ALIMENTATION COUCHE-TARD INC.

Notice of 2019 Annual Meeting of Shareholders
Management Proxy Circular

Wednesday, September 18, 2019, at 10:30 a.m. (EDT)
Hotel Sheraton Laval (Laval 1 room)
2440 Autoroute des Laurentides
Laval, Québec

Notice of our 2019 annual meeting

Please join us at our 2019 annual meeting of shareholders

When Wednesday, September 18, 2019, at 10:30 a.m. (EDT)

Where Hotel Sheraton Laval (Laval 1 room)
2440 Autoroute des Laurentides
Laval, Québec

What the meeting will cover

1 Receiving our consolidated financial statements for the year ended April 28, 2019, together with the auditor's report.

2 Appointing our auditor until the next annual meeting, and authorizing the board to set their compensation.

3 Electing the directors nominated to serve on our board.

4 Voting on our approach to executive compensation.

Your vote is important

Please read our 2019 management proxy circular and exercise your right to vote.

We have enclosed a proxy form or voting information form with this notice. If you cannot attend the meeting, please sign and return the form following the instructions on page 12 of the circular. If you are a registered shareholder, you can also give your proxy form to the secretary of the meeting just before the meeting starts.

By order of the board of directors,

(s) Christine Anagnostou

Christine Anagnostou
Legal Counsel
Laval, Québec
July 26, 2019

How to ask for a copy of the circular

Call
1 (888) 433-6443 (toll-free in North America)
1 (416) 682-3860 (outside North America)

Send an email
fulfilment@astfinancial.com

HOW TO GET A COPY OF THE 2019 MANAGEMENT PROXY CIRCULAR

Registered shareholders
If you are a registered shareholder or you have already given us instructions to send you printed documents, your management proxy circular is attached to this notice.

Beneficial shareholders
If you are a beneficial shareholder, we are making the circular available online instead of mailing it to you, according to a set of rules developed by the Canadian Securities Administrators called *Notice and access*.

You can download the circular and other meeting materials at http://corpo.couche-tard.com/en/investor-relations/annual-quarterly-reports/ or on SEDAR at sedar.com.

If you would prefer to receive a paper copy of the circular, please call us at the number in the box to the left, or send us an email, and we will mail it to you at no cost. Note that we will not mail the proxy form or voting instruction form, so please keep the one you received with this notice.

We need to receive your request by September 6, 2019 if you want to receive the circular before the meeting. After the meeting, please call 1 (888) 433-6443 to ask for a printed copy.

Dear shareholders

As we maintain our growth momentum from the past years, we are guided by our vision to become the preferred destination for convenience and fuel. We are heading toward 2023 with one ambition: double our business again by making our customers' lives a little easier every day. Last year's shareholders meeting was an important milestone, as we took positive steps to enhance our relations and establish a meaningful dialogue between Alimentation Couche-Tard management and our shareholders. We look forward to continuing this open conversation at this year's meeting.

You are invited

We are pleased to invite shareholders to Alimentation Couche-Tard Inc.'s annual general meeting on September 18, 2019, at 10:30 a.m. EST, and to vote your shares. We look forward to meeting with you, and providing an update on the company and our priorities for the coming year. Also, as promised last year, we will hold an advisory vote to allow shareholders to express their view on our current approach on executive compensation. Please take some time to read this management proxy circular before you vote your shares.

2019 performance

Fiscal 2019 was a very successful year for Alimentation Couche Tard. Organic growth remained strong across the network, and the integration of the CST Brands, Inc. and Holiday Stationstores, Inc. networks – our latest acquisitions – created the expected value and synergies. On top of that, one of our most noteworthy achievements over the same period was without a doubt the launch of our new strategic plan. Thanks to the hard work of all our teams, we successfully unveiled our strategy which will serve as a growth roadmap for the next 5 years to make our customer's lives a little bit easier every day. Many initiatives are already being implemented to improve the customer's journey, expand our offering, and simplifying our operational model. The plan also focuses on our growth potential and on our most important asset: our people. There are many more developments to come in fiscal 2020 that will allow us to further establish our leadership in the convenience and fuel sector.

Global company

Over the years, we have demonstrated our ability to leverage the strengths of our network, while adapting to local specificity. We have also proven that our acquisitions create synergies that constantly improve the entire network. Today, Alimentation Couche-Tard oversees a network of over 16,000 stores around the world. We would like to thank the 133,000 people working in our network worldwide for their hard work and entrepreneurial spirit, as well as our shareholders for their continued interest.

Finally, we would like to take this opportunity to express our gratitude to Jean Élie, who is stepping down as a board member this year after providing us with the benefit of his wise counsel for almost 20 years, and thank him for his extensive service and contribution to our success.

Your vote is important

Please remember to vote your shares. We look forward to seeing you at the meeting.

Sincerely,

(s) Alain Bouchard

Alain Bouchard
Founder and Executive Chairman

(s) Brian Hannasch

Brian Hannasch
President and Chief Executive Officer

Summary and highlights for 2019

People. Results. Improvement. Development. Entrepreneurship. These five core values drive our vision for success.

Alimentation Couche-Tard is the leader in the Canadian convenience store industry and the largest independent convenience store operator in the United States in terms of the number of company-operated stores. In Europe, we are the leader in convenience store and road transportation fuel retail in the Scandinavian countries (Norway, Sweden and Denmark), in the Baltic countries (Estonia, Latvia and Lithuania) as well as in Ireland and have an important presence in Poland. We also have licensing agreements in 15 other countries and territories, extending our global reach.

We have grown tremendously over the past 20 years and are continuing our growth journey to become the world's preferred destination for convenience and fuel and are very proud of the growth we have experienced and the value that has been created for our shareholders. In fiscal 2019 we formally communicated a bold initiative to our teams across the globe: our ambition is to double the size of the company over the next 5 years ! To meet this objective, numerous strategic and tactical projects have been identified and initiated across the organization to help us achieve this ambition.

2019 performance highlights

We had an excellent year in fiscal 2019, demonstrated by a record bottom-line, generated impressive cash flows, surpassed our CST synergies target of $215.0 million and are progressing well with the integration of Holiday into our network.

We once again proved our commitment to organic growth by initiating a pipeline of activities focused on bringing more customers to our locations and becoming more strategically aligned as a company than ever before. Organic growth continued to be strong as we realized positive same store sales in all regions. These results, combined with the strength of our network of more than 16,000 stores and approximately 133,000 people who work throughout our network, helped us deliver significant value for our shareholders in fiscal 2019.

(52 week period)	2019	2018
Net earnings ($US millions)	$ 1,833.9	$ 1,670.6
Merchandise and service gross profit	+12.0%	+21.4%
Road transportation fuel gross profit	+16.6%	+30.9%
Return on capital employed	14.1%	12.0%

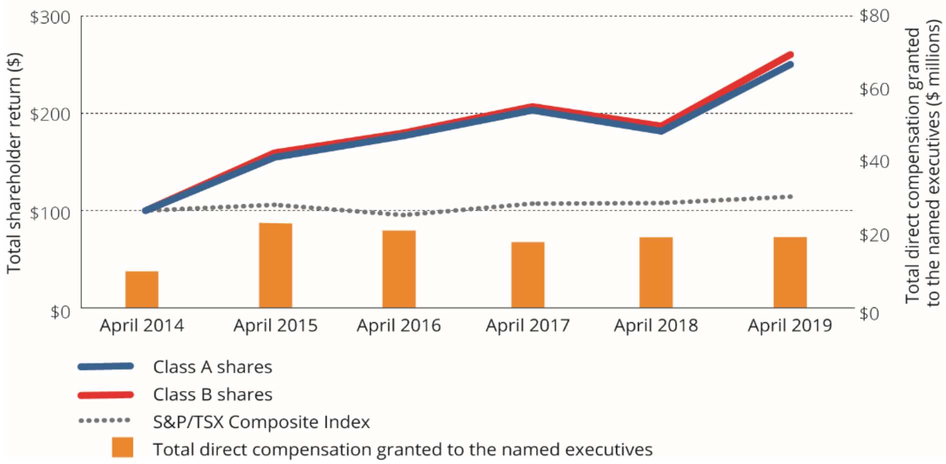
Creating shareholder value

Our shares have performed well over the past several years, outperforming the market and delivering strong returns to shareholders. The graph below compares our share performance to the S&P/TSX Composite Index over the last five years, assuming an initial investment of $100 and reinvestment of dividends over the period, and the total direct compensation granted to our named executives. You can read more about share performance and executive pay on page 32.

21.1%

Our Class B shares have delivered a compound annual return of 21.1% for the five years ending April 28, 2019, exceeding the 75% percentile of our compensation peer group (see page 42).

SHARE PERFORMANCE



Compensation overview

We believe our executive compensation must support our strategy, link to performance and reflect our entrepreneurial culture. It must also be competitive.

Our compensation program is designed to drive short and long-term business performance and align the interests of our executives and shareholders.

We set challenging targets and objectives that drive our annual business plan and our strategy. These motivate our executives to work hard and foster teamwork to deliver strong results and be rewarded accordingly. Appreciation in our share price creates value for our shareholders and has a direct impact on executive compensation.

Our compensation strategy

BE COMPETITIVE

PAY FOR PERFORMANCE

ALIGN WITH SHAREHOLDER INTERESTS

SUPPORT COMPANY VALUES

LINK TO STRATEGY

2019 Compensation highlights

The table below is a summary of total direct compensation granted to our named executives for 2019 performance. The majority of executive pay is at risk to support our pay for performance philosophy and drive shareholder value.

			Long-term incentives				
	Salary	Annual incentive	PSUs[1,2]	Stock options[3]	2019 compensation	% at risk for 2019[4]	% at risk for 2018
Alain Bouchard Founder and Executive Chairman	$1,470,059	$765,662	$1,955,147	$839,819	$5,030,687	57%	57%
Brian Hannasch President and Chief Executive Officer	$1,855,526	$1,881,828	$3,431,374	$1,483,484	$8,652,212	65%	64%
Claude Tessier Chief Financial Officer	$663,062	$665,535	$663,015	$94,693	$2,086,305	57%	57%
Kevin Lewis Chief Marketing Officer	$738,668	$660,284	$590,701	$84,356	$2,074,009	54%	73%
Alex Miller Executive Vice-President Commercial Optimization	$625,435	$396,529	$500,138	$71,422	$1,593,524	50%	55%

1 Only the financial component (65% of this amount) is at risk.
2 PSUs and stock options are awarded based on the weighted average closing price of Class B shares on the TSX for the five days immediately before the grant date.
3 The fair value of stock options was determined with the Black-Scholes option pricing model.
4 The at-risk compensation is composed of the annual incentive, the stock options and the 65% performance component of the PSU grant

Salary

Salaries were mostly unchanged in fiscal 2019 (see page 43 for details).

Annual incentive

The financial component in fiscal 2019 was changed from a weighting of 75% to 50% and a common global KRA was introduced weighted at 25%.

This year we achieved 113% of our corporate financial component resulting in a payout of 142%.

The overall annual incentive payout was higher in fiscal 2019, for the following two reasons:

- the financial component in fiscal 2019 paid out at 142% compared to 102% in fiscal 2018
- the common global KRA weighted at 25% was partially achieved (see page 43 for details).

As indicated at page 36 of our circular a significant proportion of our executive compensation is tied to variable, performance based programs. As such, the annual incentive payout in fiscal 2019 reflects the achievement of challenging targets and objectives that drive our annual business plan, our strategy and increase shareholder value.

Long-term incentive

The long-term incentive was awarded at target. Awards were allocated to PSUs and stock options to motivate the achievement of long-term growth, retain the executive team and align executive and shareholder interests (see page 44).

