

## MANAGEMENT PROXY CIRCULAR

Notice of Annual Meeting of Shareholders  
February 27, 2020

# COMMITTED TO



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## Notice of Annual Meeting of Shareholders

**NOTICE IS HEREBY GIVEN** that the Annual Meeting (the "Meeting") of the holders of Class A Subordinate Voting Shares and Class B Shares of Transcontinental Inc. (the "Corporation") will be held at the Saint James Club of Montreal, Saint-Denis Room, 1145 Union Avenue, Montréal, Québec, Canada, on Thursday, February 27, 2020 at 2:00 p.m. for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the fiscal year ended October 27, 2019 with the auditors' report thereon;
2. to elect the Corporation's directors for the coming year;
3. to appoint KPMG LLP as auditors and to authorize the directors to fix their remuneration;
4. to consider an advisory (non-binding) resolution on executive compensation; and
5. to transact such other business as may properly be brought before the Meeting.

A copy of the 2019 Annual Report, which includes the consolidated financial statements, the auditors' report relating thereto and the Management's Discussion and Analysis, if requested, accompanies this notice. The annual report is also posted on the Corporation's website at [www.tc.tc](http://www.tc.tc).

The directors have, by resolution, fixed the close of business on January 16, 2020 as the record date for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting.

**Shareholders who are unable to attend the Meeting are entitled to be represented by proxy and are requested to date, sign and return the enclosed form of proxy in the envelope provided for that purpose or, alternatively, to vote by telephone, or over the Internet or in person at their discretion, the whole in accordance with the enclosed instructions. To be valid, proxies must be received at the Toronto office of the Corporation's transfer agent, AST Trust Company (Canada), 1 Toronto Street, Suite 1200, Toronto, Ontario M5C 2V6, by no later than 4:00 p.m. (Montréal time), the business day preceding the day of the Meeting or any adjournment thereof or must be given to the Chair of the Meeting on the day of the Meeting or any adjournment thereof.**

Dated at Montréal, Québec, this 9<sup>th</sup> day of January, 2020.

**By order of the Board of Directors,**

*(s) Christine Desaulniers*

Christine Desaulniers  
Chief Legal Officer and Corporate Secretary

**OUR DIRECTOR NOMINEES**

(See page 7 for more information)

Nominee	Age	Director Since	Position	Ind.	Committee	Board and Committee Attendance	Other Public Boards	Top Four Competencies
H. Peter Brues	51	2018	Corporate Director	Yes	Audit Committee and Human Resources and Compensation Committee	100%	–	<ul style="list-style-type: none"> <li>Manufacturing Industries</li> <li>Accounting, Finance and Risk Management</li> <li>Compensation and Talent Management</li> <li>Sales, Marketing and Retail</li> </ul>
Jacynthe Côté	61	2016	Corporate Director	Yes	Human Resources and Compensation Committee and Lead Director	100%	2	<ul style="list-style-type: none"> <li>Manufacturing Industries</li> <li>Executive Leadership (Chief Executive Officer)</li> <li>Mergers and Acquisitions</li> <li>Compensation and Talent Management</li> </ul>
Yves Leduc	55	2017	Chief Executive Officer of Velan Inc.	Yes	Governance and Social Responsibility Committee	100%	1	<ul style="list-style-type: none"> <li>Manufacturing Industries</li> <li>Executive Leadership (Chief Executive Officer)</li> <li>Innovation and Technologies</li> <li>Sales, Marketing and Retail</li> </ul>
Isabelle Marcoux, C.M.	50	2005	Chair of the Board of Transcontinental Inc.	No	–	100%	2	<ul style="list-style-type: none"> <li>Mergers and Acquisitions</li> <li>Compensation and Talent Management</li> <li>Governance and Regulations</li> <li>Social Responsibility and Sustainable Development</li> </ul>
Nathalie Marcoux	51	2011	Vice President, Finance of Capinabel Inc.	No	–	100%	–	<ul style="list-style-type: none"> <li>Manufacturing Industries</li> <li>Accounting, Finance and Risk Management</li> <li>Compensation and Talent Management</li> <li>Innovation and Technologies</li> </ul>
Pierre Marcoux	48	2005	President of Contex Group Inc.	No	–	100%	–	<ul style="list-style-type: none"> <li>Media Industry</li> <li>Mergers and Acquisitions</li> <li>Innovation and Technologies</li> <li>Sales, Marketing and Retail</li> </ul>
Rémi Marcoux, C.M., O.Q., FCPA, FCA	79	1976	Founder and Director of Transcontinental Inc.	No	–	100%	–	<ul style="list-style-type: none"> <li>Manufacturing Industries</li> <li>Executive Leadership (Chief Executive Officer)</li> <li>Mergers and Acquisitions</li> <li>Sales, Marketing and Retail</li> </ul>
Anna Martini, FCPA, FCA	57	2011	Executive Vice President and Chief Financial Officer of Club de hockey Canadien, Bell Centre and evenko	Yes	Audit Committee and Human Resources and Compensation Committee	100%	1	<ul style="list-style-type: none"> <li>Executive Leadership (Chief Executive Officer)</li> <li>Accounting, Finance and Risk Management</li> <li>Compensation and Talent Management</li> <li>Sales, Marketing and Retail</li> </ul>

# MANAGEMENT PROXY CIRCULAR SUMMARY

Nominee	Age	Director Since	Position	Ind.	Committee	Board and Committee Attendance	Other Public Boards	Top Four Competencies
François Olivier	54	2008	President and Chief Executive Officer of Transcontinental Inc.	No	–	100%	1	<ul style="list-style-type: none"> <li>■ Manufacturing Industries</li> <li>■ Executive Leadership (Chief Executive Officer)</li> <li>■ Mergers and Acquisitions</li> <li>■ Sales, Marketing and Retail</li> </ul>
Mario Plourde	58	2015	President and Chief Executive Officer of Cascades Inc.	Yes	Governance and Social Responsibility Committee	100%	1	<ul style="list-style-type: none"> <li>■ Manufacturing Industries</li> <li>■ Executive Leadership (Chief Executive Officer)</li> <li>■ Mergers and Acquisitions</li> <li>■ Social Responsibility and Sustainable Development</li> </ul>
Jean Raymond	60	2017	Vice-Chairman, Managing Director and Head of CIBC Capital Markets – Québec of CIBC World Markets Inc.	Yes	Human Resources and Compensation Committee	100%	–	<ul style="list-style-type: none"> <li>■ Media Industry</li> <li>■ Mergers and Acquisitions</li> <li>■ Accounting, Finance and Risk Management</li> <li>■ Compensation and Talent Management</li> </ul>
François R. Roy	64	2008	Corporate Director	Yes	Audit Committee	100%	1	<ul style="list-style-type: none"> <li>■ Media Industry</li> <li>■ Mergers and Acquisitions</li> <li>■ Accounting, Finance and Risk Management</li> <li>■ Governance and Regulations</li> </ul>
Annie Thabet	59	2015	Partner of Celtis Capital Inc.	Yes	Audit Committee and Governance and Social Responsibility Committee	100%	1	<ul style="list-style-type: none"> <li>■ Manufacturing Industries</li> <li>■ Mergers and Acquisitions</li> <li>■ Accounting, Finance and Risk Management</li> <li>■ Governance and Regulations</li> </ul>

### APPOINTMENT OF AUDITORS

(See page 6 for more information)

The Board of Directors and the Audit Committee recommend the appointment of KPMG LLP as auditors of the Corporation.  
Total fees paid to KPMG LLP during the 2019 fiscal year: \$2,401,200.

### ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION

(See page 6 for more information)

The Board of Directors recommends to vote FOR the advisory resolution on executive compensation.

### 2019 EXECUTIVE COMPENSATION HIGHLIGHTS

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#### General principles

A significant portion of the executives' compensation is linked to the performance of the Corporation

The total compensation for the executives is positioned at the median of their comparison group

The composition of global compensation varies at each hierarchical level

The total direct compensation is compared to compensation of comparable and relevant organizations

Stock options are no longer offered; share units are granted instead

The President and Chief Executive Officer has 80% of his global compensation at risk

The other Named Executive Officers have at least 50% of their target global compensation at risk

The executive short term incentives are based on a level of achievement of financial objectives, objectives tied to certain key strategic or high priority activities associated with the development of the Corporation and personal objectives

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### OTHER EXECUTIVE COMPENSATION BEST PRACTICES

50% of share unit awards vest based on performance measures over a three year cycle

✓

Change of control severance limited to 2 times salary and short term incentive compensation

✓

Clawback policy

✓

Minimum share ownership guidelines

✓

Anti-hedging policy

✓

Advisory vote on executive compensation

✓

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**CORPORATE GOVERNANCE HIGHLIGHTS**

The following table shows some of the ways Transcontinental continues to adhere to the highest standards in corporate governance.

Number of director nominees (38.5% being women)	13
Number of independent director nominees	8
Board committee members are all independent	✓
Average age of director nominees	57
Annual election of directors	✓
Directors elected individually (rather than slate voting)	✓
Majority voting policy for directors	✓
Separate Chair and Chief Executive Officer	✓
Share ownership guidelines for directors and executives	✓
Board orientation/education program	✓
Number of board meetings held during the 2019 fiscal year	6
Board meetings attendance	100%
Committee meetings attendance	100%
Number of financial experts on the Audit Committee	4/4
Code of conduct	✓
Formal evaluation processes for the Board, its committees and the Chair of the Board	✓
Policy on women representation	✓

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## TRANSCONTINENTAL INC. MANAGEMENT PROXY CIRCULAR

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This Management Proxy Circular (the "Circular") is furnished in connection with the solicitation of proxies by management of Transcontinental Inc. (the "Corporation") for use at the Annual Meeting of Shareholders (the "Meeting") of the Corporation called for Thursday, February 27, 2020 at 2:00 p.m. at the Saint James Club of Montreal, Saint-Denis Room, 1145 Union Avenue, Montréal, Québec, Canada, for the purposes set forth in the notice of such Meeting. Unless otherwise specified, the information herein contained is given as at January 9, 2020.

### 1. Questions and Answers

The following questions and answers provide guidance on how to exercise your voting rights with respect to your shares.

#### Who can vote?

Shareholders who are registered as at the close of business on January 16, 2020 (the "Record Date") will be entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy. A holder of Class A Subordinate Voting Shares (the "Class A Shares") or of Class B Shares (the "Class B Shares") who has acquired his or her shares after that date must, at least 10 days before the Meeting, request that the Corporation enter his or her name on the list of shareholders entitled to vote.

**As at the close of business on January 9, 2020, the Corporation had 73,046,294 Class A Shares and 13,979,426 Class B Shares outstanding. Class A Shares carry one vote per share and Class B Shares carry 20 votes per share.**

#### What am I voting on?

Shareholders will be voting on (i) the election of directors; (ii) the appointment of KPMG LLP as the auditors, and the authorization to be given to the directors to fix their remuneration; and (iii) an advisory resolution on executive compensation.

#### How will these matters be decided at the Meeting?

A simple majority of the votes cast, in person or by proxy, will constitute approval of these matters.

#### Who is soliciting my proxy?

The solicitation is being primarily made by mail, but our directors, officers and employees may also solicit proxies at a nominal cost to the Corporation. The Corporation may also reimburse brokers and other persons holding shares in their name or as nominees for their costs incurred in sending proxy forms and related materials to their principals in order to obtain their proxies. These costs are not material.

#### Who can I call with questions?

If you have any questions about the information contained in this Circular or require assistance in completing your form of proxy, you can contact the transfer agent, AST Trust Company (Canada), at 1 800 387-0825 (toll free throughout Canada and the United States).

#### How can I contact the transfer agent?

You can contact the transfer agent by mail at its Toronto office at: AST Trust Company (Canada), 1 Toronto Street, Suite 1200, Toronto, Ontario M5C 2V6, by telephone at 1 800 387-0825 (toll free throughout Canada and the United States), by fax at 1 888 249-6189 (toll free throughout Canada and the United States), by email at [inquiries@astfinancial.com](mailto:inquiries@astfinancial.com), by mail at its Montréal office at AST Trust Company (Canada), 2001 Robert-Bourassa Blvd., Suite 1600, Montréal, Québec H3A 2A6.

#### How may I vote?

If you are eligible to vote and if your shares are registered in your name, you can exercise your voting rights in person at the Meeting or by proxy, as explained below. If your shares are held in the name of a nominee, please see the instructions below under "How do I vote if I am a non-registered shareholder?".

#### How to complete the form of proxy?

You can choose to vote "FOR", "WITHHOLD" or "AGAINST" by checking the appropriate box, depending on the questions listed on the form of proxy. When you sign the form of proxy, you authorize Ms. Isabelle Marcoux or Ms. Jacynthe Côté, who are

directors, to exercise your voting rights with respect to your shares, at the Meeting, according to your instructions. **If you wish to appoint someone else to exercise your voting rights with respect to your shares for you at the Meeting, strike out the names of such directors and write the name of your proxyholder in the space provided. If you return your form of proxy and do not tell us how you want to exercise your voting rights with respect to your shares, your vote will be exercised: (i) FOR the election as a director of each of the persons listed in the Circular; (ii) FOR the appointment of KPMG LLP as auditors and the authorization to be given to the directors to fix their remuneration; and (iii) FOR the advisory resolution on executive compensation.** Your proxyholder will exercise your voting rights with respect to your shares as he or she sees fit on any other matter that may properly come before the Meeting.

If you are an individual shareholder, you or your authorized attorney must sign the form. If you are a corporation or other legal entity, an authorized officer or attorney must sign the form. If you need help completing your form of proxy, please contact the transfer agent, AST Trust Company (Canada).

#### **If I change my mind, how can I change my vote?**

You can revoke a vote made by proxy:

- by voting again by telephone or on the Internet **before 4:00 p.m. (Montréal time) on February 26, 2020;**
- by completing a form of proxy, that is dated later than the form of proxy you are changing, and mailing it or faxing it to AST Trust Company (Canada) so that it is received **before 4:00 p.m. (Montréal time) on February 26, 2020;**
- by sending a notice in writing from you, or your authorized attorney, to the Corporate Secretary so that it is received **before 4:00 p.m. (Montréal time) on February 26, 2020;**
- by providing a notice in writing from you, or your authorized attorney, to the Chair of the Meeting prior to the Meeting or any adjournment thereof; or
- in any other manner permitted by law.

#### **How will my voting rights be exercised with respect to my shares if I give my proxy?**

During a secret ballot, or a vote by show of hands, the persons named in the enclosed form of proxy will exercise the voting rights with respect to your shares being the object of the form of proxy in accordance with the instructions of the shareholders appointing them. **In absence of such instructions, such shares will be exercised: (i) FOR the election, as a director of the Corporation, of each of the persons listed in this Circular; (ii) FOR the appointment of KPMG LLP as auditors of the Corporation and the authorization of the directors to fix their remuneration; and (iii) FOR the advisory resolution on executive compensation.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments to the matters identified in the notice of the Meeting and with respect to any other matters that may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, management of the Corporation knows of no such amendments or other matters that may be raised at the Meeting. However, should any amendment or other matters properly come before the Meeting, the persons named in the enclosed form of proxy will vote in accordance with their best judgment pursuant to the discretionary authority conferred by the proxy with respect to such matters.

#### **How many voting shares are outstanding?**

The only voting shares of the Corporation currently issued and outstanding are the Class A Shares and the Class B Shares. The Corporation currently has 73,046,294 Class A Shares and 13,979,426 Class B Shares outstanding. The Class A Shares and the Class B Shares are "special shares" under applicable securities regulations in Canada, as they do not confer equal voting rights. These shares carry one and 20 votes per share, respectively. The voting rights attached to the Class A Shares represent in the aggregate 20.71% of the voting rights attached to all of the Corporation's issued and outstanding securities.

To the knowledge of the directors and officers, the only persons who own, directly or indirectly, or exercise control or direction of more than 10% of the outstanding voting shares of either class, are as follows:

Name	Number of Class A Shares / % of outstanding Class A Shares	Number of Class B Shares/ % of outstanding Class B Shares	Percentage of outstanding shares
Capinabel inc. <sup>(1)</sup>	102,044 0.14%	12,562,840 89.87%	14.55%
Jarislowsky, Fraser Limited <sup>(2)</sup>	8,002,591 10.96%	— —	9.20%
Foyston, Gordon & Payne Inc. <sup>(3)</sup>	7,643,080 10.46%	— —	8.78%

- (1) All of the outstanding shares of Capinabel Inc. are held directly and indirectly by Mr. Rémi Marcoux and members of his immediate family, including Ms. Isabelle Marcoux and Nathalie Marcoux and Mr. Pierre Marcoux; Capinabel Inc. is controlled by Mr. Rémi Marcoux. The shares held by Capinabel Inc. represent 71.28% of the voting rights attached to all outstanding shares of the Corporation. Capinabel Inc. has entered into a monetization transaction with a Canadian chartered bank relating to 4,000,000 Class B Shares. The monetization transaction may be repaid in cash or through the transfer of Class A Shares. If the monetization transaction had been repaid on the date hereof through the transfer of Class A Shares, the shares held by Capinabel Inc. would represent 61.94% of the voting rights attached to all outstanding shares of the Corporation.
- (2) These shares are held by Jarislowsky, Fraser Limited as portfolio manager. These shares were acquired in the ordinary course of business and not with the purpose of influencing or changing the control of the Corporation.
- (3) These shares are held by Foyston, Gordon & Payne Inc. as portfolio manager. These shares were acquired in the ordinary course of business and not with the purpose of influencing or changing the control of the Corporation.

Each Class B Share shall carry only one vote as at the date upon which, as the case may be, (i) all of the persons understood in the definition of "Majority Group" (as hereinafter defined) cease being owners of a sufficient number of Class A Shares and Class B Shares allowing them to exercise a majority of the votes to elect directors, or (ii) all such persons are deemed to have ceased to constitute the Majority Group, or (iii) all of the Class B Shares have been exchanged for Class A Shares. The expression "Majority Group" is defined in the Articles of the Corporation as meaning, at a given date, one or more of the following persons, namely each of the founders of the Corporation, including Mr. Rémi Marcoux, their spouses, their direct descendants born or to be born, their legally adopted children and the respective spouses of such descendants or children, as long as one or several of the above-mentioned persons, individually or collectively, or the trusts of which they are the beneficiaries, the corporations which they control or the subsidiaries thereof, own such number of Class A Shares and Class B Shares allowing them, in the event of an election of the Board of Directors of the Corporation, to exercise a majority of the votes to elect such directors.

The Articles of the Corporation provide that if a takeover bid for the Class B Shares, within the meaning of the *Securities Act* (Québec) (a "Takeover Bid"), is made such that, if the bid is accepted, all of the persons identified in the definition of the Majority Group will cease to be the Majority Group, each Class A Share, the holder of which has indicated at any time during the period of participation his intention to take part in the Takeover Bid and has not subsequently exercised his right to withdraw within the prescribed period, shall be deemed to have been converted into one Class B Share on the last business day prior to the effective date of the Takeover Bid. This conversion is subject, however, to the condition that a sufficient number of shares be taken up and paid for by the offeror under the Takeover Bid so as to cause the Majority Group to cease to be, as a result thereof, the Majority Group.

Each Class B Share may, at any time at the holder's option, be converted into one fully paid Class A Share.

### How many votes do I have?

The Class A Shares are special securities within the meaning of securities regulations in Canada as they do not confer the same voting rights as those conferred by the Class B Shares. During a secret ballot, each Class A Share carries one vote and each Class B Share carries 20 votes.

### How do I vote if I am a registered shareholder?

You are a registered shareholder if your name appears on your share certificate.

There are four ways that you can exercise your voting rights with respect to your shares if you are a registered shareholder. You may:

- (i) vote in person at the Meeting;
- (ii) complete and sign the enclosed form of proxy and appoint one of the named persons, or any other person you choose to represent you and to exercise your voting rights with respect to your shares at the Meeting, and mail it;

- (iii) vote electronically on the Internet; or
- (iv) vote by telephone.

Please make sure that the person you appoint as proxyholder is aware of his or her appointment and attends the Meeting.

Completing, signing and returning your form of proxy does not preclude you from attending the Meeting in person. If you do not wish to attend the Meeting or do not wish to vote in person, your proxy will be voted or withheld from voting, in accordance with your instructions specified on your form of proxy, on any ballot that may be called at the Meeting.

To vote by telephone, please call 1 888 489-7352 and follow the voice instructions if you use a touch tone phone, or scan the QR code set out in the form of proxy if you use a smartphone.

To vote electronically, you must go to the following Internet site: [www.astvotemyproxy.com](http://www.astvotemyproxy.com) and enter your personalized 13-digit e-voting control number printed on your form of proxy and follow the instructions on the screen.

If your shares are registered in the name of a nominee, please see "How do I vote if I am a non-registered shareholder" on page 4.

#### **What if I wish to attend the Meeting and vote in person?**

If you wish to attend the Meeting on February 27, 2020 and wish to exercise your voting rights with respect to your shares in person at the Meeting, it is not necessary for you to complete or return the form of proxy. Your vote will be taken and counted at the Meeting. Please register with the transfer agent, AST Trust Company (Canada), upon arrival at the Meeting. Non-registered shareholders wishing to attend the Meeting should refer to "How do I vote if I am a non-registered shareholder".

#### **What happens when I sign and return the form of proxy?**

Signing the enclosed form of proxy gives authority to the named proxyholders on the form of proxy, or to another person you have appointed, to exercise your voting rights with respect to your shares at the Meeting in accordance with the voting instructions you provide.

#### **What do I do with my completed form of proxy?**

Sign it exactly as the name appears on the proxy and return it to the transfer agent, AST Trust Company (Canada), in the envelope provided, so that it arrives no later than 4:00 p.m. on February 26, 2020. All shares, represented by a properly executed proxy received by AST Trust Company (Canada) prior to such time, will be voted or be withheld from voting, in accordance with your instructions as specified in the proxy.

#### **How do I vote if I am a non-registered shareholder?**

You are a "non-registered" (or a "beneficial") shareholder if your bank, trust company, securities broker or other financial institution holds your shares for you (your "nominee"). **Beneficial holders should note that only proxies deposited by registered holders, whose names appear on the records kept by the transfer agent of the Corporation as registered holders of Class A Shares or Class B Shares will be recognized and acted upon at the Meeting or any adjournment thereof.**

If your shares appear in an account statement sent by your broker, such shares are most probably not registered in your name, but rather in the name of your broker or a representative of that broker. **In such case, you must ensure that your voting instructions are communicated to the appropriate person well before the Meeting or any adjournment thereof.** Without specific instructions, brokers and their agents or nominees are prohibited from voting shares of their clients.

If you are a non-registered shareholder, there are two ways listed below that you can exercise your voting rights with respect to your shares:

##### *By giving your voting instructions*

Applicable securities laws require your nominee to seek voting instructions from you in advance of the Meeting. Accordingly, you will receive, or have already received from your nominee, a request for voting instructions for the shares you hold. Every nominee has its own mailing procedures and provides its own signature and return instructions, which should be carefully followed by non-registered shareholders to ensure that their shares are voted at the Meeting.

### *By voting in person*

However, if you wish to vote in person at the Meeting, insert your name in the space provided in the request for voting instructions provided by your nominee to appoint yourself as proxyholder and follow the instructions of your nominee. Non-registered shareholders who appoint themselves as proxyholders must present themselves at the Meeting to a representative of AST Trust Company (Canada). Do not otherwise complete the request for voting instructions sent to you as you will be voting at the Meeting.

Pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, brokers and other intermediaries are required to request voting instructions from beneficial holders prior to shareholder meetings. Brokers and other intermediaries have their own procedures for sending materials and their own guidelines for the return of documents. Beneficial holders should strictly follow these instructions if the voting rights attached to their shares are to be cast at the Meeting. In Canada, most brokers now delegate the responsibility of obtaining their clients' instructions to Broadridge Financial Solution, Inc. ("Broadridge"). A beneficial holder who receives a voting instruction form from Broadridge may not use the said form to vote directly at the Meeting. If you have questions on how to exercise voting rights carried by shares held through a broker or other intermediary, please contact such broker or other intermediary directly.

**Unless otherwise indicated, in this Circular and in the form of proxy and the notice of Meeting attached hereto, shareholders shall mean registered holders.**

## **2. Business of the Meeting**

### **2.1 Financial Statements**

Our consolidated financial statements for the year ended October 27, 2019, together with the auditors' report thereon, are included in the 2019 Annual Report of the Corporation.

### **2.2 Election of Directors**

Our Articles provide that our Board of Directors shall consist of a minimum of three and a maximum of 15 directors. As at January 9, 2020, the Board of Directors consisted of 13 directors. Management is proposing that 13 directors be elected at the Meeting, of which eight are independent, each to remain in office until the next annual meeting of shareholders or until the election or appointment of his or her successor.

The term of office of each of the present directors expires at the close of the Meeting. **Management will propose for election at the Meeting the nominees identified under Section 3.1. Unless authority is expressly withheld, the persons designated in the accompanying form of proxy or voting instruction form intend to vote FOR the election of all of these nominees.** All nominees are presently directors of the Corporation. Voting for each director will be made on an individual basis.

The Board of Directors approved a Majority Voting Policy for directors pursuant to which, with respect to uncontested elections, each nominee who receives more votes withheld than are voted in favour of him or her must submit his or her resignation to the Board of Directors, effective upon its acceptance by the Board of Directors. The Board of Directors will refer the resignation to the Governance and Social Responsibility Committee for consideration. The Board of Directors will accept the resignation unless the Governance and Social Responsibility Committee recommends to the Board of Directors that there are circumstances warranting that such director continue to serve as a board member. In any event, it is expected that the resignation will be accepted (or rejected) by the Board of Directors within 90 days of the meeting of shareholders.

Despite that she is not an executive but as the Chair of the Board is not an independent director, the Board of Directors has appointed a Lead Director with the responsibility of ensuring that the Board of Directors functions independently from management. The Chair of the Board is not a member of the Management Committee of the Corporation.

The Board of Directors currently has three committees composed only of independent directors: the Audit Committee, the Governance and Social Responsibility Committee and the Human Resources and Compensation Committee.



Membership of the Board committees is as follows:

**Audit Committee**  
Peter Brues (chair)  
Anna Martini  
François R. Roy  
Annie Thabet

**Governance and Social Responsibility Committee**  
Mario Plourde (chair)  
Yves Leduc  
Annie Thabet

**Human Resources and Compensation Committee**  
Jacynthe Côté (chair)  
Peter Brues  
Anna Martini  
Jean Raymond

The attendance record of each director at meetings of the Board of Directors and its committees held during the fiscal year ended October 27, 2019 is shown in the table under Section 3.4.

## 2.3 Appointment of Auditors

At the Meeting, shareholders must appoint the auditors of the Corporation to hold office until the next annual meeting of shareholders and shareholders will be asked to authorize the directors to fix the remuneration of the auditors appointed. The Board of Directors and the Audit Committee recommend to vote FOR the appointment of KPMG LLP as auditors of the Corporation.

KPMG LLP has acted as auditors of the Corporation since the fiscal year commencing on November 1, 2008.

**Unless otherwise specified by the shareholder, the persons named in the enclosed form of proxy intend to vote FOR the appointment of KPMG LLP, 600 de Maisonneuve Blvd. West, Suite 1500, Montréal, Québec, Canada H3A 0A3, as auditors of the Corporation and to authorize the directors to fix their remuneration.**

During the fiscal year ended October 27, 2019, the Corporation retained its auditors, KPMG LLP, to provide certain services. The Audit Committee has determined that KPMG LLP's provision of non-audit services was compatible with maintaining KPMG LLP's independence. The Audit Committee has approved a policy whereby it must pre-approve any non-audit services performed by the Corporation's auditors.

The following table sets forth, by category, the fees incurred by the Corporation and payable to its auditors KPMG LLP for the fiscal years ended October 27, 2019 and October 28, 2018.

Category of fees (in thousands of dollars)	2019	2018
Audit fees	1,180.1	1,475.4
Audit related fees	202.8	233.2
Compliance with taxation requirements and tax consulting services	937.2	1,183.7
Other	81.1	—
<b>Total</b>	<b>2,401.2</b>	<b>2,892.3</b>

## 2.4 Considering an Advisory Resolution on Executive Compensation

Our executive compensation philosophy, policies and programs are based on the fundamental principle of pay-for-performance to align the interests of our executives with those of our shareholders. This compensation approach allows us to attract and retain high-performing executives who will be strongly incented to create value for our shareholders on a sustainable basis. As a shareholder, you are asked to consider the following resolution:

*Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in the management proxy circular provided in connection with the annual meeting of shareholders of the Corporation held on February 27, 2020.*

The Board of Directors recommends that you vote **FOR** this resolution.

Because your vote is advisory, it will not be binding upon the Board of Directors. However, the Human Resources and Compensation Committee will review and analyze the results of the vote and take into consideration such results when reviewing executive compensation philosophy, policies and programs. Please see Section 5.8 for more details on how you can ask questions and provide comments to the Board of Directors and the Human Resources and Compensation Committee on executive compensation.


If you do not specify how you want your shares voted, the directors named as proxyholders in the proxy form or voting instruction form intend to cast the votes represented by proxy at the meeting **FOR** the adoption of the advisory resolution on executive compensation.


### 3. Nominees for Election to the Board

#### 3.1 Description of Nominees


The following table sets out information regarding the nominees for election as directors as at January 9, 2020, unless otherwise indicated.


Certain information shown below relating to the nominees being proposed as directors of the Corporation was not known to the Corporation and was furnished by each relevant nominee.


