a 9.6% decrease in value.

10.4 **Stock Option-Based and Share-Based Awards**

The granting of stock options to purchase Subordinate Voting Shares of the Corporation is an element of the long-term compensation incentive for officers. The respective principal rules and characteristics of this Stock Option Plan and DSU Plan are further described in hereinafter in Sections 11.2 b) i) "Deferred Share Units and Deferred Compensation Plan" and 12.2 "Stock Option Plan". The Board of Directors has the ultimate responsibility for issuing and cancelling stock options and determining their vesting conditions within the rules of the Stock Option Plan or the DSU Plan, the case may be. However, the Board of Directors acts on the recommendation of the CNG Committee. The procedure for granting options and DSU is generally as follows:

— In the course of its annual compensation examination, the CNG Committee considers the relevance of awarding stock options or DSU to Executive Officers;

— The CNG Committee may, on its own initiative, develop proposals for awarding stock options indicating the number of options or DSU that will be granted or the value (for example, as a percentage of the annual base salary) of either in the form of stock options or DSU that will be awarded and the names of the Executive Officers to whom these options or DSU will be granted. However, as a general rule, it is the Co-Chairman of the Board of Directors and Chief Executive Officer who develops this proposal for awarding stock options or DSU and presents it for the CNG Committee's consideration;

— As mentioned hereinabove, the CNG Committee can occasionally retain the services of external compensation consultants to assists in the establishment or examination of proposed stock options or DSU for Executive Officers;

— Once the proposals for awarding stock options or DSU have been developed or examined, the CNG Committee recommends that the Board of Directors approves them at the meeting of the Board of Directors that follows the meeting of the CNG Committee.

In the course of this process, the CNG Committee and the Board of Directors take into consideration, among others, previous awards or the absence of previous grants when contemplating new stock options or DSU grants. Consequently, the decision to award a substantial number of DSU worth 75% of the base salary of the concerned Executive Officers as an initial grant for the 2017 fiscal year, and to cap DSU grants for fiscal year 2018 and subsequent fiscal years at a value not to exceed 25% of base salary as further described in Section 10.2 c) iii) "Long-term Incentive", notably takes into account the fact that no stock options or DSU were awarded to Executive Officers for several years and that a catching up should initially be done before proceeding with smaller grants, but at regular intervals and on an annual basis, to maintain the competitiveness of the compensation.

10.5 **Summary Compensation Table**

The following table shows compensation information for Jean Paschini, Co-Chairman of the Board of Directors and Chief Executive Officer of the Corporation, Jean-François Boursier, Chief Financial Officer and for three (3) Executive Officers of the Corporation (and its subsidiaries) (collectively, the Named Executive Officers or "NEO") for services rendered in all capacities during the fiscal years ended January 31, 2016, 2017 and 2018.

Named Executive Officers Name and Principle Position	**Fiscal Years**	**Salaries**	**Share-Based Awards** (1)	**Stock Option-Based Awards** (2)	**Non-Equity Incentive Plan Compensation** (3)		**Pension Plan Value**	**Other Compensation** (4)	**Total Compensation**
					Annual Incentive Plan	Long-Term Incentive Plan			
		$	$	$	$	$	$	$	$
Jean Paschini	**2018**	**n.a.**	**n.a.**	**n.a.**	**0**	**n.a.**	**n.a**	**533,854**	**533,854**
Co-Chairman of the Board of Directors	2017	n.a.	n.a.	n.a.	47,749	n.a.	n.a.	535,873	583,622
and Chief Executive Officer (5)	2016	n.a.	n.a.	n.a.	156,592	n.a.	n.a.	526,346	682,938
Pierre Paschini, P.Eng.	**2018**	**n.a.**	**n.a.**	**n.a.**	**0**	**n.a.**	**n.a**	**535,081**	**535,081**
President and Chief Operating Officer (5)	2017	n.a.	n.a.	n.a.	38,199	n.a.	n.a.	534,579	572,778
	2016	n.a.	n.a.	n.a.	156,592	n.a.	n.a.	526,446	683,038
Marise Paschini	**2018**	**n.a.**	**n.a.**	**n.a.**	**0**	**n.a.**	**n.a**	**357,264**	**357,264**
Executive Vice-President, Treasurer and	2017	n.a.	n.a.	n.a.	21,110	n.a.	n.a.	355,587	376,697
Corporate Secretary (5)	2016	n.a.	n.a.	n.a.	70,643	n.a.	n.a.	350,912	421,555
Jean-François Boursier, CPA, CA	**2018**	**278,814**	**27,400**	**n.a.**	**0**	**n.a.**	**n.a.**	**25,634**	**331,848**
Chief Financial Officer (6)	2017	278,683	204,000	n.a.	19,517	n.a.	n.a.	24,930	527,130
	2016	272,014	n.a.	n.a.	65,312	n.a.	n.a.	24,270	361,596
Carolyn Carbonneau- Hanson, M.Eng.	**2018**	**195,843**	**27,400**	**n.a.**	**0**	**n.a.**	**n.a.**	**109,585**	**332,828**
Vice-President, Engineering and	2017	215,360	204,000	n.a.	19,517	n.a.	n.a.	88,364	527,241
Operations(6)	2016	215,359	n.a.	n.a.	65,312	n.a.	n.a.	80,904	361,575

(2) Share-based awards are in the form of DSU in accordance with the provisions set forth in the Deferred Share Units Plan as further outlined in Section 11.2 b) i) "Deferred Share Units and Deferred Compensation Plan" hereinafter. The values indicated in this column only take into account DSU granted to each of the Executive Officers at the Board of Director's discretion, by excluding additional DSU that could be granted as dividend equivalents on DSU, the case may be. Refer to Section 10.2 c) iii) "Long-term Incentive" herein for further detail on the calculation for DSU awards and gradual vesting rights thereof. The value of DSU at the date of the award was calculated in accordance with the terms and conditions set forth in the previously mentioned DSU Plan, based on the following formula: number of DSU awarded, multiplied by the average closing price of the Corporation's Subordinate Voting Shares on the Toronto Stock Exchange during the five (5) days preceding the date of the award, as indicated in the table below:

		A	B	Market Value or Payout of DSU as at the Date of the Grant
Name	**Date of Grant**	DSU Granted	Average Closing Price of the Corporation's Subordinate Voting Shares on the TSX During the 5 Trading Days Preceding	A X B
	dd/mm/yyyy	Number	$	$
Jean-François Boursier	01/05/2017	10,000	2.74	**27,400**
Carolyn Carbonneau-Hanson	01/05/2017	10,000	2.74	**27,400**

In accordance with IFRS 2 "Share Base Payment" the fair value on the date of the grant indicated in the above table does not differ from the established fair value (the " accounting fair value").

(3) No stock options were awarded to the NEO during the fiscal years ended January 31, 2016, 2017 and 2018.

(4) Bonuses were paid in cash at the end of the fiscal year for which they were awarded. No bonuses were paid to the NEO during the fiscal year ended January 31, 2018. See Section 10.2 c) ii) "Short-Term Incentive" of this Circular for details on the calculation of these bonuses.

(5) Except where indicated, perquisites do not exceed the lesser of $50,000 or 10% of the total of the salary and bonuses.

(6) Jean Paschini, Pierre Paschini and Marise Paschini are related persons. They have each entered into exclusive, indefinite-term employment contracts with the Corporation providing for a base salary adjusted annually in the same manner as for all Executive Officers and to which may be added any bonus or other benefit that may be granted to them at the discretion of the Board of Directors of the Corporation, in keeping with the total compensation program of the Corporation. As provided for in their employment contracts, they have instructed the Corporation to pay the salary owing to them, as well as certain other benefits to which they are entitled under the said contracts, in the form of management fees to Groupe JPMP Inc. The amounts indicated with respect to Jean Paschini, Pierre Paschini and Marise Paschini in the column "Other Compensation" include on the one hand, the portion of the management fees payable to Groupe J.P.M.P. Inc., corresponding to their respective compensation and other benefits, and on the other hand any other compensation paid directly to them by the Corporation, including the car and discretionary spending allocations, broken down as follows:

	Management Fees Paid to Groupe JPMP Inc.						
Executive Officers	Fiscal Years	Salary	RRSP or Equivalent Amount	Fringe Benefits and Insurance Costs	Sub-total	**Other Compensation Paid Directly to the Executive Officers**	**Total**
		$	$	$	$	$	$
Jean Paschini	**2018**	**432,308**	**26,010**	**43,745**	**502,063**	**31,735**	**533,854**
	2017	432,092	25,370	44,111	501,573	34,300	535,873
	2016	421,764	24,930	43,111	489,805	36,541	526,346
Pierre Paschini	**2018**	**432,308**	**26,010**	**43,801**	**502,119**	**32,962**	**535,081**
	2017	432,092	25,370	44,111	501,573	33,006	534,579
	2016	421,764	24,930	43,111	489,805	36,641,	526,446
Marise Paschini	**2018**	**273,246**	**26,010**	**30,392**	**329,648**	**27,616**	**357,264**
	2017	273,104	25,370	29,715	328,189	27,398	355,587
	2016	266,582	24,930	29,568	321,080	29,832	350,912

(7) The amounts listed next to Jean-François Boursier and Carolyn Carbonneau-Hanson, in the column "Other Compensation" include the employer's contributions to their respective RRSP, the dividend equivalents calculated on DSU and the professional fees paid to a company controlled by Ms. Carbonneau-Hanson for engineering services she provides in the United States, broken down as follows:

Executive Officers	**Fiscal Year**	**RRSP**	**Dividend Equivalents Calculated on DSU***	**Professional Fees**	**Total**
		$	$	$	$
Jean-François Boursier	**2018**	**25,370**	**264**	**n.a.**	**25,634**
	2017	24,930	n.a.	n.a.	24,930
	2016	24,270	n.a.	n.a.	24,270
Carolyn Carbonneau-Hanson	**2018**	**25,370**	**264**	**83,951**	**109,585**
	2017	24,930	n.a.	63,434	88,364
	2016	24,270	n.a.	56,634	80,904

* This amount represents the value of the dividend equivalents converted into additional DSU during the fiscal year ended January 31, 2018, calculated in accordance with the method described in Section 11.2 b) i) hereinafter. As at April 12, 2017 (declaration date), the Corporation declared a semi-annual dividend of $0.01 per share (amount of the dividend) payable to shareholders of record as at April 28, 2017 (dividend record date) and as at September 13, 2017 (declaration date), the Corporation declared a semi-annual dividend of the same amount payable to shareholders of record as at September 29, 2017 (dividend record date). The amount indicated in this column have been calculated as follows:

Executive Officers	Dividend Equivalents			DSU Conversion		
		A	B		C	D
	Dividend Record Date	Total DSU Credited and vested on the Record Date	Value (rounded) of Dividend Equivalents to be converted into DSU A x 0,01 $	Date of the Award (last day of the quarter during which the record date is set)	Average closing price of the Corporation's Subordinate Voting Shares on the TSX during the 5 trading days preceding the date of award	Additional DSU Granted (rounded off) B / C
	dd/mm/yyyy	Number	$	dd/mm/yyyy	$	Number
Jean-François Boursier	28/04/2017	13,161	132	30/04/2017	2.74	48
	29/09/2017	13,209	132	31/10/2017	2.59	51
			264			**99**
Carolyn Carbonneau-Hanson	28/04/2017	13,161	132	30/04/2017	2.74	48
	29/09/2017	13,209	132	31/10/2017	2.59	51
			264			**99**

10.6 **Incentive Plan Awards**

a) **Outstanding Share-Based Awards and Stock Option-Based Awards**

The following table presents for each NEO all outstanding share-based and stock option-based awards as at the close of the fiscal year ended January 31, 2018, including those granted before the last fiscal year. The Corporation's shareholders' equity incentive plans in effect for the NEO is made up of stock option-based grants in accordance with the Stock Option Plan and share-based grants in the form of DSU granted in accordance with the DSU Plan.

No stock options were granted to the NEO during the fiscal year ended January 31, 2018.

The options listed in the following table were all granted in previous fiscal years:

Name	Stock Option-Based Awards					Share-Based Awards		
	Stock Option Award Date	Securities Underlying Unexercised Stock Options (1)	Stock Option Exercise Price	Stock Options Expiry Date	Value of Unexercised In-the-Money Stock Options (2)	Number of Shares or Units of Shares That Have Not Vested	Market or Payout Value of Share-Based Awards That Have Not Vested	Market or Payout Value of Vested Share-Based Awards (Not Paid Out or Distributed) (5)
	dd/mm/yy	Number	$	dd/mm/yy	$	Number	$	$
Jean Paschini (3)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Pierre Paschini(3)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Marise Paschini(3)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Jean-François Boursier	15/09/10	50,000	1.88	14/09/20	9,500	62,645	131,555	27,846.
Carolyn Carbonneau-Hanson	n.a.	n.a.	n.a.	n.a. (4)	n.a	62,645	131,555	27,846

(1) The securities underlying the unexercised options are Subordinate Voting Shares.

(2) The value of the unexercised in-the-money stock options equals the number of underlying securities (Subordinate Voting Shares) indicated in the third column of the table, and by the difference (namely $0.19) between the closing price of the Corporation's Subordinate Voting Shares on January 31, 2018 or on the last trading day preceding that date (namely $2.07) and the stock options' exercise price (namely $1.88). The values indicated in this column have not been, and may never be, realized.

(3) Jean Paschini, Pierre Paschini and Marise Paschini exercised all of their options on April 14, 2015 and did not hold any options during the fiscal year ended January 31, 2018.