2019 compensation review

The human resources and corporate governance committee made the following changes for fiscal 2019:

- Adjustments of the compensation mix of both our Founder and Executive Chairman as well as our CEO for fiscal 2020 to better align with long term goals (see page 43).
- Alignment of compensation with regards to new executive positions.
- Maintained employee engagement measure in the PSU plan.
- Approved and implementated a strategic incentive bonus to support our long term strategy.

Governance overview

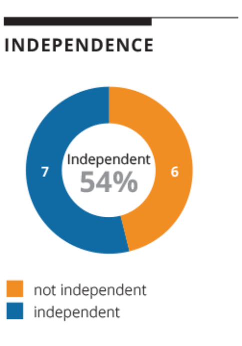
The board considers strong and transparent corporate governance practices to be important factors in the overall success of our company and we are committed to adopting and adhering to the highest standards of corporate governance.

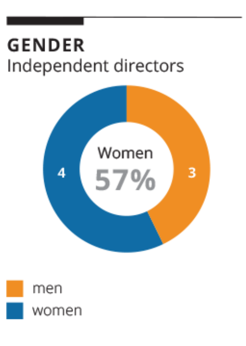
Our board of directors oversees the management of Alimentation Couche-Tard with a view to increasing shareholder value over time. The board makes major policy decisions and reviews the performance and effectiveness of the management team, which is responsible for our day-to-day operations.

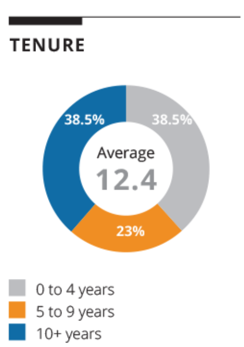
Building a balanced board

This year shareholders will elect 13 directors to the board. Ten of the thirteen nominees currently serve on our board, and each nominee brings a range of skills and ability. As a group, they have the right balance of entrepreneurship and senior corporate experience to oversee our business, and all have indicated their willingness to serve on our board. You can read more about the proposed board on page 18 and our corporate governance practices beginning on page 59.

	Director since	Independent	2019 meeting attendance	2018 voting result
Alain Bouchard, Co-founder Founder and Executive Chairman	1988	No	100%	98.91%
Mélanie Kau, Lead Director	2006	Yes	100%	98.86%
Jean Bernier	Nominee for 2019	No	-	-
Nathalie Bourque	2012	Yes	100%	99.71%
Eric Boyko	2017	Yes	100%	99.81%
Jacques D'Amours, Co-founder	1988	No	100%	98.94%
Richard Fortin, Co-founder	1988	No	100%	98.94%
Brian Hannasch, President and CEO	2014	No	100%	99.63%
Marie-Josée Lamothe	Nominee for 2019	Yes	-	-
Monique F. Leroux	2015	Yes	100%	99.70%
Réal Plourde, Co-founder	1988	No	100%	98.94%
Daniel Rabinowicz	2013	Yes	100%	99.67%
Louis Têtu	Nominee for 2019	Yes	-	-







2019 Governance highlights

- Adoption of "Say on Pay" policy
- Development of company's first Sustainability Report
- Conducted a leadership development exercise clarifying roles and responsabilities

Our governance practices

BOARD COMPOSITION AND ASSESSMENT

- Appropriate size and mix of senior experience and fresh perspectives
- Diversity policy ensures all aspects of diversity are considered
- Skills matrix ensures the right mix of skills and experience
- Annual board and director assessment

INDEPENDENCE

- Lead Director ensures independent functioning of the board
- Board committees are 100% independent
- In camera sessions of the independent directors at every meeting

DIRECTOR ELECTIONS

- Directors elected annually
- Directors elected individually, not by slate
- Majority voting policy to ensure directors receive appropriate shareholder support

CODE OF CONDUCT AND EDCUATION

- Strong culture of ethics and integrity
- Ethics Code of Conduct that applies to employees, contractors and directors
- Comprehensive director education program

Management proxy circular

Welcome to our 2019 management proxy circular. We are sending you this document because you owned shares of Alimentation Couche-Tard Inc. on July 22, 2019 (the *record date*). Please read it carefully and exercise your right to vote.

Our board of directors has approved the contents of this circular and its distribution to shareholders.

(s) Christine Anagnostou

Christine Anagnostou
Legal Counsel
July 26, 2019

Contents

About this document

We are sending you this document because you owned shares of Alimentation Couche-Tard Inc. on July 22, 2019.

Management encourages you to vote at our annual meeting by soliciting your proxy. We solicit proxies by mail, but brokers and others who hold shares as nominees may send proxy material to beneficial owners of our shares. We pay the cost of proxy solicitation.

In this document:

- *circular* means this management proxy circular
- *we, us, our, company* and *Alimentation Couche-Tard* mean Alimentation Couche-Tard Inc. and its wholly-owned subsidiaries
- *board* means our board of directors
- *meeting* means our 2019 annual meeting of shareholders
- *Class A shares* means our Class A Multiple Voting Shares
- *Class B shares* means our Class B Subordinate Voting Shares
- *shares* means both Class A shares and Class B shares.

The information in this document is as of July 9, 2019, and in Canadian dollars unless noted otherwise.

Where to get more information

You can find financial information about us in our 2019 Annual Report, which includes our audited, consolidated financial statements and management's discussion and analysis (MD&A). You can learn more about the audit committee in our 2019 Annual Information Form. These documents and others are on our website (corpo.couche-tard.com) and on SEDAR (sedar.com). If you would like paper copies of these documents, please call us or send us an email, and we will mail them to you at no cost:

Call
1 (800) 433–6433 (toll-free in North America)
1 (450) 662-6632 (outside North America)

email
Investor.relations@couche-tard.com

About the annual meeting

Please join us at our 2019 annual meeting of shareholders. This section of our circular tells you about the meeting, how you can vote, and the items you will be voting on.

When

Wednesday, September 18, 2019
10:30 a.m. (EDT)

Where

Hotel Sheraton Laval (Laval 1 room)
2440 Autoroute des Laurentides
Laval, Québec

Contents

How to vote at our annual meeting

Who can vote

You can vote at the meeting if you held Class A or Class B shares at the close of business on July 22, 2019.

How to vote

How you can vote depends on whether you are a registered shareholder or a non-registered shareholder.

Registered shareholders

At least 10 days before the meeting, contact us to make sure your name is on the list of shareholders entitled to vote.

Voting in person

Simply come to the meeting and vote your shares.

If two or more people are joint holders of shares:
- one of you can vote the shares without the others present
- if more than one of you comes to the meeting, you must vote together as one person
- If one of you comes to the meeting and one of you votes by proxy, the vote must be made jointly and in unison.

Voting by proxy

Voting by proxy means having someone else (your *proxyholder*) vote for you. Unless you appoint someone else, Alain Bouchard, Richard Fortin or Réal Plourde will be your proxyholder.

If you want to appoint someone else to be your proxyholder, write that person's name in the space provided on the proxy form, and make sure they know they must come to the meeting and vote on your behalf. The person you appoint does not need to be an Alimentation Couche-Tard shareholder.

You can give us your voting instructions in one of three ways:

1. Go online

Go to www.astvotemyproxy.com and follow the instructions. You will need the control number listed on your proxy form.

2. Call

Call 1 (888) 489-7352 toll-free from anywhere in Canada and the United States and follow the instructions. You will need the control number listed on your proxy form.

3. Complete the proxy form and send it by mail, fax or email

Complete, sign and date your proxy form following the instructions on the form. You can send it to us in one of three ways:

Mail it to our transfer agent, AST Trust Company (Canada), using the prepaid envelope provided

Fax it to 1 (416) 368-2052 or toll-free in Canada and the United States to 1 (866) 781-3111

Scan and email it to proxyvote@astfinancial.com.

Revoking your proxy

If you change your mind about how you want to vote your shares, you can revoke your proxy by sending us a new proxy form (signed by you or your authorized attorney) by 5:00 p.m. (EDT) on September 16, 2019, or by giving the form to the secretary of the meeting just before the meeting starts.

WHAT KIND OF A SHAREHOLDER ARE YOU?

You are a registered shareholder if your share certificates are in your name.

You are a non-registered shareholder if your shares are held in the name of a bank, brokerage firm or other intermediary.

BE SURE TO VOTE BEFORE THE DEADLINE

Your proxy must be received by 5:00 p.m. (EDT) on September 16, 2019, or two business days before the meeting if it is adjourned or postponed in accordance with the applicable Canadian securities regulations. The chairman of the meeting can waive or extend the proxy voting deadline at his or her discretion, without notice.

AST TRUST COMPANY (CANADA)

2001 Robert-Bourassa Boulevard
Suite 1600
Montréal, Québec
H3A 2A6

Non-registered shareholders

Your nominee is required to ask you how you would like to vote your shares by sending you a voting instruction form. Complete the form following the instructions on the form, sign it and return it to your nominee as instructed on the form.

If you want to vote in person at the meeting, you can appoint yourself as proxyholder by writing your own name in the space provided on the voting instruction form. Sign and return the form to your nominee. Do not include your voting instructions because your vote will be taken in person at the meeting.

How your shares will be voted

Your proxyholders will follow your voting instructions. If you do not provide voting instructions, Alain Bouchard, Richard Fortin or Réal Plourde will vote:

- *for* our auditor
- *for* each nominated director
- *for* our approach to executive compensation

If any of the nominees is unable to serve as a director for any reason, your proxyholder can vote your shares for another nominee at their discretion, unless you have specified on your proxy form that you have withheld from voting in the election of directors.

If other matters properly come before the meeting, your proxyholders can vote as they see fit.

About our shares

The company has two classes of shares: Class A shares, which have 10 votes per share, and Class B shares, which have one vote per share. Class B shares are *restricted securities* as defined by Canadian securities regulations because they carry fewer voting rights per share than Class A shares.

The four co-founders – Alain Bouchard, Jacques D'Amours, Richard Fortin and Réal Plourde – are the only persons who, to the best of the knowledge of the directors and officers, directly or indirectly, beneficially own or exercise control over shares with 10% or more of the votes attached to our Class A and Class B shares.

Together the four co-founders own a total of 112,732,004 Class A and 12,501,952 Class B shares, giving them 66.80% of the voting rights of the total shares issued and outstanding. Please turn to page 30 for details.

CLASS A SHARES

- Shares outstanding as at July 5, 2019: 126,903,950
- Voting rights: 10 votes per share
- Total voting rights attached to outstanding Class A shares: 74.37%

CLASS B SHARES

- Shares outstanding as at July 5, 2019: 437,273,218
- Voting rights: one vote per share
- Total voting rights attached to outstanding Class B shares: 25.63%

Conversion rights

Each Class A share is convertible at any time into one fully paid and non-assessable Class B share at the holder's option.

Each Class B share will automatically be converted into one fully paid and non-assessable Class A share on the earlier of the following:

- the day all four of our co-founders have reached the age of 65 (in 2021)
- the day the four co-founders collectively hold, directly or indirectly, less than 50% of the voting rights attached to all of our outstanding Class A and Class B shares.

Takeover bid protection

If there is an offer to buy Class A shares owned by holders who live in Québec, and the offer (as defined in our articles) constitutes a takeover bid, a securities exchange bid or an issuer bid under the *Securities Act (Québec)*, then each Class B share can be converted, at the holder's option, to one Class A share for the purpose of accepting the offer. This conversion right does not apply if the offer is also made to all Class B shareholders at the same time, for the same price and on the same terms, or is exempt under the *Securities Act (Québec)* from having to be made to all Class A shareholders.

If the offer is made by someone other than one of the four co-founders, or by one of the four co-founders to someone other than a co-founder, in reliance on the block purchase exemption in the *Securities Act* (Québec), the offer price cannot be higher than 115% of the average market price of the Class A shares or the average market price of the Class B shares (whichever is lower), as determined using the formula set out in our articles.

Any Class B shares converted into Class A shares that are not taken up and paid for on the expiry date of the offer will be considered not to have been converted to Class A shares.