	<b>H. Peter Brues</b> Age: 51 Montréal, Québec  Director since 2018 <b>Independent</b>  <b>Areas of Expertise:</b> <ul style="list-style-type: none"><li>▪ Manufacturing Industries</li><li>▪ Accounting, Finance and Risk Management</li><li>▪ Compensation and Talent Management</li><li>▪ Sales, Marketing and Retail</li></ul>	<b>Corporate Director</b>  Mr. Peter Brues is a corporate director. He spent more than 20 years at Amcor Ltd., a leading packaging company principally in food, beverage, pharmaceutical, medical device and personal care products. Notably, from 2010 until 2015, he was President of Amcor Flexibles, Europe & Americas. Previously, he assumed various responsibilities, including President, Amcor Flexibles Healthcare, President, Amcor Flexibles, Americas and Vice-President of Operations of Amcor Flexibles Europe A/S. He started his career at KPMG Peat Marwick Thorne (now known as KPMG LLP), a chartered accounting firm.		
<b>Member of</b>	<b>Attendance up to October 27, 2019 <sup>(5)</sup></b>	<b>Other board membership or trustee of public corporations during the last five years:</b>		
Board	6 of 6 100%	Present boards: — Past boards: —		
Audit Committee <sup>(5)</sup>	4 of 4 100%			
Human Resources and Compensation Committee	6 of 6 100%			
Total	16 of 16 100%			
<b>Securities held<sup>(1)</sup></b>	<b>Class A Shares</b>	<b>Class B Shares</b>	<b>Deferred share units</b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>
2019	18,350	—	8,352	401,865
2018	11,500	—	846	257,414
<b>Ownership requirements<sup>(3)</sup>:</b>				
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>	<b>Excess over the minimum (\$)</b>	
2019	487,601	270,000	217,601	
2018	262,130	210,000	52,130	
Percentage of objective satisfied: 181%		Target to meet requirement: Satisfied		Total compensation received in 2019: \$118,690
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>				
Votes in favour	313,452,556		Votes withheld	137,665
Percentage of votes in favour	99.96%		Percentage of votes withheld	0.04%


	<p><b>Jacynthe Côté</b> Age: 61 Candiac, Québec</p> <p>Director since 2016 <b>Independent</b> <b>Lead Director</b></p> <p><b>Areas of Expertise:</b></p> <ul style="list-style-type: none"><li>▪ Manufacturing Industries</li><li>▪ Executive Leadership (Chief Executive Officer)</li><li>▪ Mergers and Acquisitions</li><li>▪ Compensation and Talent Management</li></ul>	<p><b>Corporate Director</b></p> <p>Ms. Jacynthe Côté is a corporate director. From 2009 until 2014, she was President and Chief Executive Officer of Rio Tinto Alcan, a metals and mining company, and thereafter served in an advisory role until she retired in September 2014. Prior to 2009, she served as President and Chief Executive Officer of Rio Tinto Alcan's Primary Metal business group. She joined Alcan Inc. in 1988 where she pursued a 26 year career.</p> <p>Ms. Côté serves as Chair of the Board of Hydro-Québec (a Québec owned organization generating, transmitting and distributing electricity) since 2018, Chair of the Board of CHU Sainte-Justine Foundation, a foundation supporting CHU Sainte-Justine in its mission to improve the health outcome of a growing number of children, and sits on the Advisory Board of the Montreal Neurological Institute and Hospital and the board of directors of Allô Prof, an organization offering free homework help to primary and secondary school children and general education to adults.</p>		
<b>Member of</b>	<b>Attendance up to October 27, 2019</b>	<b>Other board membership or trustee of public corporations during the last five years:</b>		
Board	6 of 6 100%	Present boards:		
Human Resources and Compensation Committee	6 of 6 100%	<ul style="list-style-type: none"><li>▪ Royal Bank of Canada (since 2014)</li><li>▪ Finning International Inc. (since 2014)</li></ul>		
Total	12 of 12 100%	Past boards: <ul style="list-style-type: none"><li>▪ Suncor Energy Inc. (2015-2018)</li></ul>		
<b>Securities held<sup>(1)</sup></b>	<b>Class A Shares</b>	<b>Class B Shares</b>	<b>Deferred share units</b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>
2019	3,000	—	20,223	349,506
2018	3,000	—	11,566	303,701
<b>Ownership requirements<sup>(3)</sup>:</b>				
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>	<b>Excess over the minimum (\$)</b>	
2019	496,748	270,000	226,748	
2018	361,612	210,000	151,612	
Percentage of objective satisfied: 184%		Target to meet requirement: Satisfied		Total compensation received in 2019: \$127,478
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>				
Votes in favour		311,422,001	Votes withheld 216,220	
Percentage of votes in favour		99.93%	Percentage of votes withheld 0.07%	





	<p><b>Yves Leduc</b> Age: 55 Westmount, Québec</p> <p>Director since 2017 <b>Independent</b></p> <p><b>Areas of Expertise:</b></p> <ul style="list-style-type: none"><li>▪ Manufacturing Industries</li><li>▪ Executive Leadership (Chief Executive Officer)</li><li>▪ Innovation and Technologies</li><li>▪ Sales, Marketing and Retail</li></ul>	<p><b>Chief Executive Officer of Velan Inc.</b></p> <p>Mr. Yves Leduc is Chief Executive Officer of Velan Inc., a manufacturer of industrial valves, since 2017. Previously, he was President and Chief Executive Officer, since 2015. He worked for almost 16 years at BRP Inc., an organization involved in the design, development, manufacturing, distribution and marketing of powersports vehicles and propulsion systems, where, since 2006, he was Vice-President and General Manager, North America and, from 2004 until 2006, Vice President and General Manager of the engine division (Austria). From 1994 until 1998, he worked at McKinsey and Company, a firm offering management and strategic consulting services, as a management consultant and, from 1987 until 1994, as a lawyer at Stikeman Elliott LLP, a law firm.</p> <p>Mr. Leduc sits on the board of directors of Valve Manufacturers Association since 2017, of Orford Musique since 2015 and, until recently, of the Accelerator for the creation of technological businesses group of the Université de Sherbrooke and of Corporation études-sports (Studies and Sports Corporation) of the Université de Sherbrooke.</p>		
<b>Member of</b>	<b>Attendance up to October 27, 2019</b>	<b>Other board membership or trustee of public corporations during the last five years:</b>		
Board	6 of 6 100%	Present boards:		
Governance and Social Responsibility Committee	4 of 4 100%	<ul style="list-style-type: none"><li>▪ Velan Inc. (since 2017)</li></ul>		
Total	10 of 10 100%	Past boards: —		
<b>Securities held<sup>(1)</sup></b>	<b>Class A Shares</b>	<b>Class B Shares</b>	<b>Deferred share units</b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>
2019	4,900	—	10,804	236,345
2018	1,900	—	4,342	130,146
<b>Ownership requirements<sup>(3)</sup>:</b>				
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>		<b>Excess over the minimum (\$)</b>
2019	319,044	270,000		49,044
2018	160,304	210,000		—
Percentage of objective satisfied: 118%		Target to meet requirement: Satisfied		Total compensation received in 2019: \$100,000
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>				
Votes in favour	313,086,032		Votes withheld	504,189
Percentage of votes in favour	99.84%		Percentage of votes withheld	0.16%


	<p><b>Isabelle Marcoux, C.M.</b> Age: 50 Montréal, Québec</p> <p>Director since 2005 <b>Non-independent</b></p> <p><b>Areas of Expertise:</b></p> <ul style="list-style-type: none"><li>▪ Mergers and Acquisitions</li><li>▪ Compensation and Talent Management</li><li>▪ Governance and Regulations</li><li>▪ Social Responsibility and Sustainable Development</li></ul>	<p><b>Chair of the Board of Transcontinental Inc.</b></p> <p>Ms. Isabelle Marcoux is Chair of the Board of Transcontinental Inc. since 2012. Previously, she was Vice Chair of the Board since 2007 and Vice President, Corporate Development of Transcontinental Inc. since 2004. Between 1997 and 2004, she held various positions within the Corporation. Before joining Transcontinental, Ms. Marcoux was a lawyer at the law firm McCarthy Tétrault LLP.</p> <p>Ms. Marcoux is a director of the Montreal Children's Hospital Foundation since 2015 for which she co-chairs the 2019-2020 major fundraising campaign and is a member of the Law Faculty Advisory Board of the McGill University. Since 2018, she chairs the Major Donors Circle of the Centraide of Greater Montréal Campaign. Furthermore, in 2016, she acted as co-chair of the 2016 Centraide of Greater Montréal Campaign and had co-chaired the 2015 Leaders Circle Campaign of Centraide of Greater Montréal. Ms. Marcoux co-chairs several fundraising events and has been actively involved in a number of fundraising campaigns.</p> <p>In 2018, Ms. Isabelle Marcoux and Mr. François Olivier were honored by Portage, an organization dedicated to helping people with a drug addiction reintegrate themselves into society, for their outstanding contribution to Québec's business community and social well-being. In 2017, Ms. Marcoux was inducted into the Women's Executive Network (WXN) Hall of Fame. This recognition follows her three nominations by WXN in 2010, 2012 and 2016 as one of Canada's Top 100 most powerful women. In 2017, Ms. Marcoux became the first Canadian to win the Visionary Award for Strategic Leadership from the global organization Women Corporate Directors Foundation. In 2016, Ms. Marcoux was awarded the Medal of the National Assembly of Québec, recognizing the impact of her community involvement. In 2015, Ms. Marcoux received the "Mercure Leadership Germaine-Gibara" award, Large Company category, for her exceptional contribution as a businesswoman.</p> <p>In December 2019, Ms. Isabelle Marcoux was appointed Member of the Order of Canada.</p>			
<b>Member of</b>	<b>Attendance up to October 27, 2019</b>	<b>Other board membership or trustee of public corporations during the last five years:</b>			
Board	6 of 6 100%	Present boards:			
Total	6 of 6 100%	<ul style="list-style-type: none"><li>▪ Rogers Communications Inc. (since 2008)</li><li>▪ Power Corporation of Canada (since 2010)</li></ul> Past boards:			
		<ul style="list-style-type: none"><li>▪ George Weston Limited (2007-2019)</li></ul>			
<b>Securities held<sup>(1)(7)(8)</sup></b>	<b>Class A Shares<sup>(6)</sup></b>	<b>Class B Shares</b>	<b>Deferred share units<sup>(9)</sup></b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>	
2019	4,000	1,000	6,820	179,221	
2018	4,000	1,000	6,464	238,914	
<b>Ownership requirements<sup>(3)</sup>:</b>					
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>		<b>Excess over the minimum (\$)</b>	
2019	(3)	270,000		(3)	
2018	(3)	210,000		(3)	
Percentage of objective satisfied: (3)		Target to meet requirement: Satisfied		Total compensation received in 2019: \$1,033,678	
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>					
Votes in favour		301,591,420		Votes withheld 11,998,810	
Percentage of votes in favour		96.17%		Percentage of votes withheld 3.83%	

	<p><b>Nathalie Marcoux</b> Age: 51 Town of Mount-Royal, Québec</p> <p>Director since 2011</p> <p><b>Non-independent</b></p> <p><b>Areas of Expertise:</b></p> <ul style="list-style-type: none"><li>▪ Manufacturing Industries</li><li>▪ Accounting, Finance and Risk Management</li><li>▪ Compensation and Talent Management</li><li>▪ Innovation and Technologies</li></ul>	<p><b>Vice President, Finance of Capinabel Inc.</b></p> <p>Ms. Nathalie Marcoux, a chartered accountant, is Vice President, Finance of Capinabel Inc., a private management company and controlling shareholder of the Corporation, since 2001. From 1996 until 2001, she held various positions at Transcontinental Inc., including Director of Investor Relations between 2000 and 2001 and member of the finance reengineering team from 1998 until 2000 and of the internal audit team from 1996 until 1998. Before then, from 1993 until 1996, Ms. Marcoux was an auditor with Ernst &amp; Young, a chartered accounting firm.</p> <p>Ms. Marcoux is President of the advisory committee of the Rémi-Marcoux Entrepreneurial Track, a member of the committee of the Carmelle and Rémi-Marcoux Chair in Arts Management and a Governor of the École des Hautes Études Commerciales of the University of Montréal. Ms. Marcoux is a member of the advisory committee of Tandemlaunch, a fund that scouts, accelerates and commercializes early stage technologies from the world’s top universities in close partnership with major consumer electronic brands. In 2017, 2018 and 2019, she was a member of the jury of Startupfest as well as a member of the jury for the Emerging Entrepreneurs Contest supported by the Claudine and Stephen Bronfman Family Foundation and C2 Montréal, of the national jury for the EY Entrepreneur of the Year Award in 2014 and of the jury of the Québec region from 2012 until 2014.</p>			
<p><b>Member of</b></p> <p>Board</p> <p>Total</p>	<p><b>Attendance up to October 27, 2019</b></p> <p>6 of 6 100%</p> <p>6 of 6 100%</p>	<p><b>Other board membership or trustee of public corporations during the last five years:</b></p> <p>Present boards:</p> <p>–</p> <p>Past boards:</p> <p>–</p>			
<p><b>Securities held<sup>(1)(7)(8)</sup></b></p> <p>2019</p> <p>2018</p>	<p><b>Class A Shares</b></p> <p>—</p> <p>—</p>	<p><b>Class B Shares</b></p> <p>—</p> <p>—</p>	<p><b>Deferred share units</b></p> <p>27,017</p> <p>25,614</p>	<p><b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b></p> <p>406,606</p> <p>534,052</p>	
<p><b>Ownership requirements<sup>(3)</sup>:</b></p>					
	<p><b>Value of ownership based on ownership guidelines (\$)</b></p>	<p><b>Minimum required (\$)</b></p>	<p><b>Excess over the minimum (\$)</b></p>		
2019	(3)	270,000	(3)		
2018	(3)	210,000	(3)		
<p>Percentage of objective satisfied:</p> <p>(3)</p>		<p>Target to meet requirement:</p> <p>Satisfied</p>		<p>Total compensation received in 2019:</p> <p>\$90,000</p>	
<p><b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b></p>					
<p>Votes in favour</p>		<p>307,910,750</p>		<p>Votes withheld</p> <p>5,679,421</p>	
<p>Percentage of votes in favour</p>		<p>98.19%</p>		<p>Percentage of votes withheld</p> <p>1.81%</p>	


	<p><b>Pierre Marcoux</b> Age: 48 Town of Mount-Royal, Québec</p> <p>Director since 2005</p> <p><b>Non-independent</b></p> <p><b>Areas of Expertise:</b></p> <ul style="list-style-type: none"><li>Media Industries</li><li>Mergers and Acquisitions</li><li>Innovation and Technologies</li><li>Sales, Marketing and Retail</li></ul>	<p><b>President of Contex Group Inc.</b></p> <p>Mr. Pierre Marcoux is President of Contex Group Inc., an event planning and media company he founded in September 2019. Previously, he was President of TC Media (the media sector operated by the Corporation with activities in specialized media in Canada, principally in the business, financial and construction sectors and a publisher for French-language educational resources in Canada), since January 2018. From 2012 until 2017, he was Senior Vice President, Business and Education of TC Media. From 2009 until 2012, he was Senior Vice President Business and Consumer Solutions Group of TC Media and Vice President, Business Solutions and Book Publishing Group from 2006 until 2009, after having held various positions previously. From 1997 to 1999, he was a reporter for Bloomberg News, in Washington, D.C., then for the Hamilton Spectator, in Ontario.</p> <p>Mr. Marcoux sits on the board of directors of Vividata, an organization measuring audience for print and digital media, since 2014, and was on the board of directors of Cedrom-SNI Inc., a corporation held by the Corporation in partnership with others until the sale of this business in December 2017.</p> <p>Mr. Marcoux is a director of the On the Tip of the Toes Foundation, an organization helping young people with cancer regain their well-being by facing the challenge of an exceptional therapeutic adventure expedition. In 2015, 2016, 2017 and 2018, he was an ambassador of their fundraising event, Celebrate Life. Mr. Marcoux was also an honorary ambassador, in 2015, 2016 and 2017, of <i>A Brilliant Night</i>, the fundraising event for the Montreal Neurological Institute and Hospital. Mr. Marcoux is Governor of the Business Research Foundation of the Université de Sherbrooke.</p>			
<b>Member of</b>	<b>Attendance up to October 27, 2019</b>	<b>Other board membership or trustee of public corporations during the last five years:</b>			
Board	6 of 6 100%	Present boards:			
Total	6 of 6 100%	—			
		Past boards:			
		—			
<b>Securities held<sup>(1)(7)(8)</sup></b>	<b>Class A Shares</b>	<b>Class B Shares</b>	<b>Deferred share units<sup>(9)</sup></b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>	
2019	5,000	1,000	—	91,630	
2018	5,000	1,000	614	137,792	
<b>Ownership requirements<sup>(3)</sup>:</b>					
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>		<b>Excess over the minimum (\$)</b>	
2019	<sup>(3)</sup>	270,000		<sup>(3)</sup>	
2018	<sup>(3)</sup>	275,000		<sup>(3)</sup>	
Percentage of objective satisfied: <sup>(3)</sup>		Target to meet requirement: Satisfied		Total compensation received in 2019: \$658,892	
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>					
Votes in favour		307,712,185		Votes withheld 5,878,036	
Percentage of votes in favour		98.13%		Percentage of votes withheld 1.87%	

	<b>Rémi Marcoux, C.M., O.Q., FCPA, FCA</b> Age: 79 Montréal, Québec	<b>Founder and Director of Transcontinental Inc.</b>  Mr. Rémi Marcoux, founder of Transcontinental, is director of the Corporation. He was Executive Chairman of the Board of Transcontinental Inc. from 2004 until 2012. Prior thereto, he held the positions of Chairman of the Board and President and Chief Executive Officer of the Corporation, which he founded in 1976.  Mr. Marcoux's social involvement supports several causes. M. Marcoux acted as co-chair of the 2006 fundraising campaign for Centraide of Greater Montreal. He was a member of the board of the Montreal Heart Institute Foundation and of its Human Resources Committee for a number of years.  Mr. Marcoux is a graduate of the École des Hautes Études Commerciales of the University of Montreal and has received in 2003 an honoris causa honorary degree from this institution. In 2013, Mr. Marcoux was the instigator of the Rémi-Marcoux Entrepreneurial Track of the École des Hautes Études Commerciales. He sits on its advisory committee and contributes, together with Transcontinental, to its financing. In addition, the École des Hautes Études Commerciales has designated its arts management foundation the Carmelle and Rémi-Marcoux Chair in Arts Management in recognition of his support. Mr. Marcoux is a founding member of the Council of Associate Governors of the Université de Montréal. He has been a member of such council since 2004. Mr. Marcoux was a member of the International Advisory Committee of HEC Montréal from 2004 to 2015.  In 2018, Mr. Marcoux was honored by the Cercle des Grands entrepreneurs du Québec for his contribution to Québec's entrepreneurial vitality and economic development and the advancement of models of leadership, creativity boldness, perseverance and ambition, being sources of inspiration for new generations of entrepreneurs. The outstanding Achievement Award FCPA was presented to Mr. Marcoux in 2014, by the Ordre des comptables professionnels agréés du Québec (CPA), in recognition of his numerous professional achievements and his extensive personal commitment. In 2013, he received the Medal of Honour of the Montreal Heart Institute Foundation for his generosity, dedication and involvement to the Foundation and, in 2012, "le Prix de carrière" given by the Québec Employers Council.  In October 2007, Mr. Marcoux was inducted as a Member of the Order of Canada in recognition for his contribution to the vitality of the economic sector and the growth of communities and, in 2008, was inducted as an Officer of the National Order of Québec.			
<b>Director since 1976</b> <b>Non-independent</b>  <b>Areas of Expertise:</b> <ul style="list-style-type: none"><li>▪ Manufacturing Industries</li><li>▪ Executive Leadership (Chief Executive Officer)</li><li>▪ Mergers and Acquisitions</li><li>▪ Sales, Marketing and Retail</li></ul>					
<b>Member of</b>	<b>Attendance up to October 27, 2019</b>	<b>Other board membership or trustee of public corporations during the last five years:</b>			
Board	6 of 6 100%	Present boards:			
Total	6 of 6 100%	—			
		Past boards:			
		—			
<b>Securities held<sup>(1)</sup></b>	<b>Class A Shares<sup>(7)</sup></b>	<b>Class B Shares<sup>(8)</sup></b>	<b>Deferred share units</b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>	
2019	102,044	12,562,840	—	207,315,081	
2018	102,044	12,562,840	—	262,680,919	
<b>Ownership requirements<sup>(3)</sup>:</b>					
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>		<b>Excess over the minimum (\$)</b>	
2019	207,315,081	270,000		207,045,081	
2018	262,680,919	210,000		262,470,919	
Percentage of objective satisfied: 76,783%		Target to meet requirement: Satisfied		Total compensation received in 2019: \$90,000	
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>					
Votes in favour		307,804,497		Votes withheld 5,785,728	
Percentage of votes in favour		98.16%		Percentage of votes withheld 1.84%	


	<p><b>Anna Martini, FCPA, FCA</b> Age: 57 Town of Mount-Royal, Québec</p> <p>Director since 2011</p> <p><b>Independent</b></p> <p><b>Areas of Expertise:</b></p> <ul style="list-style-type: none"><li>▪ Executive Leadership (Chief Executive Officer)</li><li>▪ Accounting, Finance and Risk Management</li><li>▪ Compensation and Talent Management</li><li>▪ Sales, Marketing and Retail</li></ul>	<p><b>Executive Vice President and Chief Financial Officer of Club de hockey Canadien, Bell Centre and evenko</b></p> <p>Ms. Anna Martini is Executive Vice President and Chief Financial Officer of Club de hockey Canadien, Bell Centre and evenko, a company in the sports and entertainment industries, since 2017. From 2004 until 2017, she was President of Groupe Dynamite Inc., a specialty apparel global retailer. From 1985 until 2004, she worked at Deloitte &amp; Touche LLP, a professional services firm, including as audit and advisory services partner since 1996. She was also the retail industry leader from 1996 to 2004.</p> <p>Ms. Martini is immediate past Chair of the Board of the McGill University Health Centre Foundation. She is a director of the Montreal Inc. Foundation, a foundation providing grants to promising entrepreneurs, member of the John Molson School of Business Advisory Board and a member of the board of the Montreal Heart Institute Foundation. From 2008 until 2017, Ms. Martini was a director of Retail Council of Canada, including Chair of the Board from 2015 until 2017.</p>		
<b>Member of</b>	<b>Attendance up to October 27, 2019</b>	<b>Other board membership or trustee of public corporations during the last five years:</b>		
Board	6 of 6 100%	Present boards:		
Human Resources and Compensation Committee	6 of 6 100%	<ul style="list-style-type: none"><li>▪ CT Real Estate Investment Trust (since 2013)</li></ul>		
Audit Committee	5 of 5 100%	Past boards:		
Total	17 of 17 100%	—		
<b>Securities held<sup>(1)</sup></b>	<b>Class A Shares</b>	<b>Class B Shares</b>	<b>Deferred share units</b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>
2019	3,750	—	52,965	853,561
2018	3,750	—	43,428	983,661
<b>Ownership requirements<sup>(3)</sup>:</b>				
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>	<b>Excess over the minimum (\$)</b>	
2019	1,050,113	270,000	780,113	
2018	1,047,914	210,000	837,914	
Percentage of objective satisfied: 389%		Target to meet requirement: Satisfied		Total compensation received in 2019: \$115,000
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>				
Votes in favour		311,809,162	Votes withheld 1,781,059	
Percentage of votes in favour		99.43%	Percentage of votes withheld 0.57%	


	<p><b>François Olivier</b> Age: 54 Montréal, Québec</p> <p>Director since 2008 <b>Non-independent</b></p> <p><b>Areas of Expertise:</b></p> <ul style="list-style-type: none"><li>▪ Manufacturing Industries</li><li>▪ Executive Leadership (Chief Executive Officer)</li><li>▪ Mergers and Acquisitions</li><li>▪ Sales, Marketing and Retail</li></ul>	<p><b>President and Chief Executive Officer of Transcontinental Inc.</b></p> <p>Mr. François Olivier is President and Chief Executive Officer of Transcontinental Inc. since 2008. Mr. Olivier was named Chief Operating Officer in 2007. Prior thereto, he acted as President, Printing Products and Services Sector of Transcontinental Inc. from 2005 until 2007 and Senior Vice President, Newspaper Group of TC Transcontinental Printing from 1999 until 2005.</p> <p>Mr. Olivier is a director of CAE Inc., a company involved in training for the civil aviation, defense and security, and healthcare markets, since 2017. He is also a director of the Flexible Packaging Association. Furthermore, since 2012, he has also been a member of the Board of the Montreal Heart Institute Foundation.</p> <p>For the last 10 years, Mr. Olivier has been member of the honorary committee of the Soirée des Grands Philanthropes for Portage, an organization dedicated to helping people with a drug addiction reintegrate themselves into society. In 2018, Mr. François Olivier and Ms. Isabelle Marcoux were honoured by Portage for their outstanding contribution to Québec's business community and social well-being. Mr. Olivier is also a member of the Major Donors Cabinet for the campaign of Centraide of Greater Montreal since 2014. From 2008 until 2010, he was a member of the Cabinet and was President for the Communications division for the annual campaign for that same organization.</p>		
<b>Member of</b>	<b>Attendance up to October 27, 2019</b>	<b>Other board membership or trustee of public corporations during the last five years:</b>		
Board	6 of 6 100%	Present boards:		
Total	6 of 6 100%	<ul style="list-style-type: none"><li>▪ CAE Inc. (since 2017)</li></ul> Past boards: —		
<b>Securities held<sup>(1)</sup></b>	<b>Class A Shares</b>	<b>Class B Shares</b>	<b>Deferred share units<sup>(9)</sup></b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>
2019	159,662	—	211,464	5,585,446
2018	44,440	—	175,085	4,577,096
<b>Ownership requirements<sup>(3)</sup>:</b>				
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>	<b>Excess over the minimum (\$)</b>	
2019	8,823,654	3,196,200	5,627,454	
2018	8,760,709	3,118,200	5,642,509	
Percentage of objective satisfied: 276%		Target to meet requirement: Satisfied		Total compensation received in 2019: \$7,383,623
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>				
Votes in favour		312,443,701	Votes withheld 1,146,520	
Percentage of votes in favour		99.63%	Percentage of votes withheld 0.37%	




	<p><b>Mario Plourde</b> Age: 58 Kingsey Falls, Québec</p> <p>Director since 2015 <b>Independent</b></p> <p><b>Areas of Expertise:</b></p> <ul style="list-style-type: none"><li>▪ Manufacturing Industries</li><li>▪ Executive Leadership (Chief Executive Officer)</li><li>▪ Mergers and Acquisitions</li><li>▪ Social Responsibility and Sustainable Development</li></ul>	<p><b>President and Chief Executive Officer of Cascades Inc.</b></p> <p>Mr. Mario Plourde is President and Chief Executive Officer of Cascades Inc., which manufactures, converts and markets packaging and tissue products, since 2013. He was appointed as Chief Operating Officer of Cascades Inc. in 2011. Over the years, he occupied different positions, including Plant Manager and General Manager in the plastics sector, Vice-President and Chief Operating Officer, and later President, of Cascades Specialty Products Group, in Canada and in the United States.</p> <p>Mr. Plourde sits on the Board of Directors of the Fondation Centre de cancérologie Charles-Bruneau, a foundation for pediatric cancer research. He also plays a key role in other organizations, associations and social efforts. He is a multiple recipient of the award Prix bâtisseur - the Tour CIBC Charles-Bruneau as well as the Pioneer award.</p> <p>In 2018, Mr. Plourde co-chaired the Daffodil Ball, a fundraising event to help fund live-saving cancer research, lead prevention and advocacy initiatives and provide services to people with cancer.</p>		
<b>Member of</b>	<b>Attendance up to October 27, 2019</b>	<b>Other board membership or trustee of public corporations during the last five years:</b>		
Board	6 of 6 100%	Present boards:		
Governance and Social Responsibility Committee	4 of 4 100%	<ul style="list-style-type: none"><li>▪ Cascades Inc. (since 2014)</li></ul> Past boards:		
Total	10 of 10 100%	–		
<b>Securities held<sup>(1)</sup></b>	<b>Class A Shares</b>	<b>Class B Shares</b>	<b>Deferred share units</b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>
2019	9,900	—	23,516	502,911
2018	9,900	—	15,922	538,389
<b>Ownership requirements<sup>(3)</sup>:</b>				
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>	<b>Excess over the minimum (\$)</b>	
2019	644,337	270,000	374,337	
2018	539,270	210,000	329,270	
Percentage of objective satisfied: 239%		Target to meet requirement: Satisfied		Total compensation received in 2019: \$108,000
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>				
Votes in favour	311,220,586	Votes withheld		2,369,715
Percentage of votes in favour	99.24%	Percentage of votes withheld		0.76%



	<p><b>Jean Raymond</b> Age: 60 Montréal, Québec</p> <p>Director since 2017 <b>Independent</b></p> <p><b>Areas of Expertise:</b></p> <ul style="list-style-type: none"><li>Media Industries</li><li>Mergers and Acquisitions</li><li>Accounting, Finance and Risk Management</li><li>Compensation and Talent Management</li></ul>	<p><b>Vice-Chairman, Managing Director and Head of CIBC Capital Markets - Québec of CIBC World Markets Inc.</b></p> <p>Mr. Jean Raymond is Vice-Chairman, Managing Director and Head of CIBC Capital Markets - Québec of CIBC World Markets Inc., a business offering products and services aimed at capital markets, securities, brokerage and asset management, since 2010. Previously, he was Managing Director, Investment Banking of such organization. From 1988 to 1996, Mr. Raymond was Senior Vice-President and Director in the Mergers and Acquisitions Department of Lévesque Beaubien Geoffrion Inc. (now National Bank Financial Ltd.), a brokerage firm. From 1981 to 1987, he was a Senior Manager at Thorne Ernst &amp; Whinney (now KPMG LLP), a chartered accounting firm.</p> <p>Mr. Raymond is a member of the Board of the Montreal Heart Institute Foundation and a member of its Investment Committee. He is also currently a member of the cabinet for the following fundraising campaigns: the 2016-2020 Major Fundraising Campaign of the Institut Pacifique, an organization developing programs and services to build non-violent environments and supporting psychosocial growth of children, youths and adults, the Healing More Better Major Fundraising Campaign of the CHU Sainte-Justine Foundation, the 2014-2020 Major Fundraising Campaign of the Old Brewery Mission Foundation supporting the Old Brewery Mission in its work to provide life's necessities to Montreal's homeless men and women, as well as helping people transition out of shelter life and back into society and the 2019-2026 Major Fundraising Campaign of the Montreal Children's Hospital Foundation.</p>			
<b>Member of</b>	<b>Attendance up to October 27, 2019</b>	<b>Other board membership or trustee of public corporations during the last five years:</b>			
Board	6 of 6 100%	Present boards:			
Human Resources and Compensation Committee	6 of 6 100%	–			
Total	12 of 12 100%	Past boards:			
		–			
<b>Securities held<sup>(1)</sup></b>	<b>Class A Shares</b>	<b>Class B Shares</b>	<b>Deferred share units</b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>	
2019	10,000	—	13,978	360,869	
2018	10,000	—	6,410	342,149	
<b>Ownership requirements<sup>(3)</sup>:</b>					
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>		<b>Excess over the minimum (\$)</b>	
2019	488,629	270,000		218,629	
2018	341,333	210,000		131,333	
Percentage of objective satisfied: 181%		Target to meet requirement: Satisfied		Total compensation received in 2019: \$114,500	
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>					
Votes in favour		311,839,941		Votes withheld 1,750,282	
Percentage of votes in favour		99.44%		Percentage of votes withheld 0.56%	