(4) At the beginning of the 2018 fiscal year, Carolyn Carbonneau-Hanson held 7,664 options expiring at 11:59 p.m. on February 19, 2017, at which time a blackout period was in effect from February 1, 2017 until 11:59 p.m. on April 17, 2017. Under the provisions of the Stock Option Plan, the term of these options was extended from Tuesday, April 18, 2017 to Friday, April 28, 2017, inclusively as further outlined in Section 12.2 k) "Blackout Expiry Date" herein. Ms. Carbonneau-Hanson exercised all of her options on April 26, 2017 and did not hold any options at the end of fiscal year ended January 31, 2018.

(5) As at January 31, 2018 outstanding share-based awards are in the form of DSU awarded under the DSU Plan, as further outlined in Section 11.2 b) i) "Deferred Share Units and Deferred Compensation Plan" of this Circular. DSU, which values are represented in this column, have been awarded during the fiscal years 2017 and 2018. The values indicated in this column include:

— DSU awarded to Executive Officers at the Board of Directors' discretion, which vesting will extend over a period between three (3) to five (5) years starting on the first anniversary of the grant (see Section 10.2 c) iii) "Long-Term Incentive", as well as Note 1 of the "Compensation Summary" table in Section 10.5 of this Circular for details);

— DSU awarded to the Executive Officers as the result of the conversion of the dividend equivalents into DSU (see Note 6 of the "Compensation Summary" table in Section 10.5 of this Circular for details).

The values indicated in this column have been calculated as follows:

Name	Unvested DSU			Vested DSU (Not Paid Out or Distributed)		
	A	Unit Value as at January 31, 2018 B *	**Market or Payout Value as at January 31, 2018** A x B	C	Unit Value as at January 31, 2018 D *	**Market or Payout Value as at January 31, 2018** C x D
	Number	$	$	Number	$	$
Jean-François Boursier	**62,645**	2.10	**131,555**	13,260	2.10	**27,846**
Carolyn Carbonneau-Hanson	**62,645**	2.10	**131,555**	13,260	2.10	**27,846**

* The DSU unit value is equal to the average closing price of the Corporation's Subordinate Voting Shares on the Toronto Stock Exchange during the five (5) trading days preceding January 31, 2018.

b) Incentive Plan Awards – Value Vested or Earned During the Fiscal Year

The following table indicates the value of unexercised stock options and unredeemed DSU held by NEO of which the exercise rights were vested during the fiscal year ended January 31, 2018, as well as the value of the bonus earned by each of the NEO during the fiscal year ended January 31, 2018:

Name	**Stock Option-Based Awards**	**Share-Based Awards**	**Non-Equity Incentive Plan Compensation**
	Value Vested During the Fiscal Year (1)	Value Vested During the Fiscal Year (2)	Value Earned During the Fiscal Year (3)
	$	$	$
Jean Paschini	n.a.	n.a.	n.a.
Pierre Paschini	n.a.	n.a.	n.a.
Marise Paschini	n.a.	n.a.	n.a.
Jean-François Boursier	n.a.	38,431	n.a.
Carolyn Carbonneau-Hanson	n.a.	38,431	n.a.

(1) This value represents the gain that would have been realized had the stock options been exercised on the vesting date of the exercise rights. This hypothetical gain equals the difference between the closing price of the Corporation's Subordinate Voting Shares on the vesting date and the stock options' exercise price. The securities underlying the unexercised stock options are Subordinate Voting Shares.

Amongst the NEO, only Mr. Jean-François Boursier and Ms. Carolyn Carbonneau-Hanson still held stock options rights during the fiscal year ended January 31, 2018. The exercise rights of the stock options held by Jean-François Boursier were vested over a 5-year period, at a rate of 20%, starting on the first anniversary of the grant. The exercise rights of the stock options granted to Ms. Carolyn Carbonneau-Hanson were vested on two years at a rate of 50% per year. Both Mr. Boursier and Ms. Carbonneau-Hanson have vested all the rights to exercise their respective options during prior fiscal years. As mentioned in the previous section, Ms. Carbonneau-Hanson exercised all of her options on April 26, 2017, and did not hold any options at the end of the fiscal year, on January 31, 2018.

(2) Amongst the NEO, only Mr. Jean-François Boursier and Ms. Carolyn Carbonneau-Hanson hold DSU. These DSU vest gradually over a 5-year period at a rate of 20% per year or over a 3-year period at a rate of 33.3 % per year, starting on the first anniversary of the grant. See Section 10.2 c) iii) "Long-Term Incentive", as well as Notes 1 and 6 of the "Compensation Summary" table in Section 10.5 of this Circular for details on the DSU granted.

The values indicated in this column have been calculated as follows:

Name	A		B	C	D	**Total Market or Payout Value of DSU at Vesting Date**
	DSU that have vested during the fiscal year	Vesting Date	DSU Unit Value at Vesting Date *	Value of DSU that have vested during the fiscal year A x B	Value of Dividend Equivalents calculated on vested DSU	C+D
	Number	dd/mm/yyyy	$	$	$	$
Jean-François Boursier	13,161	01/02/2017	2,90	38,167	264	**38,431**
Carolyn Carbonneau-Hanson	13,161	01/02/2017	2,90	38,167	264	**38,431**

* The DSU unit value at vesting date is equal to the average closing price of the Corporation's Subordinate Voting Shares on the Toronto Stock Exchange during the five (5) trading days preceding vesting date.

Under the DSU Plan, DSU are bought back by the Corporation on the date the Executive Officer ceases to be an executive officer of the Corporation by reason of death, or retirement or loss of function as executive officer (Date of Redemption) in a cash amount equal to the market value of a Subordinate Voting Share of the Corporation at the DSU Redemption Date (see the DSU redemption payment terms and conditions in Section 11.2 b) i) "Deferred Share Units and Deferred Compensation Plan" of this Circular.

The value of DSU may fluctuate between the date of vesting and Date of Redemption. Consequently, the amount that will actually be paid to the Executive Officer at the Date of Redemption may differ from the amount shown in this table.

(3) No bonus was paid to the NEO during the 2018 fiscal year. See Section 10.2 c) ii) "Short-Term Incentive" of this Circular for details on the calculation of the bonuses.

c) **Incentive Plan Awards – Stock Option Exercised During the Fiscal Year**

During the 2018 fiscal year, namely on April 26, 2017, Ms. Carolyn Carbonneau-Hanson exercised all of the 7,664 stock options she held at the exercise price of $2.14 per share. These 7,664 options were to expire at 11:59 p.m. on February 19, 2017, at which time a blackout period was in effect from February 1, 2017 until 11:59 p.m. on April 17, 2017. Under the provisions of the Stock Option Plan, the term of these options was extended from Tuesday, April 18, 2017 to Friday, April 28, 2017, inclusively as further outlined in Section 12.2 k) "Blackout Expiry Date herein. No Executive Officers exercised stock options during the fiscal year ended January 31, 2018.

d) **Incentive Plan Awards – DSU Redeemed During the Fiscal Year**

During the fiscal year ended January 31, 2018, no Executive Officers of the Corporation holding DSU stepped down from office and none of these DSU were vested and consequently the Corporation did not redeem DSU granted to the Executive Officers.

10.7 Termination and Change of Control Benefits

a) **Jean Paschini, Pierre Paschini and Marise Paschini**

The employment contracts of Jean Paschini, Pierre Paschini and Marise Paschini provide for the payment of the following indemnities and benefits should the Corporation terminate their employment:

i. As severance pay, an amount equal to twice (2x) the annual salary and any short-term incentive in the form of a bonus or other forms to which the officer at issue was entitled in the course of the 12 months preceding the date of receipt of the notice of employment termination, thus representing 24 months' worth of salary and short-term incentives, which amount shall be payable as of the date on which the employment contract is terminated;

ii. All other benefits and advantages of the employment contract will be maintained in force for a period of 24 months as of the date on which the said contract terminates, including RRSP contributions (or their equivalent) and perquisites.

Furthermore, each of the employment contracts of Jean Paschini, Pierre Paschini and Marise Paschini contain identical non-competition, confidentiality and non-solicitation clauses in favour of the Corporation for a 24-month period following the termination of the said contracts.

The following table indicates the benefits that would have been paid assuming the employment contracts of Jean Paschini, Pierre Paschini and Marise Paschini would have ended January 31, 2018, in the circumstances giving rise to the payment of such benefits:

Name	Salary for the 12-Month Period Ended January 31, 2018	Bonus Earned as at January 31, 2018	A Severance Pay (Salary + bonus) x 2	B Other Compensation (1)	Total (A+B)
	$	$	$	$	$
Jean Paschini	432,308	0	864,616	52,020	916,636
Pierre Paschini	432,308	0	864,616	52,020	916,636
Marise Paschini	273,246	0	546,492	52,020	598,512

(1) Amount equal to RRSP contributions for the 24 months following termination of employment, namely $26,010 per year per individual for each of the calendar years 2017 (fiscal year 2018) and 2018 (fiscal year 2019), based on the assumption that the maximum eligible annual contribution amount remains unchanged.

b) **Jean-François Boursier and Carolyn Carbonneau-Hanson**

As further described in previous sections, since February 1, 2016, Mr. Jean-François Boursier and Ms. Carolyn Carbonneau-Hanson each hold DSU, which were granted on February 1, 2016 and on May 1, 2017, and gradually vest over a 5-year period at a rate of 20% per year or over a 3-year period at a rate of 33.3% per year respectively, starting on the first anniversary of the grant, subject to "termination clause" which will modulate the acquisition of DSU by taking into account the reasons and circumstances of termination of employment, which could trigger the redemption of these DSU.

However, as further detailed in Section 11.2 b) i) herein, the DSU Plan sets forth that in the event of a change in control (as defined in the DSU Plan), all DSU unvested will be deemed vested immediately before the change of control happens.

The following table indicates the value of the DSU held by Mr. Jean-François Boursier and Ms. Carolyn Carbonneau-Hanson, including vested DSU and unvested DSU for which vesting rights would have been moved ahead given a change in the Corporation's control, assuming that such change in control would have occurred on January 31, 2018.

Name	A Number of vested DSU and unvested DSU of which vesting would have been move ahead in the event of a change of control on January 31, 2018	B Closing Price of the Corporation's Subordinate Voting Shares on the TSX as at January 31, 2018(1)	Total (A X B) (2)
		$	$
Jean -François Boursier	75,905	2.07	157,123
Carolyn Hanson Carbonneau	75,905	2.07	157,123

(1) For the purposes of the above table, and in accordance with the applicable regulation, the DSU were evaluated using the closing price of the Subordinate Voting Shares of the Corporation on the Toronto Stock Exchange the last business day of the most recent fiscal year (January 31, 2018), that is $2.07, whereas based on the provisions of the DSU Plan, the DSU would have been evaluated using the average closing price of the subordinate voting share of the Corporation on the Toronto Stock Exchange during the five days preceding January 31, 2018, which is $2.10, in which case the total value of the DSU would have been $159,401.

(2) Under the DSU Plan, DSU are redeemed by the Corporation on the date its holder ceases to be an executive of the Corporation by reason of death, or retirement or loss of function as executive (Date of Redemption) in a cash amount equal to the market value of a Subordinate Voting Share of the Corporation at the DSU Redemption Date (see the DSU redemption payment terms and conditions in Section 11.2 b) i) "Deferred Share Units and Deferred Compensation Plan" of this Circular. The value of DSU may fluctuate between the date of vesting and Date of Redemption. Consequently, the amount that would actually be paid to the holder at the Date of Redemption may differ from the amount shown in this table.

11. COMPENSATION OF DIRECTORS

11.1 Compensation of Directors Table

The following table presents the information concerning the compensation of directors who are not Executive Officers of the Corporation (hereinafter referred to "External Directors"), for services rendered in the context of all of their duties for the fiscal year ended January 31, 2018.