Voting Agreement

Messrs. Alain Bouchard, Jacques D'Amours, Richard Fortin and Réal Plourde are parties to a voting agreement pursuant to which the co-founders have undertaken to exercise their respective direct and indirect voting rights in the company in favour of each other's election to the board, subject to each co-founder holding, directly or indirectly, a minimum of 4,500,000 shares of the company. Should one of the co-founders fall under such minimum shareholding, the agreement will cease to apply to such co-founder even if eventually the minimum holding is reached. However, the agreement will continue to apply to the other parties to the agreement.

What the meeting will cover

The meeting will cover four items of business. Management is not aware of any other matters to be brought forward at the meeting. However, the proxy form confers discretionary authority upon the persons named therein to vote on any other matters to be brought forward at the meeting.

1 Receiving our financial statements

We will present our consolidated financial statements for the year ended April 28, 2019, together with the auditor's report. We have mailed our consolidated financial statements to shareholders who have requested to receive a copy. You can also find a copy in our 2019 Annual Report, which is on our website (corpo.couche-tard.com) and on SEDAR (sedar.com).

2 Appointing the auditor

You will vote on appointing PricewaterhouseCoopers LLP, a partnership of Chartered Professional Accountants (PwC) as our auditor until the next annual meeting, and on authorizing the board to fix their compensation.

MANAGEMENT RECOMMENDS YOU VOTE

FOR

THE AUDITOR

The table below shows the fees we paid to PwC for services in the 2019 and 2018 fiscal years:

	2019 (year ended April 28)	2018 (year ended April 29)
Audit fees	$1,930,510	$2,418,762
Audit-related fees	$80,374	$107,733
Tax fees	$244,677	$228,885
All other fees	$287,745	$4,837
Total	$2,543,306	$2,760,217

Audit fees are for auditing our annual consolidated financial statements and for services that are normally provided by the auditor in connection with an engagement to audit the financial statements of an issuer:

- statutory or regulatory audit and certification engagements, mainly related to European subsidiaries (2019: $651,095, 2018: $647,567,)
- consultations related to specific audit or accounting matters that arise during or as a result of an audit or review
- preparing a management letter
- services in connection with the company's annual and quarterly reports, prospectuses and other filings with applicable securities regulatory authorities (2019: nil, 2018: $355,000).

Audit-related fees are for assurance and related services traditionally performed by an independent auditor:

- employee benefit plan audits
- assurance engagements that are not required by statute or regulation
- due diligences
- general advice on accounting standards including IFRS.

Tax fees are for tax planning and other tax advice related to our international corporate structure.

All other fees are for professional services that do not fall into any of the categories above.

Non-audit services

We have a policy that prohibits the auditor from providing the following non-audit services to us: bookkeeping or other services related to the accounting records or financial statements, financial information systems design and implementation, appraisal or valuation services, actuarial services, internal audit services, investment banking services, management functions or human resources functions, legal services and expert services unrelated to the audit. The auditor can provide other non-audit services as long as they are pre-approved by the audit committee.

3 Electing directors

You will vote on appointing each director nominated to serve on our board.

This year the board approved the 13 nominees listed below to serve as directors until the next annual meeting or until a successor is elected or appointed. Ten of these directors served on our board last year and three have been put up for nomination this year. Please see page 18 for information about each of the nominees.

- Alain Bouchard
- Mélanie Kau
- Jean Bernier
- Nathalie Bourque
- Eric Boyko
- Jacques D'Amours
- Richard Fortin
- Brian Hannasch
- Marie-Josée Lamothe
- Monique F. Leroux
- Réal Plourde
- Daniel Rabinowicz
- Louis Têtu

MANAGEMENT RECOMMENDS YOU VOTE

FOR

EACH NOMINATED DIRECTOR

MAJORITY VOTING POLICY

Shareholders can vote *for* or *withhold* their votes for individual directors. According to our majority voting policy, directors who receive more *withhold* votes than *for* votes in an uncontested election will not have received the support of shareholders and must resign. The human resources and corporate governance committee will consider whether or not to accept the resignation and will make a recommendation to the board. The affected director will not be part of these discussions. The board will announce its decision in a press release within 90 days of the annual meeting. If it decides not to accept the resignation, it will explain why in the press release.

4 Voting on our approach to executive compensation

MANAGEMENT RECOMMENDS YOU VOTE

FOR

OUR APPROACH ON EXECUTIVE COMPENSATION

As announced last year, and in order to enhance transparency with regard to executive compensation, and as part of our engagement process between shareholders and the board, we are holding our first say on pay advisory vote. This gives shareholders an opportunity to express their views on our approach to executive compensation.

We believe that our approach to executive compensation supports our strategy, is dependent on company performance and reflects our entrepreneurial culture. Our compensation strategy has five elements:

- be competitive
- pay for performance
- align with shareholder interests
- support company values, and
- link to strategy. You can read more about this on page 36.

As such, you will vote on the following advisory 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 as disclosed in this circular in advance of the meeting.

Since this is an advisory vote, the results are not binding on the board. The board will, however, take the results into account, as appropriate, along with comments it may have received from shareholders in the course of engaging with them when determining its approach to compensation for subsequent financial years.

HOW TO NOMINATE A DIRECTOR TO THE BOARD

If you wish to nominate a director to the board without using a shareholder proposal, you must notify the corporate secretary according to the timeline in the table below. Your written notice must be in the format described in our *Advance notice by-law* (By-Law No. 2014-1), which you can find on our website (corpo.couche-tard.com).

	If the first public announcement of the meeting is made:	You must send notice of director nominees no later than:
Annual meetings	More than 50 days before the meeting	30 days before the meeting (but not earlier than 65 days before the meeting)
	50 days or less before the meeting	10 days after the first public announcement of the meeting
Special meetings		15 days after the first public announcement of the meeting

Public announcement means disclosure in a press release reported by a national news service in Canada, or in a public document filed on SEDAR.

About the nominated directors

This year the board is proposing 13 directors for nomination to the board. Each of them brings a range of skills and abilities, and as a group, they have the right balance of business and senior leadership experience and expertise to oversee our business and strategic direction.

ENTREPRENURIAL BOARD

92%

OF OUR DIRECTORS HAVE ENTREPRENEURIAL EXPERIENCE

Independence

The board includes 54% independent directors. To ensure the board functions independently, we have a Lead Director who meets with the independent directors *in camera* at every board and committee meeting – see page 59 for details.

Four of the nominated directors, including the Founder and Executive Chairman, are not independent because they are company co-founders. Brian Hannasch is not independent because he is our President and CEO and Jean Bernier is not independent because he was a former executive officer of the company within the last three years.

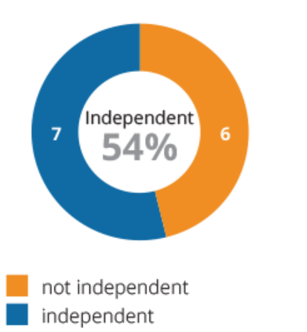
The remaining seven directors are independent, which means they do not have any business interests or other relationship with the company or our principal shareholders.

Building a balanced board

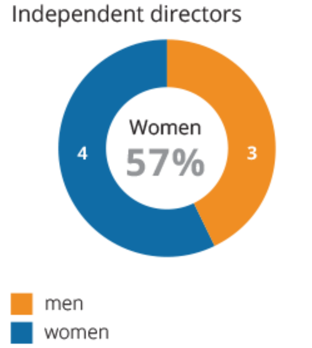
We believe that a diverse mix of director profiles is critical to a well-functioning board, and an important aspect of good corporate governance. A wide variety of perspectives promotes active discussion and increases the likelihood that proposed solutions are balanced and comprehensive and in the best interest of the company and its shareholders.

The graphs below are a snapshot of the diversity of this year's nominated directors. You will find information about each nominee in the profiles that follow, and more about how we structure our board starting on page 66.

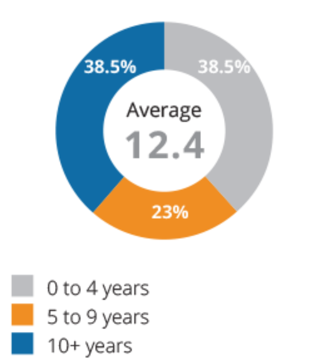
INDEPENDENCE



GENDER
Independent directors



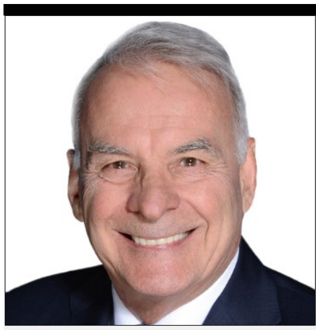
TENURE



Director profiles

In the following profiles, equity ownership includes the value of Class A and Class B shares and deferred share units (DSUs) the director beneficially owns or controls, directly or indirectly, including the value of dividend equivalents:

- Class A shares are valued at $79.19, the closing price of our Class A shares on the TSX on April 26, 2019
- Class B shares and DSUs are valued at $78.99, the closing price of our Class B shares on the TSX on April 26, 2019.



Alain Bouchard, O.C., O.Q.

Founder and Executive Chairman, Alimentation Couche-Tard

Director since 1988

Not independent

Alain Bouchard has served as the Executive Chairman of Alimentation Couche-Tard since 2014, when he stepped down after 25 years as President and Chief Executive Officer. Mr. Bouchard opened his first convenience store in Québec in 1980, and founded the companies that grew into Alimentation Couche-Tard. He has over 40 years of experience in the retail industry and worked with his closest collaborators and all staff members to build Alimentation Couche-Tard into the business it is today. He is a member of the Board of Directors of CGI Group Inc. and is a member of its Human Resources Committee.

Mr. Bouchard is an Officer of the Order of Canada and an Officer of the Ordre national du Québec. He also has an honorary doctorate in Consumer Sciences from Université Laval in Québec City and an honorary doctorate in Management from McGill University in Montréal. Mr. Bouchard has received many distinguished awards for business excellence and his outstanding professional achievements, including:

- Companion of the Order of the Canadian Business Hall of Fame
- Cercle des Grands entrepreneurs du Québec, a prestigious distinction awarded to exceptional entrepreneurs whose achievements, ideals and commitment have contributed to Québec's entrepreneurial vitality and economic development (February 2018)
- International Horatio Alger Award, which recognizes people who have persevered through challenges to become successful entrepreneurs and community leaders, from the Horatio Alger Association (March 2017)
- Grand bâtisseur de l'économie du Québec from the Institute for governance (2014)
- T. Patrick Boyle Founder's award from the Fraser Institute (2014)
- NACS Insight International Convenience Leader of the year (2014).

Mr. Bouchard has been involved in an impressive number of fundraising campaigns and philanthropic activities. He and his wife established the Sandra and Alain Bouchard Foundation in 2012, which supports various causes associated with people living with intellectual disabilities as well as artistic and cultural projects. In 2015 Mr. Bouchard and his wife were named Exceptional philanthropist of the year by the Québec Chapter of the Association of Fundraising Professionals.

Mr. Bouchard lives in Montréal, Québec, Canada.

2018 votes *FOR*	98.91%
2019 meeting attendance	100%
Committee memberships	Mr. Bouchard does not serve on any committees because he is a co-founder of the company and Executive Chairman of the board
Other public company boards in the past five years	CGI Group (2013 - present)
Securities held As an executive, Mr. Bouchard also earns PSUs and options – see page 51.	▪ Class A shares: 57,676,422 ▪ Class B shares: 7,013,002 ▪ Total equity ownership: $5,121,352,886 Mr. Bouchard meets his executive equity ownership requirement – see page 38 for details.