	<b>François R. Roy</b> Age: 64 Montréal, Québec  Director since 2008 <b>Independent</b>  <b>Areas of Expertise:</b> <ul style="list-style-type: none"><li>Media industries</li><li>Mergers and Acquisitions</li><li>Accounting, Finance and Risk Management</li><li>Governance and Regulations</li></ul>	<b>Corporate Director</b>  Mr. François R. Roy has been a corporate director since 2010. He was Vice Principal (Administration and Finance) of McGill University from 2007 until 2010. From 2000 until 2003, he was Chief Financial Officer of Telemedia Corporation, a private portfolio company. Prior thereto, he was Executive Vice President and Chief Financial Officer of Quebecor Inc., an organization in telecommunications, entertainment, news media and culture, from 1998 until 2000, and Executive Vice President and Chief Financial Officer of Avenor Inc., a producer of newsprint and wood products, from 1997 until 1998.		
<b>Member of</b>	<b>Attendance up to October 27, 2019</b>	<b>Other board membership or trustee of public corporations during the last five years:</b>		
Board	6 of 6 100%	Present boards:		
Audit Committee	5 of 5 100%	<ul style="list-style-type: none"><li>Noranda Income Fund (since 2010)</li></ul>		
Total	11 of 11 100%	Past boards:		
		<ul style="list-style-type: none"><li>Capstone Infrastructure Corporation (formerly Macquarie Power &amp; Infrastructure Corporation) (2004-2016)</li><li>Ovivo Inc. (2014-2016)</li><li>Neptune Technologies &amp; Bioresources Inc. (2015-2018)</li></ul>		
<b>Securities held<sup>(1)</sup></b>	<b>Class A Shares</b>	<b>Class B Shares</b>	<b>Deferred share units</b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>
2019	5,000	—	18,453	352,968
2018	—	—	17,949	374,237
<b>Ownership requirements<sup>(3)</sup>:</b>				
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>		<b>Excess over the minimum (\$)</b>
2019	380,816	270,000		110,816
2018	369,433	210,000		159,433
Percentage of objective satisfied: 141%		Target to meet requirement: Satisfied		Total compensation received in 2019: \$103,000
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>				
Votes in favour		311,642,771		Votes withheld 1,947,450
Percentage of votes in favour		99.38%		Percentage of votes withheld 0.62%

	<b>Annie Thabet</b> Age: 59 Nuns' Island (Verdun), Québec  Director since 2015 <b>Independent</b>  <b>Areas of Expertise:</b> <ul style="list-style-type: none"><li>▪ Manufacturing Industries</li><li>▪ Mergers and Acquisitions</li><li>▪ Accounting, Finance and Risk Management</li><li>▪ Governance and Regulations</li></ul>	<b>Partner of Celtis Capital Inc.</b>  Ms. Annie Thabet is a partner with Celtis Capital Inc., a firm specialized in transactional services in relation to mergers and acquisitions, divestitures and corporate finance, as well as asset management since 2003. From 1998 until 2003, she worked at AT Capital, an investment management company she founded. Previously, Ms. Thabet worked at Société générale de financement du Québec, a Québec owned organization specialized in equity investment in industrial and technological projects with international partners, from 1987 until 1998, after having been with Price Waterhouse (a chartered accounting firm) for five years. Ms. Thabet is a chartered professional accountant and holds a Master of Business Administration degree.  Ms. Thabet is immediate past Chair of the board of directors of the Institute of Corporate Directors (Québec), a member of the board of directors of the Centraide of Greater Montreal Foundation, Governor of Réseau Capital and Governor of the Business Research Foundation of the Université de Sherbrooke. She is also a director of Manac Inc., a private manufacturer of trailers, which company was privatized in 2015.		
<b>Member of</b>	<b>Attendance up to October 27, 2019</b>	<b>Other board membership or trustee of public corporations during the last five years:</b>		
Board	6 of 6 100%	Present boards:		
Audit Committee	5 of 5 100%	<ul style="list-style-type: none"><li>▪ Russel Metals Inc. (since 2018)</li></ul>		
Governance and Social Responsibility Committee	4 of 4 100%	Past boards:		
Total	15 of 15 100%	<ul style="list-style-type: none"><li>▪ The Jean Coutu Group (PJC) Inc. (2010-2018)</li><li>▪ Manac Inc. (2013-2015)</li></ul>		
<b>Securities held<sup>(1)</sup></b>	<b>Class A Shares</b>	<b>Class B Shares</b>	<b>Deferred share units</b>	<b>Total value of shares and deferred share units (\$)<sup>(2)</sup></b>
2019	10,580	—	14,920	383,775
2018	7,580	—	10,564	378,302
<b>Ownership requirements<sup>(3)</sup>:</b>				
	<b>Value of ownership based on ownership guidelines (\$)</b>	<b>Minimum required (\$)</b>	<b>Excess over the minimum (\$)</b>	
2019	518,859	270,000	248,859	
2018	347,199	210,000	137,199	
Percentage of objective satisfied: 192%		Target to meet requirement: Satisfied		Total compensation received in 2019: \$120,500
<b>Voting results at the annual meeting of shareholders held on February 28, 2019<sup>(4)</sup>:</b>				
Votes in favour	311,754,964		Votes withheld	1,835,257
Percentage of votes in favour	99.41%		Percentage of votes withheld	0.59%

- (1) The number of Class A Shares, Class B Shares and deferred share units was determined on January 9, 2020 and January 10, 2019, as applicable (the number of deferred share units held by directors who are also employees of the Corporation only includes vested deferred share units).
- (2) The value of the deferred share units was calculated based on the closing price of the Class A Shares. The total value of the Class A Shares, the Class B Shares and the deferred share units was calculated based on the closing prices of such shares at the end of the fiscal year in question. For the 2019 fiscal year, the closing price of the Class A Shares was \$15.05 and \$16.38 for the Class B Shares. For the 2018 fiscal year, the closing price of the Class A Shares was \$20.85 and \$20.74 for the Class B Shares. The value mentioned for Ms. Isabelle Marcoux and Nathalie Marcoux, as well as for Mr. Pierre Marcoux exclude the value of the shares held by Capinabel Inc. having a value of \$207,315,081. Capinabel Inc. is held by Ms. Isabelle Marcoux and Nathalie Marcoux, Messrs. Pierre Marcoux and Rémi Marcoux and other members of their immediate family. Please see the disclosure regarding the ownership of Mr. Rémi Marcoux.
- (3) The ownership requirements are determined at the end of the applicable fiscal year. For calculation purposes, in relation to ownership of shares, the Corporation uses the higher of the amount paid for such shares (or the price at the time of grant of the relevant share units) and the closing price of such shares on the Toronto Stock Exchange on October 25, 2019 (the last business day of the fiscal year 2019) or October 26, 2018 (the last business day of the fiscal year 2018), as the case may be. For the 2019 fiscal year, the closing price of the Class A Shares was \$15.05 and \$16.38 for the Class B Shares. For the 2018 fiscal year, the closing price of the Class A Shares was \$20.85 and \$20.74 for the Class B Shares. The requirements for Mr. François Olivier are determined based on the ownership requirements for executives of Transcontinental Inc. For Ms. Isabelle Marcoux and Nathalie Marcoux and Messrs. Pierre Marcoux and Rémi Marcoux, the Governance and Social Responsibility Committee suggested and decided that shares held by Capinabel Inc. in the capital of the Corporation would be considered in determining their ownership requirements. Ms. Isabelle Marcoux and Nathalie Marcoux and Messrs. Pierre Marcoux and Rémi Marcoux and other members of their immediate family are the sole shareholders of Capinabel Inc., the controlling shareholder of the Corporation. Please see the disclosure regarding the ownership of Mr. Rémi Marcoux.
- (4) Given that directors were elected by a show of hands, the number of votes indicated reflects proxies received by management prior to the shareholders meeting.
- (5) Mr. Peter Brues was appointed chair of the Audit Committee on February 27, 2019. Since then, there were four meetings of the Audit Committee.
- (6) The Class A Shares are held by Gestion Isabelle Marcoux inc., a corporation controlled by Ms. Isabelle Marcoux.

- (7) The Class A Shares are held by Capinabel Inc., a corporation controlled by Mr. Rémi Marcoux. Ms. Isabelle Marcoux and Nathalie Marcoux, Messrs. Pierre Marcoux and Rémi Marcoux and other members of their immediate family are the only shareholders of Capinabel Inc.
- (8) The Class B Shares are held by Capinabel Inc. Capinabel Inc. has entered into a monetization transaction with a Canadian chartered bank relating to 4,000,000 Class B Shares held by Capinabel Inc. The monetization transaction may be repaid in cash or through the transfer of Class A Shares. The shares of Capinabel Inc. are held directly and indirectly by Ms. Isabelle Marcoux and Nathalie Marcoux, Messrs. Pierre Marcoux and Rémi Marcoux and members of their immediate family. Mr. Rémi Marcoux controls Capinabel Inc. The shares of Capinabel Inc. represent 71.28% of the voting rights attached to the outstanding shares of the Corporation. If the monetization transaction had been repaid on the date hereof through the transfer of Class A Shares, the shares held by Capinabel Inc. would represent 61.94% of the voting rights attached to all outstanding shares of the Corporation.
- (9) The deferred share units held by Ms. Isabelle Marcoux and Mr. François Olivier were granted pursuant to the Share Unit Plan of Transcontinental Inc. for executives.

### **3.2 Additional Disclosure Relating to Directors**

To the best knowledge of the Corporation, no proposed director is, as at the date hereof, or, within 10 years before the date hereof: (a) is or has been subject to a cease trade order, an order similar to a cease trade order or an order that denied a company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer of that company; (b) is or has been subject to a cease trade order, an order similar to a cease trade order or an order that denied a company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer of that company and which resulted from an event that occurred while that person was acting in such capacity; (c) is or has been a director or executive officer of any company that, while that person was acting in such capacity, or within a year of that person ceasing to act in such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with or by creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (d) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

Furthermore, to the knowledge of the Corporation, 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 or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

### **3.3 Board Interlocks**

The Governance and Social Responsibility Committee has reviewed the membership of the proposed nominees to the board of directors of other public corporations. No proposed nominee to the Board of Directors sits on the same board of directors of another public corporation (other than the Corporation).

### **3.4 Board of Directors' Attendance Record**

For the fiscal year ended October 27, 2019, the total attendance record of directors was 100% for Board meetings, 100% for the Audit Committee meetings, 100% for the Human Resources and Compensation Committee meetings and 100% for the Governance and Social Responsibility Committee meetings.

The following table presents a detailed record of the number of Board meetings and committee meetings attended by each director.

Director	Board of Directors (6 meetings)		Audit Committee (5 meetings)		Human Resources and Compensation Committee (6 meetings)		Governance and Social Responsibility Committee (4 meetings)		Total Attendance
	Number	%	Number	%	Number	%	Number	%	%
Peter Brues <sup>(1)</sup>	6	100%	4	100%	6	100%	—	—	100%
Jacynthe Côté <sup>(2)</sup>	6	100%	—	—	6	100%	—	—	100%
Richard Fortin <sup>(3)</sup>	3	100%	1	100%	—	—	—	—	100%
Yves Leduc	6	100%	—	—	—	—	4	100%	100%
Isabelle Marcoux	6	100%	—	—	—	—	—	—	100%
Nathalie Marcoux	6	100%	—	—	—	—	—	—	100%
Pierre Marcoux	6	100%	—	—	—	—	—	—	100%
Rémi Marcoux	6	100%	—	—	—	—	—	—	100%
Anna Martini	6	100%	5	100%	6	100%	—	—	100%
François Olivier	6	100%	—	—	—	—	—	—	100%
Mario Plourde	6	100%	—	—	—	—	4	100%	100%
Jean Raymond <sup>(2)</sup>	6	100%	—	—	6	100%	—	—	100%
François R. Roy	6	100%	5	100%	—	—	—	—	100%
Annie Thabet <sup>(2)</sup>	6	100%	5	100%	—	—	4	100%	100%

- (1) Mr. Peter Brues was appointed chair of the Audit Committee on February 27, 2019. Since then, the Audit Committee held four meetings.
- (2) In connection with the transaction between the Corporation and Contex Group Inc., a corporation controlled by M. Pierre Marcoux, the Board of Directors formed a special committee to review and approve, if applicable, the terms of this transaction. The special committee, chaired by Mr. Jean Raymond, was also composed of Ms. Jacynthe Côté and Ms. Annie Thabet. This special committee held five meetings attended by all of its members.
- (3) Mr. Richard Fortin was a director until February 28, 2019 and chair of the Audit Committee until February 27, 2019. Before such date, there were three meetings of the Board and one meeting of the Audit Committee.

## 4. Compensation of Directors Analysis

### 4.1 Compensation of Directors

The Board of Directors has given the Governance and Social Responsibility Committee a mandate to review on a regular basis, and at least annually, the compensation of directors and to make recommendations to the Board of Directors in order that the compensation realistically reflects the risks and responsibilities related to the position of directors of the Corporation. The only directors entitled to receive the directors' compensation are directors who are not employees of the Corporation or its subsidiaries. Details regarding the directors' compensation are set forth under this Section 4 of this Circular.

Compensation of directors is established in order to assist the Corporation in attracting and retaining highly qualified and devoted directors with a diversified and relevant experience, taking into account the numerous segments of activities in which the Corporation is involved, as well as to align the interests of the directors with those of the shareholders.

The Governance and Social Responsibility Committee reviews, on an annual basis, the compensation of the directors who are not employees of the Corporation or its subsidiaries and compares their compensation with that offered by other companies forming part of a comparison group, as well as by other companies. The Governance and Social Responsibility Committee recommends to the Board of Directors the level of compensation and any adjustments necessary to take into account the level of work, the complexity of the business of the Corporation and the responsibilities of the members of the Board of Directors and its committees.

In order to do this, management of the Corporation prepares, based on information contained in management proxy circulars, a summary of compensation practices of certain companies having, in most cases, their principal place of business in Québec and the shares of which are listed on an exchange. These companies are considered to be more in competition with the Corporation in recruiting and attracting the same individuals as the Corporation to sit on its Board of Directors.

For the fiscal year ended October 27, 2019, the comparison group used for compensation purposes was reviewed to include more companies with whom the Corporation competes to recruit and attract the same directors as those of the Corporation and also satisfying certain of the following conditions: having its head office in Québec, having revenues of a level comparable to those of

the Corporation, being a controlled company or having a principal shareholder, operating in a business segment linked to that of the Corporation, and having a presence in the United States. This group was reviewed by PCI-Perrault Consulting Inc., an independent consultant in 2018.

The group chosen was composed of the following companies:

**Companies forming part of the 2019 comparison group**

Cascades Inc.
CCL Industries Inc.
Cogeco Inc.
Lassonde Industries Inc.
Metro Inc.
Quebecor Inc.
Reitmans (Canada) Limited
Saputo Inc.
Torstar Corporation
Transat A.T. Inc.
Uni-Select Inc.

For 2020, the Corporation reviewed again the compensation offered by the companies forming part of a comparison group. The comparison group was modified in 2020 to remove Metro Inc., Reitmans (Canada) Limited, Saputo Inc., Torstar Corporation and Transat A.T. Inc., and to add BRP Inc., CAE Inc., Dollorama Inc., Gildan Activewear Inc., Richelieu Hardware Ltd., Stella Jones Inc. and TFI International Inc. In addition to the criteria mentioned above, these companies operate in business segments closer to those in which the Corporation operates and have a market capitalization more similar to that of the Corporation.

Hence, for purposes of the compensation of directors payable in 2020, the comparison group was reviewed as follows:

**Companies forming part of the 2020 comparison group**

BRP Inc.
CAE Inc.
Cascades Inc.
CCL Industries Inc.
Cogeco Inc.
Dollorama Inc.
Lassonde Industries Inc.
Gildan Activewear Inc.
Quebecor Inc.
Stella-Jones Inc.
Uni-Select Inc.

The Board of Directors is of the view that this analysis of the compensation of directors of companies forming part of the comparison group allows identifying relevant trends for compensation of the directors of the Corporation. Despite increases made by the Corporation in recent years, the total compensation of directors of the Corporation who are not employees of the Corporation or its subsidiaries remains slightly below the average of the compensation offered by these companies.

Since October 29, 2018, directors receive a fixed flat compensation, regardless of the number of meetings the directors attend. The Corporation has therefore ceased paying attendance fees.

Directors received, during the fiscal year ended October 27, 2019 annual fees and fixed fees for the committees they serve. Compensation is paid quarterly.

An analysis of the competitiveness of the compensation payable to the Chair of the Board was made at the beginning of the fiscal year ended October 28, 2018. The companies were chosen among Québec-based companies with multiple voting securities, or said to be controlled, or where the chair of the board is associated and non-independent. This methodology allows for a comparison



between the compensation of the Chair of the Board to that offered to by other companies where the chair of the board operates in similar conditions as those of the Chair of the Board of the Corporation.

The following table sets forth the companies forming part of the comparison group of the Chair of the Board.

<b>Comparison group for the Chair of the Board</b>
Alimentation Couche-Tard Inc.
Bombardier Inc.
Canam Group Inc.
Cascades Inc.
CGI Group Inc.
Lassonde Industries Inc.
Power Financial Corporation
Reitmans (Canada) Limited
SEMAFO Inc.
Saputo Inc.
Velan Inc.

After having reviewed the results of the analysis of practices adopted by companies forming part of the comparison group, the Human Resources and Compensation Committee recommended to the Board of Directors to increase the annual salary of the Chair of the Board in 2019 to \$729,800 bringing her compensation closer to the median offered by companies of the comparison group. The Human Resources and Compensation Committee has recommended to the Board of Directors to increase her annual salary in 2020 by 2.4%. The Board of Directors recognizes the scope of her responsibilities, her active participation in the integration of Coveris Americas (including visits of the principal customers, her leadership in defending with numerous stakeholders the distribution activities of the Corporation and her contribution to the strategic planning process and the development of the business of the Corporation (including with respect to decisions regarding acquisitions and divestitures of businesses), the continuation of relationships with certain large clients and shareholders of the Corporation, as well as her involvement in public and charitable activities on behalf of TC Transcontinental. It should be noted however that the Chair of the Board is not a senior executive of the Corporation and is not a member of its Management Committee.

Moreover, an incentive compensation through restricted share units, having a value of \$150,009 was granted in 2019 subject to a three-year vesting period. This annual compensation aims for a closer alignment of a portion of her compensation with the medium and long term effect of decisions made, notably with respect to the transformation of the Corporation and its financial situation, and the market price of the Class A Shares of the Corporation.

The following table presents the different components of the compensation the directors were entitled to receive during the fiscal year ended October 27, 2019, with the exception of the Chair of the Board and directors who are also executives of the Corporation who are not compensated in such capacity, namely Mr. François Olivier. Mr. Pierre Marcoux ceased to be an executive of the Corporation on September 19, 2019.

<b>Type of compensation</b>	<b>Amount</b>
Annual compensation	\$90,000 <sup>(1)</sup>
Member of the Audit Committee	\$13,000
Member of the Human Resources and Compensation Committee	\$12,000
Member of the Governance and Social Responsibility Committee	\$10,000
Chair of the Audit Committee	\$25,000
Chair of the Human Resources and Compensation Committee	\$22,000
Chair of the Governance and Social Responsibility Committee	\$18,000
Lead Director	\$12,000 <sup>(1)</sup>

(1) As of October 28, 2019, the annual compensation fees of the directors and the fees payable to the lead director increased by \$5,000 and \$8,000, respectively.

Members of the special committee responsible to review and approve the transaction in the Media Sector between the Corporation and Contex Group Inc., a corporation controlled by Mr. Pierre Marcoux, received a compensation. This committee held five meetings

which were attended by all members. Mr. Jean Raymond, chair of the committee, received a compensation of \$12,500 and Ms. Jacynthe Côté and Annie Thabet each received a compensation of \$7,500.

The Corporation has implemented a Deferred Share Unit Plan (the "DSUP") with the express purpose of granting to independent directors share units of the Corporation in order to further stimulate and engage director involvement in the growth and development of the Corporation and to assist the Corporation in attracting and retaining experienced and competent directors. A director can therefore elect to receive his/her compensation in deferred share units, cash or a combination thereof. Directors who participate in the DSUP are not entitled to receive any cash payment representing the value of their units (the "DSUs") until such time as they cease to serve as a director. Upon payment, the value attributed to each unit is based on the average closing price of the Class A Shares on the Toronto Stock Exchange during the five trading days preceding the date of the demand of payment.

The Corporation does not have a retirement plan for directors, other than for the Chair of the Board and for directors who are employees of the Corporation and its subsidiaries.

If an independent director, who is not an employee of the Corporation or of one of its subsidiaries, is asked to provide additional services to the Corporation beyond the customary responsibilities of a director, such director may receive additional compensation as determined by the Governance and Social Responsibility Committee. As well, the Governance and Social Responsibility Committee approved the payment of a compensation to members of the special committee responsible to review and approve the transaction in the Media Sector between the Corporation and Contex Group Inc., a corporation controlled by Mr. Pierre Marcoux.

In accordance with the Corporation's ownership guidelines for directors, as at January 9, 2020, all directors held shares or deferred share units representing an amount equal to at least three times the sum of a director's annual compensation payable in 2019. Directors who are also senior executives of the Corporation are subject to the share ownership guidelines applicable to senior executives. See Section 6.1.6. For calculation purposes, in relation to ownership of shares, the Corporation uses the higher of the amount paid for such shares (or the price at the time of grant of the relevant share units) and the closing price of such shares on the Toronto Stock Exchange on October 25, 2019 (the last business day of the fiscal year).

## 4.2 Summary of Compensation of Directors

The following table presents the details of the compensation paid to the directors of the Corporation for the fiscal year ended October 27, 2019 (with the exception of Mr. François Olivier who is a Named Executive Officer).

Director	Fees earned (\$) <sup>(2)</sup>	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$) <sup>(3)</sup>	All other compensation (\$) <sup>(4)</sup>	Total (\$)
Peter Brues	—	118,690	—	—	—	2,865	121,555
Jacynthe Côté	—	127,478	—	—	—	12,553	140,031
Richard Fortin <sup>(1)</sup>	—	42,497	—	—	—	82,995	125,492
Yves Leduc	—	100,000	—	—	—	5,715	105,715
Isabelle Marcoux <sup>(5)</sup>	725,996	150,009	—	—	94,272	63,401	1,033,678
Nathalie Marcoux	90,000	—	—	—	—	22,696	112,696
Pierre Marcoux <sup>(2)(5)</sup>	259,717	169,138	—	173,838	25,417	30,782	658,892
Rémi Marcoux	90,000	—	—	—	—	—	90,000
Anna Martini	—	115,000	—	—	—	40,629	155,629
Mario Plourde	—	108,000	—	—	—	16,126	124,126
Jean Raymond	—	114,500	—	—	—	7,773	122,273
François R. Roy	103,000	—	—	—	—	15,502	118,502
Annie Thabet	60,250	60,250	—	—	—	10,473	130,973

(1) Mr. Richard Fortin was a director of the Corporation until February 28, 2019.

(2) Mr. François Olivier is a senior executive of the Corporation and did not receive any compensation for serving as a director. Mr. Pierre Marcoux has ceased to be an executive of the Corporation on September 19, 2019; he did not receive any compensation for serving as a director until such date. His compensation as a director, commencing on September 19, 2019, amounting to \$9,396 is included in his fees. The Board of Directors did not have any meeting after September 19, 2019. Mr. François Olivier's compensation as President and Chief Executive Officer is disclosed under Section 6.2. The compensation for Ms. Isabelle Marcoux and Mr. Pierre Marcoux, while he was an executive of the Corporation, is disclosed in the table above (see also note 4 below).

(3) The Corporation does not have a retirement plan for directors other than for the Chair of the Board and for directors who are employees of the Corporation and its subsidiaries.



- (4) Includes DSUs granted corresponding to dividends declared to holders of Class A Shares and, for Ms. Isabelle Marcoux and Mr. Pierre Marcoux, the cost of indirect benefits and group insurance and, for members of the special committee responsible to review and approve the transaction between the Corporation and Contex Group Inc., a corporation controlled by Mr. Pierre Marcoux, the compensation paid to them for acting in such capacity.
- (5) Ms. Isabelle Marcoux was compensated as Chair of the Board in the form of an annual salary of \$729,800 as of January 1, 2019, an incentive compensation through the grant of share units, to benefits received under the supplementary pension plan for executives as well as under the supplemental executive retirement plan in addition to being entitled to the same benefits offered to senior executives. Mr. Pierre Marcoux was compensated in the form of an annual salary, a short term incentive, a grant of share units, benefits under the supplementary plan and a supplemental retirement plan for executives, in addition to being entitled to benefits offered to executives. The tables set out below present the total accumulated benefits payable to Ms. Isabelle Marcoux and Mr. Pierre Marcoux pursuant to the pension plans of the Corporation. See Section 6.4. Mr. Pierre Marcoux ceased to be an executive of the Corporation on September 19, 2019.

**Table for Defined Benefit Components**

Name	Number of years credited service	Annual benefits payable (\$)		Accrued obligation at start of year (\$)	Compensatory change (\$)	Non-compensatory change (\$)	Accrued obligation at year end (\$)
		At year end	At age 65				
Isabelle Marcoux	9.42	47,000	47,000	707,000	—	161,000	868,000
Pierre Marcoux	8.42	27,000	27,000	462,000	(5,000)	101,000	558,000

**Table for Defined Contribution Components**

Name	Accumulated value at start of year (\$)	Compensatory change (\$)	Accumulation value at year end (\$)
Isabelle Marcoux	927,703	94,272	1,167,069
Pierre Marcoux	491,297	30,417	594,476

The following table presents the fees paid to each director as such for the fiscal year ended October 27, 2019, excluding dividends payable in deferred share units. Please see Section 6.1.8 for the compensation paid to Mr. François Olivier as President and Chief Executive Officer.

Director	Annual compensation (\$)	Compensation as committee member (\$)	Compensation as committee chair (\$)	Compensation as Lead Director (\$)	Total (\$)	% paid in share units
Peter Brues <sup>(1)</sup>	90,000	12,000	16,690	—	118,690	100%
Jacynthe Côté <sup>(2)</sup>	90,000	7,500	22,000	7,978	127,478	100%
Richard Fortin <sup>(3)</sup>	30,165	—	8,310	4,022	42,497	100%
Yves Leduc	90,000	10,000	—	—	100,000	100%
Isabelle Marcoux <sup>(4)</sup>	—	—	—	—	—	—
Nathalie Marcoux	90,000	—	—	—	90,000	—
Pierre Marcoux <sup>(5)</sup>	9,396	—	—	—	9,396	—
Rémi Marcoux	90,000	—	—	—	90,000	—
Anna Martini	90,000	25,000	—	—	115,000	100%
François Olivier	—	—	—	—	—	—
Mario Plourde	90,000	—	18,000	—	108,000	100%
Jean Raymond <sup>(6)</sup>	90,000	12,000	12,500	—	114,500	100%
François R. Roy	90,000	13,000	—	—	103,000	—
Annie Thabet <sup>(7)</sup>	90,000	30,500	—	—	120,500	50%

- (1) Mr. Peter Brues was appointed chair of the Audit Committee on February 27, 2019. His compensation as chair of the Audit Committee was prorated.
- (2) Ms. Jacynthe Côté was appointed Lead Director on February 28, 2019. Her compensation as Lead Director was prorated. Her compensation as committee member represents her compensation as a member of the special committee responsible to review and approve the transaction between the Corporation and Contex Group Inc., a corporation controlled by Mr. Pierre Marcoux.
- (3) Mr. Richard Fortin was a director of the Corporation and Lead Director until February 28, 2019 and chair of the Audit Committee until February 27, 2019. His annual compensation and his compensation as a director, Lead Director and chair of the Audit Committee were prorated.
- (4) See the first table in Section 4.2 for details of the compensation paid to Ms. Isabelle Marcoux as Chair of the Board.
- (5) See the first table in Section 4.2 for details of the compensation paid to Mr. Pierre Marcoux as a senior executive of the Corporation. On September 19, 2019, Mr. Pierre Marcoux has ceased to be an executive of the Corporation. His compensation as a director was prorated.

- (6) Compensation for Mr. Jean Raymond as committee chair represents his compensation as chair of the special committee responsible to review and approve the transaction between the Corporation and Contex Group Inc., a corporation controlled by Mr. Pierre Marcoux.
- (7) Compensation for Ms. Annie Thabet as a committee member includes an amount of \$7,500 as compensation as member of the special committee responsible to review and approve the transaction between the Corporation and Contex Group Inc., a corporation controlled by Mr. Pierre Marcoux.

### 4.3 Outstanding Share-Based Awards and Option-Based Awards for the Fiscal Year Ended October 27, 2019

The following table presents for each director all outstanding awards at the end of the fiscal year ended October 27, 2019 (with the exception of Mr. François Olivier who is a Named Executive Officer, see Section 6.3.1).

Director	Option-based awards				Share-based awards		
	Number of securities underlying unexercised options (number)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (number)	Market or payout value of share-based awards that have not vested (\$) <sup>(2)</sup>	Market or payout value of vested share-based awards not paid out or distributed (\$) <sup>(3)</sup>
Peter Brues	—	—	—	—	—	—	125,703
Jacynthe Côté	—	—	—	—	—	—	304,352
Richard Fortin	—	—	—	—	—	—	1,497,588
Yves Leduc	—	—	—	—	—	—	162,594
Isabelle Marcoux	—	—	—	—	22,067 <sup>(4)</sup>	332,113	102,641
Nathalie Marcoux	—	—	—	—	—	—	406,607
Pierre Marcoux	—	—	—	—	5,202 <sup>(5)</sup>	78,295	9,737
Rémi Marcoux	—	—	—	—	—	—	—
Anna Martini	—	—	—	—	—	—	797,119
Mario Plourde	—	—	—	—	—	—	33,921
Jean Raymond	—	—	—	—	—	—	210,366
François R. Roy	—	—	—	—	—	—	277,713
Annie Thabet	—	—	—	—	—	—	224,554

- (1) The aggregate dollar value of the in-the-money unexercised options is the positive difference between the exercise price and the closing price of the Class A Shares on the Toronto Stock Exchange on October 25, 2019, the last business day of the fiscal year, which closing price was \$15.05 per share. Actual gains, if any, on exercise will depend on the value of the Class A Shares on the date of exercise. There is no guarantee that gains will be realized.
- (2) The market value of the share units is calculated as if payment of the share units that are not contingent on the achievement of performance objectives was made on the basis of the closing price of the Class A Shares on the Toronto Stock Exchange on October 25, 2019, being the last business day of the fiscal year, which closing price was \$15.05 per share. The market value of the share units that are contingent upon the achievement of performance objectives is calculated based on the maximum payment that could be made (100%). The value was calculated based on the closing price of the Class A Shares on the Toronto Stock Exchange on October 25, 2019, being the last business day of the fiscal year, which closing price was \$15.05 per share.
- (3) The market value of the share units is calculated on the basis of a payment for vested deferred share units and using the closing price of the Class A Shares on the Toronto Stock Exchange on October 25, 2019, being the last business day of the fiscal year, which closing price was \$15.05 per share.
- (4) Including 22,067 share units as at October 27, 2019. The number of share units includes dividends calculated with respect to share units granted on January 9 2017, January 9, 2018 and January 10, 2019. The share units were granted pursuant to the Share Unit Plan for executives described under Section 6.1.5.4.1. On December 17, 2019, being the vesting date for 7,384 share units granted on January 9, 2017, 8,219 share units vested.
- (5) Including 2,601 retention based share units and 2,601 performance based share units as at October 27, 2019. The number of share units includes dividends calculated with respect to share units granted on January 9, 2017, on January 9, 2018 and January 10, 2019. Share units were granted pursuant to the Share Unit Plan for executives described under Section 6.1.5.4.1. On December 17, 2019, the vesting date for the share units granted on January 9, 2017, 2,601 retention based share units and 2,601 performance based share units vested as the performance objectives for the 2017 to 2019 cycle were satisfied in full. Share units granted in 2018 and 2019 were cancelled following the departure of Mr. Pierre Marcoux as an employee of the Corporation on September 19, 2019.