Director	Fees (1)	Share-Based Awards (2)	Stock Option-Based Awards (3)	Non-Equity Incentive Plan Compensation Annual Incentive Plan	Non-Equity Incentive Plan Compensation Long-Term Incentive Plan	Pension Plan Value	Other Compensation (4)	Total Compensation
	$	$	$	$	$	$	$	$
Marc L. Belcourt	51,800	27,400	n.a.	n.a.	n.a.	n.a.	1,158	**80,358**
Michèle Desjardins	52,800	27,400	n.a.	n.a.	n.a.	n.a.	605	**80,805**
Frank Di Tomaso	53,800	27,400	n.a.	n.a.	n.a.	n.a.	605	**81,805**
Antonio P. Meti	125,000	54,800	n.a.	n.a.	n.a.	n.a.	1,909	**181,709**
Robert Paré	43,000	27,400	n.a.	n.a.	n.a.	n.a.	2,654	**73 054**

(1) Including annual base fees, additional fees paid to the Co-Chair of the Board of Directors and Independent Board Leader, the annual base fees paid to other Board members, the additional fees paid to the chairs and committee members, and as the case may be, the attendance fees. During the fiscal year 2018, only Mr. Robert Paré has chosen to convert all or part of his annual fees and attendance fees in the form of DSU, in accordance with the provisions of the DSU Plan, further outlined in Section 11.2 b) i) hereinafter, and broken down at follows:

Director	Total annual and attendance fees	Form of Payment In Cash	Form of Payment In the form of DSU	DSU Allocation Award Date	DSU Allocation A DSU Award Date	DSU Allocation B Average Closing Price of the Corporation's Subordinate Voting Shares on the TSX During the 5 Trading Days Preceding the Date of Award	**Market or Payout Value of DSU at the Date of the Award** A X B
	$	$	$	dd/mm/yyyy	Number	$	$
Robert Paré	43,000	0	43,000	30/04/2017	3,869	2.74	10,600
				31/07/2017	3,955	2.68	10,600
				31/10/2017	4,093	2.59	10,600
				31/01/2018	5,333	2.10	11,200
					17,250		**43,000**

(2) Share-based awards are in the form of DSU in accordance with the provisions set forth in the DSU plan as further outlined in Section 11.2 b) i) "Deferred Share Units and Deferred Compensation Plan" hereinafter. The values indicated in this column only take into account DSU granted to each of the External Directors at the Board's discretion, by excluding the DSU granted to External Directors for the purposes to defer their compensation (conversion of annual and attendance fees into DSU, as indicated in note 1 hereinabove) and also excluding the dividend equivalents converted to additional DSU as indicated in note 4 hereinafter. The value of DSU at the date of the award was calculated in accordance with the terms and conditions set forth in the DSU Plan (see Section 11.2 b) i) "Deferred Share Units and Deferred Compensation Plan" hereinafter) based on the following formula: number of DSU awarded, multiplied by the average closing price of the Corporation's Subordinate Voting Shares on the Toronto Stock Exchange during the five (5) trading days preceding the date of the award, as indicated in the next table

Director	Date of the Grant	A DSU Granted	B Average Closing Price of the Corporation's Subordinate Voting Shares on the TSX During the 5 Trading Days Preceding the Date of Award	**Market or Payout Value of DSU at the Date of the Award** A X B
	dd/mm/yyyy	Number	$	$
Marc L. Belcourt	01/05/2017	10,000	2.74	27,400
Michèle Desjardins	01/05/2017	10,000	2.74	27,400
Frank Di Tomaso	01/05/2017	10,000	2.74	27,400
Antonio P. Meti	01/05/2017	20,000	2.74	54,800
Robert Paré	01/05/2017	10,000	2.74	27,400

In accordance with IFRS 2 "Share Base Payment" the fair value on the date of the grant indicated in the above table does not differ from the established fair value (the " accounting fair value").

(3) The Securities underlying the granted stock options are Subordinate Voting Shares. No options were granted to the External Directors during the fiscal year ended January 31, 2018.

(4) This amount represents the value of the dividend equivalents converted into additional DSU during the fiscal year ended January 31, 2018, in accordance with the calculation method described in Section 11.2 b) i) hereinafter. As at April 12, 2017 (declaration date), the Corporation declared a semi-annual dividend of $0.01 per share (amount of the dividend) payable to shareholders of record as at April 28, 2017 (dividend record date) and as at September 13, 2017 (declaration date), the Corporation declared a semi-annual dividend of the same amount payable to shareholders of record as at September 29, 2017 (dividend record date). The amount indicated in this column have been calculated as follows:

	Dividend Equivalents			**DSU Conversion**		
		A	**B**		**C**	**D**
Director	Dividend Record Date	Total DSU Credited on the Reference Date	Dividend Equivalents to be converted into DSU A x $0.01	Date of the Award (last day of the quarter during which the record date is set)	Average closing price of the Corporation's Subordinate Voting Shares on the TSX During the 5 Trading Days Preceding the Date of Award	Additional DSU Granted (rounded) (B/C)
	dd/mm/yyyy	Number	$	dd/mm/yyyy	$	Number
Marc L. Belcourt	28/04/2017	52,847	528	30/04/2017	2.74	193
	29/09/2017	63,040	630	31/10/2017	2.59	244
			1,158			**437**
Michèle Desjardins	28/04/2017	25,168	252	30/04/2017	2.74	92
	29/09/2017	35,260	353	31/10/2017	2.59	136
			605			**228**
Frank Di Tomaso	28/04/2017	25,168	252	30/04/2017	2.74	92
	29/09/2017	35,260	353	31/10/2017	2.59	136
			605			**228**
Antonio P. Meti	28/04/2017	85,287	853	30/04/2017	2.74	312
	29/09/2017	105,599	1,056	31/10/2017	2.59	408
			1,909			**720**
Robert Paré	28/04/2017	123,562	1,236	30/04/2017	2.74	452
	29/09/2017	141,838	1,418	31/10/2017	2.59	548
			2,654			**1,000**

11.2 Explanations Concerning the Compensation of Directors

Generally, the total compensation policy for External Directors of the Corporation includes (i) a basic annual fee, (ii) an additional annual fee based on the functions held in the Board's committees, (iii) an attendance fee per meeting of the Board of Directors or of a committee thereof attended by the director, and (iv) a long-term incentive, which up until September 8, 2010, was in the form of stock options under the Corporation's Stock Option Plan, as further described in Section 12.2 "Stock Option Plan" of this Circular, and which since February 1, 2011 (fiscal years 2012 and subsequent) consists solely of Deferred Share units ("DSU") or Deferred Stock Appreciation Rights ("DSAR"), as further described in paragraph b) below.

In order to determine the total compensation of External Directors, the Corporation, through its Board of Directors and CNG Committee, may on occasion retain the services of external compensation consultants in order to compare all or certain elements of the compensation of directors with that paid to the directors of businesses similar to the Corporation. In other occasions, when the Corporation does not retain the services of a consultant, the CNG Committee prepares guidelines by referring to, in particular, various information bulletins, general surveys and other data published by firms specializing in compensation matters and public agencies like Statistics Canada and Bank of Canada, or through its own research in Management Information Circular filed by other reporting issuers on SEDAR.

For fiscal year 2018, the Corporation's External Directors have been compensated under the same policies as those established for the fiscal year 2017, further to a benchmarking conducted by the compensation consulting firm, PCI-Perrault Consulting Inc., and whose final recommendations were submitted to the CNG Committee at the end of fiscal year 2016.

First, as previously described in Section 10 "Executive Officers Compensation" hereinabove, the benchmarking analysis conducted by PCI-Perrault Consulting Inc. had enabled to validate*, a posteriori*, the competitiveness of the global compensation policies that were in effect during the 2015 and 2016 fiscal years for the Corporation's External Directors with that paid to directors in similar executive positions within a reference group. Secondly, this same analysis helped identify the improvements that should be made to the executive compensation policies for the 2017 and 2018 fiscal years and subsequent fiscal years.

The findings of this benchmarking with regard to the various elements of the External Directors compensation are further outlined herein after:

a) **Fees and Attendance Fees**

With respect to fees and attendances fees paid to External Directors, the benchmarking analysis enabled to identify, notably, the following elements:

i) **For the Board of Directors members**

— Annual fees of $25,000 are at the market's median (50th percentile);

— The attendance fees are competitive (between the median and the 75th percentile).

ii) **For the Committees' Chairs and Members**

— Additional fees paid to Committee Chairs are modest (below the 25th percentile). However this benchmarking is counterbalanced by above-market attendance fees.

— Additional fees paid to Committee members (other than the Committees' Chairs) are competitive, taking into account however that most of the companies within the reference group do not pay special fees for committees.

— Attendance fees are competitive (above the reference group's median).

iii) **For the Co-Chair of the Board of Directors and Independent Board Leader**

— The single annual flat fee of $85,000 that was paid to the Co-Chair of the Board and Independent Board Leader according to the policies which were in force until the end of fiscal year 2016, seemed competitive when only taking into account the size of the Corporation in relation to the companies within the reference group. However, this benchmarking did not factor in the level of responsibilities of the Co-Chair of the Board of Directors and Independent Board Leader, which include certain responsibilities bestowed or shared with the Chief Executive Officer.

— Since February 1, 2016 (the first day of the 2017 fiscal year), based on these findings and the recommendations of the CNG Committee and the consultant PCI-Perrault Consulting Inc. the single annual flat fee paid to the Co-Chair of the Board of Directors and Independent Board Leader has been raised to $125,000.

The External Directors' annual and attendance fee policies established for the 2017 fiscal year on the basis of the aforementioned benchmarking were maintained during the 2018 fiscal year.

Consequently, during the 2018 fiscal year, in terms of annual and attendance fees, the Corporation's External Directors were paid according to the following policies:

Position Held and Compensation Type	**Annual Amount**	**Terms of Payment**
Basic annual fees		Payable in 4 quarterly installments
Co-Chairman of the Board of Directors and Independent Board Leader — **Single flat fee** for participation to all of the Board of Directors and committees' activities. — **No additional annual fee** is payable — **No attendance fee** is payable	$125,000	$31,250/quarter
Other External Directors	$25,000	$6,250/quarter

Position Held and Compensation Type	Annual Amount	Terms of Payment
Additional annual fees (In addition to the base annual fees based on the positions held within the Board's committees) (The Co-Chairman of the Board of Directors and Independent Board Leader is not entitled to this compensation)		Payable in 4 quarterly installments
Audit Committee Chair	$6,000	$1,500/quarter
Other members of the Audit Committee	$4,000	$1,000/quarter
CNG Committee Chair	$4,000	$1,000/quarter
Other members of the CNG Committee	$3,000	$750/quarter

Position Held and Compensation Type		Amount/Meeting	Terms of Payment
Attendance fees (The Co-Chairman of the Board of Directors and Independent Board Leader is not entitled to this compensation)			
Board of Directors Meeting	In person	$1,200	Payable for each committee meeting attended
	By phone	$600	
Audit Committee Meetings	In person	$1,200	
	By phone	$600	
CNG Committee Meetings	In person	$1,200	
	By phone	$600	
Any other committee meetings	In person	$1,200	
	By phone	$600	

b) **Long-Term Incentive**

Since September 8, 2010, following the recommendations of the CNG Committee, the Board of Directors permanently discontinued further grants of stock options to External Directors. However, stock options already issued and held by External Directors remain valid until their expiration, exercise or cancellation following the terms and conditions of the Stock Option Plan.

Since February 1, 2011, the long-term incentive for External Directors is in the form of DSU awards as per the Deferred Share Units and Deferred Compensation Plan or in the form of DSAR awards as per the Deferred Stock Appreciation Rights Plan. The main characteristics of both long-term incentive plans are further outlined below.

i. **Deferred Share Units and Deferred Compensation Plan**

On September 8, 2010, the Corporation's Board of Directors adopted the Deferred Share Units and Deferred Compensation Plan for the members of the Board of Directors, Executive Officers and employees of ADF Group Inc. ("DSU Plan") and which was successively amended on December 8, 2011, on April 8, 2015 and on June 9, 2015.

The purpose of the DSU Plan is to increase the Corporation's capacity to attract and retain high calibre individuals to act as directors, Executive Officers or key employees, to emphasize the Corporation's long-term interest and to promote a better alignment between the External Directors, Executive Officer and key employees' interests, on one hand, and with those of the Corporation's shareholders, on the other, in the creation of long-term value for the shareholders.

The Board of Directors administers DSU Plan and it may delegate all or part of its duties and powers to its CNG committee or any other Board's committee consisting mostly of External Directors.

A Deferred Share Unit or DSU is a phantom stock of the Corporation, fully vested from the date of its grant (except where the Board of Directors decides otherwise), having the same value as a Subordinate Voting Share, but without being a share and which, consequently, does not confer its holder the rights normally granted to the shareholders. DSU cannot be converted into shares of the Corporation and do not result in a dilution to shareholders. The DSU can only be redeemed in cash by the Corporation on the date its holder ceased to act as a director, executive officer or employee of the Corporation, by reason of death, or retirement or loss of function as director, officer or employee of the Corporation (DSU Redemption Date), as indicated below.

The value of a DSU at any time (for example on the DSU award date, vesting date or the Redemption Date, etc.) equals the market value of the Corporation's Subordinate Voting Shares at that date, which is calculated using the average closing price of the Corporation's Subordinate Voting Shares on the Toronto Stock Exchange during the five (5) trading days preceding the date of award, subject to adjustments as a results of amendments to the Corporation's capital stock (dividend in the form of shares, stock split, etc.).

Each DSU allows the holder to receive, no later than December 31 of the calendar year, following the year of the DSU Redemption Date, a cash amount equal to the market value of a Subordinate Voting Share of the Corporation at the DSU Redemption Date. As previously defined, this market value is calculated using the average closing price of the Corporation's Subordinate Voting Shares on the TSX during the five (5) trading days preceding this DSU Redemption Date.

The DSU Plan enables any External Director to deferred in whole or in part his compensation (including annual fees and attendance fees described in paragraph a) "'Fees and Attendance Fees"' above) by choosing to receive a percentage (up to maximum 100%) of this compensation ("Chosen percentage") in the form of DSU, which will be redeemed by the Corporation at the DSU Redemption Date.

Each External Director who chooses to defer his compensation in accordance with the DSU Plan must first produce, every year before January 31, a notice ("Notice of Choice") to the Corporation's Secretary indicating the Chosen Percentage for the following fiscal year. Every new External Director must produce this Notice of Choice at the latest seven (7) days after his mandate as Director starts by indicating the Chosen Percentage for the current fiscal year, to be effective for the next quarter.

Once this Notice of Choice has been produced, the participating External Directors will be credited, for every quarter, a determined number of DSU, based on the following formula:

$$\frac{\textit{Chosen Percentage x director compensation payable to the participating External Director during the quarter}}{\textit{Average closing price of the Corporation Subordinate Voting Shares on the TSX during the five (5) trading days preceding the last day of the quarter}}$$

In addition and independently to DSU that can only be granted to External Directors for the purposes to defer their Directors' compensation, the DSU Plan (as modified by the Board of Directors on December 8, 2011, April 8, 2015 and June 9, 2015) also allows the Corporation's Board of Directors to award, at its discretion, DSU not only to any External Director, but also to any Executive Officer or certain key employees. If it sees fit, the Board of Directors can attach conditions related to time and/or to the Corporation's performance to the vesting of these DSU. The Corporation therefore provides a letter to the beneficiary attesting such award, including the number of DSU awarded and all vesting conditions.