Mélanie Kau, Lead Director

Entrepreneur

Director since 2006

Independent

Mélanie Kau is a seasoned retailer and entrepreneur with more than 20 years of experience in creating customer connections. Her past investments include Naturiste, a 67-store chain of natural supplements and vitamins. As President of Mobilia, a family business, from 1986 to 2011, she focused on building the brand and growing the retail network in Québec and Ontario. Ms. Kau is a member of the board of directors of Aéroports de Montréal and serves on its Governance and Human Resources Committee. She previously served on the board of directors of Investissement Québec.

Ms. Kau is passionate about entrepreneurship. She serves as Governor of the Young Chamber of Commerce, where she mentors four young up-and-coming entrepreneurs. She has received several accolades for her business acumen and entrepreneurship, including Canada's Top 40 under 40 and the John Molson School of Business Award of Distinction.

Ms. Kau lives in Westmount, Québec, Canada. She has a master of business administration from Concordia and a master of journalism from Northwestern University.

2018 votes *FOR*	98.86%
2019 meeting attendance	100%
Committee memberships	Human resources and corporate governance committee (chair)
Other public company boards in the past five years	None
Securities held	▪ Deferred share units: 70,245 ▪ Total equity ownership: $5,548,652 Ms. Kau meets her equity ownership requirement – see page 29 for details.

Jean Bernier

Corporate Director

New Candidate submitted for election at the 2019 Annual Shareholders' Meeting

Not Independent

Jean Bernier is a corporate director and has over 30 years of experience in the fuel convenience store and grocery store sectors of the retail industry. He joined Alimentation Couche-Tard on July 30, 2012 as Group President, Fuel Americas and Operations North East, and served Group President, Global Fuels and North-East Operations from March 15, 2016. He retired from the company April 30, 2018.

Mr. Bernier previously spent 15 years at Valero Energy Corporation, an international manufacturer and marketer of transportation fuels and petrochemical products. He was Executive Vice President President of Valero Energy Corporation from 2011 to 2012, responsible for the overall operations of Ultramar Ltd, the company's Canadian subsidiary, all of the US and Canadian retail operations as well as the corporate functions of communications, supply chain management and information services. From 1997 to 2011 he held a number of senior management positions with Ultramar Ltd. and served as President from 1999 to 2011, responsible for its overall operations, and Vice-President, Retail Operations from 1997 to 1999. Prior to joining Ultramar Ltd., Mr. Bernier was with Provigo Inc. for nine years and held a number of senior roles including Vice-President, Human Resources, Vice-President, Maxi, Provigo Distribution, Inc. and Executive Vice-President and Chief Operating Officer, C. Corp. Inc.

Mr. Bernier has been a member of the board of CrossAmerica Partners LP since 2017, and C&E Seafood Canada LP, a private company, since 2018. He is also a member of the board of the Montréal Economic Institute and served on the board of the Canadian Fuels Association from 1999 to 2012 including the role of Chairman from 2007 to 2009. He was a member of the Canadian Council of Chief Executives from 2004 to 2012, and the Cercle des Présidents du Québec from 1999 to 2017.

Mr. Bernier lives in Westmount, Québec, Canada. He has a master's degree in industrial relations from the University of Waterloo and a bachelor's degree from the Université de Montréal.

2018 votes *FOR*	n/a
2019 meeting attendance	n/a
Committee memberships	n/a
Other public company boards in the past five years	CrossAmerica Partners Limited (2018 - present)
Securities held	▪ Class B shares: 15,563 ▪ Total equity ownership: $1,229,321 Mr. Bernier meets his equity ownership requirement – see page 29 for details.

Nathalie Bourque
Corporate director

Director since 2012
Independent

Nathalie Bourque is a consultant specializing in public relations, government relations and financial communications. She was Vice-President, Public Affairs and Global Communications at CAE Inc. from 2005 until her retirement in 2015. Ms. Bourque was a partner at NATIONAL Public Relations from 1996 to 2005, where she was responsible for numerous financial, biopharmaceutical, retail and entertainment clients. Prior to joining NATIONAL, she worked for various companies and accounting firms in marketing and public relations.

Ms. Bourque is a member of the board of Héroux-Devtek Inc. and its Audit Committee. She is also a member of the board of HEXO Corp. and its Audit Committee, and chairs its Human Resources and Corporate Governance Committee. She is a member of the board of Termaco and chairs its Human Resources Committee. She is a former member of the board of Services financiers CDPQ Inc. She also served as President of the MBA Association and Le Cercle Finance et Placement du Québec and was a member of the board of McGill University.

Ms. Bourque lives in Dorval, Québec, Canada. She has a MBA from McGill University and a bachelor of arts from Université Laval.

2018 votes *FOR*	99.71%
2019 meeting attendance	100%
Committee memberships	Human resources and corporate governance committee
Other public company boards in the past five years	HEXO Corp. (2017 - present) Héroux-Devtek Inc. (2015 - present)
Securities held	▪ Class B shares: 43,690 ▪ Deferred share units: 19,711 ▪ Total equity ownership: $5,008,044 Ms. Bourque meets her equity ownership requirement – see page 29 for details.

Eric Boyko, CPA
President, Chief Executive Officer and cofounder, Stingray Group Inc.

Director since 2017
Independent

Eric Boyko is a global entrepreneur who has nearly two decades of experience with start-ups and extensive expertise in early stage business innovations. He co-founded Stingray Group Inc. and has served as President and Chief Executive Officer since 2010. Mr. Boyko founded and was President of eFundraising.com, an e-commerce success story that became a leading player in the North American fundraising industry. Mr. Boyko was named one of Canada's Top 40 Under 40 in 2006.

Mr. Boyko's passion for extreme sports and world travel fuels his drive for business excellence. He serves on the board of directors of Stingray Group Inc., Bouclair Inc. and Attraction Média Inc. He is an active participant in many philanthropic endeavours, and is a member of the Montréal Canadiens Children's Foundation's board of directors.

Mr. Boyko lives in Montréal, Québec, Canada. He is a graduate with great distinction of McGill University, and has a bachelor of commerce with a specialization in accounting and entrepreneurship.

2018 votes *FOR*	99.81%
2019 meeting attendance	100%
Committee memberships	Audit committee (chair)
Other public company boards in the past five years	Stingray Group Inc. (2007 – present)
Securities held	▪ Class B shares: 8,400 ▪ Deferred share units: 3,371 ▪ Total equity ownership: $929,791 Mr. Boyko meets his equity ownership requirement – see page 29 for details.

Jacques D'Amours, Co-founder

Corporate director

Director since 1988

Not independent

Jacques D'Amours joined the company as a co-founder in 1980 and worked with his closest collaborators and all staff members to build Alimentation Couche-Tard into the business it is today.

He served in a variety of roles during his 34-year career, including Manager of Technical Services, Vice-President of Sales and Vice-President of Administration and Operations. Mr. D'Amours retired from the company in 2014.

Mr. D'Amours lives in Laval, Québec, Canada.

2018 votes *FOR*	98.94%
2019 meeting attendance	100%
Committee memberships	Mr. D'Amours does not serve on a committee because he is a co-founder of the company
Other public company boards in the past five years	None
Securities held	▪ Class A shares: 31,990,808 ▪ Class B shares: 140,250 ▪ Deferred share units: 8,278 ▪ Total equity ownership: $2,544,430,433 Mr. D'Amours meets his equity ownership requirements – see page 29 for details.

Richard Fortin, Co-founder

Corporate director

Director since 1988

Not independent

Richard Fortin is a co-founder and served as Chairman of the Board from 2008 to 2011. He joined the company in 1984 and retired as Executive Vice-President and Chief Financial Officer in 2008. Before joining Alimentation Couche-Tard he spent 13 years at several major financial institutions and was Vice-President of Québec for a Canadian bank wholly-owned by Société Générale (France).

Mr. Fortin served on the board of Transcontinental Inc. from 2004 to 2018 and was Lead Director and Chairman of its Audit Committee, and on National Bank of Canada's board from 2013 to 2018 as Chairman of the Risk Management Committee and member of its Audit Committee. Mr. Fortin also served on the board of Rona Inc. from 2009 to 2013, and on the board of National Bank Life Insurance Company from 2005 to 2018 and was Chairman of its Audit Committee from 2013 to 2018.

Mr. Fortin lives in Boucherville, Québec, Canada. He has a bachelor of arts in management with a major in finance from Université Laval in Québec City.

2018 votes *FOR*	98.94%
2019 meeting attendance	100%
Committee memberships	Mr. Fortin does not serve on a committee because he is a co-founder of the company
Other public company boards in the past five years	Transcontinental Inc. (2004 - 2018) National Bank of Canada (2013 - 2018)
Securities held	▪ Class A shares: 16,394,130 ▪ Class B shares: 696,900 ▪ Deferred share units: 22,092 ▪ Total equity ownership: $1,353,299,286 Mr. Fortin meets his equity ownership requirements – see page 29 for details.

Brian Hannasch
President and CEO, Alimentation Couche-Tard

Director since 2014
Not independent

Brian Hannasch is President and Chief Executive Officer of Alimentation Couche-Tard since 2014, and served as its Chief Operating Officer from 2010 to 2014. Under his leadership, the company has grown to be the largest company in Canada in terms of revenue and one of the largest convenience store groups in the world.

He joined the company in 2001 as Vice President Operations, U.S. Midwest, and has also served as Senior Vice-President, U.S. Operations (2008 to 2010), Senior Vice President, Western North America (2004 to 2008), Vice-President, Integration (2003 to 2004), where he was responsible for all aspects of U.S. operations.

Mr. Hannasch was Vice President of Operations for Bigfoot Food Stores LLC, a 225-unit convenience store chain in the U.S. Midwest acquired by Alimentation Couche-Tard in 2001. Prior to that, he was at BP Amoco from 1989 to 2000, and held various positions of increasing responsibility including Vice-President of Marketing for the U.S. Midwest Business Unit.

Mr. Hannasch was named 2019 Retailer Executive of the Year by Convenience Store News' blue-chip panel of c-store industry leaders. He was also named CEO of the year by The Globe and Mail in 2016, and has been a member of the board of directors of the Association for Convenience & Fuel Retailing (NACS) since 2016.

Mr. Hannasch lives in Columbus, Indiana, United States. He has a master of business administration in marketing and finance from the University of Chicago and a bachelor of arts in finance from Iowa State University.

2018 votes *FOR*	99.63%
2019 meeting attendance	100%
Committee memberships	Mr. Hannasch does not serve on any committees because he is the company's Chief Executive Officer
Other public company boards in the past five years	None
Securities held As an executive, Mr. Hannasch also owns PSUs and options – see page 51.	▪ Class B shares: 317,398 ▪ Total equity ownership: $25,071,268 Mr. Hannasch meets his executive equity ownership requirement – see page 38 for details.

Marie Josée Lamothe
President, Tandem International

New Candidate submitted for election at the 2019 Annual Shareholders' Meeting

Independent

Marie Josée Lamothe is an expert in global brand and product as well as omnichannel profitability with over 25 years of experience in the competitive digital and consumer products world. Ms. Lamothe is a Professor of Practice at the Desautels Faculty of Management of McGill University and is President of Tandem International, an advisory firm specializing in profit-driven omnichannel retailing. From 2014 to 2018, she was a Managing Director at Google in Canada and from 2002 to 2014, she held several executive positions at L'Oréal, including International Marketing Director in France, and Chief Marketing Officer and Chief Corporate Communications Officer in Canada.

Ms. Lamothe serves on the boards of The ALDO Group, The Desjardins Group, Lightspeed POS Inc. and Reitmans (Canada) Limited, and was a director of The Jean Coutu Group (PJC) Inc. from July 2016 to May 2018. Since 2016, she has been appointed by the Treasury Board of Canada to the Audit Committee for Ministries such as Employment and Social Development Canada and the Canadian Border Services Agency. She was appointed to the 2017 Advisory Council on Economy and Innovation for the Government of Québec.