#### 4.4 Option-Based Awards, Share-Based Awards and Non-Equity Incentive Plan for the Fiscal Year Ended October 27, 2019

The following table presents, for each director, the value on vesting of all options-based and share-based awards and any non-equity incentive plan during the fiscal year ended October 27, 2019 (except for Mr. François Olivier who is a Named Executive Officer, see Section 6.3.2).

Director	Option-based awards - Value vested during the year (\$) <sup>(1)</sup>	Share-based awards - Value vested during the year (\$) <sup>(3)</sup>	Non-equity incentive plan compensation - Value earned during the year (\$) <sup>(5)</sup>
Peter Brues	—	121,555	—
Jacynthe Côté	—	140,031	—
Richard Fortin	—	125,492	—
Yves Leduc	—	105,715	—
Isabelle Marcoux	— <sup>(2)</sup>	5,255 <sup>(4)</sup>	—
Nathalie Marcoux	—	112,696	—
Pierre Marcoux	— <sup>(2)</sup>	163,008 <sup>(4)</sup>	173,838
Rémi Marcoux	— <sup>(2)</sup>	—	—
Anna Martini	—	155,629	—
Mario Plourde	—	124,126	—
Jean Raymond	—	122,273	—
François R. Roy	—	15,502	—
Annie Thabet	—	71,123	—

- (1) The value is calculated as if stock options were exercised on the vesting date for each relevant grant. The value is equal to the excess of the closing price of the Class A Shares on the vesting date over the exercise price. The actual value earned, if any, will be different and will be based on the closing price of the Class A Shares on the date of exercise.
- (2) For Ms. Isabelle Marcoux and Messrs. Pierre Marcoux and Rémi Marcoux, no options vested during the fiscal year ended October 27, 2019. The Corporation has ceased granting options since the 2014 fiscal year.
- (3) For directors other than Ms. Isabelle Marcoux and Mr. Pierre Marcoux, the value of the share units which vested during the fiscal year ended October 27, 2019 is calculated in accordance with the provisions of the Deferred Share Unit Plan for the directors of Transcontinental Inc. and is equal to the average of the closing prices of a board lot of Class A Shares on the Toronto Stock Exchange for the last five trading days preceding the vesting date. Vested share units include DSUs granted equivalent to dividends declared to holders of Class A Shares.
- (4) For Ms. Isabelle Marcoux and Mr. Pierre Marcoux, the value of the share units which vested during the fiscal year ended October 27, 2019 is calculated in accordance with the provisions of the Share Unit Plan for executives of Transcontinental Inc. and is equal to the weighted average price for transactions of the Class A Shares on the Toronto Stock Exchange during the five trading days preceding the vesting date. For purposes of this table, the value thereof has been rounded to the higher whole number. Vested share units include DSUs granted equivalent to dividends declared to holders of Class A Shares.
- (5) Compensation shown for Mr. Pierre Marcoux represents the compensation payable pursuant to the short term incentive plan in his capacity as an executive of the Corporation until September 19, 2019.

## 5. Disclosure of Corporate Governance Practices

Corporate governance consists of the structure used to direct and manage the affairs of the Corporation to attain the objectives of shareholders. Shareholders elect the directors who, in turn, are responsible for overseeing all of the operating aspects of the Corporation, for appointing members of management and for ensuring that the business is properly managed based on the interests of the Corporation's four pillars, namely shareholders, customers, employees and communities.

The Corporation is of the opinion that efficient corporate governance practices are essential to the overall success of a corporation. Canadian Securities Administrators adopted National Instrument 58-101 and National Policy 58-201 that require that the Corporation disclose information regarding its corporate governance practices. Moreover, the Corporation complies with the provisions of Multilateral Instrument 52-110 and Companion Policy 52-110 with respect to the Audit Committee.

### 5.1 Board of Directors and its Committees

The mandate of the Board of Directors is to oversee management of the business in accordance with applicable laws and regulations and to ensure that senior management of the Corporation acts in a manner that not only protects the values of the Corporation but is also in compliance therewith, thus ensuring that the Corporation is managed in line with the best interests of the "four pillars" of the business, namely its employees, its customers, its shareholders and the community. The Board of Directors carries out its

duties either directly or through its committees. During the fiscal year ended October 27, 2019, the Board of Directors held six meetings. Independent directors held in camera sessions at each Board meeting.

The Board of Directors reviews, evaluates, approves and monitors the major initiatives and policies of the Corporation, namely (i) the strategic plan, the business objectives and the annual budget of the Corporation; (ii) the financial objectives, including in connection with the compensation of senior management; (iii) the identification of the principal risks to which the Corporation is exposed and the systems implemented to manage these risks; (iv) the organizational structure and the succession plan for management; (v) the internal control and management information systems which are assessed by way of the internal and external auditing procedures; and (vi) the structures implemented to ensure efficient communications between the Corporation, its shareholders and the public. The Board of Directors approved the written mandate of the Board. The complete text of the mandate of the Board of Directors is set forth in Schedule A to this Circular.

The Board has three committees, namely (i) the Human Resources and Compensation Committee; (ii) the Governance and Social Responsibility Committee; and (iii) the Audit Committee.

Copies of the mandates of each committee can be obtained from the Corporate Secretary at 1 Place Ville Marie, Suite 3240, Montréal, Québec H3B 0G1 or on the Corporation's website ([www.tc.tc](http://www.tc.tc)).

### ***Human Resources and Compensation Committee***

The Human Resources and Compensation Committee is composed exclusively of four independent directors:

Chair: Jacynthe Côté

Members: Peter Brues, Anna Martini, Jean Raymond

The mandate of the Human Resources and Compensation Committee of the Board consists of assisting the Board in fulfilling its oversight obligations, principally in connection with the development and the administration of the Corporation's human resources policies and practices related to the hiring, evaluation, termination of employment and overall compensation of senior management while ensuring of their competitiveness, and the review of succession planning and management development. The Committee reviews and recommends to the Board and grants under stock-based incentive plans and changes to be made to these plans.

The members of the Human Resources and Compensation Committee were selected according to their experience and their knowledge of matters to be dealt with by this committee.

Each member of the Human Resources and Compensation Committee has direct experience that is relevant to his or her responsibilities in executive compensation, as well as the skills and experience necessary to enable him or her to make decisions as to the suitability of the Corporation's policies and practices in this regard. These skills were acquired, among other things, through their experience in large part as president of a business or president and chief executive officer where the human resources function is or was directly reporting to such person or as a member of senior management of organizations. Please see Section 3.1 of this Circular for more detailed biographical information concerning members of the Human Resources and Compensation Committee. For example, Ms. Côté is a member of the Human Resources Committee of Finning International Inc. and Ms. Martini is a member of the Governance, Compensation and Nominating Committee of CT Real Estate Investment Trust, both issuers being listed on a stock exchange. Mr. Brues was President of large scale international businesses where human resources reported to him. Ms. Martini also has financial expertise with respect to executive compensation acquired, amongst others, as member of the Audit Committee (Chair) of CT Real Estate Investment Trust and has served as Chair of the Audit Committee of another publicly traded company. Ms. Martini and Mr. Brues both worked in accounting firms. Mr. Raymond has acquired extensive expertise in the fields of executive compensation and talent management as a senior executive with CIBC World Markets Inc. as well as through working for many years in the field of mergers and acquisitions. In connection with their various responsibilities, all of these directors have also implemented and managed compensation policies and practices, including with respect to salary policies, components of management compensation, succession plans, pension plans and other types of incentive programs.

No executive officers of the Corporation also serve as a director or member of the compensation committee of another issuer, one of whose executive officer is a member of the Board or of the Compensation and Human Resources Committee.

The duties and responsibilities of the Human Resources and Compensation Committee are established by the Board of Directors and include, amongst others, the following: (i) review, approve and administer policies and programs of the Corporation regarding global compensation, including wage policies, composition of executives' compensation, retirement plans and stock based incentive plans, as well as hiring and termination policies and assess their competitiveness; ii) in cooperation with the Lead Director, review the objectives, the compensation and the performance of the President and Chief Executive Officer and make recommendations

to the Board of Directors in relation thereto; (iii) review succession planning and management development programs; (iv) develop and administer any diversity policy within the Corporation; (v) review material human resources risks, including those related to internal controls; (vi) approve the hiring, compensation and employment conditions for executive officers; and (vii) approve the information on executive compensation included in the proxy circular.

The committee reviews compensation policies and practices of the Corporation taking into account risks associated with these policies and practices. The committee has not identified risks associated with the Corporation's compensation policies which could have material adverse consequences on the Corporation. Those risks and uncertainties which may have material adverse consequences on the Corporation are reviewed by management, the Audit Committee and the Board of Directors at least twice per year and are disclosed in the management's discussion and analysis of the Corporation accompanying the financial statements. None of these risks relates to compensation policies and practices of the Corporation.

Once a year, the Human Resources and Compensation Committee reviews the succession plans for the President and Chief Executive Officer and members of the Management Committee of the head office and the management committees of the operating sectors. The purpose of the exercise is to identify successors for the position of President and Chief Executive Officer and other members of management in the short and medium term (ready now; within one to two years; within three to five years; and in case of emergency). A development plan is then prepared for each individual identified as a successor and discussed at least twice per year. Thereafter, a summary is presented and discussed with the Board of Directors. In 2019, all directors were invited to attend the meeting of the Human Resources and Compensation Committee where the succession and development plans were presented and discussed. The Human Resources and Compensation Committee also reviews development programs for successors to the senior executives, high potential individuals, the next generation of executives and women managers.

The Human Resources and Compensation Committee has the appropriate authority to retain, at the expense of the Corporation, external consultants and experts to discharge its responsibilities.

The committee's report can be found under Section 6.1 of this Circular.

During the fiscal year ended October 27, 2019, the Human Resources and Compensation Committee held six meetings. During this fiscal year, the Human Resources and Compensation Committee, inter alia:

- reviewed and approved the organizational chart, including the ones implemented for the Packaging Sector and the Printing Sector and discussed the responsibilities of the relevant individuals;
- reviewed and approved the hiring conditions of employment of executives, including those of the President of the Packaging Sector and the Chief Human Resources Officer;
- reviewed and approved the comparison groups used in connection with the compensation of executives and of the Chair of the Board;
- reviewed and approved the compensation of the senior executives, the Chair of the Board and the Named Executive Officers;
- reviewed the short, medium and long-term incentive programs of the various operating sectors and of the head office, including the special incentive compensation underlying the transformation into packaging described in Section 6.1.5.3;
- approved the wage and salary increase policy;
- reviewed the value of the grants of share units and recommended their approval to the Board of Directors;
- reviewed and approved the vesting criteria for the performance based share units granted to the executives;
- reviewed programs implemented by the Corporation regarding the development of successors to senior executives, high potential employees, the next generation of executives and women managers;
- reviewed the succession plans for the Management Committee and the management committees of the operating sectors;
- reviewed and discussed the talent function diagnostic;
- reviewed reports on complaints regarding human resources matters;
- discussed with management the results achieved by the Corporation in terms of health, safety and wellness;
- discussed with management the initiatives of the Corporation in terms of diversity, including regarding women representation;



- reviewed the share ownership guidelines as they pertain to management;
- reviewed and discussed certain policies of the Corporation, notably the one relating to harassment and violence prevention in the workplace;
- discussed with management changes to the management team;
- reviewed the compensation payable to external consultants; and
- reviewed the mandate of the Human Resources and Compensation Committee and the role and responsibilities of the chair of the committee.

### ***Governance and Social Responsibility Committee***

The Governance and Social Responsibility Committee is composed exclusively of three independent directors:

Chair: Mario Plourde

Members: Yves Leduc, Annie Thabet

The Governance and Social Responsibility Committee is a committee that assists the Board in fulfilling its oversight obligations primarily with respect to compliance with legal and regulatory requirements relating to corporate governance, the review of the size and composition of the Board, director training, the implementation of sound corporate governance practices, including the development and administration of a code of conduct, the evaluation of the Board, its committees and the Chair of the Board, and the examination of the social responsibility plan of the Corporation.

The members of the Governance and Social Responsibility Committee were selected based on their experience and their knowledge of matters to be dealt with by the committee.

The duties and responsibilities of the Governance and Social Responsibility Committee are established by the Board of Directors and include, amongst others, the following: (i) supervise the establishment, design and implementation of corporate governance policies, including a Code of Conduct with an aim to maintain a sound corporate governance culture within the Corporation, and make recommendations to the Board; (ii) review procedures implemented to ensure compliance with the Code of Conduct and review any waiver to the Code of Conduct; (iii) review the compensation, size and composition of the Board and understand how the Board ensures the independence of Board members and make recommendations to the Board of Directors; (iv) ensure, in collaboration with the Audit Committee, that the Corporation follows a sound policy in communicating effectively with its shareholders; (v) facilitate the evaluation of the Board, its committees and the Chair of the Board; and (vi) supervise the implementation of the Corporation's Corporate Social Responsibility Plan and review, on an annual basis, the objectives and initiatives of the Corporation in that respect.

The Governance and Social Responsibility Committee has the appropriate authority to retain, at the expense of the Corporation, external consultants and experts to discharge its responsibilities.

During the fiscal year ended October 27, 2019, the Governance and Social Responsibility Committee held four meetings. During such fiscal year, the Governance and Social Responsibility Committee, inter alia:

- reviewed the comparison of corporate governance practices of the Corporation with those of other public companies (including with respect to size, composition and functioning of the Board of Directors);
- reviewed the composition, size, tenure and competencies of the Board of Directors and its committees;
- examined the independence of the directors;
- approved modifications to the matrix of competencies sought for the Board of Directors;
- reviewed and approved the comparison group used in connection with the compensation of directors;
- examined the compensation of directors and recommended changes to the compensation payable to members of the Board of Directors and the Lead Director;
- approved the payment of a compensation to members of the special committee responsible to review and approve the transaction between the Corporation and Contex Group Inc., a corporation controlled by Mr. Pierre Marcoux;
- reviewed the 2016-2018 Corporate Social Responsibility Report entitled "Driving Sustainable Results" and the progress made by the Corporation; a copy of such report is available on the Corporation's website ([www.tc.tc](http://www.tc.tc));

- discussed and approved the 2019-2021 Corporate Social Responsibility Plan entitled "Acting Together"; a copy of such plan is available on the Corporation's website ([www.tc.tc](http://www.tc.tc));
- discussed the undertakings made by the Corporation to the Ellen MacArthur Foundation regarding sustainability;
- discussed other corporate social responsibility initiatives;
- reviewed and approved the questionnaires for the assessment of the Board of Directors, its committees and the Chair of the Board;
- proceeded with the annual assessment of the performance of the Chair of the Board, the Board of Directors and its committees;
- discussed the initiatives of the Corporation in terms of diversity and women representation launched in compliance with the Corporation's policies on women representation and reviewed progress made;
- reviewed amendments to the Code of Conduct, the questionnaire and the certificates completed by the directors and senior management with respect to the Code of Conduct;
- reviewed the mandates of the Board of Directors and its committees and the role and responsibilities of each of the Chair of the Board, the Lead Director, the President and Chief Executive Officer and chairs of the Board committees;
- examined reports setting out transactions made from time to time by insiders;
- reviewed and approved requests of employees pursuant to the Policy on the acceptance of mandates as directors; and
- discussed the continuing education opportunities for directors.

#### ***Audit Committee***

The Audit Committee is composed exclusively of four independent directors:

Chair: Peter Brues

Members: Anna Martini, François R. Roy, Annie Thabet

The Audit Committee is a committee that assists the Board in fulfilling its oversight obligations, in particular, in relation to the financial reporting process, internal controls and the integrity of financial statements, the selection and supervision of the external auditors, the validation of the work done by the internal auditor and the review of the Corporation's risk management program.

The members of the Audit Committee were selected according to their experience and their knowledge of matters to be dealt with by this committee.

The duties and responsibilities of the Audit Committee are established by the Board of Directors and include the functions customarily performed by audit committees, such as the following: (i) oversee the financial information production and disclosure of financial information and satisfying itself of the integrity of financial reports and annual and interim financial statements of the Corporation; (ii) review and recommend to the Board of Directors, the annual and interim financial statements of the Corporation, management's discussion and analysis and the press releases relating thereto; (iii) assure itself of the independence of the auditors and oversee their work; (iv) satisfy itself of the credibility and objectivity of the financial reporting; (v) supervise the development and implementation of efficient internal controls for financial reporting, including with respect to the Corporation's disclosure of financial information; (vi) approve the mandate of the auditors as well as the nature and scope of the audit to be conducted by the auditors; (vii) approve the compensation of the auditors; (viii) approve the mandate and the organization of the internal audit function, ensure that it is independent and supervise its work; (ix) pre-approve a budget for all non-auditing services that the auditors must carry out for the Corporation; (x) review the accounting policies followed by the Corporation; (xi) review, in conjunction with management and the auditors, any new financial or regulatory requirements that could affect the presentation of the Corporation's financial information; (xii) assess the efficiency and integrity of the Corporation's internal controls; (xiii) review the recommendations of the internal auditor and the auditors which it considers material; (xiv) ensure that procedures are established for the treatment of complaints received regarding accounting and internal controls; (xv) ensure that a process allowing management to identify the major risks the Corporation is facing is implemented and ensure that necessary measures are taken to manage such risks; and (xvi) ensure that a corporate disclosure policy is in place for the review of the Corporation's public disclosure.

The Audit Committee has the appropriate authority to retain, at the expense of the Corporation, external consultants and experts to discharge its responsibilities.

During the fiscal year ended October 27, 2019, the Audit Committee held five meetings, during which, inter alia, the Audit Committee:

- examined and recommended to the Board of Directors the approval of the annual and interim financial statements, the management's discussion and financial analysis and the press releases relating thereto;
- reviewed and discussed the Corporation's risk management program (including operational, financial and strategic risks), their evolution and actions undertaken to mitigate them;
- examined the assumptions underlying the budget for the 2020 fiscal year;
- reviewed reports made with respect to internal controls and the internal audit mandate;
- reviewed and approved the Corporation's financing programs and needs, including those in connection with the addition of term loans, the renewal and certain amendments made to existing financings and the execution of derivative agreements (ISDA);
- discussed an update regarding the integration of Coveris Americas;
- reviewed, at the time of its renewal, the insurance coverage for the Corporation, including the directors and officers' insurance coverage policy;
- examined the certification of accounting processes;
- reviewed with management the impact of certain operations and transactions, including the sale of the property in Fremont, California, and the adoption of new accounting policies, including IFRS 15 and IFRS 16;
- reviewed reports of the external auditors;
- reviewed and approved the fees paid to the external auditors;
- reviewed and approved the terms related to any other services provided by KPMG LLP;
- reviewed the budget, the audit plan and reports from internal audit;
- reviewed quarterly environmental and litigation reports;
- reviewed, on a quarterly basis, the hedging programs (including regarding interest rates and exchange rates);
- reviewed the dividend policy;
- reviewed certain policies of the Corporation, including the Whistleblowing Policy and Procedure;
- reviewed reports regarding complaints filed pursuant to the Whistleblowing Policy and Procedure;
- reviewed the report regarding health, safety and wellness statistics;
- reviewed and recommended to the Board the renewal of the normal course issuer bid; and
- reviewed the mandate of the Audit Committee and the role and responsibilities of the chair of the committee.

#### Information regarding the Audit Committee

Information regarding the Audit Committee and the information required under Form 52-110-F1 are presented under "Information Regarding the Audit Committee" in the Corporation's Annual Information Form for the fiscal year ended October 27, 2019. A copy of the Annual Information Form can be obtained on SEDAR's Internet site ([www.sedar.com](http://www.sedar.com)), on the Corporation's website ([www.tc.tc](http://www.tc.tc)) or by making a request therefore to our Corporate Secretary at 1 Place Ville Marie, Suite 3240, Montréal, Québec H3B 0G1.

#### ***Role and Responsibilities of the Chair of the Board, the Lead Director and the President and Chief Executive Officer of the Corporation***

The Board of Directors has developed a job description for the Chair of the Board, the Lead Director and the President and Chief Executive Officer.

The description of the role and responsibilities of the Chair of the Board establishes that she provides leadership and develops guiding principles for the Board of Directors to ensure the effectiveness and good governance and represents the Board with the shareholders at the annual meeting of shareholders. The Chair of the Board ensures that the communications between the Chair of the Board, the Lead Director, the President and Chief Executive Officer and the members of the Board remain open and transparent



on all material matters relating to the Corporation. She chairs Board meetings and ensures that Board members receive clear information on a timely basis, that they have sufficient resources to fulfill their responsibilities and oversees the integration and continuing training of directors. In addition, the Chair of the Board acts as a resource person to the Board committees. The Chair of the Board acts as a representative of the Corporation within the community and manages the allocation of donations and sponsorships by the Corporation. She actively participates in the strategic planning process and contributes to the development of the business of the Corporation, represents the Corporation in many instances, entertains relationships with certain large clients and shareholders of the Corporation and other stakeholders and participates in public relations activities.

The Board of Directors has appointed a Lead Director. The Lead Director is an independent director whose fundamental role is to ensure that Board members can act independently of management, to allow independent directors to meet and ensure that directors' concerns are known to the Chair of the Board. The main responsibilities of the Lead Director include, amongst others: (i) chairing and directing meetings of the independent directors; (ii) providing leadership to ensure that the directors can function independently from management; (iii) ensuring that independent directors have regular opportunities to meet without management present; (iv) examining from time to time with the Chair of the Board important matters to be treated by the Board; (v) participating, with the Human Resources and Compensation Committee, in setting the annual objectives and preparing the annual evaluation of the performance of the President and Chief Executive Officer in light of the objectives set each year and determining the elements of his compensation.

The Board of Directors determines with the President and Chief Executive Officer his priorities and responsibilities. The description provides that the President and Chief Executive Officer is ultimately responsible for managing the Corporation, with the objective of ensuring the growth and the profitability of the Corporation, for the proper functioning of its operations and maximizing shareholders' return on capital by surrounding himself with a team of experienced managers. He is responsible for developing and implementing the mission, the vision and the strategy of the Corporation approved by the Board of Directors, in line with the Corporation's values: innovation, teamwork, respect and performance. He must establish short, medium and long term objectives for the Corporation and ensure that action plans and policies are implemented to meet these objectives. He recruits, develops and mobilizes competent and productive management teams and maintains constructive and transparent relationships with these teams. He assumes the direct leadership of his management team by approving their hiring, promotion and wages and obtains the approval of the Board of Directors or the Human Resources and Compensation Committee, if applicable. He is accountable for the development and respect of sound relations with employees, internal and external clients of the Corporation, the financial community, the shareholders, the social communities and governments. While being the custodian of the Corporation's values, he ensures that they are passed on to all employees.

A copy of the full text of the role and responsibilities of the Chair of the Board, the Lead Director and the President and Chief Executive Officer can be obtained from the Corporate Secretary, 1 Place Ville Marie, Suite 3240, Montréal, Québec H3B 0G1 or on the Corporation's website at [www.tc.tc](http://www.tc.tc).

### ***Composition of the Board***

The Board of Directors has given the Governance and Social Responsibility Committee a mandate to recommend candidates to the Board. The Committee is responsible for reviewing the size and the composition of the Board of Directors, such that they are adequate to maximize the effectiveness of the deliberations and to ensure a diversity of opinions, experience and gender, all the while maintaining the Board's independence from management. This review is carried out on an annual basis. The competencies and skills that the Board should possess have been considered by the Governance and Social Responsibility Committee and approved by the Board of Directors. See Section "Competency Requirements" of this Circular.

The Board of Directors did not appoint a nominating committee and the responsibilities that are normally attributed to such committee are part of the responsibilities of the Governance and Social Responsibility Committee. The Governance and Social Responsibility Committee is composed of three directors, all of whom are independent.

The Governance and Social Responsibility Committee reviews annually the size and composition of the Board of Directors. An assessment of the performance of the Board of Directors and of its committees is carried out in writing by the directors every year. The Governance and Social Responsibility Committee receives a written nominative report. This assessment allows the identification, inter alia, of competencies and skills that the Board of Directors should consider if and when a new director will be added to the Board of Directors. At least on an annual basis, and after having reviewed the foregoing report, inter alia, the Governance and Social Responsibility Committee holds discussions with the Chair of the Board regarding potential candidacies should candidates be needed. In the event of a vacancy on the Board of Directors, members of the committee then discuss potential nominees identified depending on the skills sought and requirements at the committee level as a result of the departure of the

board member, taking into account, notably, the objectives in terms of women's representation. Potential candidates are generally first met by the chair of the Governance and Social Responsibility Committee and the Chair of the Board. A recommendation is thereafter made to the Governance and Social Responsibility Committee who reviews the candidacy. Finally, the Governance and Social Responsibility Committee recommends to the Board of Directors a candidate to be appointed or elected to the Board of Directors. A discussion follows with all members of the Board of Directors. A favourable decision will result in an invitation to join the Board of Directors at the next annual meeting of shareholders, subject to the vote of the shareholders, or at the next board meeting, as the case may be.

Management proposes 13 nominees as directors. The Board of Directors is convinced that the number of directors that comprise the Board results in an efficient decision making process.

### ***Independence of Directors***

The Corporation complies with the guidelines on corporate governance practices which set out that a majority of the directors of the Corporation must be independent. In fact, 62% of the proposed nominees as directors are independent (8 out of 13).

According to Section 1.4 of Multilateral Instrument 52-110, a director is independent if he has no direct or indirect material relationship with the Corporation, which includes a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of the director's independent judgment. After having examined the roles and relations between each director with respect to the Corporation, including those which may reasonably interfere with the exercise of the director's judgment, the Governance and Social Responsibility Committee and the Board of Directors have established that 62% of the Corporation's directors (8 out of 13) were independent at the date of this Circular. The Corporation is proposing 13 nominees for election as directors at the next annual meeting, of which 62% are independent (8 out of 13). These independent directors have no interest in the Corporation or in the management thereof (otherwise than as a shareholder or holder of deferred share units), or any other relationship with them. Moreover, at least 62% of the directors have no interest or relationship with the significant shareholder and are thus considered independent with respect to such shareholder. The number of independent directors is also an equitable reflection of the interest in the Corporation of shareholders other than the significant shareholder. The independent directors are thus in a position to represent fairly all shareholders. The Governance and Social Responsibility Committee reviews, on an annual basis, the size and composition of the Board of Directors. After having examined the role and relationships of each of the directors, the Governance and Social Responsibility Committee has established that 62% of the directors proposed as nominees by management for election as directors are independent of the Corporation, namely:

<b>Director</b>	<b>Independent</b>	<b>Non-independent</b>	<b>Reason why non-independent</b>
Peter Brues	x		
Jacynthe Côté	x		
Yves Leduc	x		
Isabelle Marcoux		x	Chair of the Board and shareholder of Capinabel Inc.
Nathalie Marcoux		x	Vice President, Finance of Capinabel Inc. and shareholder of Capinabel Inc.
Pierre Marcoux		x	Shareholder of Capinabel Inc.
Rémi Marcoux		x	Founder and shareholder of Capinabel Inc.
Anna Martini	x		
François Olivier		x	President and Chief Executive Officer
Mario Plourde	x		
Jean Raymond	x		
François R. Roy	x		
Annie Thabet	x		

This determination was made based on the following factors:

- (i) they (and members of their immediate family) are not and have not been, during the three previous years, an employee or executive or executive officer of the Corporation;
- (ii) they (and their spouse, minor children or minor children from a previous marriage) are not and have not been, during the three previous years, a partner or employee of the Corporation's auditors;

- (iii) they (and members of their immediate family) are not and have not been, during the three previous years, an executive officer of an entity if any of the executive officers of the Corporation serve or served on such entity's human resources and compensation committee;
- (iv) they (and members of their immediate family) have not received more than \$75,000 per year in direct compensation from the Corporation over a period of 12 months during the three previous years (other than for acting as director).

However, Mr. Jean Raymond, a director of the Corporation, is Vice-Chairman, Managing Director and Head of CIBC Capital Markets-Québec of CIBC World Markets Inc., an affiliate of Canadian Imperial Bank of Commerce ("CIBC"), a joint book runner, co-lead arranger, administrative agent and a lender pursuant to a CDN\$400 million (or the US dollar equivalent) facility and a credit facility for US\$750 million (or the Canadian equivalent) and CDN\$300 million which now mature progressively over a four year term. The Corporation also participates from time to time in derivative financial instruments for interest and currency hedging with CIBC. These credit facilities were put in place or renewed while Mr. Raymond was a director of the Corporation. He was not involved in the negotiations with, nor for the benefit of, the Corporation. He declared his interest to the other members of the Board of Directors before such financings were approved by the Board of Directors. As of October 27, 2019, the Corporation was in compliance with its covenants pursuant to these credit facilities. Mr. Raymond did not receive any portion of the fees paid to CIBC as direct compensation. The Corporation is of the view that the credit facilities were made on the most favorable terms and conditions possible for the Corporation.

For more detailed biographical information regarding each director, see Section 3.1 of this Circular.

The Corporation schedules in camera meetings of independent directors at each meeting of the Board of Directors. Such meetings are chaired by the Lead Director. During the fiscal year ended October 27, 2019, six meetings of the Board of Directors were held and six meetings of independent directors (in camera) were held. The committees of the Board of Directors are entirely composed of independent directors and, at each of their meeting, they meet without any members of management in attendance.

The Chair of the Board being not independent, certain mechanisms have been put into place, including holding meetings of independent directors without members of management in attendance. Furthermore, the Board of Directors reinforced the role and responsibilities of the Lead Director who, in conjunction with the Human Resources and Compensation Committee, evaluates the performance of the President and Chief Executive Officer and recommends his compensation. Mr. Richard Fortin was the Lead Director until February 28, 2019. Ms Jacynthe Côté was appointed Lead Director on February 28, 2019.

### Competency Requirements

We maintain a matrix of competencies sought for the Board of Directors. These competencies have been identified by the directors at the time of the evaluation of the Board and its committees and are also used when the Corporation wishes to fill a vacancy on the Board. The Corporation believes these competencies meet the needs of the Corporation. Each director must indicate the four principal competencies he or she believes he or she has, his or her age range and the number of years as a director of the Corporation. The following table presents the results of this exercise.

Name	Age			Director of Transcontinental		Four Principal Competencies										
	under 60 years	60 – 69 years	70 years and more	0 - 5 years	6 - 10 years	More than 10 years	Manufacturing Industries	Media Industry	Executive Leadership (Chief Executive Officer)	Mergers and Acquisitions	Accounting, Finance and Risk Management	Compensation and Talent Management	Innovation and Technologies	Sales, Marketing and Retail	Governance and Regulations	Social Responsibility and Sustainable Development
Peter Brues	X			X			X			X	X	X				
Jacynthe Côté		X		X			X		X	X		X				
Yves Leduc	X			X			X		X				X	X		
Isabelle Marcoux	X					X				X		X			X	X
Nathalie Marcoux	X				X		X				X	X	X			
Pierre Marcoux	X					X		X		X			X	X		

Name	Age			Director of Transcontinental			Four Principal Competencies									
	under 60 years	60 - 69 years	70 years and more	0 - 5 years	6 - 10 years	More than 10 years	Manufacturing Industries	Media Industry	Executive Leadership (Chief Executive Officer)	Mergers and Acquisitions	Accounting, Finance and Risk Management	Compensation and Talent Management	Innovation and Technologies	Sales, Marketing and Retail	Governance and Regulations	Social Responsibility and Sustainable Development
Rémi Marcoux		X				X	X		X	X				X		
Anna Martini	X				X				X		X	X		X		
François Olivier	X					X	X		X	X				X		
Mario Plourde	X			X			X		X	X						X
Jean Raymond		X		X				X		X	X	X				
François R. Roy		X				X		X		X	X				X	
Annie Thabet	X			X			X			X	X				X	

## 5.2 Statements as to Diversity at the Board and Senior Executive Levels

The Corporation recognizes the advantages brought by gender diversity at the Board and senior executive levels, as well as throughout the organization. In fact, it strongly believes diversity is vital to any workplace and that gender diverse and inclusive organizations create value both in terms of financial performance and for its stakeholders. It is committed to promote, inter alia, gender diversity. The Corporation aims for a significant representation of women throughout the organization, including at the senior executive and Board of Directors levels.