Where vesting of a DSU is subject to a condition, all unvested DSU at the Date of Redemption of DSU will be cancelled without consideration. However, in the event of a "Change of Control" (as hereinafter defined) all unvested DSU will be deemed vested immediately prior to the occurrence of this "Change of Control". Under the Deferred Share Units and Deferred Compensation Plan, a "Change of Control" means (i) business grouping, merger, consolidation and restructuring or exchange of shares, or other similar corporate changes, to which the Corporation is a party, and according to which the Corporation's shareholders, prior to this corporate change, do not have the votes to elect a majority of the Board members of the resulting entity, (ii) any person (other than Jean Paschini, Pierre Paschini or Marise Paschini, or a company controlled by one of them or several of them) becoming the beneficial owner granting him the majority of the votes to any of the Corporation's Meeting of Shareholders, or (iii) any sale or disposal or substantial disposal of all of the Corporation's assets (in one transaction or a series of related transactions), to an entity other than a subsidiary of the Corporation.

If a cash dividend is declared on the Subordinate Voting Shares, the participating External Directors, Executive Officers and key employees to whom DSU are credited and vested, will be credited, for the quarter in which the reference date for such dividend is fixed, additional DSU in accordance with the amount of this dividend, based on the following formula:

$$\frac{\textit{Amount of the dividend per share x number of DSU credited and vested to the External Director, Executive Officer and key employees at the reference date}}{\textit{Average closing price of the Corporation Subordinate Voting Shares on the TSX during the five (5) trading days preceding the last day of the quarter}}$$

In the case of share dividends, stock split, consolidation of shares or share for share exchange, or other distribution (other than a normal cash dividend) of the Corporation's assets to the shareholders or any other change having an impact on the Corporation's Subordinate Voting Shares, including their conversion into shares of another entity following a merger or restructuring of the Corporation, the proportional corrections, if need be, that Board of Directors, at its discretion, deems appropriate in order to take into account such change, will be made with respect to the number of outstanding DSU.

DSU are unassignable, except by will or other testamentary document or in compliance with the laws of devolution or attribution of estates.

By converting his cash compensation in DSU, the External Director participating in the DSU Plan reinvests his remuneration into the future growth of the Corporation Subordinate Voting Shares value, as if he used his remuneration to purchase such shares on the stock market. For this reason, the DSU are taken into account for the purposes of the rules of share ownership described in paragraph b) iii) "Rules of Share Ownership With Regard to External Directors" hereinafter.

During the 2018 fiscal year, only one (1) of the five (5) External Directors of the Corporation availed himself of the provisions of the DSU Plan to convert or defer their cash compensation in the form of DSU, as further described in the notes of the " Compensation of Directors Table" in Section 11.1 of this Circular.

The benchmarking conducted by PCI-Perrault Consulting Inc. with regard to the DSU Plan and the long-term incentive compensation for directors showed, among others, the following elements:

— During the 2015 and 2016 fiscal years, the Corporation did not grant, on a discretionary basis, DSU to External Directors in addition to those granted for the purpose of converting their cash compensation and dividend equivalents in the form of DSU;

— Not granting long-term incentives on a regular basis to External Directors results in their global direct compensation (annual fee + attendance fees + long-term incentive) to be generally below the market's median;

— Since the establishment of the DSU Plan and until the close of the fiscal year 2016, discretionary grants of DSU had been of same values for the Co-Chair of the Board and Independent Board Leader than for other members of the Board of Directors, whereas long-term incentive granted to Chairs of Board of Directors are typically two (2x) to three (3x) times higher in the market than for other Board members.

In order to address the shortfalls with regard to the Corporation's long-term incentive for Directors, that were identified during the benchmarking process, and as per the recommendations of the consultants and the CNG Committee, it was decided to establish for the fiscal years 2017 and 2018 and subsequent fiscal years, in accordance with the DSU Plan, a Long-Term Incentive Plan for External Directors in the form of DSU, which includes a significant initial DSU grant and regular annual grants according to the following terms :

— On February 1, 2016, namely the first day of fiscal year 2017, a significant initial grant, which value in DSU granted to the Co-Chair of the Board of Directors and Independent Board Leader was three times (3x) higher than that of the other External Directors;

— During fiscal year 2018 and subsequent fiscal years, regular annual grants, which value in DSU granted to the Co-Chair of the Board and Independent Board Leader is to be worth twice (2x) the value in DSU granted to the other External Directors.

For the 2018 fiscal year, on May 1, 2017, as the annual grant in accordance with this policy, Mr. Antonio P. Meti, the Co-Chair of the Board of Directors and Independent Board Leader was awarded 20,000 DSU, and the other External Directors each received 10,000 DSU, the unit value of which at the date of the grant calculated in accordance with the provisions set forth in the DSU Plan, was $2.74.

ii. **Deferred Stock Appreciation Rights ("DSAR") Plan**

The Board of Directors adopted the DSAR plan on September 8, 2010.

The purpose of the DSAR Plan is to increase the Corporation's capacity to attract and retain high-quality individuals to act as directors, to emphasize the Corporation's long-term interest and to promote a better alignment between the External Directors' interests with those of the Corporation's shareholders, in the creation of long-term value for the shareholders.

The Corporation's Board of Directors manages the DSAR Plan and may delegate its obligations and powers, in whole or in part, to its CNG Committee or any other Board committee consisting of external directors only.

The Corporation's Board of Directors designates, from time to time, the External Directors to whom DSAR are awarded and the number thereof and may also apply conditions related to time and/or performance of the Corporation, to the vesting of these DSAR.

The Corporation attests the award of each DSAR by addressing a letter to the holder of the DSAR, in which the number of DSAR awarded and all vesting conditions are notably mentioned. The DSAR awarded to the External Directors are credited in the Corporation's book, but are not represented by a certificate or other document.

The Corporation can redeem the DSAR from the date on which the External Director holding DSAR ceases to be a director of the Corporation by reason of death, or retirement, or loss of function as director ("DSAR Redemption Date"). The value of the redeemed DSAR is determined in accordance with the appreciation of the Corporation's Subordinate Voting Shares on the stock market, between the DSAR award date and the DSAR Redemption Date.

As such, each DSAR allows the External Director who holds it to receive, no later than December 31 of the calendar year, following the year of the DSAR Redemption Date, a cash amount equal to the difference between the market value of the Corporation's Subordinate Voting Shares at the DSAR Redemption Date (calculated using the average closing price of the said shares on the TSX during the five (5) trading days preceding this DSAR Redemption Date), and the market value of the Corporation's Subordinate Voting Shares at the DSAR award date (calculated using the average closing price of the said shares on the TSX during the five (5) trading days preceding this DSAR award date), subject to a minimum of 0 and the corrections made to the terms of the DSAR Plan to take into account the impact of a change in capital stock, as the case may be.

Every unvested DSAR at the Date of Redemption of DSAR will be cancelled without consideration. However, in the event of a Change of Control (as hereinafter defined), unvested DSAR will be considered vested, immediately prior to the occurrence of this Change of Control. Under the DSAR Plan, a "Change of Control" means (i) business grouping, merger, consolidation and restructuring or exchange of shares, or other similar corporate changes, to which the Corporation is a party, and according to which the Corporation's shareholders, prior to this corporate change, do not have the votes to elect a majority of the Board members of the resulting entity, (ii) any person (other than Jean Paschini, Pierre Paschini or Marise Paschini, or a company controlled by one of them or several of them) becoming the beneficial owner granting him/her the majority of the votes to any of the Corporation's Meeting of Shareholders, or (iii) any sale or disposal or substantial disposal of all of the Corporation's assets (in one transaction or a series of related transactions), to an entity other than a subsidiary of the Corporation.

In the case of share dividends, stock split, consolidation of shares or exchange of shares, or other distribution (other than a normal cash dividend) of the Corporation's assets to the shareholders or any other change having an impact on the Corporation's Subordinate Voting Shares, including their conversion into shares of another entity following a merger or restructuring of the Corporation, the proportional corrections, if need be, that the Board of Directors, at its discretion, deems appropriate in order to take into account such change, will be made with respect to the number of outstanding DSAR, and/or to the DSAR value under the DSAR Plan. No correction will be made in the case of a dividend in cash.

DSAR are unassignable, except by will or other testamentary document or in compliance with the laws of devolution or attribution of estates.

No DSAR have been awarded to the Corporation's External Directors since the inception of the DSAR plan.

iii. **Rules of Share Ownership With Regard to External Directors**

Since February 1, 2011, any External Director must, within five (5) years following his election to the Board of Directors or by January 31, 2017, whichever is the latest, acquire Subordinate Voting Shares of the Corporation and/or DSU having a total value of at least three times (3x) its annual lump sum compensation as director (excluding annual lump sum compensation as Chair or as a member of a committee and director's attendance fees).

However, since the adoption of this policy in 2011, the base compensation for External Directors, especially the Co-Chair of the Board of Directors and Independent Board Leader, has considerably increased, without adapting the holding rules accordingly.

On December 9, 2015, for these reasons, the Board of Directors, with the recommendations of the CNG Committee, agreed to extend the above schedule relating to all External Directors holding office. From now on, the External Directors will have to reach the level of shareholding of the Corporation's subordinate voting shares and/or DSU mentioned above, no later than January 31, 2021 or within five (5) years following their appointment to the Board of Directors, whichever is later.

Thereafter, any External Director, will be required to hold this value into Subordinate Voting Shares and/or DSU for as long as he is a Director of the Corporation

As at January 31, 2018, three (3) out of the five (5) External Directors had already reached the required level of share and/or DSU ownership.

11.3 **Incentive Plan Awards**

a) **Outstanding Share-Based Awards and Stock Option-Based Awards**

The table below indicates all outstanding share-based and option-based awards at the close of the fiscal year ended January 31, 2018, for each External Director holding office at that date, including those granted before the last fiscal year.

	Stock Option-Based Awards					**Share-Based Awards**		
Name	Stock Option Grant Date	Securities Underlying Unexercised Stock Options (1)	Stock Option Exercise Price	Stock Option Expiry Date	Value of Unexercised In-the-Money Stock Options (2)	Shares or Units of Shares That Have Not Vested	Market or Payout Value of Share-Based Awards That Have Not Vested	Market Or Payout Value of Vested Share-Based Awards (Not Paid Out or Distributed) (3)
	dd/mm/yyyy	Number	$	dd/mm/yyyy	$	Number	$	$
Marc L. Belcourt	17/07/2009	36,000	2.45	17/07/2009	0	n.a.	n.a.	132,896
Michèle Desjardins	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	74,332
Frank Di Tomaso	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	74,332
Antonio P. Meti	17/04/2008 17/07/2009	60,000 60,000	5.65 2.45	16/04/2018 16/07/2019	0 0	n.a.	n.a.	222,615
Robert Paré	14/12/2009	60,000	2.52	13/12/2019	0	n.a.	n.a.	318,805

(1) The securities underlying the unexercised stock options are Subordinate Voting Shares.

(2) The value of unexercised in-the-money stock options equal the number of underlying securities (Subordinate Voting Shares) indicated in the second column of the table, multiplied by the difference between the closing price of the Corporation's Subordinate Voting Shares as at January 31, 2018 (or on the last trading day preceding that date) (that is $2.07) and the stock options' exercise price. This value is set at 0 where the closing price of the Corporation's Subordinate Voting Shares as at January 31, 2018 (or on the last trading day preceding that date) (that is $2.07) was lower than the exercise price of the said options. The values indicated in this column have not been, and may never be, realized.

(3) As at January 31, 2018 outstanding share-based awards are in the form of DSU awarded under the DSU Plan, as further outlined in Section 11.2 b) i) "Deferred Share Units and Deferred Compensation Plan" of this Circular. DSU, which values are represented in this column, have been awarded during the fiscal years 2012 to 2018 inclusively. The values indicated this column include:

— DSU awarded to the External Directors for the purposes to defer their Directors' compensation (see Note 1 of the " Compensation of Directors Table" in Section 11.1 of this Circular);

— DSU awarded to the External Directors, at the Board of Directors' discretion (see Note 2 of the " Compensation of Directors Table" in Section 11.1 of this Circular);

— DSU awarded to the External Directors by converting the dividend equivalents into DSU (see Note 4 of the "Compensation of Directors Table" in Section 11.1 of this Circular).

The values indicated in this column have been calculated as follows:

Name	A DSU Awarded as at January 31, 2018	B Average Closing Price of the Corporation's Subordinate Voting Shares on the TSX During the 5 Trading Days Preceding January 31, 2018	Market or Payout Value of DSU as at January 31, 2018 A X B
	Number	$	$
Marc L. Belcourt	63,284	2.10	132,896
Michèle Desjardins	35,396	2.10	74,332
Frank Di Tomaso	35,396	2.10	74,332
Antonio P. Meti	106,007	2.10	222,615
Robert Paré	151,812	2.10	318,805

b) **Incentive Plan Awards – Value Vested or Earned During the Fiscal Year**

The following table indicates the value vested or earned by the Corporation's External Directors under the applicable incentive plan awards during the fiscal year ended on January 31, 2018:

Name	Stock Option-Based Awards Value Upon Vesting During the Fiscal Year (1)	Share-Based Awards Value Upon Vesting During the Fiscal Year (2)	Non-Equity Incentive Plan Compensation Value Earned During the Fiscal Year
	$	$	$
Marc L. Belcourt	n.a.	28,558	n.a.
Michèle Desjardins	n.a.	28,005	n.a.
Frank Di Tomaso	n.a.	28,005	n.a.
Antonio P. Meti	n.a.	56,709	n.a.
Robert Paré	n.a.	73,054	n.a.