Ms. Lamothe has been awarded the Desautels Achievement award by McGill University, which recognizes individuals who serve as role models for students in their education, career, and philanthropic contributions and she received an honoree diploma from the Université de Montréal for her contribution to the advancement of our society. Ms. Lamothe was named one of the Top 10 women in tech in Canada by Boardlist, one of Canada's Marketers of the Year by Strategy magazine. Forbes Magazine and Social Media Magazine in the U.S. named Ms. Lamothe as one of the Top Marketing Minds To Follow on social media in North America, and Canadian Business magazine named her one of Canada's 40 Global Leaders.

Ms. Lamothe lives in Montréal, Québec, Canada. She is a graduate of Mathematics and Economics with honours from the Université de Montréal and from INSEAD's L'Oreal's Executive Management program.

2018 votes *FOR*	n/a
2019 meeting attendance	n/a
Committee memberships	n/a
Other public company boards in the past five years	Lightspeed POS Inc. (2013 - present) Reitmans (Canada) Limited (2015 - present) The Jean Coutu Group (PJC) Inc. (2016 - 2018)
Securities held	▪ Class B shares: nil ▪ Total equity ownership: nil Ms. Lamothe has until 2024 to meet her equity ownership requirement – see page 29 for details.

Monique F. Leroux, C.M., O.Q., FCPA, FCA

Corporate director

Director since 2015

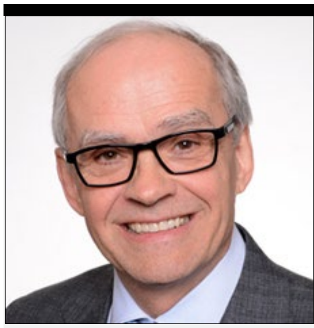
Independent

Monique Leroux is a corporate director and has extensive business experience. From 2008 to 2016, Ms. Leroux was the Chair of the board of directors and Chief Executive Officer of Desjardins Group. Ms. Leroux is the Chair of the board of Investissement Québec and serves as an independent director on the boards of BCE Inc. / Bell Canada, the Michelin Group and S&P Global. She also serves as Strategic Advisor at Fiera Capital Corporation.

Ms. Leroux is a Member of the Order of Canada, an Officer of the Ordre national du Québec, a Chevalier of the Légion d'Honneur (France) and a Companion of the Order of the Canadian Business Hall of Fame and the Investment Industry Hall of Fame. She has also received the Woodrow Wilson Award (United States), the Outstanding Achievement Award from the Québec CPA Order and the Institute of Corporate Directors Fellowship Award.

Ms. Leroux gives her time and support to several not-for-profit organizations. She was appointed to the Canada-United States Council for Advancement of Women Entrepreneurs and Business Leaders and is a member of the board of the Rideau Hall Foundation and the Montréal Symphony Orchestra.
Ms. Leroux lives in Outremont, Québec, Canada. She has honorary doctorates from eight Canadian universities.

2018 votes *FOR*	99.70%
2019 meeting attendance	100%
Committee memberships	Audit committee
Other public company boards in the past five years	Bell Inc. and Bell Canada (2016 - present) Michelin Group (2015 - present) S&P Global Inc. (2016 - present)
Securities held	▪ Class B shares: 1,250 ▪ Deferred share units: 6,990 ▪ Total equity ownership: $650,877 Ms. Leroux meets her equity ownership requirement – see page 29 for details.



Réal Plourde, Co-founder

Corporate director

Director since 1988

Not independent

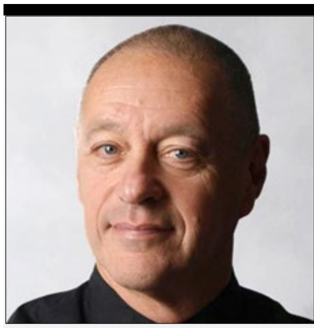
Réal Plourde was Chairman of the Board from 2011 to 2014. He joined the company in 1984 and served in a variety of roles, including Executive Vice-President from 2010 until his retirement in 2011, Chief Operating Officer, Vice-President of Development, Sales and Operations, and Manager of Technical Services. Mr. Plourde began his career working on various engineering projects in Canada and Africa.

Mr. Plourde is a member of the board of directors of CIMA+ and serves on its Audit Committee and Governance and Ethics Committee.

Mr. Plourde and his wife, Ariane Riou, are recipients of the Lieutenant Governor's Seniors Medal (February 2018), for their sustained community-based volunteer work, especially at the Palliative Care Home in Laval.

Mr. Plourde lives in Westmount, Québec, Canada. He has a master of business administration from the École des Hautes Études Commerciales in Montréal, an engineering degree in applied sciences from Université Laval in Québec City, and is a member of the Ordre des Ingénieurs du Québec.

2018 votes *FOR*	98.94%
2019 meeting attendance	100%
Committee memberships	Mr. Plourde does not serve on a committee because he is a co-founder of the company
Other public company boards in the past five years	None
Securities held	▪ Class A shares: 6,670,644 ▪ Class B shares: 4,651,800 ▪ Deferred share units: 8,237 ▪ Total equity ownership: $895,693,980 Mr. Plourde meets his equity ownership requirements – see page 29 for details.



Daniel Rabinowicz
Corporate director

Director since 2013
Independent

Daniel Rabinowicz is an independent marketing and business consultant. He was President of TAXI Montréal, an advertising agency, from 2004 to 2008, and then President of TAXI's New York office until his retirement in 2009. Prior to that he was at Cossette Communication Group, where he rose to become President of Cossette Montréal and Co-President of Cossette Toronto. Mr. Rabinowicz started his career in advertising with Vickers & Benson in 1975, and acquired experience as a brand manager at Catelli Ltd. before joining Cossette Communication Group in 1985 as Director, Strategic Planning.

Mr. Rabinowicz is a member of the board of directors of Reitmans (Canada) Limited where he is Lead Director and serves on the Corporate Governance and Human Resources Committee. He is also a director of Wafu Inc. and the Montréal Holocaust Museum. Mr. Rabinowicz is the founder and former President of Bénévolat d'entraide aux communicateurs, a non-profit organization that helps professionals in the communications industry deal with their personal, professional or financial problems, and remains on the organization's management committee.

Mr. Rabinowicz lives in Saint-Lambert, Québec, Canada. He has a master of business administration and a bachelor of arts from McGill University.

2018 votes *FOR*	99.67%
2019 meeting attendance	100%
Committee memberships	Human resources and corporate governance committee
Other public company boards in the past five years	Reitmans (Canada) Limited (2012 - present)
Securities held	▪ Class B shares: 8,096 ▪ Deferred share units: 6,231 ▪ Total equity ownership: $1,131,689 Mr. Rabinowicz meets his equity ownership requirement – see page 29 for details.

Louis Têtu
Chairman and Chief Executive Officer, Coveo Solutions Inc.

New Candidate submitted for election at the 2019 Annual Shareholders' Meeting

Independent

Louis Têtu is an award-winning entrepreneur and business executive with 30 years of experience in international technology businesses. Mr. Têtu is Chairman and Chief Executive Officer of Coveo Solutions Inc., a pioneer in artificial intelligence powered business solutions. Prior to Coveo, Mr. Têtu co-founded Taleo Corporation, a leading international provider of cloud software for talent and human capital management, acquired by Oracle for US$1.9 billion in 2012. Mr. Têtu was Chief Executive Officer and Chairman of the board of directors from the company's inception in 1999 through 2007.

Prior to Taleo, Mr. Têtu was President of Baan SCS, the supply-chain management solutions group of Baan, a global enterprise software company. This followed Baan's acquisition of Berclain Group inc., which he co-founded in 1989 and where he served as President until 1996.

Mr. Têtu also serves on the board of Industrial Alliance Insurance and Financial Services Inc., on the board of the Québec City International Airport and as Chairman of the board of PetalMD, a developer of social platforms for the medical sector. Mr. Têtu is involved in private equity for technology and infrastructure projects in emerging countries.

In 1997 Mr. Têtu was honoured by Université Laval for his outstanding social contributions and business achievements. He also received the 2006 Ernst & Young Entrepreneur of The Year award in the Technology and Communication category.

Mr. Têtu lives in Québec City, Québec, Canada. He is an Engineering graduate from Université Laval in Québec City and a commercially licensed helicopter pilot.

2018 votes *FOR*	n/a
2019 meeting attendance	n/a
Committee memberships	n/a
Other public company boards in the past five years	Industrial Alliance Insurance and Financial Services Inc. (2016 - present)
Securities held	▪ Class B shares: 1,800 ▪ Total equity ownership: $142,182 Mr. Têtu has until 2024 to meet his equity ownership requirement – see page 29 for details.

Director compensation

Our director compensation program is designed to align the interests of our non-executive directors with those of our shareholders. Directors may elect to receive their compensation in deferred share units (DSUs) instead of receiving their compensation in cash.

Director compensation includes:

- an annual retainer for membership on the board, paid in a combination of cash and DSUs
- an annual retainer for participating on board committees
- fees for attending each meeting.

The table below shows the annual fees payable to the non-executive directors.

Board retainer	
▪ cash	$50,000
▪ DSUs	$50,000
Lead Director retainer	$35,000
Committee retainer	
▪ Committee chair	$25,000
▪ Committee member	$5,000
Meeting attendance fees	
Regular board meeting	$2,000
Regular committee meeting	$2,000
Special board or committee meeting	
▪ attendance in person	$2,000
▪ attendance by phone	$1,000

Compensation oversight

The human resources and corporate governance committee, the Lead Director and the Executive Chairman are responsible for proposing policies and practices for director compensation. The committee, which is made up entirely of independent directors, reviews director compensation to make sure it reflects the risks and responsibilities of being a director, to ensure compensation is appropriate to the workload.

The board approves how much we pay our directors and the form that compensation takes. It has a *Director Compensation Policy* that sets out the following:

- directors who are employed by the company or one of its subsidiaries do not receive director compensation
- at least 50% of the annual board retainer fee is paid in DSUs
- independent directors can choose to have 100% of their compensation, including attendance fees, paid in DSUs
- independent directors must hold at least four times their annual retainer in shares or DSUs, and have five years from their election to the board to meet this requirement
- we do not grant stock options to directors.

Benchmarking

Every two years the committee benchmarks director compensation against the median of compensation from a peer group of Canadian companies in the retail and food manufacturing industries. In 2018 the committee hired Willis Towers Watson, independent compensation consultants, to assess our director compensation against a peer group of five Canadian companies – the same peers we benchmarked director compensation against in 2016:

- Canadian Tire Corporation, Limited
- Empire Company Limited
- George Weston Limited
- Metro Inc.
- Restaurant Brands International Inc.

ABOUT THE DIRECTOR COMPENSATION PEER GROUP

We use different peer groups to benchmark director and executive compensation:

- directors are recruited in Canada, so their compensation peer group is only made up of Canadian-based companies.
- executives are recruited from around the world, so their compensation peer group includes international companies.

You can read more about how we benchmark executive compensation on page 42.

All have North American operations, annual revenues from $1 to $100 billion and a market capitalization from $2 to $70 billion. All are in similar or related industries – food retail, general merchandising, oil and gas refining and marketing, or restaurants.

Director compensation table

The table below lists all compensation paid to our non-executive directors in the fiscal year ended April 28, 2019. The annual board retainer and meeting fees were paid quarterly.

We calculated the number of DSUs awarded as payment of the board retainer by dividing the dollar amount of the award by the weighted average trading price of our Class B shares on the Toronto Stock Exchange over the five trading days immediately before the payment date.

EXECUTIVE DIRECTORS DO NOT RECEIVE DIRECTOR COMPENSATION

Alain Bouchard does not receive director compensation because he is compensated in his role as Founder and Executive Chairman.

Brian Hannasch does not receive director compensation because he is compensated in his role as President and Chief Executive Officer.