For the Corporation, diversity and inclusion enable it to live its values of respect, teamwork, performance and innovation. It wants to ensure, among other things, that men and women are given equal opportunities to contribute to the success and performance of the Corporation.

The Corporation is committed to providing a fair, equitable and respectful workplace where women, as well as men, are supported in an environment where they are valued and respected, are given recognition, based on individual merit and are considered for opportunities to advance and succeed.

The Corporation has adopted two gender diversity policies; the first one relates to the representation of women at the Board of Directors level and the other applies to all other levels of the organization, including senior executives.

The Board of Directors aims for a significant representation of women at the Board of Directors level. To do so, the Governance and Social Responsibility Committee has been mandated to identify talented women that could be considered as nominees as directors of the Corporation, to ensure that the selection process for directors include women and to report to the Board of Directors on an annual basis on the representation of women. Selecting a nominee will, however, be based on merit, using objective criteria.

As of the date hereof, 38.5% of the directors are women, namely 5 out of 13 directors. Should the votes be favorable at the Meeting regarding the proposed nominees for election, 38.5% of the directors of the Corporation will be women.

In its 2019-2021 three year social responsibility plan, the Corporation has set forth a priority to move towards a more balanced gender representation in its leadership by (i) ensuring at least 30% of female representation on the Board of Directors; (ii) having at least three women on the Management Committee; and (iii) reaching 30% of women in executive and management positions.

The Board of Directors has recently fixed a 30% target of female representation at the Board level. The composition of the Board of Directors remains first and foremost a question of experience, skills, judgment, personal qualities, values and expertise related to certain business activities brought by a candidate. Furthermore, the Board of Directors requires that directors have the expertise, the skills and the applicable qualities deemed necessary, including those set forth in the table shown under the heading "Competency Requirements". The Corporation conducts largely diversified activities, both in manufacturing (packaging and print) and the media sector, which deal with a diverse customer base and who face very different market realities. The Board of Directors is committed to a significant representation of women on the Board of Directors with a real commitment towards diversity and inclusion. It should

also be noted that one-half of the Human Resources and Compensation Committee is composed of women and the committee is chaired by a woman and that one-half of the Audit Committee is represented by women and the Lead Director is a woman.

In connection with its gender diversity policy applicable to the whole organization, including senior executives, the Corporation is committed to implement programs and processes that will clearly support women's career development and a greater equality in gender balance. In addition, it has committed to taking concrete steps, notably proactively identifying talented women and encouraging them to apply for more senior roles, identifying top talent through its leadership review process, implementing development opportunities for high potential women, ensuring that selection and promotion processes are free of gender bias, analyzing statistics and progress on an annual basis, identifying, within business realities, flexible working options, promoting the importance of diversity to managers of the Corporation and raising their awareness as to their roles and obligations in respect thereof. Hence, for a number of years, a program aimed principally at women managers has been offering development and mobilization activities. Recently, the Corporation has set objectives that, by 2021, it will have at least three women on the Management Committee and 30% of women in executive and management positions.

The Corporation is taking concrete measures to increase women representation at the senior executive level. At the same time last year, 32% of senior executives were women. This year, 34.5% of the senior executives are women. The Corporation has a lower number of women in senior executive positions in its manufacturing operations in certain countries. The Corporation however intends to improve women's representation at all levels. It is implementing programs aimed at ensuring that a talent pool, composed of an adequate number of women who may occupy other senior management roles, exists by offering talented women opportunities to join the Corporation where they may develop and progress. As more women progress in the organization, the level of gender diversity at the senior executive level should increase.

The Corporation has not fixed any target nor adopted policies related to diversity other than gender diversity, whether at the Board of Directors or senior management levels. We then refer to diversity within "designated groups" as defined under Article 3 of the *Employment Equity Act* (Canada) which includes women, aboriginal peoples (being Indians, Inuit or Métis), persons with disabilities and members of visible minorities (persons other than aboriginal peoples who are non-Caucasian in race or non-white in color) ("Visible Minorities"). "Persons with disabilities" is defined as meaning persons who have a long term or recurring physical, mental, sensory, psychiatric or learning impairment and who: (i) consider themselves to be disadvantaged in employment by reason of that impairment; or (ii) believe that an employer or potential employer is likely to consider them to be disadvantaged in employment by reason of that impairment. This definition also includes persons whose functional limitations owing to their impairment have been accommodated in their current job or workplace.

When looking for a director, the Governance and Social Responsibility Committee analyzes candidates based on the skills and the qualities that the Board of Directors should consider, the needs at the committee levels, without bias regarding any designated group. No target has been fixed other than with respect to gender diversity, the choice of candidates being more linked to the needs of the Corporation, the experience, the judgment, the values, the skills and personal qualities of the candidates. For the time being, the Corporation has decided to fix targets regarding women representation and not other types of diversity within the designated groups. The Corporation has adopted the same principles regarding research and hiring of senior management.

As of the date hereof, 38.5% of the directors form part of the designated groups; all of them are women and 34.5% of senior management form part of the designated groups; 34.5% of senior management are women and 6.9% are members of visible minorities.

### **5.3 Tenure and Age of Retirement**

The Governance and Social Responsibility Committee is responsible to conduct on an annual basis the assessment of the directors, the Board of Directors and its committees. The composition of the Board of Directors and committees is an integral part of the evaluation process of the performance of the directors and the Board of Directors. Thereafter, the Chair of the Board meets to discuss with every director individually their performance and participation at the Board of Directors and its committees. The Board of Directors has adopted a matrix of the competencies that it is seeking and considers are important and meeting the needs of the Corporation.

The Corporation regularly appoints new directors to its Board of Directors. The Governance and Social Responsibility Committee has been mandated by the Board of Directors to identify qualified candidates, taking into account the competencies identified by the Board of Directors as useful, satisfying the needs of the board committees, as well as the question of women representation, notably.



The Board of Directors has decided not to adopt a policy regarding tenure or age of retirement for directors and to maintain the process followed in the past. Only one independent director, Mr. François R. Roy, has been a member of the Board of Directors for more than 10 years; only one other independent director has been a director for more than five years. Since the beginning of 2014, six new directors have been appointed, representing 46.2% of the Board of Directors. Mr. Rémi Marcoux, founder of the Corporation, is the only director of more than 70 years. The average age of the nominees is 57 years. The approach followed by the Corporation is therefore very efficient and the renewal of the Board of Directors takes place conscientiously without the need of a policy. The Board of Directors also considers certain factors in its choices regarding the efficiency of the deliberations, a diversity in the experience and opinions of the individuals and the fact that the Corporation operates its activities in three industries at the international level, facing very different challenges.

#### **5.4 Assessment**

The Governance and Social Responsibility Committee has prepared questionnaires to assess the performance both of the Board of Directors and the committees of the Board of Directors. These questionnaires were reviewed extensively during the last few years. A self-assessment form is included with the questionnaires and is used by directors to prepare their assessment and their annual meeting with the Chair of the Board. At this meeting, directors are invited to share their comments on their assessment of the effectiveness of the Board of Directors and the contribution of other directors, express their concerns as a director and identify what priorities the Board of Directors should have.

The Governance and Social Responsibility Committee has also implemented a questionnaire for the assessment of the Chair of the Board. This questionnaire must be completed by all of the other directors.

The assessment of the Board of Directors, the committees of the Board of Directors and each director, as well as the assessment of the Chair of the Board, are carried out every year.

A detailed report of the answers is provided to the chair of the Governance and Social Responsibility Committee and the report is then studied by the Governance and Social Responsibility Committee. Thereafter, the chair of the Governance and Social Responsibility Committee gives an account thereof to the Board of Directors, with recommendations. Moreover, the directors are requested to comment on the assessment of all directors as part of their annual meeting with the Chair of the Board.

With respect to the assessment of the Chair of the Board, the chair of the Governance and Social Responsibility Committee meets with her personally to discuss the results obtained, once these results have been reviewed by the Governance and Social Responsibility Committee and been reported on with members of the Board during the in camera session.

#### **5.5 Continuing Education Program**

The Corporation has developed a continuing education program. The main objective of the continuing education program is to offer each new director the opportunity to learn the business of the Corporation and for each director to better understand the challenges the Corporation is facing. This continuing education program is addressed, *inter alia*, to new directors to inform them as to the role of the Board of Directors, its committees and its directors, the nature and functioning of the Corporation and the operations and management of the Corporation. Therefore, each director has access to a Director Handbook that is updated regularly. The Director Handbook contains material pertinent to the affairs of the Corporation, including the mandate of the Board of Directors and its committees, descriptions of the role and responsibilities of each committee chair and of the Chair of the Board, details of directors' compensation, including the text of the Deferred Share Unit Plan, details regarding the directors' liability insurance, the role and responsibilities of the President and Chief Executive Officer, the Code of Conduct, its policies and research reports regarding the Corporation. In addition, newly appointed directors benefit from an orientation program in the form of informal meetings with management as well as guided tours of certain of the Corporation's business units.

Moreover, the Governance and Social Responsibility Committee is in charge of recommending and organizing with management of the Corporation continuing education activities for directors. Meetings of the Board of Directors are sometimes held at the Corporation's business units and tours of the business units are organized to provide directors with additional insight regarding the Corporation's activities.

The Governance and Social Responsibility Committee plans training activities to be held at certain Board meetings, in addition to regularly presentations made to the Board of Directors and various committees. Presentations relating to certain specific business units and their industry, strategic planning and succession plans for members of the Management Committee and the management committees of the operating sectors are made annually and some relating to recent developments in corporate governance on a quarterly basis. Discussions with members of management take place on a regular basis. Directors may also participate to external

education activities at the Corporation's expense. All directors attending any such education activity is invited to report thereon at the next meeting of the Board of Directors.

Moreover, the following table sets out certain activities organized during the 2019 fiscal year:

Activity	Participants	Date
Strategic planning	Board of Directors	October 22 and 23, 2018
Visit of Transcontinental Menasha and Transcontinental Tomah plants	Board of Directors	November 15, 2018
Health, safety and wellness	Human Resources and Compensation Committee	February 18, 2019
		June 5, 2019
		September 4, 2019
	Audit Committee	February 27, 2019
Succession and development plans	Human Resources and Compensation Committee	December 11, 2018
		September 4, 2019
Risk management program, including financial, strategic and operational risks	Audit Committee	December 11, 2018
		February 27, 2019
	Board of Directors	June 6, 2019
Circular economy for plastic	Governance and Social Responsibility Committee	February 27, 2019
Growth opportunities for the Printing Sector	Board of Directors	February 28, 2019
Code of Conduct	Board of Directors	February 28, 2019
Sustainability issues for the packaging industry	Governance and Social Responsibility Committee	June 5, 2019
Packaging Industry - update on research and development initiatives	Board of Directors	September 5, 2019
Report of the Corporation regarding social responsibility (2016-2018) and 2019-2021 plan	Governance and Social Responsibility Committee	June 5, 2019
	Board of Directors	June 6, 2019
Issues regarding <i>Publisac</i>	Governance and Social Responsibility Committee	February 27, 2019
	Audit Committee	June 5, 2019
	Board of Directors	All meetings
Harassment and violence in the workplace	Human Resources and Compensation Committee	February 18, 2019
Recent developments in corporate governance	Governance and Social Responsibility Committee	All meetings

Each meeting of the Board of Directors also includes updates of the principal operational challenges as well as to the transformation into packaging, notably with respect to development opportunities, organic growth and acquisitions.

The Corporation provides many opportunities for directors to participate in visits of the operations and read and hear about specialized and relevant information about the Corporation's activities, its competitors and the industries in which the Corporation evolves in. In particular, they receive timely access to comprehensive, important and relevant information before each Board of Directors and committee meeting as well as deep dive presentation on relevant topics and have access to senior management.

## 5.6 Code of Conduct

The Board of Directors of the Corporation has recently approved a new Code of Conduct, a copy of which is available on the Internet site of SEDAR ([www.sedar.com](http://www.sedar.com)) as well as on the Corporation's website ([www.tc.tc](http://www.tc.tc)). A copy can also be obtained on request from our Corporate Secretary at 1 Place Ville Marie, Suite 3240, Montréal, Québec H3B 0G1.

The Code of Conduct adopted by the Corporation applies to all individuals who are employed by the Corporation and its subsidiaries, as well as its directors.

The Board of Directors is responsible for ensuring that the Code of Conduct is applied throughout the Corporation. The Board of Directors has given the Governance and Social Responsibility Committee a mandate to negotiate and settle all questions relating to the implementation or application of the Code of Conduct. In addition, all executives and executive officers of the Corporation play a decisive role regarding compliance with the Code of Conduct and are invited, on an annual basis, and directors every two years, to complete training on the Code of Conduct including questions to answer as well as practical cases. In order to facilitate its understanding, various policies of the Corporation have been approved by the Board of Directors, including the Environmental



Policy, the Corporate Disclosure Policy, the Whistleblowing Policy and Procedure, the Workplace Harassment and Violence Prevention Policy, the Insider Trading Policy, the Procurement Policy, the Social Media Policy, the Delegation of Authority Policy, the policies concerning women representation and the Policy Relating to the Acceptance of Mandates as Directors.

The Governance and Social Responsibility Committee is responsible for examining any departure from the Code of Conduct by a director or a senior executive and to make recommendations to the Board of Directors regarding any measures to be taken with respect thereto. The Board of Directors did not grant any waivers with respect to the Code of Conduct to any director, executive or executive officer during the last fiscal year. Therefore, no material change report was filed.

The Code of Conduct includes a section on conflicts of interest as well as a statement regarding actual or potential conflicts of interest that must be completed and signed by all employees, including senior executives as well as all of the directors.

The Governance and Social Responsibility Committee ensures that no director participates in a discussion or gives his approval on an issue in which the director has a significant interest and such director will refrain from voting on such matter. This procedure was followed in connection with the review and approval of the transaction between the Corporation and Contex Group Inc., a corporation controlled by Mr. Pierre Marcoux.

The Board of Directors has adopted several policies and procedures relating to the management of the Corporation's affairs with respect to sound corporate governance.

Moreover, a communications program with employees was adopted regarding the implementation of the Code of Conduct, which ensures its uniform dissemination throughout the Corporation and its subsidiaries.

A copy of the Code of Conduct was filed on SEDAR and can be obtained on SEDAR's Internet site ([www.sedar.com](http://www.sedar.com)). A copy of this document can also be obtained from the Corporate Secretary at 1 Place Ville Marie, Suite 3240, Montréal, Québec H3B 0G1 or on the Corporation's website at [www.tc.tc](http://www.tc.tc).

## **5.7 Sustainability and Social Responsibility**

2019 was a crucial year for the Corporation in terms of social responsibility. Indeed, we published our 2019-2021 Social Responsibility Plan setting out our intention to demonstrate our leadership regarding social responsibility by cooperating with all shareholders to innovate and create a more circular economy of plastic and by continuing to invest in research and development. Moreover, during the last 18 months, the Corporation appointed a Chief Strategy Officer, who leads the development of annual and long-term strategic plans and defines the Corporation's corporate social responsibility strategy, and a Senior Vice-President at the helm of research and development, innovation and sustainability for the Packaging Sector, who oversees the development and commercialization of different products and eco-responsibility packaging solutions for our customers.

Over the years, as Canada's largest printer, the Corporation has made a significant and positive impact on forest management practices through our Paper Purchasing Policy; it is an industry leader in sustainable procurement of certified paper. The Corporation now wants to participate in the development of a circular economy for plastic similar to the one for paper.

The Corporation designs packaging aimed at protecting the products it holds and facilitating transportation and expanding shelf-life helping to reduce food waste. Flexible packaging offers an excellent product/package ratio leading to an efficient resource utilization. The packaging must be managed effectively at its end of life. The Corporation shares the Ellen MacArthur Foundation's vision that plastic should never become waste.

In 2018, we established a stakeholder consultation program on sustainability and social responsibility issues. This process provided us with information allowing us to rank sustainability and social responsibility issues affecting our strategy. This matrix became the focal point in setting the priorities and objectives for our three year 2019-2021 Social Responsibility Plan.

Hence, the Corporation has developed quantifiable objectives for 2019-2021, while taking into account the priorities identified by our employees, our suppliers, our clients and other interest groups surveyed. Indeed, more than 1,400 participants answered the survey on social responsibility issues by identifying the following top priorities for the Corporation:

- (i) energy consumption and greenhouse gas emissions;
- (ii) innovation and product development;
- (iii) product end-of-life management;
- (iv) occupational health and safety;
- (v) product quality and safety;
- (vi) responsible procurement;

- (vii) operational waste management;
- (viii) diversity and equal opportunities;
- (ix) talent management;
- (x) donations and impact on local communities;
- (xi) financial performance;
- (xii) governance and risk management; and
- (xiii) customer engagement and satisfaction.

Based on these priorities, the Corporation has fixed 11 targets addressing topics relating to its people, its operations, its products and its communities. The targets relate to:

- (i) its employees:
  - (a) maintain a safe and healthy work environment;
  - (b) move towards a more balanced gender representation in leadership; and
  - (c) develop its talent.
- (ii) its operations:
  - (a) reduce its greenhouse gas emissions;
  - (b) optimize waste management; and
  - (c) ensure food safety and quality.
- (iii) its products:
  - (a) promote the use of sustainable materials;
  - (b) design for end-of-life; and
  - (c) focus on product research and development.
- (vi) its communities:
  - (a) invest in its communities; and
  - (b) foster employee engagement.

The Corporation is a signatory of the New Plastic Economy Global Commitment and has committed that, by 2025, 100% of its plastic packaging would be reusable, recyclable or compostable, on top of achieving a 10% use of post-consumer recycled content on average by weight, across all plastics in its product basket.

The Corporation published in 2019 its 2016-2018 Corporate Social Responsibility Report entitled "Driving Sustainable Results" and its 2019-2021 Corporate Social Responsibility Plan entitled "Acting Together" setting out its objectives and priorities and setting out its targets.

For more information on the results, the priorities, the objectives, the targets, the undertakings and efforts made by the Corporation and certain achievements regarding sustainability and corporate social responsibility, we invite you to consult our "Social Responsibility" section on the Corporation's website ([www.tc.tc](http://www.tc.tc)), including the report on our 2016-2018 three year Plan, our 2019-2021 three year Plan and our commitment towards the Ellen MacArthur Foundation.

## **5.8 Interaction with Shareholders**

The Board of Directors remains committed to interact with the Corporation's shareholders. Meetings are held on a regular basis between management, the Chair of the Board, certain directors and institutional shareholders. The Lead Director is also involved in such activities. In addition, a conference call with the investment community, in which everyone is invited to participate, is organized on a quarterly basis to review the financial results of the Corporation and at other times where appropriate. Our Investor Relations Department answers all requests or questions from our shareholders. Any person may communicate with our Investor Relations Department or with the Corporate Secretariat; all requests will be redirected to the appropriate individual (telephone: 514 954-4000).

## **5.9 Interest of Insiders in Material Transactions**

To the knowledge of the Corporation, except for the transaction between the Corporation and Contex Group Inc., a corporation controlled by Mr. Pierre Marcoux, no director or officer of the Corporation, no subsidiary, no insider, no nominee for election as director, no shareholder holding more than 10% of the voting shares of the Corporation had any interest in transactions since the

beginning of the last fiscal year of the Corporation or in any proposed transaction that has or could have a material effect on the Corporation or on any of its subsidiaries.

## **6. Analysis of Executive Officers' Compensation**

### **6.1 Report of the Human Resources and Compensation Committee on the Compensation of Executive Officers**

#### **6.1.1 Review and Approval**

The Human Resources and Compensation Committee (the "Committee") is composed entirely of independent directors. The Committee reviews annually the performance of the executives and ensures that it has a full understanding of compensation trends and that the programs in place are relevant. When circumstances warrant, the Committee may make recommendations that deviate from current policies.

#### **6.1.2 Compensation Consulting Services**

The Committee has retained PCI-Perrault Consulting Inc. ("PCI") to provide exclusive and independent advice with respect to directors, senior executives and executives concerning compensation matters.

PCI reports to the Committee, who will seek their advice when required, with respect to the Corporation's compensation policy and its components, to ensure its relevance towards the achievement of the Corporation's goals and competitiveness in relation to the comparison groups in place, as well as market practices. All mandates performed by PCI are pre-approved by the chair of the Committee, regardless of the amount in question. Their expertise and knowledge of executive compensation are considered in the decisions made by the Committee. However, when the Committee makes recommendations with respect to compensation to the Board of Directors, it considers a variety of important factors which can include the Corporation's business strategy, competitive market forces, business needs and governance practices. In 2019, PCI assisted the Corporation with benchmarking of the compensation of certain executives, adjustments to the design of the medium term incentive compensation plan, as well as with the alignment to the Corporation's compensation policy with respect to the compensation of newly hired executives. Discussions with respect to the composition of the compensation comparison groups were also conducted. The Committee considers it obtains independent advice from PCI.

The following table presents the fees paid by the Corporation, to PCI, for services relating to the compensation of senior executives and executives.

<b>Fee category</b>	<b>2019 (\$)</b>	<b>2018 (\$)</b>
Fees for consulting services related to the compensation of senior executives and executives	30,423	29,648

#### **6.1.3 Role of Management**

The Committee requests and evaluates studies and recommendations made by management with respect to the design, development, management and operation of human resources programs for senior executives and executives.

The President and Chief Executive Officer, together with the most senior ranking members of the Corporation from human resources, finance, legal and other services, are involved in the development of these recommendations, depending on the nature of the matter. The Committee independently evaluates these studies and recommendations and decides if they will be the subject of a recommendation to the Board of Directors.

#### **6.1.4 Compensation Philosophy**

**We use compensation as a tool to support our business strategy**

The compensation philosophy for executives of the Corporation aims at optimizing the Corporation's performance by focusing on compensation which is based on performance and the achievement of predetermined objectives. The compensation strategy favours variable components linked to short term and medium term performance, and depends on the achievement of financial objectives set for the Corporation or its business units, or objectives tied to the achievement of strategic or key priorities linked to the development of the Corporation. Details of the composition of senior executive compensation are presented in Section 6.1.5.

Compensation plans and programs for executives are designed in order to:

- recruit, develop and retain key performing executives;
- reward executives who stand out by achieving predetermined and quantifiable objectives through superior performance;
- establish a direct relation between the interests of the executives, and those of the shareholders of the Corporation, by favouring the creation of short, medium and long term value at all levels of the organization;
- encourage teamwork and adhere to company ethics; and
- support the implementation of the Corporation's business strategy.

The Committee reviews periodically all of the components of executive compensation to ensure their adequacy with its business challenges and the competitiveness of its practices compared to market. The philosophy concerning executive compensation aims at not enticing executives to take inappropriate or excessive risks which would reasonably be likely to have material adverse consequences on the Corporation.

The following components of the executive compensation program support this philosophy:

<b>Components minimizing risks related to compensation</b>	
✓	Balance between fixed and variable compensation and between cash and equity based compensation
✓	Variable compensation horizons vary from 1 to 3 years, depending on the program
✓	Payments under the short term incentive program are limited to two times the target
✓	The payment of target short term incentive compensation and the vesting of medium term incentive compensation are subject to achieving performance objectives closely related to shareholders' interests, including adjusted net earnings per share, adjusted operating earnings, as well as measures such as return on capital employed (ROCE), cash flows generated by both the Printing Sector and the Media Sector, organic growth of the Packaging Sector, adjusted operating earnings before depreciation and amortization ("EBITDA") for the Packaging Sector and EBITDA margin before management fees for the Packaging Sector
✓	Since 2018, the vesting at the end of the three-year cycle is limited to 100% for the performance share units, with the exception of three senior executives for whom an overachievement factor could reach up to 200%
✓	The Corporation now uses a non-dilutive share unit plan to preserve value for shareholders
✓	Share ownership guidelines are applicable to the Corporation's executives
✓	The Corporation has put in place a clawback policy for variable compensation in the event of financial errors or inappropriate executive behaviors
✓	The Insider Policy prohibits executives from short selling or trading any put or call options with respect to securities of the Corporation

#### 6.1.4.1 Executive Compensation Clawback Policy

The Board of Directors has adopted an executive compensation clawback policy concerning awards made pursuant the short term and medium term incentive programs (the "Subject Compensation"). Pursuant to this Policy, which applies to all individuals who hold a position eligible for grants of share units under the Share Unit Plan, the Board of Directors may, at its sole discretion, to the extent permitted by applicable laws and to the extent it determines it is in the best interests of the Corporation to do so, require the reimbursement of all, or a portion, of the Subject Compensation received by an executive. The Board of Directors may therefore require any such reimbursement if all of the following conditions are met:

- (1) the amount of the Subject Compensation was calculated taking into account certain financial results that were subsequently changed as a result of a restatement of the financial statements of the Corporation (other than as a result of a change in accounting rules); and
- (2) the amount of the Subject Compensation that would have been awarded to the executive would have been lower than the amount actually received or awarded if the financial results had been properly reported.

In addition, any executive who has engaged in gross negligence, intentional misconduct or fraud, that caused the need for such restatement of the financial statements, is subject to this policy and could see his or her compensation be subject to a clawback by the Corporation.

#### 6.1.4.2 Insider Policy

The Corporation has a policy to ensure compliance with securities legislation regarding actions that may be taken by directors, officers, employees or any other person having privileged information regarding the Corporation's securities. This policy is subject to updates approved by the Board of Directors. On a quarterly basis, the Corporation reminds its insiders that all applicable trades must be reported to the appropriate authorities within five days of any transaction and that failure to do so could lead to penalties. In addition, the Corporation has established a rule whereby insiders may generally trade in the Corporation's securities during the period commencing on the third trading day following the release of the Corporation's interim or annual financial results and ending on the last day of the fiscal quarter during which such financial results are released. The policy expressly provides that an insider cannot carry out at any time, any trades if he or she has knowledge of a material fact, the disclosure of which could materially affect the share price. The policy further prohibits insiders from short selling or trading any put or call options with respect to securities of the Corporation.

#### 6.1.4.3 Compensation Competitiveness and Comparison Groups

In connection with the periodic review by the Committee of senior executive compensation, each component of total compensation (base salary, short term incentive compensation, medium term incentive compensation, pension plans, group benefits and indirect benefits) is reviewed in a benchmarking exercise, with the view of aligning to general market practices. The Committee approves the targets of the variable incentive programs, the financial measures supporting the Corporation's objectives as well as the relative weighting of such measures.

For purposes of designing the global compensation program for the senior executive team, the Committee has taken into account compensation paid for equivalent positions within comparison groups composed of businesses competing with the Corporation for the hiring of senior executives. For the Named Executive Officers, the Committee considers compensation data, included in management proxy circulars of selected publicly listed companies and published surveys from known firms, with the objective that target total direct compensation be positioned at the median of the market, the latter being composed of these comparison groups.

For the President and Chief Executive Officer, the President, TC Transcontinental Printing, and the President, TC Transcontinental Packaging, the Committee uses a comparison group formed of companies with revenues ranging from 1.1 billion dollars to 4.8 billion dollars, with an average of 3.0 billion dollars. The comparison group is comprised of companies representing the principal business activities of the Corporation, with an emphasis on packaging activities, given that one-half of the revenues of the Corporation now comes from this sector and that the Corporation intends to pursue its growth in these activities. The comparison group used to compare the compensation of these senior executives includes American-based companies of a size more or less comparable and with whom the Corporation competes for customers and recruitment of executive talent. In preparation for fiscal year 2020, a process was followed to review the composition of the comparison groups with a view, in particular, to making them more consistent for the positions of sector presidents.

With respect to the compensation of the Chief Financial Officer, and the Chief Legal Officer and Corporate Secretary, the Committee uses a comparison group formed of companies of a similar size, with head offices located in Québec.

The table below illustrates the comparison groups used to establish the Named Executive Officers' compensation.

<b>Companies forming the comparison group</b>	<b>President and Chief Executive Officer, President, TC Transcontinental Printing and President, TC Transcontinental Packaging</b>	<b>Chief Financial Officer and Chief Legal Officer and Corporate Secretary<sup>(1)</sup></b>
Aimia Inc.		✓
Bemis Company, Inc. <sup>(2)</sup>	✓	
CAE Inc.		✓
Cascades Inc.	✓	✓
CCL Industries Inc.	✓	✓
Cogeco Inc.		✓
Deluxe Corporation	✓	
Dollarama Inc.		✓

Companies forming the comparison group	President and Chief Executive Officer, President, TC Transcontinental Printing and President, TC Transcontinental Packaging	Chief Financial Officer and Chief Legal Officer and Corporate Secretary <sup>(1)</sup>
Dorel Industries Inc.		✓
Gildan Activewear Inc.		✓
Intertape Polymer Group Inc.	✓	
LSC Communications Inc.	✓	
Quad/Graphics, Inc.	✓	
Quebecor Inc.		✓
Rayonier Advance Materials	✓	✓
Sonoco Products Company	✓	
TFI International Inc.		✓
Transat A.T. Inc.		✓
Uni-Select Inc.		✓
Winpak Ltd.	✓	✓

(1) For the positions of Chief Financial Officer and Chief Legal Officer and Corporate Secretary, an additional reference group composed of Québec organizations was used to complete the comparison group when the number of observations are limited in management proxy circulars.

(2) On June 11, 2019, Amcor Plc completed the acquisition of Bemis Company, Inc. The shares of the combined company are now listed on US and Australian stock exchanges.

### 6.1.5 Composition of Global Compensation

**Target variable compensation represents at least one half of the total direct compensation  
for all Named Executive Officers**

The global compensation of the Corporation's senior executives is composed of direct compensation, which includes compensation payable in cash (base salary and short term incentive compensation), medium term incentive compensation (share units), special incentive compensation underlying the transformation towards packaging activities (which ended on October 27, 2019) (short term incentive cash compensation to which a very limited number of senior executives are eligible) and, until the end of 2013, long term incentive compensation (stock options), as well as pension plans, group benefits and indirect benefits. The decision to cease granting as of 2014 stock options was taken for various reasons, including to have better alignment with market practices and, in accordance with the compensation philosophy of the Corporation, to put emphasis on the performance and the strategic decision making process, as well as for administrative and accounting considerations.

The following table sets forth a summary of the principal components of executive compensation, their type, the manner in which they are determined or granted, as well as the objectives and performance period underlying each component. The target cash compensation and the total target direct compensation of the executives are benchmarked at the median of the companies forming part of the respective comparison group for each executive position.