(1) This column presents the value of the unexercised stock options held by the External Directors that vested during the fiscal year ended January 31, 2018. As of September 8, 2010, the Corporation decided not to award new options to its External Directors. As indicated in the Table in Section 11.3 a) "Outstanding Share-Based Awards and Stock Option-Based Awards", the stock options currently held by the Directors were awarded in 2008 and 2009. The right to exercise these stock options vested gradually over a 2- to 5-year period, as of the date of the award. No right to exercise these stock options were vested during the fiscal year ended January 31, 2018. The External Directors had already vested all of their respective options during prior fiscal years.

(2) Share-based awards are in the form of DSU awarded under the DSU Plan further described herein in Section 11.2 b) i) "Deferred Share Units and Deferred Compensation Plan". DSU granted to the External Directors fully vest at the time of award. Consequently, the value of vested DSU equals their value at time of award. The value indicated in this column includes the grant date values of all DSU awards described in notes 1, 2 and 4 of the " Compensation of Directors Table" in Section 11.1 of this Circular, namely:

Name	A DSU awarded for the Purposes to Defer the Directors' Compensation (Note 1 of the Directors' Compensation Table)	B DSU Awarded at the Board of Directors' Discretion (Note 2 of the Directors' Compensation Table)	C DSU Awarded by Converting Dividend Equivalents (Note 4 of the Directors' Compensation Table)	Total Market or Payout Value of DSU at the Date of Vesting A+B+C
	$	$	$	$
Marc L. Belcourt	0	27,400	1,158	**28,558**
Michèle Desjardins	0	27,400	605	**28,005**
Frank Di Tomaso	0	27,400	605	**28,005**
Antonio P. Meti	0	54,800	1,909	**56,709**
Robert Paré	43,000	27,400	2,654	**73,054**

Under the DSU Plan, DSU are bought back by the Corporation on the date the External Director ceases to be a director of the Corporation by reason of death, or retirement or loss of function as director (Date of Redemption) in a cash amount equal to the market value of a Subordinate Voting Share of the Corporation at the DSU Redemption Date (see the DSU redemption payment terms and conditions in Section 11.2 b) i) "Deferred Share Units and Deferred Compensation Plan" of this Circular.

The value of DSU may fluctuate between the date of vesting and Date of Redemption. Consequently, the amount that will actually be paid to the External Director at the Date of Redemption may differ from the amount shown in this table.

c) **Incentive Plan Awards – Stock Options Exercised During the Fiscal Year**

During the fiscal year ended January 31, 2018, no current External Directors of the Corporation exercised stock options.

d) **Incentive Plan Awards – DSU Redeemed During the Fiscal Year**

During the fiscal year ended January 31, 2018, no External Directors of the Corporation stepped down from office and consequently the Corporation did not redeem DSU granted to the External Directors.

12. SECURITIES ISSUABLE UNDER THE EQUITY COMPENSATION PLANS

12.1 Equity Compensation Plans Information

The Stock Option Plan, described in Section 12.2 "Stock Option Plan" hereinafter, is the Corporation's only equity compensation plan in effect, pursuant to which the Corporation's equity securities are authorized for issuance. The following table lists the number of securities (Subordinate Voting Shares) to be issued upon the exercise of outstanding stock options, the weighted average exercise price of outstanding stock options and the number of securities remaining available for future issuance under the Stock Option Plan as of the end of the Corporation's most recently completed fiscal year, being January 31, 2018:

	A	B	C
Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Stock Options	Weighted Average Exercise Price of Outstanding Stock Options	Balance of Available Number of Securities for Future Issuance Under the Stock Option Plan (Excluding Securities Reflected in Column A) (1)
	Number	$	Number
Equity compensation plans approved by security holders	371,000	2,94	2,892,521
Equity compensation plans not approved by security holders	n.a.	n.a.	n.a
Total	**371,000**	**2,94**	**2,892,521**

(1) As further outlined in Section 12.2 "Stock Option Plan" below, the number of securities issuable under the Stock Option Plan automatically increases according to a percentage of the number of outstanding securities of the Corporation. The number appearing in column (C) is calculated according to the following formula: Column C = (number of subordinate and multiple voting shares outstanding as at January 31, 2018 x 10%) - Column A.

12.2 Stock Option Plan

Concurrently with the closing of its initial public offering in 1999, the Corporation established a Stock Option Plan for directors, senior officers, employees and consultants of the Corporation or a subsidiary thereof. The Stock Option Plan was amended on at the Corporation's Annual General Meeting on June 12, 2007, in particular, to comply with the TSX amended guidelines, and on April 10, 2013 and April 8, 2015, by the Board of Directors of the Corporation (see Section 12.2 j) "Administration and Amendment of the Stock Option Plan".

The Stock Option Plan currently provides for the following:

a) **Number of Shares Subject to the Stock Option Plan**

The maximum number of Subordinate Voting Shares issuable under the Stock Option Plan equals 10% of the total number of issued and outstanding shares of the Corporation (including Subordinate and Multiple Voting Shares). At the end of the last fiscal year, on January 31, 2018, as well as at the date of this Circular on April 16, 2018, a maximum of 3,263,521 Subordinate Voting Shares were issuable under the Stock Option Plan.

All of the shares covered by stock options that have expired or that have been cancelled without being exercised or that have been exercised shall become reserved shares for the purposes of options that may be subsequently granted under the terms of the Stock Option Plan.

The TSX requires that every three (3) years after the creation of the Plan, all options not granted under the Stock Option Plan of the issuer, who does not provide for a fixed maximum number of issuable securities, be approved by the Directors and Shareholders of the issuer.

In accordance with this requirement, the Corporation's Board of Directors unanimously approved the options not granted under the terms of the Stock Option Plan, subject to the Corporation shareholders' approval as at April 13, 2016 and at the annual and special meeting of the shareholders held on June 15, 2016, the shareholders of the Corporation adopted a resolution by which (i) all stock options that were not granted and that may be issued under the terms of the Corporation's Stock Option Plan, have been approved and authorized and (ii) the Corporation may continue to grant options under the Stock Option Plan until June 15, 2019.

b) **Holding Limits**

In accordance with the TSX instructions, and to avoid the exclusion of eligible insider votes on matters requiring shareholders' approval and affecting insiders, the Stock Option Plan provides for the following restrictions:

— The number of Subordinate Voting Shares issuable to insiders of the Corporation, at any time, under all security-based compensation arrangements of the Corporation, may not exceed 10% of the total issued and outstanding Subordinate Voting Shares and Multiple Voting Shares of the Corporation; and

— The number of Subordinate Voting Shares issuable to insiders of the Corporation, during any period of one (1) year, under all security-based compensation arrangements of the Corporation, may not exceed 10% of the total issued and outstanding Subordinate Voting Shares and Multiple Voting Shares of the Corporation.

Moreover, the holder of options cannot hold membership of options allowing him to acquire more than 5% of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares from time to time.

c) **Outstanding Stock Options and Annual Burn Rate**

The table below sets out the number of awarded and outstanding stock options to purchase Subordinate Voting Shares of the Corporation, as well as the remaining number of options available for future grants under the Stock Option Plan, together with the percentages these numbers represent relative to the number of issued and outstanding shares of the Corporation, at the close of the last fiscal year, as at January 31, 2018.

Description	Number of Options	As a Percentage of the All Issued and Outstanding Shares
Options awarded and outstanding	371,000	1.1%
Options not granted and available for grants in the future	2,892,521	8.9%
Total	3,263,521	10.0%

No options were granted during the fiscal year ended January 31, 2018. All the stock options outstanding were granted during previous fiscal years. The outstanding stock options are held by six (6) individuals, including three (3) Directors, one (1) Executive Officer who is not a member of the Corporation's Board of Directors, and two (2) middle managers and employees of the Corporation.

The Corporation did not grant any stock options under the Stock Option Plan during the fiscal years 2018, 2017 and 2016. Consequently, the "Annual Burn Rate" for each of these three (3) fiscal years is 0%.

d) **Exercise Price**

The exercise price of stock options granted under the Stock Option Plan is established by the Board of Directors (or a Board committee) but may not be lower than the closing market price of the shares on the TSX on the date of the grant.

e) **Applicable Period**

For each stock option granted, the Board of Directors (or the committee) determines the applicable period and exercise conditions, provided that options have an expiry date of up to 10 years from the date of the grant. Notwithstanding the foregoing, unless the Board of Directors decides otherwise, an option is not exercisable from and after each of the following dates:

i. in the case of a participant who is an officer or an employee of the Corporation or one of its subsidiaries:

— the date on which such participant resigns or voluntarily leaves his employment;

— the date on which such participant's employment is terminated for cause;

— six (6) months following the termination of such participant's employment by reason of death; and

— 30 days following the termination of such participant's employment by reason other than those mentioned above, for example, disability, illness, retirement or early retirement.

ii. in the case of a participant who is a director of the Corporation or one of its subsidiaries but is not employed by the Corporation or one of its subsidiaries:

— the date on which such participant ceases to be a member of the Board of Directors by any reason other than death, and

— six (6) months following the date on which such participant ceases to be a member of the Board of Directors by reason of death.

iii. in the case of a participant who is a consultant of the Corporation or of one of its subsidiaries:

— the date on which such participant voluntarily terminates the service contract before the normal date of its term, or the date on which the Corporation terminates the service contract before term for valid cause; and

— six (6) months following the date on which the said participant's service contract is terminated on the normal day of its term, or the date on which the Corporation terminates the service contract before term without valid cause.

f) **Rate of Exercising or Vesting of Rights**

The Board of Directors (or any Board committee that may be formed from time to time) determines the rate of exercise or vesting rights at the time the stock options are granted. The 371,000 stock options granted and outstanding at the end of the last fiscal year, as at January 31, 2018, and the date hereof, are valid for a maximum of 10 years, but gradually vest over a period ranging from two (2) years to five (5) years from their grant date. As at January 31, 2018, as well as at April 16, 2018, 331,000 of these options could be exercised.

g) **Non-Transferability**

No option or interest therein is assignable by a participant other than by testamentary disposition or by operation of the law of succession.

h) **Financial Assistance and Stock Appreciation Rights**

The Corporation does not provide financial assistance to participants in the Corporation's Stock Option Plan regarding payment of the exercise price of stock options issued under the Stock Option Plan.

The Stock Option Plan does not entitle a holder of the Corporation's stock options to transform those options into an appreciation right to the shares underlying the options, namely the Subordinate Voting Shares, that would result in the issuance of a number of Subordinate Voting Shares equal to the excess of the market price of the shares over the exercise price of the options at the time of exercise of such options.

i) **Offer Related to the Shares of the Corporation**

The Stock Option Plan includes provisions permitting early exercise of options in the event an offer to purchase is made to all holders of shares. In such case, all stock options become exercisable immediately, but only to the extent necessary to enable the participant to tender his shares in response to the offer.

j) **Administration and Amendment of the Stock Option Plan**

The Stock Option Plan is administered by the Board of Directors (or any committee of the Board that may be constituted from time to time). Subject to necessary regulatory approval, the Board of Directors may amend, suspend or terminate the Stock Option Plan in whole or in part at any time. However, the Stock Option Plan provides that the shareholders' approval will be required for the following amendments to the Stock Option Plan or any options granted thereunder:

— An increase in the total number (or percentage) of Subordinate Voting Shares that may be issued under the Stock Option Plan;

— A reduction in the exercise price with respect to a stock option granted to an insider of the Corporation under the Stock Option Plan; and

— An extension to the term of a stock option granted to an insider of the Corporation under the Stock Option Plan beyond its original expiry date.

For example, the Corporation's Board of Directors could make certain amendments of the following nature to the Stock Option Plan and options:

— Minor or technical amendments to any provision of the Stock Option Plan;

— Corrections to any provision of the Stock Option Plan containing an ambiguity, defect, error or omission;

— Changes to the option termination provisions that do not entail an extension beyond their original maximum term; or

— Change in the vesting provisions.

As at April 10, 2013, the Board of Directors approved amendments to the Stock Option Plan pursuant to the amendment procedure set forth in the said Stock Option Plan in order to correct an ambiguity in the definition of the word "share" which, depending on the context, could refer either to the Subordinate Voting Shares alone or to all of the Subordinate Voting Shares and Multiple Voting Shares, as well as to correct certain minor errors.

As at April 8, 2015, the Board of Directors approved amendments to the Stock Option Plan pursuant to the amendment procedure set forth in the said Stock Option Plan in order to correct inconsistencies between the French and English versions of the Stock Option Plan.

k) **Blackout Expiry Date**

In compliance with its Code of Conduct and Ethics, the Corporation has imposed blackout periods during which officers, directors and employees are prevented from trading in the Corporation's securities, which includes exercising options.

Consequently, the Stock Option Plan provides that the expiry date of an option may be the latest of: a fixed expiry date, the tenth business day following the end of a blackout period imposed by the Corporation should the fixed-term expiry date fall within such Corporation-imposed blackout period or within 10 business days thereafter.