	Retainers									How it was allocated	
	Board			Committee							
	cash	DSUs	Lead Director	chair	member	Meeting attendance fees	Dividends earned as DSUs	All other compensation	Total compensation	cash	DSUs
Mélanie Kau	$50,000	$50,000	$35,000	$25,000	–	$18,000	$29,199	–	$207,199	–	$207,199
Nathalie Bourque	$50,000	$50,000	–	–	$5,000	$18,000	$8,147	–	$131,147	$52,500	$78,647
Eric Boyko	$50,000	$50,000	–	$1,897	$4,621	$20,000	$1,017	–	$127,535	–	$127,535
Jacques D'Amours	$50,000	$50,000	–	–	–	$10,000	$3,167	–	$113,167	–	$113,167
Jean Élie	$50,000	$50,000	–	$23,103	$379	$20,000	$14,427	–	$157,909	$81,741	$76,168
Richard Fortin	$50,000	$50,000	–	–	–	$10,000	$9,017	$75,000	$194,017	$75,000	$119,017
Monique F. Leroux	$50,000	$50,000	–	–	$5,000	$19,000	$2,586	–	$126,586	–	$126,586
Réal Plourde	$50,000	$50,000	–	–	–	$10,000	$3,150	$75,000	$188,150	$75,000	$113,150
Daniel Rabinowicz	$50,000	$50,000	–	–	$5000	$18,000	$2,454	–	$125,454	$61,500	$63,954
Total									$1,371,164		

On January 1, 2019, Eric Boyko replaced Jean Élie as chair of the audit committee. The annual retainers for each of Jean Élie and Eric Boyko were prorated accordingly.

In fiscal 2019, Mélanie Kau chose to receive all of her compensation in DSUs. Nathalie Bourque chose to receive half of her annual board retainer and half of her annual committee retainer in DSUs and all of her attendance fees in DSUs. Daniel Rabinowicz received half of his attendance fees in DSUs. Jean Élie received half of his annual retainer in DSUs. Richard Fortin and Réal Plourde each received an additional $75,000 for consulting services, which was paid to their corporations.

About DSUs

A deferred share unit is a notional unit that tracks the value of an Alimentation Couche–Tard Class B share and earns dividend equivalents at the same rate as dividends paid on our Class B shares. DSUs vest immediately, but can only be redeemed when a director retires from the board.

Under our *Deferred Share Unit Plan,* DSUs can be redeemed for cash or Class B shares. If a director chooses cash, the dollar amount is calculated using the market value of Class B shares on the payment date. If a director chooses Class B shares, the company purchases the same number of shares as the number of DSUs for redemption on the open market and delivers them to the director.

Directors have until the end of the calendar year of the year following their retirement to redeem their DSUs. They choose the redemption date, which must be approved by the human resources and corporate governance committee. Deferred share units can only be transferred when a director dies.

Incentive plan awards – value vested or earned during the fiscal year

The table below shows the aggregate dollar value that would have been realized if the DSUs had been cashed on the grant date that occurred in fiscal 2019.

	Option-based awards – value vested during the fiscal year	Share-based awards – value vested during the fiscal year	Non-equity incentive plan compensation – value earned during the year
Mélanie Kau	–	$207,199	–
Nathalie Bourque	–	$78,647	–
Eric Boyko	–	$127,535	–
Jacques D'Amours	–	$113,167	–
Jean Élie	–	$76,168	–
Richard Fortin	–	$119,017	–
Monique F. Leroux	–	$126,586	–
Réal Plourde	–	$113,150	–
Daniel Rabinowicz	–	$63,954	–

Equity ownership requirements

We require our directors to own four times their annual retainer in Alimentation Couche-Tard equity because we believe this helps align their interests with those of our shareholders. That means the total value of an independent director's shares and DSUs must be at least $400,000. They have five years from their election to meet this requirement.

The table below shows the total number of Class B shares and DSUs owned by each independent director as at April 28, 2019, and their value, calculated using $78.99, the closing price on the Toronto Stock Exchange of the Class B shares on April 26, 2019.

Eric Boyko holds his Class B shares through his holding company.

Alain Bouchard and Brian Hannasch meet management executive ownership requirements – see page 38 for details. Jacques D'Amours, Richard Fortin and Réal Plourde are co-founders with equity holdings in the company which significantly exceed the equity ownership requirements – see the table on the next page for details.

CHANGES THAT OCCURRED IN 2019

We increased our equity ownership requirement for 2019 to four times the annual retainer. The total value of an independent director's Class B shares and DSUs must be at least $400,000.

	2018		2019		Change			
	Class B shares	DSUs	Class B shares	DSUs	Class B shares	DSUs	Total value at April 28, 2019	Meets ownership requirement
Mélanie Kau	–	66,316	–	70,245	–	3,929	$ 5,548,652	yes
Nathalie Bourque	43,690	18,302	43,690	19,711	–	1,409	$ 5,008,044	yes
Eric Boyko	4,400	934	8,400	3,371	4,000	2,437	$ 929,791	yes
Jean Élie	24,300	33,126	22,050	34,507	(2,250)	1,381	$ 4,467,437	yes
Monique F. Leroux	1,250	4,630	1,250	6,990	–	2,360	$ 650,877	yes
Daniel Rabinowicz	10,933	5,041	8,096	6,231	(2,837)	1,170	$ 1,131,689	yes

The table below shows the total number of Class A shares and Class B shares each of our four co-founders beneficially owned or controlled, directly or indirectly, at April 28, 2019. The four co-founders and the companies they control are party to a voting agreement that gives them voting control over more than 10% of the votes attached to our outstanding shares. Together they own a total of 112,732,004 Class A and 12,501,952 Class B shares giving them 66.80% of the voting rights of the total shares issued and outstanding.

We calculated the value of the shares using $79.19, the closing price on the Toronto Stock Exchange of the Class A shares on April 26, 2019, and $78.99, the closing price on the Toronto Stock Exchange of the Class B shares on April 26, 2019.

	2018		2019		Change		Total value at April 28, 2019	Ownership as a percentage of total shares outstanding		% of total out-standing shares	% of total voting rights
	Class A shares	Class B shares	Class A shares	Class B shares	Class A shares	Class B shares		Class A shares	Class B shares		
Alain Bouchard	57,676,422	8,013,002	57,676,422	7,013,002	–	(1,000,000)	$5,121,352,886	45.45%	1.60%	11.47%	34.21%
Jacques D'Amours	32,020,808	150,000	31,990,808	140,250	(30,000)	(9,750)	$2,544,430,433	25.21%	0.03%	5.69%	18.76%
Richard Fortin	16,394,130	911,900	16,394,130	696,900	–	(215,000)	$1,353,299,286	12.92%	0.16%	3.03%	9.65%
Réal Plourde	6,670,644	4,811,800	6,670,644	4,651,800	–	(160,000)	$895,693,980	5.26%	1.06%	2.01%	4.18%

Alain Bouchard holds 52,163,256 Class A shares and 5,195,000 Class B shares through Développements Orano Inc., a corporation he controls. He holds 475,000 Class B shares through the Sandra and Alain Bouchard Foundation and 133 Class B shares *es qualité* for his minor daughter, Rose Bouchard. He also holds options granting him the right to purchase 217,037 Class B shares.

Jacques D'Amours holds 23,863,878 Class A shares through 9201-9686 Québec Inc., a corporation he controls, and 270,000 Class A shares through the Fondation D'Amours.

Richard Fortin holds 12,530,394 Class A shares through 9201-9702 Québec Inc., a corporation he controls, and 240,000 Class B shares through the Fondation Lise et Richard Fortin.

Réal Plourde holds 4,604,238 Class A shares through 9203-1848 Québec Inc., a corporation he controls, and 171,000 Class B shares through the Fondation Ariane Riou et Réal Plourde.

Executive compensation

Our executive compensation program supports our strategy, drives short and long-term business performance and reflects our entrepreneurial culture.

Read this section of the circular to learn about how executive compensation at Alimentation Couche-Tard aligns the interests of executives and shareholders.

Contents

Compensation discussion and analysis

2019 Overview

This section discusses executive compensation at Alimentation Couche-Tard – our philosophy and approach, compensation governance, our decision-making process, the program components and decisions about executive pay for 2019 and how that relates to our share performance.

All references to *the committee* mean the human resources and corporate governance committee unless specified otherwise.

2019 NAMED EXECUTIVES

ALAIN BOUCHARD
Founder and Executive Chairman

BRIAN HANNASCH
President and Chief Executive Officer

CLAUDE TESSIER
Chief Financial Officer

KEVIN LEWIS
Chief Marketing Officer

ALEX MILLER
Executive Vice-President Commercial Optimization

2019 performance

We had an excellent year in fiscal 2019, demonstrated by a record bottom-line, generated impressive cash flows, surpassed our CST synergies target of $215.0 million and are progressing well with the integration of Holiday into our network.

We once again proved our commitment to organic growth by initiating a pipeline of activities focused on bringing more customers to our locations and becoming more strategically aligned as a company than ever before. Organic growth continued to be strong as we realized positive same store sales in all regions. These results, combined with the strength of our network of more than 16,000 stores and approximately 133,000 people who work throughout our network, helped us deliver significant value for our shareholders in fiscal 2019.

(52 week period)	2019	2018
Net earnings ($US millions)	$1,833.9	$1,670.6
Merchandise and service gross profit	+12.0%	+21.4%
Road transportation fuel gross profit	+16.6%	+30.9%
Return on capital employed	14.1%	12.0%

2019 compensation at a glance

We believe in pay for performance. Our compensation program is designed to drive short and long-term business performance and appreciation in our share price, which creates value for our shareholders and flows through to executive compensation.

The table below is a summary of total direct compensation granted to our named executives for 2019 performance. You can read about each compensation component in more detail beginning on page 43.

			Long-Term Incentive				
	Salary	Annual incentive	PSUs[1,2]	Stock options[3]	2019 compensation	% at risk for 2019[4]	% at risk for 2018
Alain Bouchard Founder and Executive Chairman	$1,470,059	$765,662	$1,955,147	$839,819	$5,030,687	57%	57%
Brian Hannasch President and Chief Executive Officer	$1,855,526	$1,881,828	$3,431,374	$1,483,484	$8,652,212	65%	64%
Claude Tessier Chief Financial Officer	$663,062	$665,535	$663,015	$94,693	$2,086,305	57%	57%
Kevin Lewis Chief Marketing Officer	$738,668	$660,284	$590,701	$84,356	$2,074,009	54%	73%
Alex Miller Executive Vice-President Commercial Optimization	$625,435	$396,529	$500,138	$71,422	$1,593,524	50%	55%

1 Only the financial component (65% of this amount) is at risk (see page 51 for details).
2 PSUs and stock options are awarded based on the weighted average closing price of Class B shares on the TSX for the five days immediately preceding the grant date.
3 The fair market value of stock options was determined with the Black-Scholes option pricing model.
4 The at-risk compensation is composed of the annual incentive, the stock options and the 65% performance component of the PSU grant.

Fixed pay

Salaries are reviewed annually and usually adjusted in July. Changes are made to adjust for inflation or to adjust positioning of salaries in relation to the median of the market.

We pay at or below the median of our compensation peer group for fixed compensation like base salary. One named executive received a base salary adjustment in fiscal 2019 to bring his salary closer to the median of the market. The compensation of Messrs. Hannasch, Lewis and Miller is paid in U.S. dollars and their compensation amounts have been converted to Canadian dollars using the average exchange rates for the relevant year (see page 35).

56.6%

OF THE AVERAGE 2019 COMPENSATION GRANTED TO THE NAMED EXECUTIVES IS AT RISK AND NOT GUARANTEED

Variable (at-risk) pay

The majority of executive pay is variable and at-risk.