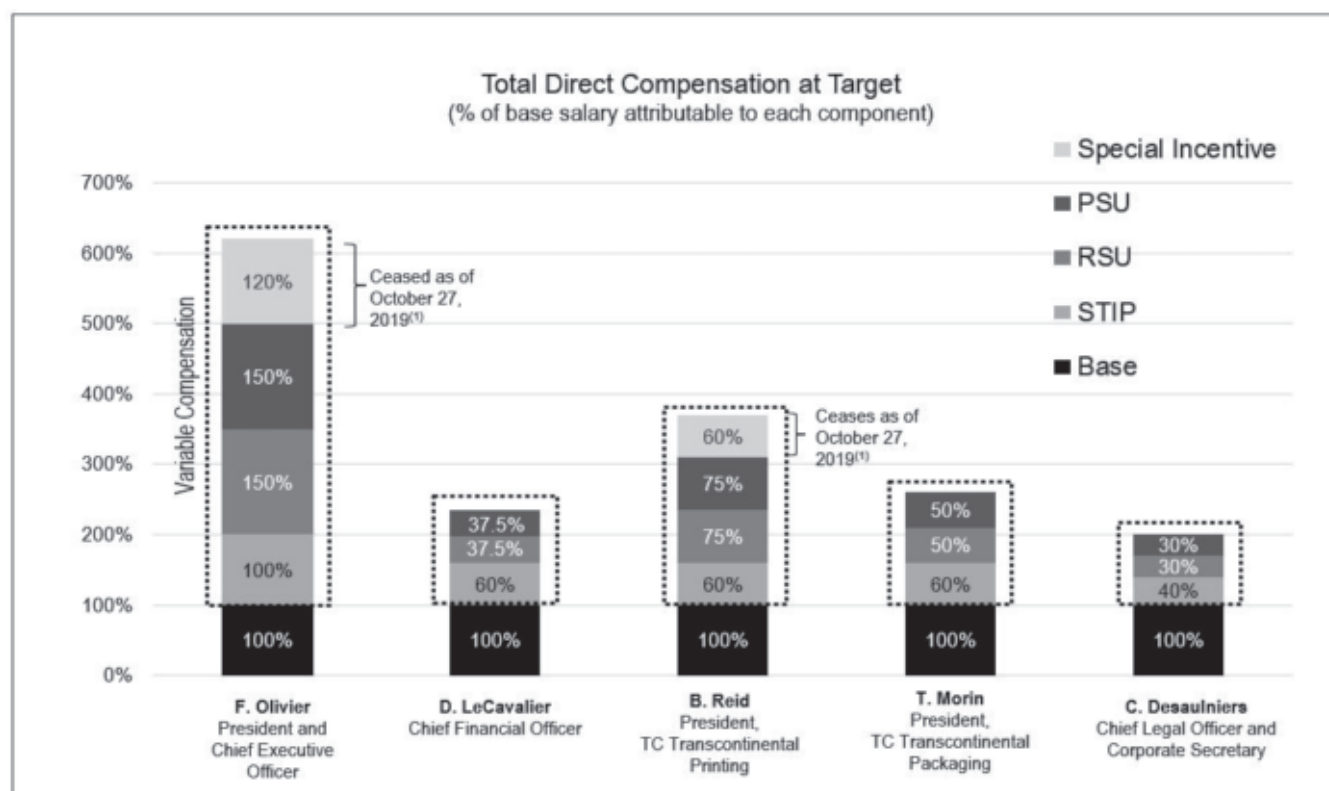
Component	Description	Performance period	Objectives
<b>Base Salary</b>	<ul style="list-style-type: none"> <li>Cash compensation determined based upon the inherent responsibilities of the position, the expertise and performance of the individual.</li> </ul>	One year	<ul style="list-style-type: none"> <li>Recognition of the individual's performance.</li> <li>Attraction and retention of key and high performing executives.</li> </ul>



Component	Description	Performance period	Objectives
<b>Short Term Incentive Compensation (STI)</b>			
	<ul style="list-style-type: none"> <li>Variable cash compensation based upon achieving financial objectives and objectives tied to the execution of certain strategic or high priority initiatives for the development of the Corporation, set out at the beginning of the year.</li> <li>Target payment corresponds to a percentage of the base salary between 0% and 100% depending on the position occupied.</li> <li>Maximum payment equivalent to two times the target.</li> </ul>	One year	<ul style="list-style-type: none"> <li>Focuses on the achievement of financial and operating objectives specific to each sector or business unit, and on strategic and consolidated financial objectives.</li> <li>Stimulates performance of the Corporation and achievement of superior results while encouraging collaboration between teams.</li> </ul>
<b>Special Incentive Program Underlying the Transformation Towards Packaging Activities (Special Incentive Program)</b>			
	<ul style="list-style-type: none"> <li>Transitory program implemented in 2014 to focus the efforts of the Corporation's transformation towards packaging activities.</li> <li>Variable cash compensation calculated based on the level of achievement of specific objectives of the Corporation's transformation between 2014 and 2019.</li> <li>The program ended in October 2019.</li> <li>Eligibility limited to very few senior executives and level of achievement is established annually.</li> <li>Depending on the position occupied, the target corresponds to 60% or 120% of base salary and overachievement can reach from 72% to 144% of base salary (for the years 2018 and 2019).</li> <li>The Committee has full discretion to assess annual performance achievement of the objectives.</li> </ul>	One year	<ul style="list-style-type: none"> <li>Recognizes additional efforts above and beyond normal responsibilities of a very limited number of senior executives to speed up the transformation towards packaging activities.</li> <li>Rewards the achievement of strategic and financial objectives linked to packaging activities.</li> <li>Ensures momentum and focuses certain Named Executive Officers towards the achievement of clear and specific high priority objectives, in line with the development of the packaging activities.</li> </ul>
<b>Share Unit Plan of Transcontinental Inc. (SUP) (Medium-term incentive compensation)</b>			
	<ul style="list-style-type: none"> <li>Variable compensation in the form of a grant, in equal proportion, of performance based share units ("PSUs") or deferred performance based share units ("DPSUs"), and restricted share units ("RSUs").</li> <li>Based on the position occupied as well as the individual's performance, the annual grant is established as a target percentage of the base salary between 0% and 300%.</li> <li>Vesting of PSUs, DPSUs and RSUs is determined at the end of a three-year cycle.</li> <li>PSUs and RSUs are payable upon vesting. Vested DPSUs are payable after termination of employment with the Corporation.</li> </ul>	Three years	<ul style="list-style-type: none"> <li>Alignment of the interests of the executives with those of the shareholders.</li> <li>Retention of executives.</li> <li>Recognition of the input of the executives of each sector and their active contribution to the success and medium term performance of the Corporation.</li> <li>A direct link between the executives' compensation and the consequences of their current decisions on the future results of the Corporation.</li> </ul>

The target compensation of the Named Executive Officers at the end of the fiscal year ended October 27, 2019 is represented below; each component is presented as a multiple of the senior executive's base salary. The variable compensation figures are based on the assumption that the objectives and vesting conditions are achieved at 100%. The special incentive component applicable to the President and Chief Executive Officer and the President, TC Transcontinental Printing is presented separately. The special incentive program was transitory in nature. As such, after October 27, 2019 this program ceased to exist as illustrated in the graph below. For the year 2019, Mr. Brian Reid assumed his responsibilities as President, TC Transcontinental Packaging until Mr. Thomas Morin took office, in addition to his current responsibilities as President, TC Transcontinental Printing. For purposes of the compensation analysis, the Named Executive Officers include the President and Chief Executive Officer, the Chief Financial Officer and the three most highly compensated executive officers in 2020.





(1) The special incentive program provided participants with the opportunity to maintain their cash compensation level until payment of the RSUs and PSUs granted in 2018 was made. This program ceased after October 27, 2019 (see Section 6.1.5.3).

#### 6.1.5.1 Base Salary

Base salary takes into account the breadth of the position and the responsibilities, as well as the performance of the executive. Base salaries are compared to the median of the salaries paid for equivalent positions within the comparison groups and to salaries for equivalent positions within the Corporation. Such salaries are reviewed on an annual basis and annual adjustments generally come into effect on January 1<sup>st</sup> following the end of the fiscal year. For 2019, the Committee approved a 2% budget for salary increases. For 2020, the Committee approved a 1.5% budget for the Printing Sector and a 2% budget for the head office and for the Packaging and Media Sectors. Salaries paid in 2019 to the Named Executive Officers are disclosed under the column “Salary” of the Summary Compensation Table in Section 6.2 and were subject to a 2% annual increase with the exception of Mr. Thomas Morin who started his employment on July 1, 2019.

#### 6.1.5.2 Short Term Incentive Compensation

Compensation paid pursuant to the short term incentive compensation program depends on the level of achievement of financial objectives, as well as objectives tied to the achievement of certain strategic or high priority activities associated to the development of the Corporation. The Corporation attributes to each executive, depending on his or her hierarchical level, an incentive target level set as a percentage of his or her base salary, representing the amount which will be paid if all objectives are achieved according to the targets set. Actual short term incentive compensation for senior executives may vary between zero and two times the target, based on the level of achievement of the predetermined objectives set out at the beginning of the fiscal year. The objectives and relative weighting are re-evaluated on an annual basis by the Committee and communicated to the relevant executives.

For the fiscal year ended October 27, 2019 the performance measures used for purposes of short term incentive compensation were as follows:

- (i) Financial objectives: the performance measures were adjusted net earnings per share and adjusted operating earnings at different levels of the organization (consolidated, sector, group). These objectives are chosen to link the performance of the executive to the financial performance of the Corporation.

- (ii) Operating objectives: the strategic performance measures vary depending on the business sector. These are developed with a medium term outlook, even if measured on an annual basis.
  - (a) For the Media Sector, the performance measures were focused on the implementation of the monetization of select databases of our brands, as well as on the successful migration to new technological platforms and the creation of digital content.
  - (b) For the Printing Sector, the performance measures were focused on cost management measures and revenue generation originating from acquisition of companies.
  - (c) For the Packaging Sector, the performance measures were focused on the net sales growth.
- (iii) Health, safety and wellness objectives: these performance measures were focused on key indicators of the Corporation's health and safety program for the Printing and Packaging Sectors and on the identification of area of improvement and the development of improvement plan related to health, safety and wellness for all Sectors.
- (iv) Talent objective: this performance measure was focused on performance management from the Printing Sector.

The weight of the financial indicators, in determining the amount the executive is entitled to receive, as short term incentive compensation, is designed to enhance the synergies between sectors and reinforce the accountability of the Corporation's executives.

The following table presents the target short term incentive compensation as a percentage of salary, the indicators used in 2019 to measure the Corporation's performance for purposes of the short term incentive compensation program, as well as their relative weight.

	Relative weight of financial indicators of the short term incentive program <sup>(1)</sup>						
	Target short term incentive (% of base salary)	Adjusted net earnings per share	Adjusted operating earnings of the Printing Sector	Adjusted net earnings before amortization, interest and taxes for the Packaging Sector	Operating objectives of the Printing Sector	Health, safety and wellness objectives <sup>(2)</sup>	Talent Objective
<b>François Olivier</b> President and Chief Executive Officer	100%	70%	—	15%	10%	5%	—
<b>Donald LeCavalier</b> Chief Financial Officer	60%	95%	—	—	—	5%	—
<b>Brian Reid<sup>(3)</sup></b> President, TC Transcontinental Printing	60%	50%	15%	30%	—	2.5%	2.5%
<b>Thomas Morin</b> President, TC Transcontinental Packaging	60%	50%	—	45%	—	5%	—
<b>Christine Desaulniers</b> Chief Legal Officer and Corporate Secretary	40%	95%	—	—	—	5%	—

(1) Excludes the special incentive program described under Section 6.1.5.3.

(2) For the President and Chief Executive Officer, this objective is divided equally among the health, safety and wellness objectives of the Packaging Sector, the Printing Sector, the Media Sector and the head office. For the President, TC Transcontinental Printing, this objective is divided equally among the health, safety and wellness objectives of the Packaging Sector and the Printing Sector.

(3) The relative weight of performance measures applicable to Mr. Brian Reid for the 2019 fiscal year reflects his responsibilities for the Packaging Sector until Mr. Thomas Morin took office, in addition to his responsibilities for the Printing Sector.

The target short term incentive compensation is calculated according to the following formula:

Base salary x applicable period x target incentive x multiplying factor associated to the achievement of the objectives.

The applicable period is defined as the number of months worked during the year. The multiplying factor corresponds to the level achieved for each objective. Each objective has a relative weighting. The multiplying factor is the weighted sum of each objective's multiplying factor.

#### Short Term Incentive Compensation Paid for the 2019 Fiscal Year

For the fiscal year ended October 27, 2019 certain objectives were achieved in full and others were partially achieved.

The following table presents the objectives for 2019 approved by the Board of Directors, as well as the results achieved by the Corporation:

Performance measure	Objective	Result	Evaluation of performance <sup>(1)</sup>
Adjusted net earnings per share <sup>(2)</sup>	2.85	2.56	90%
Increase in adjusted operating earnings for the Printing Sector	(4%)	(18%)	86%
Increase in adjusted net earnings before amortization, interest and taxes for the Packaging Sector	90 %	83%	97%
Operating objectives for the Printing Sector	— <sup>(3)</sup>	— <sup>(3)</sup>	25%
Operating objectives for the Media Sector	— <sup>(4)</sup>	— <sup>(4)</sup>	100%
Health, safety and wellness objectives	— <sup>(5)</sup>	— <sup>(5)</sup>	—
Talent objective	— <sup>(6)</sup>	— <sup>(6)</sup>	100%

(1) The payment is established according to payment grids based on the evaluation of the performance.

(2) Adjusted net earnings per share published by the Corporation are normalized to exclude exchange rate variations and other adjustments as follows:

(In millions of dollars, except per share amounts)	<b>2019</b>
<b>Net earnings</b>	<b>166.1</b>
Accelerated recognition of deferred revenues (after tax)	(9.0)
Restructuring and other costs (gains) (after tax)	(23.8)
Impairment of assets (after tax)	0.4
Impact of the U.S. tax reform on deferred taxes	30.2
Amortization of intangible assets arising from business combinations (after tax)	56.3
<b>Adjusted net earnings</b>	<b>220.2</b>
Effect of the stock-based compensation expense (after tax)	2.3
Effect of acquisitions/divestitures (after tax)	1.0
Exchange rate and other elements impact (after tax)	1.0
<b>Effect of normalizing items on adjusted net earnings applicable to participating shares (after tax)</b>	<b>4.3</b>
<b>Adjusted net earnings applicable to participating shares (after normalized items)</b>	<b>224.5</b>
Average number of shares in budget	87.8
<b>Adjusted net earnings per share</b>	<b>2.56</b>

(3) Objectives related to achieving cost management measures and revenue generation originating from acquisition of companies.

(4) Objectives related to elements tied to the implementation of the monetization of select databases of our brands, as well as on the successful migration to new technological platforms and the creation of digital content.

(5) Based upon management's evaluation, the health, safety and wellness objectives were achieved at 100% for the head office, the Packaging Sector and the Media Sector and at 50% for the Printing Sector.

(6) Based upon management's evaluation, the talent objective was achieved at 100% for the Printing Sector.

#### 6.1.5.3 Special Incentive Compensation Underlying The Transformation Towards Packaging Activities (Ended in 2019)

In January 2014, the Corporation implemented a special incentive compensation program for a very limited number of senior executives to support the transformation of the Corporation toward packaging activities. The program was originally scheduled to end in December 2017.

The special incentive program was renewed for 2018 and 2019 for the same Named Executive Officers in order to continue to support the progression of the packaging activities and to provide participants with the opportunity to maintain the level of their cash compensation until 2020, given that payment of RSUs and PSUs pursuant to this plan reviewed in 2018 will be made at the end of the first three-year cycle, being in 2020.

This program is designed to sustain momentum and clear focus towards the transformation into packaging. For 2018 and 2019, financial objectives related to the Packaging Sector were established annually by the Board of Directors to ensure continued focus on growth and profitability of the Packaging Sector.

For 2019, the target award of the program represented 60% or 120% of the Named Executive Officer's base salary. Each December, the Board of Directors assessed the level of achievement of the objectives, which could vary between 0% and 120%.

#### 6.1.5.4 Medium Term Incentive Compensation

The Corporation no longer offers long term incentive compensation (see Section 6.3.3.1). The objectives of the medium term incentive plan (see Section 6.1.5.4.1) are to:

- (i) align the interests of management with the increase in shareholder value; and
- (ii) attract and retain executives with key competencies.

The Committee reviews annually the provisions of the medium term incentive plan and recommends, if applicable, amendments to the Board of Directors.

Grants approved pursuant to the medium term incentive plans are recommended annually by the President and Chief Executive Officer, taking into account the hierarchical level of the relevant executive, the appropriate target percentage of base salary, as well as the contribution of the executive to the achievement of the performance objectives. The Committee reviews the grants, adjusts them where appropriate, and recommends their approval to the Board of Directors.

##### 6.1.5.4.1 *Share Unit Plan (the "SUP")*

The purpose of the SUP is to ensure a better alignment between the interests of executives and those of the shareholders by granting share units to eligible executives and to the Chair of the Board, the value of which will increase or decrease based on the value of the Corporation's Class A Shares. In order to support the Corporation's retention strategy, a portion of the annual share units grant is solely based upon the executive remaining employed by the Corporation at the end of a three-year cycle. The Corporation implemented the SUP in order to grant share units to executives in recognition of their contribution to the medium term performance and success of the Corporation. The SUP is intended to favor value creation in the medium term, to achieve sector specific objectives and alignment with the strategic plan of the Corporation. Share units that are granted entitle the holder to receive the equivalent in share units of any dividend declared by the Corporation to holders of Class A Shares, subject to vesting of such share units at the end of the three-year cycle, if applicable.

The SUP was initially approved by the Board of Directors of the Corporation on June 14, 2005 and amended on several occasions. The SUP is non-dilutive and is settled in cash or shares purchased on the open market on the Toronto Stock Exchange.

The Committee has the authority to make recommendations to the Board of Directors regarding participants to the SUP, the terms and conditions of each grant, the type of units (in the form of deferred share units (DSUs) or RSUs), the date of the grant, the vesting date and the vesting conditions.

Vesting of PSUs is based on the average of the results achieved with respect to the short term incentive compensation program over a three-year period for grants made prior to 2018. As such, the grants made in 2017 that vested in December after the end of the 2019 fiscal year were the last ones based on this vesting formula. Some of these financial and strategic objectives take effect over three years. They were reviewed annually to ensure they were aligned with the three-year plan. Using for all grants one financial performance measure from one type of industry is not relevant given the diversity of the operating sectors of the Corporation and that no other organization operates in all the same sectors. The medium term performance measure used for all grants prior to 2018 was the average level of achievement of specific strategic objectives for each sector over a three-year period.

Until 2019, results achieved by the President, TC Transcontinental Printing determined the vesting of PSUs of the executives of the Printing Sector and the Packaging Sector (as he was then acting as President of the Printing Sector and the Packaging Sector). Vesting of PSUs for the head office and Media Sector executives depends on the results achieved by the President and Chief Executive Officer.

The program was reviewed in January 2018 to introduce new performance measures. Vesting of PSUs granted in January 2018 is dependent upon the following financial measures: return on capital employed (ROCE), cash flows generated by both the Printing Sector and the Media Sector, organic revenue growth of the Packaging Sector, and adjusted operating earnings before depreciation and amortization (EBITDA) for the Packaging Sector. In addition, for the President, TC Transcontinental Printing, EBITDA margin before management fees for the Packaging Sector was also included as a performance measure. Depending on measures, their achievement is measured either against three-year averages or as the average result of three yearly targets. An overachievement factor was introduced for three Named Executive Officers.

The vesting of PSUs granted in 2019 is dependent upon the following financial measures: return on capital employed (ROCE), cash flows generated by both the Printing Sector and the Media Sector, organic revenue growth of the Packaging Sector, and EBITDA before management fees for the Packaging Sector. Depending on measures, their achievement is measured either against three-year weighted averages, three-year compounded annual growth rates or as the average result of three yearly targets. The weighting allocated to each measure varies on the basis of the participant's Sector and position occupied. An overachievement factor is in effect for three Named Executive Officers.

The selected performance measures aim to ensure that the Corporation's transformation strategy continues to be deployed as expected, while maintaining financial performance of the Corporation through profitable organic growth, as well as making conscientious use of the Corporation's capital.

PSUs granted represent generally one-half of the total grant. The Committee may choose to grant to certain executives deferred performance based share units (DPSUs) in replacement of PSUs in order to assist them in achieving their share ownership requirements.

#### Grants during the 2019 Fiscal Year

On January 10, 2019 a total of 450,122 share units were granted to 45 persons, of which 146,210 were performance based (PSUs), 61,322 were deferred performance based (DPSUs), 215,209 were retention based (RSUs) and 27,381 vested deferred share units (DSUs) were granted in connection with the conversion of annual short term incentive compensation. On February 28, 2019 a total of 4,176 share units were granted to two persons, of which 504 were performance based share units (PSUs), 1,584 were deferred performance based (DPSUs), and 2,088 were retention based (RSUs). On June 6, 2019 a total of 65,442 share units were granted to two persons, of which 32,721 were deferred performance based (DPSUs), 32,721 were retention based (RSUs).

On January 9, 2020 a total of 525,857 share units were granted to 43 individuals and 3,041 vested deferred share units (DSUs) were granted in connection with the conversion of annual short term incentive compensation.

In addition, during the 2019 fiscal year, 25,513 RSUs, 19,220 PSUs, 5,219 DPSUs and 16,108 DSUs were granted, representing the payment of dividends payable regarding grants made on January 9, 2017, January 9, 2018, January 10, 2019, February 28, 2019 and June 6, 2019.

An executive who holds RSUs or PSUs may receive payment at the end of a three-year cycle following the grant if the vesting conditions have been satisfied. An executive who holds DSUs may only receive payment after leaving the Corporation, provided that the vesting conditions have been satisfied. Vesting of RSUs depends only upon the executive remaining in the employment of the Corporation at the expiry of the three-year cycle.

The price of the share units grant is calculated based on the weighted average price of transactions of the Class A Shares on the Toronto Stock Exchange (the "Market Value") for the five trading days immediately preceding the date of the grant.

Participants receive, as at the date of payment in the case of DSUs or as at the date of vesting in the case of RSUs and PSUs, a value equal to the Market Value of the Class A Shares on that date. The Board of Directors then determines if the payment will be made in shares acquired on the open market or in cash. Vested DSUs are paid at the time of the termination of employment while RSUs and PSUs must be paid out when rights vest, three years after the date of the grant.



Details of the SUP are presented in note 23 to the Corporation's audited consolidated financial statements for the fiscal year ended October 27, 2019 which are included in the 2019 Annual Report. These documents can be found on the Internet site of SEDAR ([www.sedar.com](http://www.sedar.com)) as well as on the Corporation's website ([www.tc.tc](http://www.tc.tc)).

#### Vesting of the 2017 Grants after the End of the 2019 Fiscal Year

On January 9, 2017 the Corporation granted 259,710 share units, of which 116,665 share units were performance based, 9,882 share units were deferred performance based and 133,163 share units were retention based.

Vesting of the performance based share units was conditional upon the average cumulative performance over a three-year period of the results achieved pursuant to the short term incentive compensation program for the President, TC Transcontinental Printing with respect to the employees of the Printing Sector and the Packaging Sector (the President of TC Transcontinental Printing then being President of the Packaging Sector and the Printing Sector), and for the President and Chief Executive Officer with respect to head office employees as well as for employees of the Media Sector. As previously indicated, grants made in 2017 that vested after the end of the 2019 fiscal year were the last ones based on this vesting formula representing the cumulative performance under the short term incentive compensation plan.

In accordance with the provisions of the SUP, on December 17, 2019 all of the outstanding retention based share units and performance based share units for head office employees and Media Sector employees vested. Only 79% of the performance based share units still outstanding vested for the employees of the Printing Sector and the Packaging Sector.

Of the 133,163 retention based share units granted on January 9, 2017 which vested on December 17, 2019, the value of 120,661 RSUs (\$1,668,742) was paid to their holders. Of the 116,665 performance based share units granted on January 9, 2017 which vested on December 17, 2019, the value of 99,852 PSUs (\$1,380,956) was paid to their holders. Of the 9,882 deferred performance based share units granted on January 9, 2017 which vested on December 17, 2019, 6,098 were paid in DSUs to their holders. The remaining retention based and performance based share units were cancelled upon termination of employment of employees and, therefore, 87% of these share units vested on December 17, 2019.

#### **6.1.6 Share Ownership Guidelines**

The Corporation has share ownership guidelines and extended the application of those guidelines to executives and senior executives. Depending on their hierarchical level, they had to own the equivalent of up to three times their annual base salary in shares of the Corporation, vested deferred share units, and/or retention based unvested restricted share units. This requirement must be attained within five years following hiring, promotion or from the moment the employee becomes subject to the share ownership guidelines.

An increase to the required multiples of base salaries has been approved for 2020 for the President and Chief Executive Officer, the Chief Financial Officer, the President, TC Transcontinental Printing and the President, TC Transcontinental Packaging. Those new guidelines are indicated in the following table.

<b>Share ownership guidelines</b>	<b>Multiple of base salary for 2019</b>	<b>Multiple of base salary for 2020</b>
President and Chief Executive Officer	3.0	4.0
Chief Financial Officer	1.5	2.0
President, TC Transcontinental Printing	1.5	2.0
President, TC Transcontinental Packaging	1.5	2.0
Chief Functional Officers and Senior Vice Presidents	1.0	1.0
Other Designated Executives, Vice Presidents and Managers	0 to 1.0	0 to 1.0

In addition, the Corporation's senior executives and executives who are subject to the share ownership guidelines, may convert all or a portion of their short term incentive payable pursuant to the short term incentive program or the special incentive compensation program into vested DSUs. This measure is intended to reduce the time it takes an executive to meet the share ownership guidelines.

The following table presents the ownership of shares of the Corporation by the Named Executive Officers at the end of the fiscal year ended October 27, 2019.

Named Executive Officer	Number of Class A Shares	Number of vested DSUs	Number of retention based RSUs <sup>(1)</sup>	Total value (\$) <sup>(2)</sup>	Ownership guidelines - Multiple of base salary 2019	% of achievement of the requirement
<b>François Olivier</b> President and Chief Executive Officer	42,210	211,463	204,372	8,790,092	3.0	275%
<b>Donald LeCavalier</b> Chief Financial Officer	11,100	168	15,373	515,387	1.5	81%
<b>Brian Reid</b> President, TC Transcontinental Printing	3,000	21,413	53,287	1,580,676	1.5	190%
<b>Thomas Morin</b> President, TC Transcontinental Packaging	—	—	27,419	412,661	1.5	50%
<b>Christine Desaulniers</b> Chief Legal Officer and Corporate Secretary	10,000	30,200	18,354	1,092,156	1.0	266%

(1) Unvested. Upon vesting, RSUs are payable in shares of the Corporation or in cash, at the discretion of the Board of Directors.

(2) The total value is calculated using the highest of the grant price or the purchase price and the closing price of the Class A Shares on the Toronto Stock Exchange on October 25, 2019, being the last business day of the fiscal year.

### 6.1.7 Pension Plans

The pension plans offered to the Named Executive Officers and the retirement savings plan offered to US Named Executive Officers are described in Section 6.4.

### 6.1.8 Compensation of the President and Chief Executive Officer

As President and Chief Executive Officer, the base salary of Mr. François Olivier for the 2019 calendar year was \$1,065,400. The base salary of Mr. François Olivier was increased to \$1,081,400 for the calendar year commencing on January 1, 2020 representing an increase of 1.5% compared to his base salary for the 2019 calendar year, in consideration of his performance as well as to ensure he maintains his positioning within his comparison group. The Committee decided to maintain his short term variable compensation target.

In 2018, the grant value of RSUs and PSUs was increased and a multiplier was introduced. The multiplier can reach up to a maximum of two times the number of PSUs held by the President and Chief Executive Officer at the end of the three-year cycle, if performance objectives are overachieved. The first payments related to RSUs and PSUs (should performance warrant) granted in 2018 will be paid in December 2020.

It is important to note that one-half of the share units granted pursuant to the medium term compensation program will only vest if certain financial objectives are satisfied, and that the value that will be received from vested share units is a direct function of the share price of the Class A Shares at the time of vesting. These characteristics of the medium term compensation program demonstrate the important alignment of the compensation of the President and Chief Executive Officer with the interests of the shareholders. In the meantime, to maintain the competitiveness of the global compensation of Mr. Olivier, the special incentive compensation program described in Section 6.1.5.3 was extended for 2018 and 2019. This program ended on October 27, 2019.

The short term incentive compensation of Mr. François Olivier for the fiscal year ended October 27, 2019 was \$581,975 (54.6% of the target), compared to \$945,204 for the fiscal year ended October 28, 2018 (91% of the target).



The table below presents the results achieved for each performance measure.

Performance measure	Objective	Result	Evaluation of performance	Payout <sup>(1)</sup>	Weight
<b>Short Term Incentive Compensation</b>					<b>100%</b>
Adjusted net earnings per share (\$) <sup>(2)</sup>	2.85	2.56	90%	50%	70%
Increase on adjusted net earnings before amortization, interest and taxes for the Packaging Sector	90%	83%	97%	85%	15%
Operating objectives for the Printing Sector	— <sup>(3)</sup>	— <sup>(3)</sup>	25%	25%	10%
Health, safety and wellness objectives	— <sup>(4)</sup>	— <sup>(4)</sup>	87.5%	87.5%	5%
<b>Weighted average</b>				<b>54.6%</b>	

(1) The payment indicated is established according to payment grids based on the evaluation of the performance.

(2) Adjusted net earnings per share are detailed in note 1 of the 2019 objectives table under Section 6.1.5.2.

(3) The operating objectives for the Printing Sector are detailed in note 2 of the 2019 objectives table under Section 6.1.5.2.

(4) The health, safety and wellness objectives are detailed in note 4 of the 2019 objectives table under Section 6.1.5.2. These objectives were achieved at 100% for the head office, the Media Sector and the Packaging Sector and at 50% for the Printing Sector.

As part of the 2019 special incentive compensation program, Mr. François Olivier is one of two senior executives eligible to such variable incentive compensation. Payment depends on the achievement of precise and measurable annual objectives related to the transformation of the Corporation towards packaging activities. For the fiscal year ended October 27, 2019, the payment to Mr. Olivier related to this program was \$1,278,480, being 100% of the 2019 target (120% of the base salary), even if the performance objectives were overachieved at 136%.

Performance measure	Evaluation of performance	Weight
<b>Special Incentive Compensation Program</b>		
Run rate of cost savings as at October 27, 2019	136%	100%

Mr. François Olivier participates to the SUP and the number of share units granted was recommended by the Committee and approved by the Board of Directors. On January 10, 2019, the Corporation granted to Mr. Olivier 81,786 retention based RSUs, 81,786 PSUs and 25,589 DSUs in regards to the conversion of a portion of his annual short term incentive compensation. Vesting of these PSUs, which can range from 0% to 200%, is based on the cumulative performance (three-year compounded annual growth rate) of organic revenue as well as the three-year average EBITDA margin before management fees for the Packaging Sector and the average result of three annual objectives for free cash flows for the Printing Sector and the Media Sector and return on capital employed for the Corporation.