Of the 371,000 options outstanding at the date hereof, 60,000 options held by Mr. Antonio P. Meti, the Corporation's Co-Chairman of the Board of Directors and Independent Board Leader, were to expire at 11:59 p.m. on April 16, 2018, at which time a blackout period was in effect from February 1, 2018 to 11:59 p.m. until 11:59 p.m. on April 16, 2018. Under the provisions of the Stock Option Plan, the term of these 60,000 stock options has been extended from Tuesday, April 17, 2018 to Monday, April 30, 2018, inclusively.

13. LIABILITY INSURANCE FOR DIRECTORS AND OFFICERS

The Corporation purchases and maintains in force liability insurance for the Corporation's directors and officers, and its subsidiaries. This insurance provides a primary coverage limit of $10 million and an additional coverage of $10 million for a total coverage of $20 million. For the period beginning June 1, 2017 and ending June 1, 2018, the Corporation paid a total of $46,450 in liability insurance premiums, including a $27,950 premium for the primary coverage and a premium of $18,500 for the additional coverage.

14. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No Director or Executive Officer is indebted toward the Corporation at the date hereof.

15. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Corporation and except as otherwise specified in this Circular, no director or executive officer of the Corporation, no subsidiary or no insider, no candidate as director, no shareholder owning more than 10% of the voting shares of the Corporation, and no person with ties to any of the aforementioned, nor any member of the same group, has had or expects to have an interest in any transactions concluded since the beginning of the last fiscal year of the Corporation that has had or could have a material impact on the Corporation or one of its subsidiaries, or in any projected transactions.

16. APPOINTMENT AND COMPENSATION OF AUDITOR

At the Meeting, the shareholders will be called upon to appoint the Auditor to hold office until the next Annual Meeting of Shareholders and to authorize the directors to establish the compensation of the Auditor thereby appointed.

Except where the authority to vote on the election of the Auditor is withheld, the persons named in the accompanying form of proxy will vote FOR the appointment of the firm PricewaterhouseCoopers, LLP ("PWC") as the Auditor of the Corporation, and the compensation for their services will be determined by the Board of Directors. PWC acts as the Auditor of the Corporation since the fiscal year ended January 31, 2010, its initial appointment having been ratified at the Annual Meeting of Shareholders held on June 9, 2009.

Regulatory information concerning the fees paid to the Auditor during the Corporation last two fiscal years are provided in Section "Information on the Audit Committee" of the Annual Information Form for the fiscal year ended January 31, 2018.

17. INFORMATION ON THE AUDIT COMMITTEE

The Audit Committee is composed entirely of independent directors. Its mandate includes adopting accounting policies and risk management systems, and monitoring compliance therewith, as well as reviewing and making recommendations to the Board of Directors in respect of financial information that is to be disclosed to the general public, namely financial statements, and the Corporation's external audit program. Regulatory information concerning the Audit Committee is provided in Section "Information on the Audit Committee" of the Annual Information Form for the fiscal year ended January 31, 2018.

18. INFORMATION ON CORPORATE GOVERNANCE

Policy Statement 58-201 to Corporate Governance Guidelines provides guidance on corporate governance practices that apply to all publicly-traded companies. Regulation 58-101 respecting Disclosure of Corporate Governance Practices provides for the disclosure of corporate governance practices, which is described in Schedule A "Information on Corporate Governance" of this Circular.

19. OTHER BUSINESS

The Management of the Corporation knows of no other matter to be put before the Meeting. However, if any other matters properly come before the Meeting, the persons designated in the accompanying form of proxy shall vote on such matters in accordance with their best judgment pursuant to the discretionary authority conferred thereon by the proxy with respect to such matters.

20. AVAILABILITY OF DISCLOSURE DOCUMENTS

The Corporation is a reporting issuer under the securities legislation of all of the provinces of Canada and is therefore required to file continuous disclosure documents such as interim and annual financial statements and related Management's Discussion and Analysis, a proxy circular, an Annual Information Form, material change reports and press releases with such securities regulatory authorities. Copies of said documents may be obtained free of charge on request from the Office of the Secretary of the Corporation or on the SEDAR Website at www.sedar.com.

The financial information regarding the Corporation can be found in the Corporation's annual comparative financial statements and related Management's Discussion and Analysis for the fiscal year ended January 31, 2018.

21. DIRECTORS' APPROVAL

The Board of Directors of the Corporation has approved the contents of this Circular and the sending hereof to the holders of Multiple Voting Shares and Subordinate Voting Shares.

/ Signed /

Mr. Jean Paschini
Co-Chairman of the Board of Directors and Chief Executive Officer

Terrebonne, Quebec, Canada, April 16, 2018

SCHEDULE A INFORMATION ON CORPORATE GOVERNANCE

NATIONAL INSTRUMENT 58-101 DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

1. BOARD OF DIRECTORS	COMMENTS
a) Disclose the identity of directors who are independent.	The directors who are independent within the meaning of Article 1.4 of Regulation 52-110 respecting Audit Committees are: Mr. Antonio P. Meti, Mr. Frank Di Tomaso, Mr. Marc L. Belcourt, Mr. Robert Paré and Ms. Michèle Desjardins.
b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	The directors who are not independent within the meaning of Article 1.4 of Regulation 52-110 respecting Audit Committees are Jean Paschini, Pierre Paschini and Marise Paschini Jean Paschini, Pierre Paschini and Marise Paschini are not independent directors because they are siblings and Executive Officers of the Corporation who together indirectly hold 89% of the voting rights.
c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the Board of Directors does to facilitate its exercise of independent judgment in carrying out its responsibilities.	The Corporation's Board of Directors is made up of a majority of independent within the meaning of Article 1.4 of Regulation 52-110 respecting Audit Committees.
d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction in Canada or a foreign jurisdiction, identify both the director and the other issuer.	The following directors (or nominees for the position of directors) of the Corporation are serving on the Board of another reporting issuer: Mr. Antonio P. Meti is a member of the Board of Directors of Saputo Inc. Mr. Robert Paré is a member of the Board of Directors of Quebecor Inc. Mr. Frank Di Tomaso is a member of the Boards of Directors of Intertape Polymer Group Inc. and Groupe Birks Inc.
e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed fiscal year. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.	The independent directors have the opportunity to hold meetings that are not attended by the non-independent directors and members of management. They avail themselves of this opportunity, at their entire discretion, whenever they deem necessary. Among other things, during meetings of the Audit Committee and of the Compensation, Nominating and Corporate Governance ("CNG") Committee, and occasionally during meetings of the Board of Directors, non-independent directors, Executive Officers who are not members of the Board of Directors and other guests attending these meetings are asked to withdraw from these meetings for a certain period in order to allow the independent directors to discuss freely amongst themselves or alone with the Auditor, as the case may be. These meetings are held in private and are usually presided by the Co-Chair of the Board of Directors and Independent Board Leader. During the fiscal year ended January 31, 2018, seven (7) meetings for independent directors only were held behind closed doors. The members of the Board of Directors also have the opportunity, when necessary and approved by the Board of Directors, to seek out the assistance of an external advisor.
f) Disclose whether or not the Chair of the Board is an independent director. If the Board has a Chair or Lead Director who is an independent director, disclose the identity of the independent Chair or Lead Director, and describe his or her role and responsibilities. If the Board has neither a Chair who is independent nor a Lead Director who is independent, describe what the Board does to provide leadership for its independent directors.	Jean Paschini holds the offices of Co-Chairman of the Board of Directors and Chief Executive Officer. He is not an independent director. The Corporation maintains a position of "Co-Chairperson of the Board and Independent Board Leader", whose responsibilities are defined in the written mandate of the Board, attached in Schedule B. Mr. Antonio P. Meti currently holds the position of Co-Chairman of the Board and Independent Board Leader.
g) Disclose the attendance record of each director for all Board meetings held since the beginning of the issuer's most recently completed fiscal year.	The summary of attendance of the directors at meetings of the Board and committees thereof is presented under the heading "Summary of Attendance of Directors at Board Meetings and Board Committees" in this Circular.

2. BOARD MANDATE	COMMENTS
Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.	The written mandate defining its role and responsibilities is attached in Schedule B of this Circular.

3. POSITION DESCRIPTIONS	COMMENTS
a) Disclose whether or not the Board has developed written position descriptions for the Chair and the Chair of each Board committee. If the Board has not developed written position descriptions for the Chair and/or the Chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.	The Board of Directors has developed a written position description for the positions of Co-Chairperson of the Board and Chief Executive Officer and of Co-Chairperson of the Board and Independent Board Leader, as well as for the committee chairs. These position descriptions are included in the text of the written mandate of the Board attached in Schedule B.
b) Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly described how the Board delineates the role and responsibilities of the CEO.	The Board of Directors and Co-Chairman of the Board and Chief Executive Officer have developed a written position description for the position of Chief Executive Officer. The description is included in the text of the written mandate of the Board attached in Schedule B.

4. ORIENTATION AND CONTINUING TRAINING	COMMENTS
a) Briefly describe what measures the Board takes to orient new directors regarding:	
i. the role of the Board, its committees and its directors, and	Each new director receives a director's manual (electronic format) that includes, among others, a copy of the written mandate of the Board and the charters of the various committees.
ii. the nature and operation of the issuer's business.	Presentations and reports respecting the activities and internal affairs of the Corporation are provided to new directors. Moreover, new members of the Board of Directors meet with the Co-Chairman of the Board and Chief Executive Officer in order to review the activities and internal affairs of the Corporation. The meetings of the Board are held at the Corporation headquarters, allowing the directors to familiarize themselves with the activities of the Corporation.
b) Briefly describe what measures, if any, the Board takes to provide continuing education for its directors.	The Corporation's legal counsel informs directors of any amendments to regulations that may affect the Board, its committees and members. Management regularly briefs its directors on the Corporation's industry market conditions.
c) If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.	A questionnaire is sent annually to the directors to check their independence and other qualifications.

5. ETHICAL BUSINESS CONDUCT	COMMENTS
a) Disclose whether or not the Board has adopted a written code for the directors, officers and employees. If the Board has adopted a written code:	The Board of Directors has adopted a code of ethics for its directors, Executive Officers, and employees entitled "Code of Conduct and Ethics" (the "Code").
i. disclose how a person or company may obtain a copy of the code;	The Code is available on the Website www.sedar.com, along with all other documents filed by the Corporation.
ii. describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and	The CNG Committee is responsible for ensuring that the Corporation's policies with respect to ethical business conduct, including the Code of Conduct and Ethics are duly communicated to the interested parties and that such interested parties sign an undertaking to comply with the Code. The Co-Chair of the Board and Chief Executive Officer, the Co-Chair of the Board and Independent Board Leader, as well as the Chair of the Audit Committee are the persons appointed for receiving any and all complaints respecting breaches of the Code, as the case may be.

5. ETHICAL BUSINESS CONDUCT	COMMENTS
iii. provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed fiscal year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.	Since February 1, 2017, the date on which the most recently completed fiscal year of the Corporation begun, no material change report has been filed regarding the conduct of a director or executive officer that would constitute a departure from the Code of Conduct and Ethics.
b) Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.	All directors must declare to the Board of Directors or committees on which they sit whether or not they have an interest in the transactions being discussed by the Board or committee at issue. The director interested in the transaction refrains from participating in the discussions and abstains in the Board or the concerned committee's voting with regard to this transaction and must withdraw from the meeting.
c) Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.	The CNG Committee is responsible for periodically revising the Corporation and the Board's policies and procedures in respect of business ethics and submits any change, improvement or update they deem necessary, the case may be, for the Board's approval. In 2013 (Fiscal 2014) on the CNG Committee recommendation, the Board of Directors revised the Corporation's Code to (i) subject all the office staff of the Corporation to the same restricted trading period (blackout period) as that established for the Executive officers and Directors and (ii) match the new tasks distribution between the Co-Chairman of the Board and the Co-Chairman and Independent Board Leader and (iii) update the identity and coordinates of the persons in charge of receiving any whistle blowing relating to a breach of the Code, the case may be. Pursuant to the Meeting of Shareholders on June 10, 2015, the Code was revised to reflect the changes to the Board of Directors, the presidencies of the Audit Committee and the CNG Committee, and to update the identities and coordinates of the persons in charge of receiving any denunciation with regard to a breach of the Code, the case may be. The changes made to the Corporation and the Board of Directors' policies and procedures in matters of business ethics, including any changes relative to the identity and coordinates of the persons in charge of receiving denunciations with regard to a breach of the Code, the case may be, are communicated to the parties concerned.

6. NOMINATION OF DIRECTORS	COMMENTS
a) Describe the process by which the Board identifies new candidates for Board nomination.	The CNG Committee identifies the candidates who have the requisite aptitudes, skills and qualities, who are available and who have the necessary resources to become members of the Board; after consulting with the Co-Chair of the Board and Chief Executive Officer of the Corporation, the CNG Committee recommends candidates (or a list of candidates) for the positions of director in order that they may be elected at the next shareholder meeting or for the purposes of filling a vacant office during the course of the year, when necessary. The CNG Committee will first try to identify potential candidates using various referrals from the directors. In the event these referrals are not conclusive, the CNG Committee may retain recruiting firms, if necessary.
b) Disclose whether or not the Board has a nominating committee composed entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.	The CNG Committee assumes the role of nominating committee. Although the charter of CNG Committee does not require that this committee be entirely composed of independent directors, the actual members of the CNG Committee are all independent.
c) If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	The Charter of the CNG Committee defines the responsibilities, powers and operation of the said committee, and is attached in Schedule C.