In fiscal 2019 the annual incentive programs for the vice-president level and up was changed to reflect the company's focus on organic growth being a key variable in longer term success. Prior to fiscal 2019, the annual incentive was comprised of two elements: financial performance and key result areas (KRAs). The financial results accounted for 75% of the annual bonus potential, while the KRAs accounted for 25%. For fiscal 2019, a common global KRA measure was introduced as a variable in the annual incentive and given a weight of 25%. This resulted in an annual incentive for the leadership teams that was based 50% on financial performance, 25% on a common global KRA measure and 25% on the achievement of individual KRAs.

The annual incentive is based on achievement of companywide objectives and individual performance. We use net earnings as a key financial measure to align the executive team, create accountability and assess corporate performance. Achievement of companywide components account for 75% of the annual incentive award (50% financial performance, 25% on common global KRA measure achievement). Individual performance is assessed based on the achievement of individual KRAs that are pre-determined, set annually and approved by the committee.

This year's annual incentive reflects a higher payout of our corporate financial component than last year's financial performance. Our net earnings of US$1,833.9 for fiscal 2019 was 113% of our net earnings target. Our annual incentive program provides a sliding scale for financial performance achievement ranging from zero to 250%. The 113% achievement results in a 142% payout of the corporate financial component based on this sliding scale. In addition to the extraordinary financial performance this year, the common global KRA was partially achieved. Finally, the individual component averaged 90% for the named executives, reflecting solid performance in the individual key result areas (see page 43).

The long-term incentive is allocated to phantom stock units commonly referred to as performance share units (PSUs) and stock options to motivate the executive team to achieve strong future performance for the company and its shareholders, to retain the executive team, and to align executive interests with those of shareholders.

This year's long-term incentive award was granted at target for each named executive (see page 45).

The fiscal 2016 PSU awards vested in fiscal 2019 with a performance factor of 65% based on our achievement of four equally weighted measures. The share price increase at the end of the three-year performance period was 7.2% ($57.49 at the time of grant, increased to $61.65 when the PSUs vested). This resulted in a lower overall payout on PSUs in fiscal 2019 as both the performance and the share appreciation were lower than fiscal 2018.

In fiscal 2019, the committee approved a special strategic incentive bonus (strategic incentive) directly related to the company's five-year strategic plan to reinforce alignment of longer term variable compensation with our continued growth ambition to double the company again. The bonus potential under this strategic incentive is 100% of base salary at the time the bonus payment is made and is subject to the achievement of EBITDA targets ranging from 80% to 115% and payout is subject to a sliding scale ranging from 50% to 150%.

2019 compensation review

The committee made two changes to variable compensation in fiscal 2019. They added:

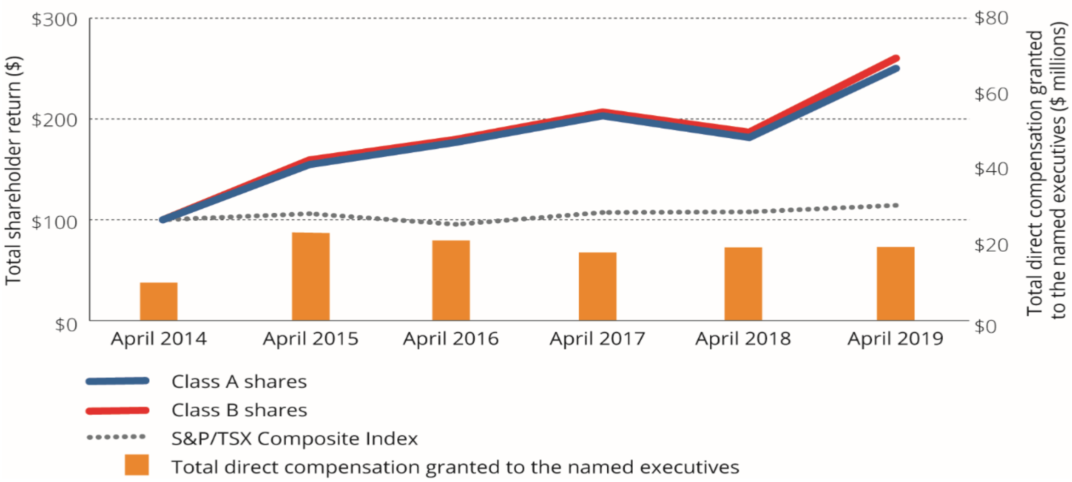
- a common global KRA as a component to the annual incentive and weighted at 25%
- a strategic incentive bonus directly related to the achievement of a 5-year performance growth target.

Share performance and executive pay

Our shares have performed well over the past several years, outperforming the market and delivering strong returns to shareholders.

The graph below compares the cumulative total shareholder return of $100 invested in our Class A and Class B shares at the end of fiscal 2014 with the cumulative total shareholder return of the S&P/TSX Composite Index over the same period, and assumes reinvestment of dividends. The graph also shows total compensation granted to our five most senior officers over the same period. There is not a direct correlation between the total compensation granted to the named executives and our share price because there are external factors beyond our control affecting our share price.

SHARE PERFORMANCE



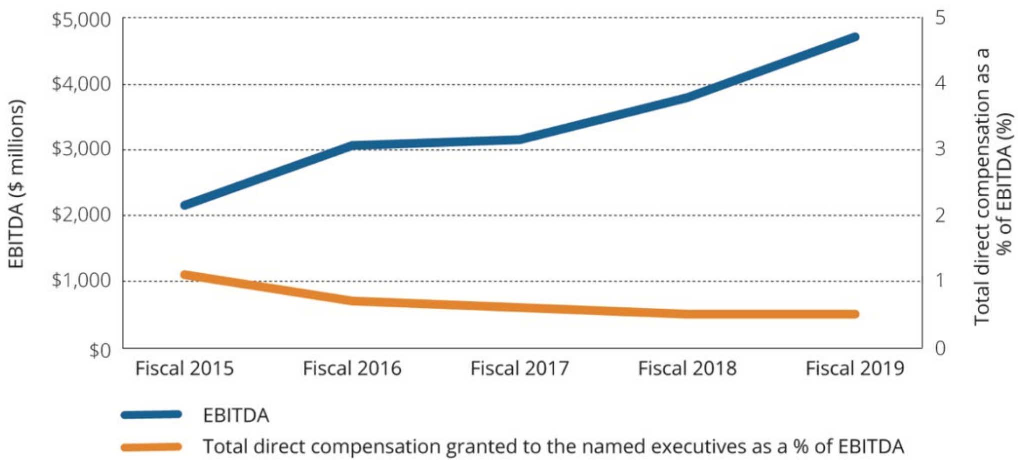
	April 2014	April 2015	April 2016	April 2017	April 2018	April 2019
Class A shares	$100.00	$154.82	$176.90	$203.19	$181.67	$250.21
Class B shares	$100.00	$159.39	$179.83	$206.92	$186.91	$260.35
S&P/TSX Composite Index	$100.00	$106.02	$95.46	$107.24	$107.81	$114.31
EBITDA ($ millions)	$1,737	$2,153	$3,064	$3,153	$3,794	$4,718
Total direct compensation granted to the named executives	$10,017,562	$23,229,140	$21,224,142	$17,965,088	$19,411,009	$19,436,737
Total direct compensation as a % of EBITDA	0.6%	1.1%	0.7%	0.6%	0.5%	0.4%

We believe earnings before interests, taxes, depreciation, amortization and impairment (EBITDA) is an important financial measure and a key component of sustained growth. Note that while EBITDA and adjusted EBITDA are not performance measures defined by IFRS, we believe they help facilitate the evaluation of our ongoing operations and our ability to generate cash flows to fund our cash requirements, including our capital expenditures program. Our definitions of these measures may be different from those used by other publicly-listed companies.

Cost of management

The graph below shows EBITDA and total direct compensation granted to our named executives over the past five years as a percentage of EBITDA to show the cost of management over the same period. Our cost of management has averaged less than 1% of EBITDA over the five-year period.

COST OF MANAGEMENT



Total direct compensation includes base salary, annual incentive and the value of the PSU award on the grant date multiplied by the volume weighted average trading price for Class B shares on the TSX during the five trading days immediately before the grant date, and the grant values of stock option awards beginning in fiscal 2015. Compensation is in Canadian dollars, except for Brian Hannasch, Kevin Lewis and Alex Miller who are paid in U.S. dollars. Their amounts have been converted into Canadian dollars using the following average exchange rates for each fiscal year: 1.3167 (2019), 1.2778 (2018), 1.3161 (2017), 1.3145 (2016), 1.1484 (2015) and 1.0594 (2014).

EBITDA figures are as disclosed in our management's discussion and analysis report in U.S. dollars and have been converted to Canadian dollars using the average exchange rates for the fiscal year as noted above.

Compensation philosophy and approach

We believe our executive compensation must support our strategy, link to performance and reflect our entrepreneurial culture. It must also be competitive, drive short and long-term business performance and align the interests of our executives and shareholders.

We remain a growth oriented company and our compensation programs are designed to reward achievement of such growth.

Five elements of our compensation strategy

Be competitive

We have designed our compensation program to recruit, develop and retain talented executives, and we have extremely low turnover on the executive team. We have a formal, independent review process every two year to ensure executive compensation is benchmarked consistently (see page 37).

Pay for performance

A significant proportion of our executive compensation is tied to variable, performance based programs. We set challenging targets and objectives that drive our annual business plan and our strategy. These targets and objectives motivate the executives to work hard and foster teamwork to deliver strong results and be rewarded accordingly. We assess corporate and individual performance in our compensation decision-making. We emphasize at-risk pay to motivate the executive team to execute the business plan, in line with our strategy and values, and to create value for our shareholders over time.

Align with shareholder interests

Our philosophy and approach to executive compensation is structured to align the focus and strategic managerial decisions of our executive teams with the interests of shareholders. We see Alimentation Couche-Tard as a long term growth investment and link a material portion of our executive compensation directly to the performance of our shares. We also consider the realizable value of stock option grants the named executives have received in prior years as part of our formal review of salaries and target variable compensation every year. This approach has delivered positive outcomes when viewed over a multiple year time horizon – over the past five years, our total shareholder return has exceeded the 75% percentile of our peers.

Support company values

As a company with retail operations worldwide, we know that attracting and retaining an energetic and engaged workforce are key to achieving our business objectives, and that company culture is critical (see page 61). We include a quantifiable employee engagement performance measure in our long-term incentive plan (see page 46) that is based on "myVOICE", a formal, global employee engagement survey designed to improve the work experience for our employees worldwide. The survey reaches over 133,000 employees, and we had over 92% participation in our most recent survey. The metric we have selected is Gallup's follow-through index measuring to what extent leaders share results and delivers on action plans created at team levels. According to Gallup research this metric has a strong correlation with driving engagement in organizations, and is something everyone can impact – regardless of starting levels of engagement.

Link to strategy

A key variable in our ability to deliver results rests in our expertise and strength in integrating acquisitions. The number and scope of our acquisitions provide us with a unique opportunity to tie additional, variable, performance-based compensation elements to successfully executing acquisition plans.

Our compensation strategy

BE COMPETITIVE

We have designed our compensation program to recruit, develop and retain talented executives

PAY FOR PERFORMANCE

We reward executives for exceptional performance in achieving pre–determined and quantifiable objectives

ALIGN WITH SHAREHOLDER INTERESTS

Our compensation program emphasizes value creation, establishing a direct link between executive and shareholder interests

SUPPORT COMPANY VALUES

Our compensation program encourages teamwork among the executive team and promotes our company values

LINK TO STRATEGY

Compensation supports the achievement of our corporate strategy

Compensation governance

Committee expertise and oversight

The committee oversees our executive compensation program, leadership succession plans and board succession. It also helps the board fulfill its responsibilities relating to human resources, director compensation and corporate governance.

The committee is made up of three independent directors: Mélanie Kau (committee chair), Nathalie Bourque and Daniel Rabinowicz. Each is qualified and experienced and none of them currently serves as a CEO of another company. You can read more about each member in the director profiles beginning on page 18.