The amount payable with respect to vested share units granted in 2019 will be determined in December 2021 based on the price of the Class A Shares on the date of payment. The value of the share-based award presented in the Summary Compensation Table (see Section 6.2) is calculated based on the price of the Class A Shares on the date of grant.

In addition, 9,856 RSUs, 9,856 PSUs and 10,790 DSUs (representing the equivalent of the dividends paid on the number of Class A Shares equal to the number of RSUs, PSUs and DSUs outstanding at the time of payment of each dividend) were granted to Mr. Olivier during the fiscal year ended October 27, 2019.

On December 17, 2019, 44,949 RSUs (and 5,210 share units representing the equivalent of the dividends declared on the Class A Shares), and 44,949 PSUs (and 5,210 share units representing the equivalent of the dividends declared on the Class A Shares) granted to Mr. François Olivier on January 9, 2017 at a price of \$22.67 per share unit vested and were paid at \$13.83 per share unit, as the performance objectives for the 2017 to 2019 cycle were satisfied. For Mr. François Olivier, this represents a total payment of \$1,387,394 compared to a target value of the share units grant of \$2,037,988 for the 2017 fiscal year disclosed under the Summary Compensation Table under Section 6.2, being approximately 68%.

On January 9, 2020, the Corporation granted to Mr. François Olivier 204,682 share units (RSUs and PSUs).

In the event of termination without sufficient cause, the Corporation has agreed to pay to Mr. Olivier an amount equal to two times his base salary and the sum of his short term incentive compensation paid for the last two completed years preceding his termination of employment as well as accelerate the vesting of his options and retention based share units. His employment agreement also contains non-competition undertakings for a period of 24 months.

In the event of termination of employment following a change of control, or the sale of a substantial portion of the assets of the Corporation, Mr. Olivier would also receive an amount equal to two years of his annual base salary and the sum of his short term incentive compensation paid during the last two years preceding his termination of employment. He would also benefit from an acceleration of the vesting of his options and all of his share units. His employment agreement also contains non-competition undertakings for a period of 24 months.

Mr. Olivier is eligible to the pension benefits described under Section 6.4.3.

In order to establish a relevant comparison, the following graph and table establish a comparison between the total realized compensation (and realizable later when not yet paid) of the President and Chief Executive Officer in the same fiscal year in which it was originally granted, regardless of the year of the payment.

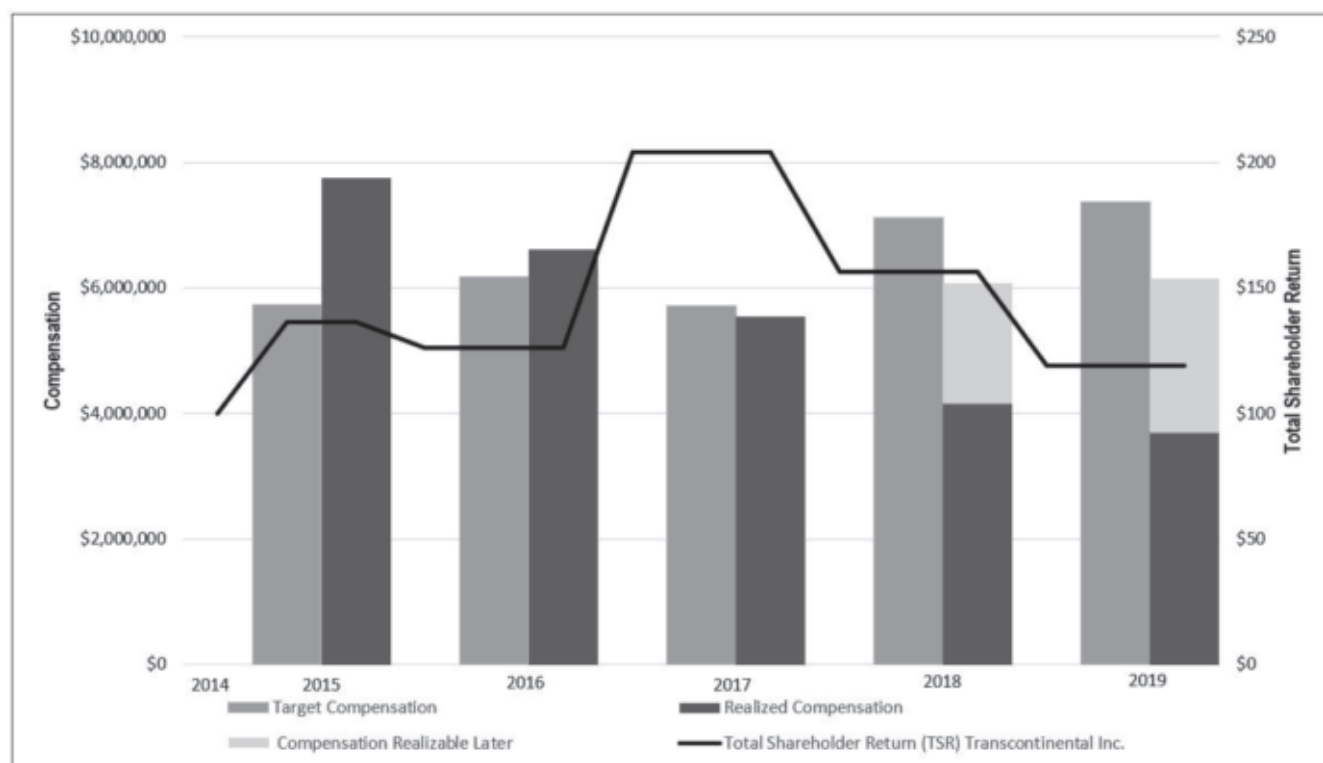
Realized compensation includes base salary, short term incentive compensation paid, compensation received pursuant to the special incentive compensation program, the value of vested share units that have also been paid, the value of the pension benefits and other compensation elements as of October 27, 2019.

Realizable compensation represents all unpaid amounts related to share units grant, being the value of the share units as of October 27, 2019. It is understood that these amounts are targets, are based on assumptions and are in no way a guarantee of the actual amounts that will be paid based on the achievement of the objectives and the market price of the Class A Shares at the time of payment.

The realized value of unvested share units and unexercised stock options is calculated based on the closing price of the Class A Shares on October 25, 2019 (\$15.05), the last business day of the fiscal year.

For illustration purposes, the President and Chief Executive Officer's realized value is compared to value to shareholders, which represents the cumulative value of a \$100 investment in the Corporation's Class A Shares made on the first trading day of the period indicated, assuming reinvestment of dividends. Note that, for the years 2015 to 2019, the special incentive compensation program is included in Mr. Olivier's compensation, and that this program ended on October 27, 2019.

During the last five fiscal years, the aggregate realized and realizable later compensation of Mr. François Olivier is equivalent to 100% of the target compensation, while the value for shareholders of a \$100 investment is equivalent to 119% of its value as of November 1, 2014.



Fiscal year	Target compensation for the fiscal year (\$) <sup>(1)</sup>	Realized compensation for the fiscal year (\$) <sup>(2)</sup>	Value of compensation realizable later as of October 27, 2019 for fiscal years 2018 and 2019 (\$) <sup>(3)</sup>	Value to shareholders at the end of fiscal year of a \$100 investment as of November 1, 2014 (\$) <sup>(4)</sup>
2015	5,726,535	7,755,406	—	136
2016	6,178,819	6,609,612	—	126
2017	5,718,116	5,653,444	—	204
2018 <sup>(5)</sup>	7,121,597	4,161,926	1,914,691	156
2019 <sup>(5)</sup>	7,362,985	3,687,426	2,461,759	119

- (1) Includes base salary, target short term incentive compensation, target compensation received pursuant to the special incentive compensation program for 2015, 2016, 2017, 2018 and 2019, target grants under the SUP, value of pension benefits and value of other compensation elements. In 2018, the target award under the SUP was increased to 300% of base salary, compared to 200% for the preceding fiscal years, explaining the increase in total target compensation. The target value under the SUP is an estimate of the value of the share units that could be vested and paid at the end of the three-year cycle. This portion of the compensation remains at risk until the payment date. The value that will actually be received is subject to the Corporation's operational performance as well as the price of the Class A Shares on the payment date.
- (2) Includes base salary, short term incentive compensation paid, compensation received pursuant to the special incentive compensation program for 2015, 2016, 2017, 2018 and 2019, the actual value received based on the closing price of the Class A Shares at the time of vesting of the share units granted in 2015, 2016 and 2017, the value of pension benefits and the value of other compensation elements. For Mr. François Olivier, this represents a total payment of \$1,387,394, compared to the target value of the share units grant of \$2,037,988 for the 2017 fiscal year disclosed under the Summary Compensation Table under Section 6.2, being approximately 68%.
- (3) Includes the estimated value of the unvested share units granted in 2018 and 2019 (which will vest in 2020 and 2021) at the end of the fiscal year 2019, using the closing price of the Corporation's Class A Shares on the Toronto Stock Exchange of \$15.05 as of October 25, 2019, being the last business day of the fiscal year.
- (4) Value of a \$100 investment in Class A Shares invested on November 1, 2014 and evaluated at the end of each fiscal year mentioned in the table.
- (5) The compensation disclosed for 2018 and 2019 is higher, given that both the special incentive compensation paid (\$1,496,736 for 2018 and \$1,278,480 for 2019) and the increase in the target value of the medium term incentive program grant for 2018 and 2019 (unvested and that will be paid in 2020 and 2021) are included (\$1,039,400 for 2018 and \$1,065,400 for 2019). The special incentive compensation program ended on October 27, 2019.

The table below shows the total vested and unvested equity of the Corporation owned by Mr. François Olivier as of October 27, 2019. His total ownership value at risk is \$10,406,298.

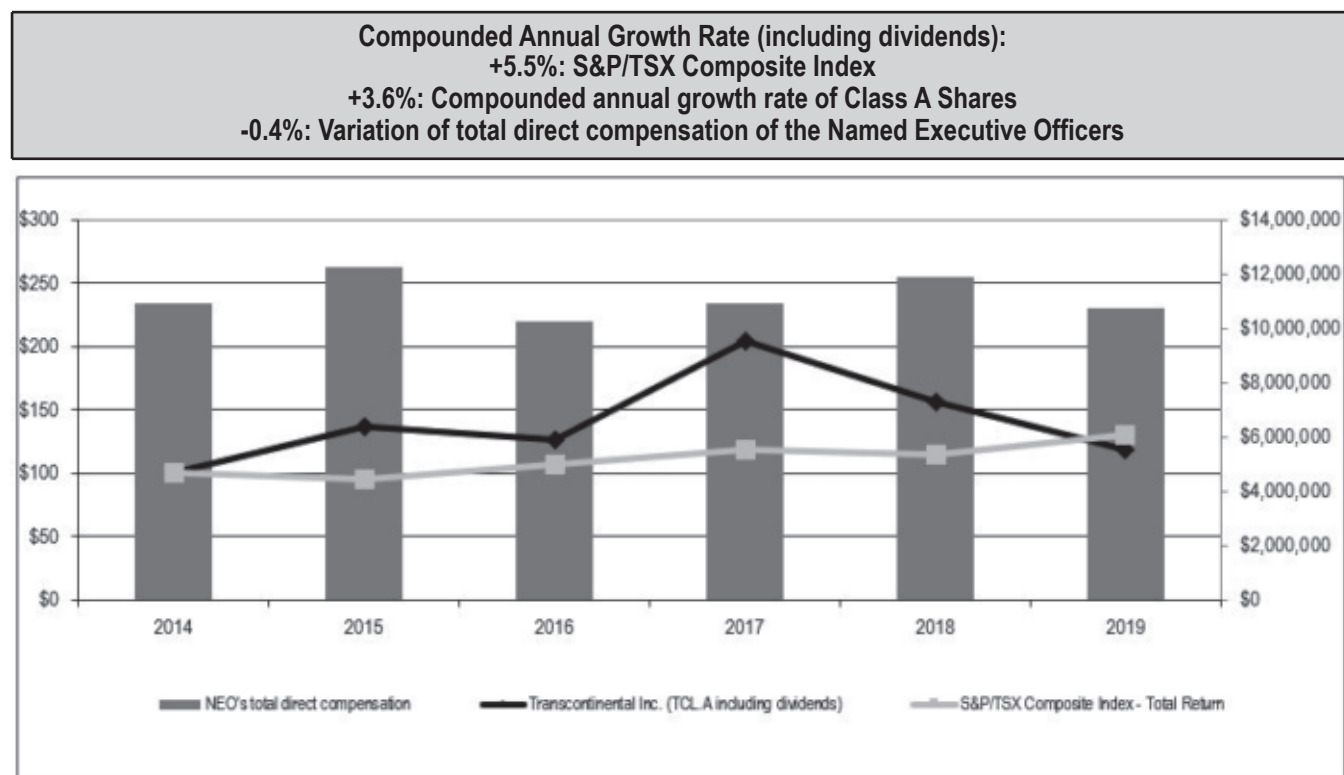
Holdings	Shares	DSUs	Vested options <sup>(1)</sup>	Total vested	PSUs	RSUs	Unvested options <sup>(1)</sup>	Total unvested	Total ownership and value at risk
Number	42,210	211,463	117,452	371,125	204,372	204,372	—	408,744	\$10,406,298
Value <sup>(2)</sup>	\$635,260	\$3,182,518	\$436,922	\$4,254,700	\$3,075,799	\$3,075,799	—	\$6,151,598	

(1) Represents the estimated gain from the exercise of the underlying options.

(2) Calculated using the closing price of the Corporation's Class A Shares on the Toronto Stock Exchange of \$15.05 as of October 25, 2019, being the last business day of the fiscal year.

### 6.1.9 Performance Graph

The following graph illustrates the total cumulative yield of a \$100 investment in shares of the Corporation made on October 31, 2014 compared with the cumulative performance of the S&P/TSX Composite Index on the Toronto Stock Exchange and the evolution of the total direct compensation of the Named Executive Officers for the last five fiscal years.



As at:	October 31, 2014	October 31, 2015	October 31, 2016	October 29, 2017	October 28, 2018	October 27, 2019
TCL.A	\$15.39	\$20.15	\$17.94	\$28.12	\$20.85	\$15.05
Total direct compensation of the Named Executive Officers (in \$000)	\$10,952	\$12,286	\$10,242	\$10,931	\$11,891	\$10,754
S&P/TSX Composite Index - Total Return	\$44,318.34	\$41,271.89	\$47,645.50	\$52,847.06	\$50,799.62	\$57,793.26

### **6.1.10 Graphic Illustration of the Performance**

During the last five years, the total direct compensation of the Named Executive Officers (base salary, short term incentive compensation and share based awards) went from \$10,952,186 in 2014 to \$10,753,582 in 2019, an annualized variation of -0.4%. During the same period, the price of Class A Shares went from \$15.39 on October 31, 2014 to \$15.05 on October 25, 2019 (the last business day of the fiscal year). The compound annual growth rate, including dividends, of the Class A Shares is 3.6%.

It should be noted that the Named Executive Officers in 2019 were not all the same as those on October 31, 2014 and that incentive compensation programs have been significantly modified during this same period. For a number of reasons, we cannot establish a direct relationship between the evolution of the total direct compensation of the Named Executive Officers and the evolution of the price of Class A Shares between two specific points in time.

Firstly, a portion of the compensation is composed of a fixed salary and a variable short term component which depends on the achievement of financial and operating objectives related to the activities led by each Named Executive Officer. In addition, a special incentive compensation program underlying the transformation towards packaging activities was implemented in 2014. In the last five years, the total direct compensation for the Named Executives Officers increased significantly by the amounts payable as a result of this special incentive compensation program which is transitory in nature. This program ended on October 27, 2019. In 2018, the value of the RSU and PSU grants increased for the President and Chief Executive Officer, and the President, TC Transcontinental Printing. In 2019, the value of the RSU and PSU grants increased for the Chief Financial Officer. As to the variable medium term compensation component, even though based on share units, the final value of which is directly tied to the price of the Class A Shares, the value of the variable medium term portion at the time of grant is not a function of the share price as it depends on the hierarchical level and individual performance.

In addition, the price of the Class A Shares depends on a number of factors outside of the control of the Corporation, including the perception of investors of the industries in which the Corporation operates as well as the economic conjuncture, to name just a few.

For purposes of this analysis, and in order to avoid any duplication, amounts granted pursuant to arrangements relating to termination of employment were excluded from the analysis. In addition, only five Named Executive Officers were considered in the above analysis.

### **6.1.11 Conclusion**

In accordance with the Corporation's compensation policy, a significant portion of the compensation paid to executives is tied to the performance of the Corporation, as well as at its operating sectors and that of the individual executive concerned. The Committee reviews the compensation programs for executives on a regular basis to ensure that they remain competitive and are in line with the objectives, values and commercial strategies of the Corporation.

When circumstances warrant, the Committee may make recommendations that deviate from current policies.

January 9, 2020

The Human Resources and Compensation Committee composed entirely of independent directors:

Jacynthe Côté, chair

Peter Brues

Anna Martini

Jean Raymond

## **6.2 Summary Compensation for Named Executive Officers**

The following table details compensation information for the fiscal years ended October 27, 2019, October 28, 2018 and October 29, 2017 for the individuals who held the roles of President and Chief Executive Officer, Chief Financial Officer as well as the other three most highly compensated executive officers of the Corporation, during the last fiscal year, who were employees of the Corporation on October 27, 2019 (the "Named Executive Officers").

The 2019 summary compensation table includes unvested and target RSU and PSU values at the date of grant (June 2019, January 2019, January 2018 and January 2017) corresponding to new SUP targets, as well as the value of the amount paid pursuant to the special incentive compensation program paid in connection with the 2018 and 2019 fiscal years. Consequently, the total compensation disclosed for 2018 and 2019 is higher than the compensation actually paid for the 2018 and 2019 fiscal years, given that both the special incentive compensation (paid) and the increase in the target value of the medium term incentive

program (unvested) grant for 2018 and 2019 are included. In reality, the grants for the medium term incentive made during the 2017 fiscal year when the price of the Class A Shares was \$22.67, were paid at a price of \$13.83 per share unit in December 2019, grants made in 2018 will vest, in part or in whole, and paid at the end of 2020 (performance warranted) and the grants made in 2019 will vest, in part or in whole, and paid at the end of 2021 (performance warranted) while the special incentive compensation program has ceased on October 27, 2019.

Name and principal position	Year	Salary (\$)	Share-based awards (\$) <sup>(1)</sup>	Option-based award (\$)	Non-equity incentive plan (\$)		Pension value (\$)	All other compensation (\$) <sup>(3)</sup>	Total compensation (\$)
					Annual incentive plans <sup>(2)</sup>	Long term incentive plans			
<b>François Olivier</b> President and Chief Executive Officer	2019	1,060,800	3,196,197	—	1,860,455	—	190,627	575,545	6,883,624
	2018	1,035,869	3,118,211	—	2,441,940	—	182,044	502,074	7,280,137
	2017	1,015,539	2,037,988	—	2,614,398	—	176,946	493,597	6,338,467
<b>Donald LeCavalier</b> Chief Financial Officer	2019	425,000	366,570	—	133,875	—	84,250	72,623	1,082,318
	2018	313,019	120,687	—	241,360	—	32,239	59,732	767,037
	2017	291,185	118,337	—	236,640	—	31,186	63,854	741,203
<b>Brian Reid</b> President, TC Transcontinental Printing	2019	553,194	833,381	—	516,291	—	82,901	144,628	2,130,395
	2018	540,165	812,997	—	625,604	—	80,964	133,034	2,192,764
	2017	529,600	531,385	—	703,083	—	79,381	123,843	1,967,292
<b>Thomas Morin<sup>(4)(5)</sup></b> President, TC Transcontinental Packaging	2019	191,828	737,061	—	112,502	—	1,631	320,618	1,363,640
	2018	—	—	—	—	—	—	—	—
	2017	—	—	—	—	—	—	—	—
<b>Christine Desaulniers</b> Chief Legal Officer and Corporate Secretary	2019	408,831	271,372	—	86,226	—	57,182	99,012	922,623
	2018	399,458	240,345	—	204,632	—	55,882	93,828	994,145
	2017	391,843	235,632	—	314,160	—	54,817	93,099	1,089,551

- (1) Represents the value of share-based awards pursuant to the Share Unit Plan based upon the value of Class A Shares at the time of grant of \$22.67, \$24.51, \$19.54 and \$14.38 for grants made on January 9, 2017, January 9, 2018, January 10, 2019 and June 6, 2019, respectively. It should be noted that the actual value received, if any, will be different as it will depend on the portion of the share units that will effectively vest at the expiry of the three-year cycle, in December 2019, 2020 and 2021, respectively, and the price of the Class A Shares at the time of vesting. The payment of January 9, 2017 grants was made in December 2019 at a price of \$13.83 per share unit and not at the grant price of \$22.67 per share unit used for the purposes of this table. Please refer to Section 6.1.8 for a detailed analysis of Mr. François Olivier's realized and realizable later compensation over the last five fiscal years. Vesting of a portion of the share units granted is contingent upon the achievement of performance objectives. The distribution of the values according to the type of share units for 2019 is as follows (the targets under the Share Unit Plan for Mr. Donald LeCavalier were increased in 2019. See Section 6.1.10):

Name and principal position	RSU	PSU	DPSU
<b>François Olivier</b> President and Chief Executive Officer	\$1,598,098	\$1,598,098	—
<b>Donald LeCavalier</b> Chief Financial Officer	\$183,285	—	\$183,285
<b>Brian Reid</b> President, TC Transcontinental Printing	\$416,691	\$416,691	—
<b>Thomas Morin</b> President, TC Transcontinental Packaging	\$368,531	—	\$368,531
<b>Christine Desaulniers</b> Chief Legal Officer and Corporate Secretary	\$135,686	\$135,686	—

- (2) Including the short term incentive compensation paid and the amount paid pursuant to the special incentive compensation program for Messrs. François Olivier and Brian Reid in 2017, 2018 and 2019. 2019 was the last year of this transitory program.
- (3) Including, in 2019, cost of indirect benefits, group insurance, and the value of credited dividends on share units. The value of credited dividends in 2019 is \$481,564 for Mr. François Olivier, \$22,063 for Mr. Donald LeCavalier, \$98,651 for Mr. Brian Reid, \$22,732 for Mr. Thomas Morin and \$53,307 for Ms. Christine Desaulniers. For the President and Chief Executive Officer, the amount includes the sum of \$35,000 relating to a discretionary allowance. For the Chief Financial Officer and the Chief Legal Officer and Corporate Secretary, the amount included the sum of \$17,880 as a car allowance. For the President, TC Transcontinental Packaging, the amount included the sum of \$6,618 as a car allowance, a signing bonus of US\$150,000 and an amount of \$88,345 as a relocation allowance.
- (4) Mr. Thomas Morin's employment with the Corporation started on July 1, 2019.



- (5) Mr. Thomas Morin is compensated in US dollars. His compensation was converted to Canadian dollars using an exchange rate of 1.32355, the average monthly exchange rate since his hire date.

### 6.3 Incentive Plan Awards

#### 6.3.1 Outstanding Share-Based Awards and Option-Based Awards - Value at the End of the Fiscal Year Ended October 27, 2019

Name	Option-based awards				Share-based awards		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested <sup>(2)</sup>	Market or payout value of share-based awards that have not vested (\$) <sup>(3)</sup>	Market or payout value of vested share-based awards not paid out or distributed (\$) <sup>(4)</sup>
<b>François Olivier</b> President and Chief Executive Officer	117,452	11.33	January 8, 2020	436,921	434,333	6,151,592	3,182,518
<b>Donald LeCavalier</b> Chief Financial Officer	—	—	—	—	30,745	462,714	173,906
<b>Brian Reid</b> President, TC Transcontinental Printing	—	—	—	—	106,574	1,562,605	1,322,717
<b>Thomas Morin</b> President, TC Transcontinental Packaging	—	—	—	—	52,839	795,222	—
<b>Christine Desaulniers</b> Chief Legal Officer and Corporate Secretary	17,788	11.33	January 8, 2020	66,788	36,709	552,467	454,510

- (1) The aggregate value of unexercised in-the-money options is equal to the difference between the exercise price of the options and the closing price of the Class A Shares on the Toronto Stock Exchange on October 25, 2019, being the last business day of the fiscal year, which closing price was \$15.05 per share. Actual gains, if any, on exercise, will depend on the value of the Class A Shares on the date of exercise.
- (2) Including unvested retention based share units and performance based share units, as at October 27, 2019, inclusive of dividend equivalents linked to the share units.
- (3) The market value of the share units not contingent upon the achievement of performance objectives is based on the closing prices of the Class A Shares on the Toronto Stock Exchange on October 25, 2019, being the last business day of the fiscal year, which closing price was \$15.05 per share. The market value of the performance based share units is calculated based on the target payment which could be made, being 100% for Mr. François Olivier, Mr. Donald LeCavalier and Ms. Christine Desaulniers and 79% for Mr. Brian Reid for share units granted in 2017, 100% for Mr. François Olivier, Mr. Donald LeCavalier, Mr. Brian Reid and Ms. Christine Desaulniers for share units granted in 2018 and 2019, and 100% for Mr. Thomas Morin for share units granted in 2019; the value is also calculated based on the closing price of the Class A Shares on the Toronto Stock Exchange on October 25, 2019.
- (4) The market value of the vested share units is based on the closing prices of the Class A Shares on the Toronto Stock Exchange on October 25, 2019, being the last business day of the fiscal year, which closing price was \$15.05 per share.

On January 9, 2020, the Corporation granted a total of 266,083 retention based share units, 156,079 performance based share units, 100,540 deferred performance based share units, 3,155 vested deferred share units and 3,041 vested deferred share units were granted in connection with the conversion of annual short term incentive compensation.

#### 6.3.2 Incentive Plan Awards - Value Vested or Earned During the Fiscal Year Ended October 27, 2019

Name	Option-based awards - value vested during the year (\$)	Share-based awards - value vested during the year (\$) <sup>(1)</sup>	Non-equity incentive plan compensation - value earned during the year (\$)
<b>François Olivier</b> President and Chief Executive Officer	—	3,166,215	1,860,455
<b>Donald LeCavalier</b> Chief Financial Officer	—	173,906	133,875

Name	Option-based awards - value vested during the year (\$)	Share-based awards - value vested during the year (\$) <sup>(1)</sup>	Non-equity incentive plan compensation - value earned during the year (\$)
<b>Brian Reid</b> President, TC Transcontinental Printing	—	668,352	516,291
<b>Thomas Morin</b> President, TC Transcontinental Packaging	—	—	112,502
<b>Christine Desaulniers</b> Chief Legal Officer and Corporate Secretary	—	313,718	86,226

(1) The value of share units which vested during the year ended October 27, 2019 is calculated in accordance with the provisions of the Share Unit Plan for executives of Transcontinental Inc., including the equivalent in share units of dividends declared by the Corporation to holders of Class A Shares, based on the weighted average price for transactions of Class A Shares on the Toronto Stock Exchange during the five trading days preceding the vesting date. The grants pursuant to the medium term incentive compensation made during the 2016 fiscal year when the price of the Class A Shares was \$16.74 per share unit vested and were paid at a price of \$19.93 per share unit in December 2018.

The following table lists the number and net value of options realized that were exercised during 2019 by each Named Executive Officer:

Name	Number of Shares Acquired Upon Exercise	Exercise Price (\$)	Net Value Realized Upon Exercise (\$) <sup>(1)</sup>
<b>François Olivier</b> President and Chief Executive Officer	—	—	—
<b>Donald LeCavalier</b> Chief Financial Officer	—	—	—
<b>Brian Reid</b> President, TC Transcontinental Printing	—	—	—
<b>Thomas Morin</b> President, TC Transcontinental Packaging	—	—	—
<b>Christine Desaulniers</b> Chief Legal Officer and Corporate Secretary	—	—	—

(1) This amount is usually calculated based on the difference between the exercise price and the market price of the Class A Shares at the time of exercise. There were no options exercised by Named Executives Officers in 2019.

### 6.3.3 Equity Shares Issuable Pursuant to the Stock Option Plan

The following table presents the number of remaining securities issuable pursuant to equity share based compensation plans as of October 27, 2019.

Type of plan	Number of securities issuable upon exercise of outstanding options, warrants or rights at October 27, 2019	Average weighted exercise price of outstanding options, warrants and rights at October 27, 2019	Number of remaining securities issuable pursuant to equity share based compensation plans at October 27, 2019
Share based compensation plan approved by security holders <sup>(1)</sup> Class A Shares	135,240	\$11.33	3,583,635
Share based compensation plan not approved by security holders	—	—	—

(1) Pursuant to the Stock Option Plan.

On October 27, 2019, the number of Class A Shares available for future issuances pursuant to the Stock Option Plan was 3,448,395.

### 6.3.3.1 Stock Option Plan (the "SOP")

Stock options have, in the past, been granted annually to certain senior executives who sit on the Management Committee as well as other selected executives. Since the 2014 fiscal year, the Corporation has ceased granting stock options and instead grants share units. The Human Resources and Compensation Committee is responsible for administering the SOP and, as such, for recommending for approval by the Board of Directors the timing of the grants as well as the number of options to be granted.

The SOP has the following principal features:

- (i) options granted under the SOP are for Class A Shares;
- (ii) senior executives, executives and certain managers recognized for their strategic contribution and identified by the Committee as having a significant impact on the Corporation's long term results are eligible to participate in the SOP. However, in order to reduce the dilutive effect of stock option grants, stock options were only granted to a limited group of persons comprised only of members who sit on the Executive Committee and other selected senior executives;
- (iii) as of October 27, 2019, the total number of Class A Shares issuable following the exercise of any options granted under the SOP (the "Reserved Shares") was 6,078,562, representing 8.29% of the outstanding Class A Shares and 1.72% of the voting rights attached to the Corporation's outstanding shares. Of this number, a balance of 3,448,395 Reserved Shares could be issued for future option grants;
- (iv) the maximum number of Reserved Shares that may be subject to options granted in favor of any one participant may not exceed 5% of the total number of Class A Shares issued and outstanding of the Corporation (namely 4% of the outstanding shares of the Corporation);
- (v) as of October 27, 2019, 135,240 options were issued and outstanding at a weighted average exercise price of \$11.33, representing 0.15% of the outstanding Class A Shares and 0.04% of the voting rights attached to the Corporation's outstanding shares. Of this number, 135,240 options are exercisable at a weighted average exercise price of \$11.33; as of the date hereof, there are no options issued and outstanding;
- (vi) the price at which stock options are granted is determined by the Committee, but may not, under any circumstance, be less than the weighted average trading price of the transactions of the Class A Shares on the Toronto Stock Exchange for the five business days immediately preceding the date on which the options are granted;
- (vii) Options vest at a rate of 25% per year as at the first anniversary of their grant and expire at the latest seven years after the date of the grant;
- (viii) when a participant's employment ceases (except in the event of retirement), any vested options at the date of employment termination must generally be exercised within 90 days following such termination of employment (except in the event of death, where the options must be exercised within 180 days following the date of death), but, in no event, after the expiry date of the options, failing which the options will expire and be cancelled. In the event of retirement, a participant will benefit from a vesting period with respect to the options granted for a period of one year after the date of retirement as well as an additional period of 90 days to exercise the options (but, in no event, after the expiry date of the options);
- (ix) the options can in no way be assigned or transferred, except by means of a will or pursuant to applicable laws regarding estates; and
- (x) the Committee may amend the rules of the SOP at any time, subject to any regulatory approvals, if necessary.