7. **COMPENSATION**	**COMMENTS**
a) Describe the process by which the Board determines the compensation for the issuer's directors and officers.	Once a year, the CNG Committee makes recommendations to the Board of Directors concerning the compensation (including bonuses and other short-, medium- and long-term incentive plans) of the Chief Executive Officer and other Executive Officers. For this purpose, the CNG Committee may periodically use the services of external compensation consultants to conduct a benchmarking study or may, at other times, refer to various information bulletins, general surveys and other data published by firms specializing in compensation matters or public agencies like Statistics Canada or Bank of Canada.
b) Disclose whether or not the Board has a compensation committee composed entirely of independent directors. If the Board does not have a compensation committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.	The CNG Committee assumes the role of compensation committee. Although the charter of CNG Committee does not require that this committee be entirely composed of independent directors, the actual members of the CNG Committee are all independent.
c) If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	The Charter of the CNG Committee describes the responsibilities, powers and operation of the said committee, and a copy of the said Charter is attached in Schedule C.

8. **OTHER BOARD COMMITTEES**	**COMMENTS**
If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	In addition to the Audit and the CNG Committees, the Board of Directors has not created any other standing committees.

9. **ASSESSMENT**	**COMMENTS**
a) Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution.	As provided in its Charter, the CNG Committee periodically reviews (at least once a year) the effectiveness and contribution of the Board, its committees and each of the directors, and this specifically based on: — In the case of the Board or a Board committee, the mandate of the Board or charter of the committee at issue; — In the case of directors, the description of the relevant position or Board committee, the mandate of the Board or charter of the committee at issue.
b) If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees and its individual directors are performing effectively.	Generally, as was the case for the 2018 fiscal year, the assessment is done by means of a detailed questionnaire submitted to each of the directors. Their answers are then given to an external consulting firm, which compiles and analyses the answers and produces a report on the findings of the assessment to the Co-Chairs of the Board of Directors and to the CNG Committee. However, where appropriate, the assessment can be also done through direct discussions between Directors under the leadership of the Chair of the CNG Committee and the Co-Chair of the Board and Independent Board Leader. As an example, during the fiscal year 2016, the assessment of modus operandi of the Board and the Board Committees took place as part of the reorganization that followed the departure and replacement of two directors and the appointment of new chairpersons in each of the committees (Audit and CNG). In this context, the CNG Committee did not deem necessary to bring in a consultant in the assessment process. Based on the consultants' report (if any) and on its own observations, the CNG Committee then makes recommendations to the Board of Directors with regard to the need for improvement, as the case may be.

10. DIRECTOR TERM LIMITS AND OTHER MECHANISMS OF BOARD RENEWAL	**COMMENTS**
Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.	Yes. The Corporation has fixed the maximum term that a director, who is not an officer or an employee of the Corporation (the "External Directors"), may serve on its Board at 15 years, assuming that: — the External Director has received positive annual performance assessments; — the Committee believes it is in the best interests of the Corporation that the External Director continues to serve on the Board; and — the External Director is annually re-elected by the Corporation's shareholders. In certain circumstances, and on the CNG Committee's recommendation, the Board may extend the initial term limit of an External Director, taking into consideration the aforementioned factors or any other factors the CNG Committee may deems important. Such extension was approved by the Board with regard to Mr. Marc L. Belcourt's term until the Corporation's next annual Meeting of Shareholders in 2019.

11. POLICIES REGARDING THE REPRESENTATION OF WOMEN ON THE BOARD	**COMMENTS**
a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.	Yes. The Corporation has adopted a written policy "*Policy Regarding Diversity on the Board of Directors and in Executive Officer Positions and Mechanisms for Board Renewal*" that sets forth provisions with regard to the identification and the selection of women as candidates for the position of directors.
b) If an issuer has adopted a policy referred to in a., disclose the following in respect of the policy:	
i. A short summary of its objectives and key provisions;	The aforementioned Policy is not limited to women representation on the Corporation's Board of Directors and sets forth (i) the Corporation's policies and procedures aiming at maintaining sustainable diversity within its Board and in Executive Officer positions (including gender diversity), and (ii) mechanisms used by the Corporation to encourage Board renewal as appropriate. As for women representation on its Board of Directors, the Corporation's policy provides for a minimum of 20% to 50% of women in the composition of the Board.
ii. The measures taken to ensure that the policy has been effectively implemented,	In its search for qualified candidates to serve on the Corporation's Board of Directors, the CNG Committee strives to include individuals likely to share different perspectives and points of view. In its efforts to establish and maintain a Board of Directors made up of a diverse group of individuals, the CNG Committee will: — In its search for a director, develops recruitment protocols to include candidates having different profiles, and considering that qualified candidates from a wide range of organizations, including, universities, private businesses, non-profit organizations and professional associations, in addition to the traditional candidate pool of corporate directors and officers of other issuers; — strives to use the current network of organizations and trade groups that may help identify diverse candidates; — periodically reviews Board recruitment and selection protocols to ensure that diversity remains a component of any director search; — in order to support this particular gender diversity objective, consider the level of representation of women on its Board of Directors during the selection and nomination of candidates for election and re-election to the Board.

11. POLICIES REGARDING THE REPRESENTATION OF WOMEN ON THE BOARD	COMMENTS
iii. annual and cumulative progress by the issuer in achieving the objectives of the policy, and	As at the date of this Circular, two (2) out of the eight (8) members of the Corporation's Board of Directors are women, representing 25% of the Board's composition, which is within the objectives of the Corporation's Diversity Policy above mentioned. All current directors will stand for re-election, and therefore once again this year, two (2) out of the eight (8) nominees proposed in this Circular for position of directors of the Corporation at the Meeting, representing 25% of the Board's composition, are women.
iv. whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.	Yes. The Corporation's Diversity Policy provides that the CNG Committee will notably see to: — Assessing the effectiveness and contribution of each director on its Board. — Assessing the effectiveness of the nominating and appointment processes with regard to the achievement of the diversity objectives outlined in the Corporation's Policy; — Measuring the progress in achieving its gender diversity targets; — Assessing the tools used to identify and select new potential candidates for the positions of director on the Board, taking into account the Corporation's Policy; — Reviewing best practices with respect to the methods used to attaining and maintaining diversity on its Board and in Executive Officer positions — Reviewing the Corporation's Diversity Policy, including an assessment of the its effectiveness, and recommending any changes to this Policy to the Board; — Monitoring the implementation of the Corporation's Diversity Policy; and — Reviewing, monitoring, measuring, and assessing such other factors as it deems appropriate to encourage diversity, Board renewal, and compliance with best practices in corporate governance.

12. CONSIDERATION OF THE REPRESENTATION OF WOMEN IN THE DIRECTOR IDENTIFICATION AND SELECTION PROCESS	COMMENTS
Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so	Yes. As previously indicated, the Corporation has adopted a Diversity Policy, which calls for a Board of Director's composition where women represent, at a minimum, between 20% and 50% of the Directors. In order to support the specific objective of gender diversity, this Diversity Policy provides that the CNG Committee considers the level of representation of women on the Board in identifying and nominating candidates for election and re-election to the Board of Directors. Three (3) years ago, two director seats, previously held by men, became available. In compliance with the Diversity Policy, the CNG Committee then identified and nominated Ms. Michèle Desjardins as candidate for election for one of these two director positions. Ms. Desjardins was duly elected at the 2015, 2016 and 2017 Shareholders Meetings and stands for re-election at this years' Shareholders Meeting.

13. CONSIDERATION GIVEN TO THE REPRESENTATION OF WOMEN IN EXECUTIVE OFFICER APPOINTMENTS	COMMENTS
Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.	Yes. in respect with the appointment of Executive Officers, the Corporation's Diversity Policy provides that the CNG Committee: — Considers candidates that are highly qualified based on their experience, education, expertise, personal qualities, and general and sector-specific knowledge; — Reviews potential candidates from a variety of backgrounds and perspectives, with the Company's diversity objectives in mind including, without limiting the generality of the foregoing, the specific objective of gender diversity; and — Considers the level of representation of women in Executive Officer positions when making Executive Officer appointments.

14. ISSUER'S TARGETS REGARDING THE REPRESENTATION OF WOMEN ON THE BOARD AND IN EXECUTIVE OFFICER POSITIONS	COMMENTS
a) For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date. b) Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so. c) Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so. d) If the issuer has adopted a target referred to in either (b) or (c), disclose: i. The target, and ii. The annual and cumulative progress of the issuer in achieving the target.	With respect to representation of women on its Board of Directors, the Corporation aims for a Board of Director's composition where women represent, at a minimum, between a minimum of 20% and 50% of the Directors. The Corporation has not deemed necessary to set a deadline for the achievement of this objective, since this objective is already achieved. Two (2) of the current eight (8) directors representing a proportion of 25% of the Board's composition, are women. The Corporation intends to maintain this proportion of women for the next year since all current directors stand for re-election at this year's Annual Meeting of Shareholders. With respect to representation of women in its Executive Officer positions, the Corporation intends to having, at a minimum, between a minimum of 20% and 50% of women in Executive Officer positions. The Corporation has not deemed necessary to set a deadline for the achievement of this objective, since it has already been achieved. In fact, two (2) of the five (5) Executive Officers of the Corporation and its major subsidiaries, representing a proportion of 40%, are women.

15. NUMBER OF WOMEN ON THE BOARD AND IN EXECUTIVE OFFICER POSITIONS	COMMENTS
a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.	At the date of this Circular, two (2) of the eight (8) members of the Corporation's Board of Directors are women, representing a proportion of 25% of its composition. Moreover, as previously mentioned, two (2) of the eight (8) candidates proposed in this Circular for the election to the director positions of the Corporation at the Meeting, representing a proportion of 25% are women.
b) Disclose the number and proportion (in percentage terms) of Executive Officers of the issuer, including all major subsidiaries of the issuer, who are women.	Two (2) of the five (5) Executive Officers of the Corporation and its major subsidiaries, representing a proportion of 40%, are women.

SCHEDULE B BOARD OF DIRECTORS' MANDATE

1. RESPONSIBILITIES OF THE BOARD

The primary responsibility of the Board of Directors is to manage the Corporation, which means that the Board directs its commercial activities and internal affairs. The Board does not ensure the Corporation's day-to-day management, which is delegated to the Chief Executive Officer and other officers, but rather oversees it. More specifically, the Board shall, among others, either directly or indirectly, through its committees:

1.1. Adopt a strategic planning process, and approve, at least once a year, a strategic plan that, among others, takes into account the business' opportunities and risks.

1.2. Identify the principal risks inherent to the Corporation's business and ensure the implementation of appropriate management measures and systems to manage such risks.

1.3. Succession planning, including appointing, training and supervising Executive Officers.

1.4. Implement and follow up on the Corporation's communications policy.

1.5. Implement and monitor the integrity of the Corporation's internal control and management information systems.

1.6. Assess the performance of officers, develop their compensation policies and determine the compensation of the Chief Executive Officer.

1.7. Adopt the Corporation's budgets and financial results and ensure compliance with accounting standards as well as the integrity and sufficiency of the financial information disclosed.

1.8. Assess the performance of the Board and each of its members, develop requirements respecting the contributions of directors, establish and update the director selection criteria, annually draft a proposal for the number of directors to be elected and nominate candidates for the various directors' positions on the Board.

1.9. Adopt, approve and amend the articles, by-laws or administrative resolutions.

1.10. Approve the form and content of certificates representing the Corporation's securities and of the Corporation's books.

1.11. Authorize the issuance, purchase or redemption of the securities of the Corporation and approve the process relating thereto.

1.12. Formulate a recommendation as to the appointment of the Auditor upon the recommendation of the Audit Committee.

1.13. Determine the expediency of declaring dividends and declare such dividends, where applicable.

1.14. Create Board committees (including the mandatory Audit Committee and Candidature, Nominating and Governing Committee), establish their mandates and choose their members.

1.15. Implement the appropriate methods and structures to ensure the independence of the Board of Directors, including:

- Make sure that the Board has a sufficient number of independent directors;
- At least once a year, check the independence and financial literacy of the members of the Audit Committee.

1.16. Implement measures to gather the comments of shareholders and allow them to communicate with the Board.

1.17. Ensure that all new directors are completely oriented in order that they fully understand the role of the Board of Directors and its committees, as well as the nature and operation of the Corporation's business.

1.18. Provide continuing education opportunities, where necessary, to all directors so that they can maintain and improve their skills and aptitudes as directors as well as update their knowledge and understanding of the Corporation.

1.19. Approve the sale of important assets and any other material transaction involving the Corporation, its share capital, property, rights and obligations.

1.20. Approve the Management Information Circular and Annual Information Form.

1.21. Select the Chairperson (or the Co-Chairpersons, if applicable) of the Board and, where applicable, the Independent Board Leader.

1.22. Insofar as possible, ensure that the Chief Executive Officer and other Executive Officers act with and create a culture of integrity throughout the Corporation. To that end, the Board shall:

- Adopt a Code of Ethics applicable to the directors, officers and employees of the Corporation, and ensure compliance therewith;
- Grant directors or Executive Officers exemptions from the Code of Ethics, where deemed appropriate, and ensure that these exemptions are disclosed in the Management Information Circular or in any other manner that complies with the relevant legislation and regulations.

2. **RESPONSIBILITIES OF THE DIRECTORS AS REGARDS MEETING ATTENDANCE AND EXAMINATION OF DOCUMENTS SUBMITTED TO THEM**

2.1. To ensure the efficient performance of their responsibilities, the Board of Directors and Audit Committee shall meet periodically, at least once quarterly, while the other committees shall meet at least once a year.