Shareholders of the Corporation approved amendments to the SOP at the annual meeting held on February 21, 2007 relating to: (i) the procedure to be followed for amendments to the SOP by setting out the types of amendments which need to be approved by the shareholders; (ii) the extension of the term of the options which would have otherwise lapsed during a black-out period, up to a maximum of five trading days; and (iii) the right of the Board of Directors to accelerate all, or a portion of, the options upon the change of control of the Corporation.

Shareholders of the Corporation also approved amendments to the SOP at the annual meeting held on March 30, 2005, increasing the number of Reserved Shares by 3,000,000 shares and reducing the vesting schedule from five years to four years (namely 20% to 25% per year) and the term of the options from 10 years to seven years, all of the above with respect to options granted after March 30, 2005.

Details of the SOP are presented in note 23 to the Corporation's audited consolidated financial statements for the fiscal year ended October 27, 2019 which are included in the 2019 Annual Report. These documents can be found on the Internet site of SEDAR ([www.sedar.com](http://www.sedar.com)) as well as on the Corporation's website ([www.tc.tc](http://www.tc.tc)). These documents, as well as the rules governing the SOP, can also be obtained on request from the Corporate Secretary at 1 Place Ville Marie, Suite 3240, Montréal, Québec H3B 0G1.

## **6.4 Principal Pension Plans**

The pension plans for senior executives were amended as at June 1, 2010 to include defined contribution components (the "DC Components"). All Named Executive Officers have transferred to the DC Components.

Benefits accumulated before June 1, 2010 have been maintained in accordance with the provisions of the defined benefit components (the "DB Components") that were in effect on that date. Future salary increases will continue to be used for calculating pension for service before June 1, 2010.

### **6.4.1 DC Components for Service from June 1, 2010**

The DC Components include, for all Named Executive Officers with the exception of Mr. Thomas Morin, a funded basic plan covering DC contributions up to the tax ceiling and a partially funded supplemental plan and partially funded individual retirement agreements covering contributions in excess of the tax ceiling. Total contributions to the DC Components vary between 14% and 18% of the member's salary, according to the member's age and continuous service, including 5% of salary that is contributed by the member up to the tax ceiling provided for under the basic plan and based on the tax rules (\$27,230 in 2019). The partially funded supplemental plan and the partially funded individual retirement agreements cover DC contributions in excess of the tax ceiling. These excess contributions are credited in notional accounts and are payable to the member upon retirement, death or termination of employment, in accordance with the rules of the plans. For contribution purposes, the salary is limited to \$302,555 in 2019 (increased on January 1 of each year based on the increase in the tax ceiling) for the supplemental plan. The individual retirement agreements cover the portion of the salary exceeding \$302,555. For senior executives who were at least 45 years of age and were members of the DB Components on May 31, 2010 the Corporation pays a transitional contribution benefit ranging between 1% and 4% of the salary, based on the member's age as of that date. The salary pursuant to the DC Components is the base salary paid by the Corporation, excluding any other form of compensation.

Being located in the United States, Mr. Thomas Morin participates in the Corporation's 401(k) retirement savings plan. Under such plan, a participant may make the maximum contribution allowed by the United States' Internal Revenue Service (US\$19,000 in 2019) and an additional "catch-up" contribution if he is age 50 or older (US\$6,000 in 2019). In 2019, total contributions by the participant may not exceed US\$25,000. The Corporation matches contributions at 50% on the first 6% of salary contributed by the participant, for a maximum contribution of 3% of salary.

### **6.4.2 DB Components for Service prior to June 1, 2010**

The DB Components include, for Named Executive Officers, a funded basic plan covering pension benefits up to the tax ceiling as well as a partially funded supplemental plan and partially funded individual retirement agreements covering pension benefits in excess of the tax ceiling.

Except for Mr. François Olivier, whose pension benefits details are provided in Section 6.4.3, total benefits pursuant to the DB Components are equal to 1.7% of the average of the three highest annual salaries during the last ten years, multiplied by the number of years of credited service up to May 31, 2010. In 2019, the average salary is limited to \$177,974 (increased January 1 of each year according to the eligible tax ceiling) for the basic plan, to \$325,603 (increased at a rate of 3.5% per year on each January 1) for the supplemental plan, and \$400,000 for individual retirement agreements. Salary pursuant to the DB Components is the base salary paid by the Corporation, excluding any other form of compensation.

The following provisions also apply to the DB Components for executives:

- *Retirement age:* Normal retirement age is 65. However, a member is eligible to reduced benefits as early as age 55. If the member retires between the age of 62 (age 60 for service before January 1, 1998) and the normal retirement age, the defined benefits will not be reduced.

- *Benefits upon death during retirement:* The normal form of pension for a member with a spouse is a lifetime pension with a 60% survivor pension payable to the spouse. For members without a spouse, the normal payment method is a life annuity with a guarantee of 120 payments (the pension is paid for life, subject to a 10-year guarantee period).
- *Indexing during retirement:* Except for the portion payable pursuant to the individual retirement agreement, the pension is adjusted annually during retirement at a rate of 75% of the increase in the Consumer Price Index, less 1%, subject to a minimum annual adjustment of 0% and a maximum annual adjustment of 6.5%.

#### 6.4.3 Mr. François Olivier

Mr. François Olivier is eligible to the following pension benefits, depending on his period of service:

- *Credited service commencing on June 1, 2010:* Total value of the DC accounts under the DC Components; total annual contributions on behalf of Mr. Olivier are equal to 21.5% of his base salary, including an annual contribution paid by Mr. Olivier equal to 5% of his salary, subject to the tax ceiling provided for under the basic plan (\$27,230 in 2019).
- *Credited service from February 20, 2008 to May 31, 2010:* For each year, pension benefits are equal to 2% of the average of the three highest annual salaries during the last ten years of service.
- *Credited service from May 1, 1997 to February 19, 2008:* For each year, pension benefits are equal to 1.7% of the average of the three highest annual salaries during the last ten years of service, subject to a maximum average salary of \$400,000.
- *Credited service from October 1, 1994 to April 30, 1997:* Mr. Olivier was a member of the retirement plan for regular and management employees entitling him to a career earnings pension at a rate of 1.7%, up to the tax ceiling.

Provisions relating to retirement age, benefits upon death during retirement and indexation during retirement are identical to those described above for the other Named Executive Officers, with the exception of the benefits related to credited service before May 1, 1997 where the provisions of the retirement plan for regular and management employees or the supplemental pension plan for the executives employees apply.

#### 6.4.4 Table for DB Components

The following table presents a summary of the estimated total accumulated benefits pursuant to the DB Components. Benefits identified in this table reflect accumulated benefits pursuant to plan provisions in effect at the end of the fiscal year ended October 27, 2019.

Name	Number of years credited service	Annual benefits payable (\$) <sup>(1)</sup>		Accrued obligation at start of year (\$)	Compensatory change (\$)	Non-compensatory change (\$)	Accrued obligation at year end (\$)
		At year end	At age 65				
<b>François Olivier</b> President and Chief Executive Officer	15.67	122,000	122,000	1,968,000	(11,000)	370,000	2,327,000
<b>Donald LeCavalier</b> Chief Financial Officer	3.86	21,000	21,000	375,000	29,000	83,000	487,000
<b>Brian Reid</b> President, TC Transcontinental Printing	18.17	68,000	68,000	1,160,000	—	147,000	1,307,000
<b>Thomas Morin</b> President, TC Transcontinental Packaging	—	—	—	—	—	—	—
<b>Christine Desaulniers</b> Chief Legal Officer and Corporate Secretary	4.54	31,000	31,000	499,000	—	81,000	580,000

(1) Mr. Thomas Morin does not participate in the DB Components.

### 6.4.5 Table for DC Components

The following table summarizes the total accumulated benefits pursuant to the DC Components. Benefits identified in the table reflect the accumulated benefits at the end of the fiscal year ended October 27, 2019 pursuant to the provisions in effect.

Name	Accumulated value at start of year (\$)	Compensatory change (\$) <sup>(1)</sup>	Accumulation value at year end (\$)
<b>François Olivier</b> President and Chief Executive Officer	2,245,235	201,627	2,805,708
<b>Donald LeCavalier</b> Chief Financial Officer	477,694	55,250	600,140
<b>Brian Reid</b> President, TC Transcontinental Printing	995,756	82,901	1,211,999
<b>Thomas Morin</b> <sup>(2)</sup> President, TC Transcontinental Packaging	—	1,631	8,451
<b>Christine Desaulniers</b> Chief Legal Officer and Corporate Secretary	745,138	57,182	885,479

(1) Represents the employer contributions to the DC Components for the fiscal year ended October 27, 2019.

(2) Mr. Thomas Morin participates in the Corporation's retirement savings plan 401(k) for US employees. To establish their value, the contributions were converted to Canadian dollars using a rate of 1.32355.

### 6.5 Termination and Change of Control Benefits

Generally, officers of the Corporation or of its subsidiaries do not have employment contracts. However, employment proposals made in connection with certain acquisitions or new hires carried out by the Corporation may contain specific terms and conditions in case of termination of employment, which may provide for the payment of indemnities. As at October 27, 2019, the President and Chief Executive Officer and the President, TC Transcontinental Packaging are the only Named Executive Officers who have an employment contract containing termination of employment provisions. The following table explains the applicable treatment for the different compensation programs according to the circumstances leading to the termination of employment. If a provision is applied differently for Mr. François Olivier, in accordance with his employment contract, this provision is identified in a note below the table. Mr. Thomas Morin's employment contract does not have any impact on the provisions covered by the table.

Compensation plan	Resignation	Involuntary termination	Retirement	Death	Termination following a change of control	Termination for cause
Short term incentive compensation	Eligible to the incentive compensation earned in the previous fiscal year, if not paid at the date of termination of employment.	Eligible to the incentive compensation earned in the previous fiscal year, if not paid at the date of termination of employment. <sup>(1)</sup>	Eligible to receive the incentive compensation based on the results of the Corporation prorated based on the length of service during the fiscal year.	No specific provision.	No specific provision. <sup>(2)</sup>	No incentive compensation payable.
Special incentive compensation program <sup>(4)</sup>	No incentive compensation payable.	Eligibility based on the results of the Corporation; prorated based on the length of service during the current fiscal year.	Eligibility based on the results of the Corporation; prorated based on the length of service during the current fiscal year.	Eligible based on the results of the Corporation; prorated based on the length of service during the current fiscal year.	No specific provision. <sup>(3)</sup>	No incentive compensation payable.
RSUs	Non-vested share units at the date of termination of employment are cancelled.	Non-vested share units at the date of termination of employment are cancelled. <sup>(5)</sup>	Vesting continues until the earlier of the first anniversary of the date of retirement or December 20 of the year following the year during which the retirement occurred. Non-vested share units are cancelled.	Non-vested share units at the date of death are cancelled.	No specific provision. <sup>(5)</sup>	Non-vested share units at the date of termination of employment are cancelled.



Compensation plan	Resignation	Involuntary termination	Retirement	Death	Termination following a change of control	Termination for cause
PSUs	Non-vested share units at the date of termination of employment are cancelled.	Non-vested share units at the date of termination of employment are cancelled.	Vesting continues until the earlier of the first anniversary of the date of retirement or December 20 of the year following the year during which the retirement occurred. Non-vested share units are cancelled.	Non-vested share units at the date of death are cancelled.	No specific provision. <sup>(5)</sup>	Non-vested share units at the date of termination of employment are cancelled.
DSUs	Not later than 90 days following the termination of employment, payment to be made with respect to vested deferred share units at the time of termination of employment. All other deferred share units are cancelled.	Payment of the value of the deferred share units shall be made in accordance with the provisions of the Share Unit Plan.	Payment with respect to vested deferred share units is made not later than one year following the date of retirement.	Not later than 180 days following the death, payment to be made for all vested deferred share units at the date of death.	Payment of the value of the deferred share units shall be made in accordance with the provisions of the Share Unit Plan.	Not later than 90 days following the termination of employment, payment to be made with respect to vested deferred share units at the time of termination of employment.
SOP	Right to exercise within 90 days following termination of employment all options which have vested, unless otherwise expired, at the date of termination of employment. All other options are cancelled.	Right to exercise within 90 days following termination of employment all options which have vested, unless otherwise expired, at the time of termination of employment. All other options are cancelled. <sup>(6)</sup>	Vesting continues for one year following the date of retirement. All other options are cancelled. All options which are not exercised within 90 days thereof, unless otherwise expired, are cancelled.	Right to exercise within 180 days following the date of death all options granted and vested at the date of death, unless otherwise expired. All other options are cancelled.	No specific provision. <sup>(7)</sup>	Right to exercise within 90 days following termination of employment all options which have vested, unless otherwise expired, at the date of termination of employment. All other options are cancelled.
Pension plans	Accumulated benefits at the date of resignation in accordance with the provisions of the basic and supplemental plans; no benefits payable pursuant to the individual agreement if the resignation is before age 55. <sup>(8)</sup>	Accumulated benefits at the time of termination of employment in accordance with the provisions of the plans.	Accumulated benefits at the time of retirement in accordance with the provisions of the plans.	Accumulated benefits at the time of death in accordance with the provisions of the plans.	Accumulated benefits at the time of termination of employment in accordance with the provisions of the plans.	Accumulated benefits at the time of termination of employment in accordance with the provisions of the basic and supplemental plans; no benefits payable pursuant to the individual retirement agreement.

- (1) Mr. François Olivier is also eligible to the sum of the short term incentive compensation paid during the last two completed years prior to the termination of employment.
- (2) Mr. François Olivier is eligible to the incentive compensation earned in the previous fiscal year, that would be payable at the termination of the employment, plus the sum of the short term incentive compensation paid during the last two completed years prior to the termination of employment.
- (3) Mr. François Olivier is eligible to the special incentive compensation based on the results of the Corporation prorated based on the length of service during the current fiscal year.
- (4) The special incentive compensation program ended on October 27, 2019.
- (5) Mr. François Olivier is eligible to the acceleration of the vesting of all non-vested share units.
- (6) Mr. François Olivier is eligible to the acceleration of the vesting of all unvested options. Options may be exercised until the 90th day after the last day of work.
- (7) Mr. François Olivier is eligible to the acceleration of the vesting of all unvested options. All options which are not exercised within 180 days, unless otherwise expired, are cancelled.
- (8) There is no provision related to any age restriction for Mr. François Olivier.

### 6.5.1 **President and Chief Executive Officer**

In addition to the conditions described previously, in the event of an involuntary termination of employment of Mr. François Olivier or a termination of his employment following a change of control of the Corporation, Mr. Olivier would be entitled to a severance equivalent to two times his base salary. However, no specific clause applies in the case of a change in control of the Corporation without termination of employment. Regardless of the reason of the termination, there is no provision for the payment of indirect benefits.

The following table sets forth estimates of the incremental amounts which would be payable to the President and Chief Executive Officer as if such events had occurred on October 27, 2019.

<b>François Olivier</b> President and Chief Executive Officer	<b>Resignation</b> <b>(\$)</b>	<b>Involuntary</b> <b>termination</b> <b>(\$)</b>	<b>Retirement</b> <b>(\$)</b>	<b>Death</b> <b>(\$)</b>	<b>Termination of</b> <b>employment</b> <b>following a</b> <b>change of</b> <b>control</b> <b>(\$)</b>	<b>Termination for</b> <b>cause</b> <b>(\$)</b>
Severance	—	2,130,800	—	—	2,130,800	—
Short term incentive compensation <sup>(1)</sup>	—	1,527,179	—	—	1,527,179	—
Special incentive compensation	—	—	—	—	—	—
Vested share units <sup>(2)</sup>	—	—	—	—	—	—
Unvested share units <sup>(2)</sup>	—	3,075,796	1,509,782	—	6,151,592	—
Stock options <sup>(2)</sup>	—	—	—	—	—	—
Value of accrued pension obligation	—	—	—	—	—	—
<b>Total</b>	<b>—</b>	<b>6,733,775</b>	<b>1,509,782</b>	<b>—</b>	<b>9,809,571</b>	<b>—</b>

(1) In accordance with the terms and conditions of Mr. Olivier's employment contract.

(2) The value is calculated based on the closing price of the Class A Shares on October 25, 2019 being the last business day of the fiscal year, of \$15.05.

### 6.5.2 Other Named Executive Officers

Regardless of the reason of termination, there are no contractual provisions for the payment of severance or indirect benefits for the other Named Executive Officers. Other than the President and Chief Executive Officer, none of the Named Executive Officers have agreements providing for incremental payments in the event of resignation, involuntary termination, retirement, death, termination of employment following a change of control or termination for cause. Severance, if any, in the event of involuntary termination or termination of employment following a change of control is not determined. In case of termination of employment, the terms and conditions of the compensation programs presented in the table of Section 6.5 apply. With respect to the other Named Executive Officers, there are no incremental amounts except in case of retirement. The following table sets forth estimates of the incremental amounts which would be payable to each other Named Executive Officer in the event of retirement as if such event had occurred on October 27, 2019.

	<b>Donald LeCavalier</b> Chief Financial Officer	<b>Brian Reid</b> President, TC Transcontinental Printing	<b>Thomas Morin</b> President, TC Transcontinental Packaging	<b>Christine</b> <b>Desaulniers</b> Chief Legal Officer and Corporate Secretary
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Severance	—	—	—	—
Short term incentive compensation	—	—	—	—
Special incentive compensation	—	—	—	—
Vested share units <sup>(1)</sup>	—	—	—	—
Unvested share units <sup>(1)</sup>	87,667	393,660	—	174,561
Stock options <sup>(1)</sup>	—	—	—	—
Value of accrued pension obligation	—	—	—	—
<b>Total</b>	<b>87,667</b>	<b>393,660</b>	<b>—</b>	<b>174,561</b>

(1) The value is calculated based on the closing price of the Class A Shares on October 25, 2019, being the last business day of the fiscal year, of \$15.05.

## **7. Other Information**

### **7.1 Indebtedness of Directors or Officers**

Neither the Corporation nor any of its subsidiaries grants any loans to any of its directors or executive officers.

### **7.2 Directors' and Officers' Liability Insurance**

The Corporation subscribes to an insurance policy for the benefit of directors and officers of the Corporation against liability incurred by them in such capacity. The current annual policy limit per risk and per year is \$60,000,000. In the event of a claim, the deductible amount is \$500,000. The annual premium is \$174,000.

### **7.3 General**

Information contained herein is given as at the date hereof except as otherwise stated. Management of the Corporation knows of no matter to come before the Meeting other than the matters referred to in the accompanying Notice of the Meeting.

### **7.4 Availability of Documents**

The Corporation's financial information is included in the audited consolidated financial statements of the Corporation and notes thereto and in the accompanying Management's Discussion and Analysis for the fiscal year ended October 27, 2019. Copies of these documents and additional information concerning the Corporation can be found on the Internet site of SEDAR ([www.sedar.com](http://www.sedar.com)) and may also be obtained on request from the Corporate Secretary at our registered office, 1 Place Ville Marie, Suite 3240, Montréal, Québec H3B 0G1. The above documents, as well as the Corporation's press releases, are also available on the Corporation's website ([www.tc.tc](http://www.tc.tc)).

### **7.5 Shareholder Proposals**

The *Canada Business Corporations Act* allows certain eligible shareholders to submit shareholder proposals to the Corporation, which proposals may be included in a management proxy circular relating to an annual meeting of shareholders. The final date by which the Corporation must receive any such shareholder proposal for the next annual meeting of shareholders of the Corporation is October 12, 2020.

### **7.6 Approval by Directors**

The content and the sending to the shareholders of this Circular have been approved by the Board of Directors of the Corporation.

Dated at Montréal, this 9<sup>th</sup> day of January, 2020.

(s) *Christine Desaulniers*

Christine Desaulniers  
Chief Legal Officer and Corporate Secretary

## Schedule A - Mandate of the Board of Directors

Transcontinental Inc. (the "Corporation") is a corporation with values founded on sound corporate governance. Its board of directors (the "Board") is elected by the shareholders to oversee management of the business in accordance with applicable laws and regulations and to ensure that senior management of the Corporation acts in a manner that not only protects the values of the Corporation but is also in compliance therewith, thus ensuring that the Corporation is managed in line with the best interests of the "four pillars" of the business, namely its employees, its customers, its shareholders and the community. The Board discharges its responsibilities directly or through its committees. The Board is not responsible for the day-to-day management and operations of the Corporation, these responsibilities falling on management. The Board is however responsible for overseeing management in carrying out such responsibilities.

### MEMBERS OF THE BOARD OF DIRECTORS

1. **Selection and Number of Directors.** Based on the Corporation's articles, the Board can be composed of a minimum of three and of a maximum of 15 directors. The size and composition of the Board are reviewed at least on an annual basis. The number of directors must make room for diversity of thought and experience while enabling an efficient decision-making process. In accordance with National Instrument 58-101 - Disclosure of Corporate Governance Practices, the Board is composed of a majority of independent directors.
2. **Term of the Mandate.** Directors are elected annually at the Corporation's annual meeting of shareholders. Directors are elected for a one year term, subject to re-election by shareholders at the following annual meeting. The Board can, during the year, fill any vacancy or appoint a director, to the extent permitted by law.
3. **Qualification Criteria.** Directors are recruited based on their expertise, taking into account their complementarity with that of the other directors and the matrix of competencies adopted for members of the Board. Directors are recruited for their values, their knowledge and their experience, as well as their availability to devote sufficient time to the affairs of the Corporation. Each director must devote the time and resources necessary to discharge his responsibilities.

A director experiencing a material change in his/her then principal occupation must immediately inform the Chair of the Board. The Chair of the Board and the chair of the Governance and Social Responsibility Committee will examine the circumstances and decide whether such director may continue to sit on the Board.

4. **Essential Qualities of a Director.** The Board expects each director to meet the highest level of professional standards as described hereinafter. The Corporation requires its directors to demonstrate the highest level of integrity and rigor and to act honestly, objectively and in good faith. Moreover, the Corporation expects directors to demonstrate sound business acumen, that their deliberations and decisions reflect the values of the Corporation and that directors assume responsibility for their decisions. In the event of an actual or potential conflict of interest, a director must immediately inform the Chair of the Board and withhold from participating in the discussions on any matter relating to the actual or potential conflict of interest situation or vote thereon.
5. **Training.** Each director has access to the Director Handbook prepared by the Corporate Secretary that is updated regularly. The Director Handbook contains information relevant to the affairs of the Corporation, including the mandates of the Board and its committees, the descriptions of the role and responsibilities of each committee chair, the Chair of the Board, the Lead Director and President and Chief Executive Officer, the details regarding compensation of the directors, the Code of Conduct and policies of the Corporation, as needed.

Each director is invited to participate in continuous education activities relating to the business of the Corporation, the industries in which it operates and regulatory matters.

Presentations on general or specific topics are also used for the ongoing training of directors. These training sessions allow directors to understand the operations of the Corporation and can be useful tools in giving them a better insight into the Corporation's overall strategic plan.

Newly appointed directors benefit from an orientation program in the form of informal meetings with management, as well as guided tours or certain of the Corporation's business units.

6. **Ownership guidelines.** Each director (other than a director who is also employee of the Corporation) must own, within three years following his appointment or election to the Board, the equivalent of three (3) times the annual base director compensation in shares or deferred share units.
7. **Retirement Age.** The Board has not set a mandatory retirement age for directors.
8. **Meetings.** The Board meets based on a calendar set on an annual basis and at any other relevant time.

## **RÔLE AND RESPONSIBILITIES**

The primary mandate of the Board is to represent the interests of all shareholders. For this purpose, the Board has established committees composed of independent directors to ensure that the Corporation operates in a manner that respects its employees, customers, suppliers and shareholders and in accordance with applicable laws and regulations. The principal responsibilities of the Board are the following:

### **1. Strategy and Operations**

- (i) Adopt a long-term strategic planning process, participate in the process and approve the strategic plans and priorities identified by senior management;
- (ii) Review the strategic plan on an annual basis in light of the risks and business opportunities of the Corporation;
- (iii) Review and approve the financial objectives of the Corporation, its business plans and the annual budget of the Corporation, including the capital expenditure budget;
- (iv) Review the dividend policy of the Corporation and approve the payment of dividends, as the case may be;
- (v) Ensure, to the extent possible, that the President and Chief Executive Officer and other members of senior management are honest and create a culture of integrity throughout the organization, respecting the values of the Corporation;
- (vi) Ensure that the Corporation is managed in a manner that preserves its financial integrity in compliance with the policies approved by the Board and applicable laws and regulations;
- (vii) Approve the principal acquisitions and divestitures and material transactions outside the normal course of operations of the Corporation or other transactions in accordance with the policy on delegation of authority approved by the Board from time to time;
- (viii) Approve, prior to their disclosure, the interim and annual financial statements of the Corporation, including the accompanying notes, the management's discussion and analysis and press releases relating to the interim and annual financial results;
- (ix) Examine the results of the Corporation based on its strategic plan, its business plans, its budget and other objectives; and
- (x) Delegate to the Chair of the Board, the President and Chief Executive Officer and other members of management the authority to manage and oversee the activities of the Corporation, make decisions in the course of the business of the Corporation and with regards to its responsibilities other than those expressly reserved to the Board pursuant to the policy on delegation of authority of the Corporation.

### **2. Human Resources**

- (i) Appoint the President and Chief Executive Officer, determine his role and responsibilities, review his compensation and ensure that a succession plan is implemented;
- (ii) Review the organizational structure, succession planning and training plans for senior executives and the performance of senior executives; and
- (iii) Review regularly the statistics and the performance of the Corporation regarding health, safety and wellness and ensure that action plans are implemented, if necessary.

### **3. Corporate Governance**

- (i) Develop the Corporation's vision with respect to corporate governance, and, in particular, develop a set of principles and guidelines regarding corporate governance and ensure that the Governance and Social Responsibility Committee addresses any governance related issues;
- (ii) Review regularly the mandates of the Board and of the various Board committees;
- (iii) Appoint the Chair of the Board and the chair of each committee as well as the committee members;
- (iv) Appoint a Lead Director with the principal objective of ensuring that the Board is independent from senior management;
- (v) Evaluate the efficiency of the Board and its committees and ensure that the chair of the Board is evaluated and that directors conduct a self-evaluation;
- (vi) Ensure that the competencies of Board members complement one another in order to stimulate discussion and contribute new ideas, thus encouraging management to excel;
- (vii) Ensure that directors remain independent of senior management;
- (viii) Provide an orientation and training program for Board members and ensure that all new directors have access to a full training program. Provide all directors with access to ongoing training programs in order that they may maintain or enhance their competencies and skills as directors. Ensure that the levels of knowledge and understanding of the directors are continuously updated through an adequate program consisting of visits to operating sites and of reports and presentations on business-related topics;
- (ix) Ensure that the information given to Board members is as complete and as accurate as possible;
- (x) Ensure that the directors' remuneration is fair and sufficiently interesting to attract and retain highly qualified directors;
- (xi) Ensure that directors have sufficient time to read the documentation prepared for each meeting of the Board and of its committees; and
- (xii) Ensure that an "in camera" session is held at the end of each Board meeting or at any other time deemed appropriate by the Lead Director and at which members of management are not in attendance.

### **4. Communications**

- (i) Ensure that policies and procedures relating to the disclosure of information and any other material matter are adopted and implemented; and
- (ii) Oversee communications between the Corporation, its shareholders and the general public and ensure the effectiveness of the Corporation's communications policy. Oversee the adoption of the financial disclosure process and ensure that all financial information is disclosed on a timely basis, as well as in an accurate and comprehensive manner. Set up measures to gather feedback from interested parties through direct communication channels between these parties and independent directors.

### **5. Risk Management**

- (i) Ensure the adoption of the Corporation's principal policies regarding security, conflicts of interest and relations with customers and suppliers; and
- (ii) Ensure that an adequate system is implemented to identify risks, evaluate the important risks to which the Corporation is exposed to and ensure that the Corporation has the appropriate systems to manage these risks.

### **6. Ethics, Social Responsibilities and Sustainability**

- (iii) Ensure the adoption of a code of conduct applicable to all employees without distinction, including senior executives and directors and ensure its enforcement; and
- (iv) Review reports and initiatives of the Corporation regarding sustainability; and



- (v) Review reports relating to policies and practices linked to corporate social responsibility.

## **OBLIGATIONS OF DIRECTORS**

The Corporation expects the following from its directors:

1. **Adequate Preparation.** In order to be able to provide sound advice, directors must carefully prepare for each Board meeting and committee meeting where they participate, ask relevant questions to senior management so as to be in a position to understand or challenge the assumptions underlying management's recommendations regarding projects or decisions submitted to the Board or to a committee for approval and actively participate at each meeting. The Board should benefit from the personal experience of each director as well as from his general knowledge and financial competency.
2. **Ability to communicate.** Directors should be able to communicate well with other Board members while being receptive to their opinions and input. They must also be good listeners and be capable of addressing sensitive issues so as to encourage free and open discussions.

## **PHYSICAL ORGANIZATION OF MEETINGS OF THE BOARD**

The Chair of the Board, in cooperation with the Lead Director, the President and Chief Executive Officer and the Corporate Secretary are responsible for setting the agenda for each Board meeting. Reasonable efforts are made to ensure that the documentation is true and up to date and made available to Board members several days before a meeting.

Dates of Board meetings are determined sufficiently in advance to ensure that Board members are available. The Board holds statutory meetings to approve the interim financial statements and annual financial statements and, if required, to discuss any material acquisition or disposition or material transactions outside the Corporation's ordinary course of business and approve them.

Board members attend meetings in person. They may also attend by teleconference. At Board meetings, certain members of senior management are sometimes invited to make presentations on topics related to their sector of activity, thus providing Board members with an opportunity to enhance their knowledge of the Corporation's activities.

The Board may retain external consultants at the expense of the Corporation.

## **COMMITTEES OF THE BOARD**

Subject to any restrictions made pursuant to applicable laws and regulations, the Board may discharge its obligations through committees. The Board appoints the directors to sit on committees. At least on an annual basis, the Board reviews the composition of the committees and, as needed, the matters to be delegated to the committees. The Board may, if it deems necessary or advisable, create special committees. The Board has created an Audit Committee, a Human Resources and Compensation Committee and a Governance and Social Responsibility Committee, all of which have the responsibilities set out in their mandate approved by the Board.

## **CODE OF CONDUCT**

The Corporation has adopted a Code of Conduct which applies to all directors and employees of the Corporation, without exception. A copy of the Code of Conduct is given to each director at the time of his or her appointment and whenever changes are made thereto. The Code of Conduct requires that each director act in accordance with applicable laws. Each director of the Corporation must confirm that he or she has received and has read the Code of Conduct and that they he or she agrees to comply with it.







## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Transcontinental Inc. will be held at 2:00 p.m. on February 27, 2020 at the Saint James Club of Montreal, Saint-Denis Room, 1145 Union Avenue, Montréal, Québec, Canada.