2.2. Unless prevented by circumstances beyond their control, all directors must attend all meetings of the Board or committees on which they sit.

2.3. Before each meeting, the directors shall receive the documentation required for the following meeting. Each director shall be responsible for examining this documentation before that meeting opens.

3. **MEETINGS IN THE ABSENCE OF OFFICERS**

Should it express the desire to do so, the Board of Directors shall have the opportunity to meet in the absence of the officers and non-independent directors either at the end of each Board meeting or at other specific times throughout the year.

4. **EXTERNAL EXPERTS AND ADVISORS**

In the performance of its mandate, the Board may retain the services of external advisors at the expense of the Corporation. Where approved by the Board and required by circumstances, any Board committee or director may retain the services of an external advisor at the expense of the Corporation for the purposes of adequately performing its duties and obligations.

5. **ROLE AND RESPONSIBILITIES OF THE CO-CHAIRPERSON OF THE BOARD AND CHIEF EXECUTIVE OFFICER, CO-CHAIRPERSON OF THE BOARD AND INDEPENDENT BOARD LEADER AND COMMITTEE CHAIRS**

Given the fact that Corporation is controlled by the holding companies of the Paschini Family and that the Chief Executive Officer is a member of the Paschini family, it has been established that the governance of the Corporation will henceforth include a Co-Chairperson of the Board and Chief Executive Officer and a Co-Chairperson of the Board and Independent Board Leader.

5.1. **Co-Chairman of the Board and Chief Executive Officer**

a) As Chief Executive Officer, the Co-Chair of the Board and Chief Executive Officer, shall assume the following responsibilities:

— Supervising the management team and employees of the Corporation.

— In collaboration with the management team, preparing strategic plans and budgets, financial statements and any other information respecting the affairs of the Corporation that must periodically be submitted to the Board for approval or auditing.

— Ensuring the daily management and execution of the strategic plan of the Corporation as well as implementing the decisions, guidelines and policies of the Board.

— Ensuring the efficient use of resources available to the Corporation to achieve its strategic objectives, including its objectives in terms of growth and short- and long-term profitability.

— Representing the Corporation and ensuring that appropriate relations are maintained with the principal interested parties: employees, shareholders, financial community, governments and general public.

— Receiving any complaints respecting breaches of the Code of Ethics on the part of the officers and employees and bringing these to the attention of the Board in order that the matter may be dealt with appropriately.

— Reporting to the Board of Directors and shareholders in matters relating to his mandate.

b) As Co-Chair of the Board, the Co-Chair of the Board and Chief Executive Officer shall also assume, among others, the following responsibilities, which are fulfilled in close collaboration with the Co-Chair of the Board and Independent Board Leader,

— Planning the meetings of the Board and its committees, establishing the agenda of these meetings in collaboration with the Independent Board Leader and chairs of the committees at issue.

— In collaboration with the Co-Chair of the Board and Independent Board Leader, ensure that the Board and each of its committees respect their individual mandates (or Charters).

— Chairing the meetings of the Board of Directors or the shareholders' meetings, when the Co-Chair and Independent Board Leader is unavailable.

5.2. **Co-Chair of the Board and Independent Board Leader**

The Co-Chair of the Board and Independent Board Leader, shall assume the following responsibilities:

— In collaboration with the Co-Chair of the Board and Chief Executive Officer, planning the meetings of the Board and its committees, establishing the agenda of these meetings in collaboration with the Co-Chair of the Board and chairs of the committees at issue, and coordinating the activities of the Corporate secretariat as regards the affairs of the Board and its committees with the Executive Vice-President, Treasurer and Corporate Secretary and the General Counsel.

— Chairing all of the meetings of the Board, ensuring the proper and efficient conduct thereof, ensuring that all members are able to express their opinions on the topics being discussed and making sure that the decisions made by the Board are clear.

— Presiding over the meetings of the shareholders of the Corporation.

- Ensuring that all strategically important issues are communicated to the Board for approval and that the Board receives the information, reports, documents it needs to allow its members to fully assume their role.
- Following up on the implementation of decisions made by the Board and monitoring the application of control systems adopted by the Board.
- Ensuring that all policies of the Board relating to compliance with regulations as well as ethics and conduct standards are communicated to all interested parties.
- Together with the other independent directors, overseeing the Executive Officers.
- Ensuring that the independent directors are able to meet or avail themselves of discussion periods in the absence of the Executive Officers and the non-independent directors.
- Periodically (at least once a year), together with a CNG committee composed mostly of independent directors of which he shall be a member:
  - reviewing the needs of the Corporation in terms of succession planning within management and making recommendations to the Board in that respect, when appropriate;
  - evaluating the performance of officers, making recommendations to the Board in respect of the compensation policies that apply to officers, directors and the Chief Executive Officer; and
  - evaluating the performance of the Board and each of its members, developing director contribution requirements, making recommendations to the Board as regards director selection criteria, the number of directors to be elected and the nomination of candidates to the various directors' positions on the Board and on the Board's committees.
- Ensuring that the budgets and financial results of the Corporation, along with all issues relating to the mandate or selection of the Auditor, are duly examined by an Audit Committee composed entirely of independent directors prior to their approval by the Board and disclosure to the public.
- Receiving any complaints respecting breaches of the Code of Ethics on the part of Executive Officers and non-independent directors and bringing them to the attention of the Board in order that they may be dealt with appropriately.
- In collaboration with the Co-Chairman of the Board and Chief Executive Officer, ensuring that the Board and each of its committees respect their individual mandates (or charters).

5.3. **Committee Chairs**

a) Every chair of a Board committee shall have, among others, the following responsibilities:

- Planning committee meetings, establishing the agenda of these meetings together with the Independent Board Leader and the Chairman of the Board, and coordinating the activities of the Corporate Secretary as regards the affairs of the committee.
- Chairing all of the meetings of the committee, ensuring the proper and efficient conduct thereof, ensuring that all members are able to express their opinions on the topics being discussed and making sure that the decisions or recommendations made by the committee are clear.

b) The chair of a committee shall report to the Board in matters relating to his mandate and to the work of his committee.

6. **NON-RESTRICTIVE MANDATE – FULL AUTHORITY OF THE BOARD**

The responsibilities of the Board described in this mandate are non-restrictive. The Board shall also assume all of the responsibilities it may be vested with under the articles and by-laws of the Corporation or any applicable legislation and regulations.

Subject to the articles and by-laws of the Corporation and applicable legislation and regulations, the Board may delegate some of its responsibilities to certain members or Board committees. Where applicable, any such delegation shall not dilute the responsibilities of the other directors or the authority of the Board, the purpose being simply to facilitate the Board's work, making it more efficient and complete.

SCHEDULE C CHARTER OF THE COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

This Charter establishes the objective, composition and operation, as well as the powers and responsibilities, of the Compensation, Nominating and Corporate Governance Committee (the "Committee") of ADF GROUP INC. (the "Corporation"). The roles and responsibilities described herein shall at all times be exercised in accordance with the legislation and regulations to which the Corporation and its subsidiaries are subject.

1. **OBJECTIVE OF THE COMMITTEE**

The objective of the Committee is to provide advice and recommendations to the Board of Directors of the Corporation (the "Board") on the compensation of the Chief Executive Officer, other Executive Officers and directors of the Corporation. The Committee shall also nominate candidates for the positions of director and monitor the corporate governance policies of the Corporation.

2. **COMPOSITION AND OPERATION**

a) The Committee shall be composed of a minimum of three (3) and a maximum of five (5) directors of the Corporation who shall all be mostly independent within the meaning of the applicable regulations.

b) The members of the Committee shall be nominated by the Board. Unless the Board should decide otherwise, the Co-Chairman of the Board and Independent Board Leader shall, ex officio, be member of the Committee.

c) A member may resign his seat on the Committee or be removed from office and replaced at any time by the Board, and he shall cease to sit on the Committee the moment he ceases being a director of the Corporation. If this produces a vacancy on the Committee that is not filled, the remaining members shall exercise all of the powers of the Committee, provided they form a quorum.

d) The Committee shall meet at the request of its Chairperson at least once a year, or as often as necessary, for the purposes of examining any issue submitted by the Board that falls under its responsibility.

e) The quorum established for a meeting of any Committee meetings is a majority of its directors.

f) The Committee shall keep minutes of its meetings, signed by the Chair of the Committee and recorded in the Corporation's book of minutes.

g) The Committee must report to the Board on its work, activities and recommendations at the meeting of the Board following the meeting of the Committee.

h) Subject to prior approval by the Board, when circumstances require so, the Committee or any of its members may retain the services of an external advisor at the Corporation's expenses for the purposes of adequately performing its mandate.

3. **POWERS AND RESPONSIBILITIES**

More specifically and without limiting the scope of its mandate, the Committee shall have the following responsibilities and powers:

3.1 **Compensation**

a) Examine and recommend to the Board the corporate objectives relevant to the Chief Executive Officer's compensation.

b) Evaluate the performance of the Chief Executive Officer in light of these objectives.

c) Make recommendations to the Board with regard to the total compensation for the Corporation's Chief Executive Officer.

d) Make recommendations to the Board concerning the total compensation for Executive Officers (other than the Chief Executive Officer) of the Corporation.

e) Make recommendations to the Board with respect to bonuses and other short-term, medium-term or long-term incentive plans for the Chief Executive Officer and other Executive Officers.

f) Make recommendations to the Board of the Corporation regarding directors' compensation.

g) Identify and monitor the risks associated with the Corporation's compensation policies and practices and elaborate and review the practices to detect and mitigate those that could potentially encourage the Corporation's Executive Officers to expose it to inappropriate or excessive risks.

h) Review and approve the information that the Corporation is required to disseminate concerning executive compensation prior to its publication by the Corporation, in compliance with the applicable laws and regulations.

i) Elaborate and review the Corporation's human resources, work relations and health and safety policies and practices and ensure that they comply with applicable laws and regulations.

j) Review the Corporation's needs with regard to the Management succession plans and provide recommendations to the Board on this issue, where appropriate, notably with regard to appointment, training and supervision of the Executive Officers.

k) Where the Committee or one of its members retains the services of a compensation consultant or external counsellor, at the Corporation's expenses, in accordance with paragraph 2. h) of this Charter, pre-approve the services not related to director or executive compensation that could be provided to the Corporation by this consultant or external counsellor or a member of its team, at the request of the Corporation's Executive Officers.

3.2 **Nominating Directors**

a) Make sure that the size and general composition of the Board and its committees allow them to ensure efficient decision-making, and make recommendations to the Board in that respect, where applicable.

b) Establish and revise specific criteria to be used when selecting candidates for the positions of director, taking into account, among others, the skills and aptitudes that the Board, taken as a whole, should possess in order to fulfill its mandate and meet Corporation needs.

c) Evaluate periodically (at least once a year) the skills, aptitudes and other qualities of the directors in office, taken as a whole, based on the selection criteria established by the Committee, and identify the needs that new candidates could meet, where applicable.

d) Identify candidates who have the requisite aptitudes, skills and other qualities, who are available and who have the necessary resources to become members of the Board; after consulting with the Chairman of the Board and Chief Executive Officer of the Corporation, recommend candidates (or a list of candidates) for the positions of director in order that they may be elected at the next shareholder meeting or for the purposes of filling a vacant office during the course of the year, when necessary.

3.3 **Corporate Governance**

a) Together with the Corporation's legal counsel, ensure the Corporation complies with the laws, regulations and guidelines on corporate governance to which it is subject and, to that end:

- Develop and periodically (at least once a year) revise the Corporation and the Board' policies and procedures, with regard to, among others, reporting, business ethics, insiders trading, and other topics concerning the Corporation and the Board's governance, based on the Corporation's needs and the applicable laws, regulations and guidelines, and recommend their adoption and updates to the Board.
- Periodically (at least once a year) revise the Board's mandate, the Committees' charters, job descriptions of the Co-Chair of the Board and Chief Executive Officer and of the Co-Chair of the Board and Independent Board Leader based on the Corporation's needs and the applicable laws, regulations and guidelines, and make recommendations to the Board concerning amendments, if any, that should be made thereto.
- Ensure that the policies, procedures, mandates, charters and job descriptions adopted by the Board are transmitted to the parties concerned and monitor their enforcement.

b) Periodically (at least once a year) assess the effectiveness and contribution of the Board, its committees and each of its directors, specifically based on:

- In the case of the Board or a Board committee, the mandate of the Board or charter of the committee at issue;
- In the case of directors, the description of the relevant position or Board committee, the mandate of the Board or charter of the committee at issue; and
- Make recommendations to the Board concerning any corrective measures, if necessary.

c) Assess the Directors' information or continuing education requirements and recommend to the Board measures to meet those needs, where applicable.

d) Examine the Corporation's transactions and contracts in which its directors or officers have a direct or indirect material interests and recommend to the Board any appropriate measure to prevent any real or perceived conflict of interest, protect the Corporation's interests and ensure the transparency of said transactions and operations.

e) Review and approve the information that the Corporation is required to disseminate concerning corporate governance prior to its publication by the Corporation, in compliance with the applicable laws and regulations.

3.4 **General Provisions**

a) The Committee can perform any other tasks conferred to it by the Board in accordance with this Charter, the Corporation's by-laws and applicable laws and regulations.

b) The Committee's responsibilities extend to the Corporation and its subsidiaries.

The electronic version of this document is available at www.adfgroup.com and at www.sedar.com.

Ce document est aussi disponible en français.

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