	Skills and experience			
	Compensation/ labour relations/ human resources	Senior executive leadership	Corporate governance	Industry experience
Mélanie Kau Lead Director and committee chair	✓	✓	✓	✓
Nathalie Bourque	✓	✓	✓	✓
Daniel Rabinowicz	✓	✓	✓	✓

The committee reviews our corporate performance and relative shareholder return and evaluates individual performance when making its decisions about executive pay for the year. It also reviews the compensation packages for the Founder and Executive Chairman, Chief Executive Officer, the named executives and other senior officers for the previous year, and assesses overall market competitiveness.

The committee makes recommendations to the board for its review and approval, including target compensation and actual awards and any changes to our human resources and compensation policies and programs.

Independent advice

The committee receives independent advice from an external consultant and has retained Willis Towers Watson since 2012.

Willis Towers Watson advises the committee on the competitiveness of our executive compensation program and reviews the compensation components and incentive plan design and metrics to make sure they continue to be appropriate. Pension and other benefits and provisions regarding employment and change of control are part of this review.

The table below shows the fees paid to the independent consultant in the last two fiscal years.

	2019	2018
Executive compensation-related fees	$2,000	$125,000
All other fees	–	–
Total	$2,000	$125,000

Compensation review

The external consultant conducts this review every two years. Willis Towers Watson completed a review in 2018.

The review found overall compensation for the named executives generally to be slightly below the market median. While total cash compensation was slightly above the median because of the annual incentive awards, grant values of long-term equity incentive awards are lower than our compensation peer group. We did however make changes to the peer group for benchmarking because of acquisitions (see page 41). We also adjusted the salary bands to align more closely with the market.

You can read about the 2019 compensation for each named executive beginning on page 43 and in the summary compensation table on page 50.

Managing compensation risk

We recognize that some level of risk-taking is needed to drive the entrepreneurial spirit, stay competitive and achieve the growth our shareholders expect.

The committee is committed to ensuring our compensation program supports our long-term growth and does not encourage excessive risk-taking. It regularly reviews the design of our incentive plans and also makes sure we have appropriate policies in place to encourage proper conduct and sound decision-making.

Program design

The majority of executive compensation is variable (at-risk) and based on performance (see page 41).

We must meet challenging performance thresholds under our annual incentive plan and PSU plan. We also cap performance scores under the two incentive plans so we do not encourage excessive risk-taking.

Variable compensation includes long-term incentives to motivate strong performance, link to our share price and have compensation paid over time, aligning with shareholder interests.

You can read about the incentive plans in more detail beginning on page 43.

Equity ownership

Our equity ownership requirements ensure that our executives have a stake in our future success and that their interests are aligned with those of our shareholders. Requirements vary by level and executives must meet their ownership requirement within five years of assuming the position. The named executives can count Class A and Class B shares they hold directly and indirectly toward meeting the requirement, but cannot include PSUs or stock options.

We use the acquisition price or the market value of the holdings at the time we assess their equity ownership, whichever is higher, to value their ownership.

EXECUTIVES AS OWNERS

We believe our executives should feel like owners and have a significant stake in the company.

The table below shows each named executive's equity ownership as at April 28, 2019. We used the closing price on the TSX on April 26, 2019 to calculate the value of Class A and Class B shares: $79.19 for Class A shares and $78.99 for Class B shares.

	Base salary	Equity ownership requirement (multiple of salary)	Shares owned as at April 28, 2019			
			Class A shares	Class B shares	Total market value	Meets share ownership requirements
Alain Bouchard	$1,470,059	10.0x	57,676,422	7,013,002	$5,121,352,886	yes
Brian Hannasch	$1,855,526	5.0x	–	317,398	$25,071,268	yes
Claude Tessier	$663,062	2.0x	–	6,500	$513,435	has until 2021 to meet the requirement
Kevin Lewis	$738,668	1.5x	–	–	–	has until 2023 to meet the requirement
Alex Miller	$625,435	1.5x	–	2,233	$176,385	has until 2021 to meet the requirement

Policies

Clawbacks

We have a clawback policy to protect shareholders from fraudulent activity and the associated payment of unearned short and long-term incentive awards. It applies to current and former executive officers, and any others specifically designated by the board, as well as officers of any subsidiary that we directly or indirectly control.

Under the policy, the board has sole discretion, to the full extent permitted by law and to the extent it determines that it is in our best interest to do so, to:

- require an officer to reimburse all or a portion of any awarded performance-based incentive compensation
- require an officer to reimburse any profit realized from the exercise of or vesting of an incentive compensation award, or
- cancel any outstanding unvested incentive awards granted to an officer, if:
  - the amount of the incentive compensation was calculated based on, or was contingent on, the achievement of certain financial results that were subsequently the subject of, or affected by, a restatement of all or a portion of our financial statements
  - the officer engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement, and
  - the amount of the incentive compensation that would have been awarded to, or received by, or the profit realized by the officer had the financial results been properly reported would have been lower than the amount actually awarded or received.

Anti-hedging

We do not currently have an anti-hedging policy that prohibits executives from using derivative instruments to hedge the value of their shares.

After much discussion and analysis, the committee decided not to adopt an anti-hedging policy because all insiders are governed by securities legislation that obliges them to disclose all transactions related to their Alimentation Couche-Tard shareholdings, including any derivative or anti-hedging instruments.

While our directors and officers can therefore purchase these kinds of financial instruments, we are not aware of any director or officer who is a reporting insider who has hedged the value of his or her Alimentation Couche-Tard shares.

Other policies

We have a code of conduct for our employees, officers and directors and others associated with our company to make sure we always protect Alimentation Couche-Tard's property and assets, exercise good judgment, treat everyone with respect, and act ethically and responsibly in everything we do. See page for 61 information about our ethical culture and code of conduct.

Under the policy, insiders may not trade our securities on information that has not yet been publicly released, or "tip" information to anyone outside the company, consistent with securities legislation. Anyone who contravenes those provisions may face heavy fines or damages by securities commissions and internal disciplinary action.

Our decision-making process

We have a thorough and disciplined process for making decisions about executive compensation.

1	2	3	4	5
Review compensation program	Set performance targets and objectives	Conduct an ongoing review of the market and performance	Assess corporate and individual performance	Award compensation

1. Review compensation program

The committee reviews plan design and target compensation, consulting with its independent advisor, as needed, to benchmark target compensation for market competitiveness and internal equity. At the same time, the committee reviews the compensation peer group to make sure the companies in the group are appropriate, and makes any necessary changes.

The committee carries out a formal compensation review every two years and makes any recommendations about changes to compensation policy, individual plans and the overall program to the board for its review and approval. The last formal compensation review was conducted in 2018.

2. Set performance targets and objectives for executive compensation

Management sets and the committee approves financial objectives and performance criteria for the annual incentive and PSU plan based on our strategic plan and annual business plan. The committee also approves key result areas and individual objectives for the CEO and named executives including other senior officers based on input from the CEO.

3. Conduct an ongoing review of the market and performance

The board receives regular updates from management at each regular meeting, including a discussion of risks and opportunities.

4. Assess corporate and individual performance

The board assesses corporate performance under the annual incentive plan to determine the financial component. The committee assesses individual performance of the named executives against their key result areas and approves an overall individual score for each that is reflected in each named executive's annual performance bonus payout.

5. Award compensation

The committee determines annual incentive awards and grants of long-term incentive awards. It reviews the performance vesting conditions of the PSU awards and determines the payout. It also reviews salaries and approves any adjustments for the upcoming year within defined parameters approved by the board.

The board reviews the committee's analysis and recommendations for incentive awards and approves the awards.

The board can use its discretion to adjust the recommended awards based on extenuating circumstances.

Components and benchmarking

Executive compensation includes direct compensation (base salary, annual incentive and long-term incentives), and indirect compensation (pension and other benefits).

Direct compensation

Salary

Base salaries are fixed pay and based on the individual's competencies, experience and performance as well as internal compensation guidelines. Base salaries are reviewed annually and usually adjusted in July.

Annual incentive

The annual incentive is a cash bonus based 50% on corporate performance using a key financial measure, 25% on one common global KRA measure and 25% on individual performance based on the achievement of individual KRAs that are approved by the committee. KRAs are pre-determined and set annually, and are tied to strategic objectives that are connected to the execution of our business plan.

Long-term incentives

Long-term incentives include PSUs and stock options, designed to attract, retain and motivate our people to achieve financial success and long-term growth of the company.

Target mix

We emphasize at-risk pay to motivate the executive team to execute the business plan, in line with our strategy and values, and to create value for our shareholders over time. Total at-risk pay includes the annual incentive, 65% of the PSU award, and 100% of the stock option award.

Indirect compensation

Executives receive retirement and other benefits as part of a competitive total compensation package.

Retirement benefits include a defined contribution plan for executives in Canada and Europe and non-qualified defined contribution plan in the U.S. as well as a supplemental retirement benefit (see page 52 to read more about retirement benefits).

Executives and other regular full-time employees can participate in our employee stock purchase plan (ESPP) after one year of continuous service. Participants contribute 1% to 5% of their annual base salary to purchase Class B shares. Contributions are made by payroll deduction and we make matching contributions of 25% of each employee's contribution up to a maximum of $1,250 per year. Participants receive dividends paid on our Class B shares. Contributions can be made to a registered retirement savings plan (RRSP), a non-registered account or a tax-free savings account (TFSA).

Other benefits include a company vehicle, health cost reimbursement program (disability, group life, accident, health and travel insurance) and financial planning as part of a competitive package to attract and retain high performing executives.

CHANGES IN FISCAL 2019

We adjusted the measures and weightings in the annual incentive and the PSU plans to align more closely with our strategy and respond directly to the competitive landscape.

In fiscal 2019, we started assessing performance in the annual incentive based on:

- 50% on corporate financial performance (down from 75%)
- 25% on one common global KRA (new measure)
- 25% on individual KRAs.

These changes stay true to our pay for performance philosophy and will also focus the executive team on measures that are critical to the health of our business.

A strategic incentive bonus was also introduced in fiscal 2019. This strategic incentive bonus will be measured and paid out in 5 years based on various growth targets.

Benchmarking

We consider each executive role to maintain internal equity. We also benchmark our compensation against other companies to make sure we are competitive with the market.

We use a compensation peer group made up of companies we compete with for executive talent, and position our total target compensation for executives around the median of the peer group. Actual awards can be higher or lower depending on performance.

Willis Towers Watson assists the committee by reviewing the compensation peer group to make sure it stays relevant. It conducts research and analysis, using four criteria to select appropriate companies for the peer group:

- companies in similar industries: food retail, general merchandise stores, oil and gas refining and marketing and restaurants
- companies with annual revenue ranging from $1 billion to $100 billion
- companies with a market capitalization of $2 billion to $70 billion
- companies operating in North America with an emphasis on U.S. corporations because a significant portion of our revenues are derived from the United States.

Our compensation peer group was last reviewed in 2018 and includes the following 15 Canadian and U.S. companies as shown below.

COMPENSATION COMPARED TO OUR PEERS

Actual total direct compensation for our named executives has averaged below the median of the compensation peer group, however, our strong share performance has helped the executives realize a higher value from their long-term incentive awards.

Compensation peer group

Canada

- Canadian Tire Corporation Limited
- Metro Inc.
- Restaurant Brands International Ltd Partnership
- George Weston Limited
- Empire Company Limited

United States

- Casey's General Stores, Inc.
- Dollar General Corporation
- Dollar Tree, Inc.
- Marathon Petroleum Corporation
- Starbucks Corporation
- Target Corp.
- The TJX Companies, Inc.
- The Kroger Co.
- Walgreens
- Yum! Brands, Inc.

The table below shows our ranking compared to the median of Canadian companies, U.S. companies and the peer group overall.

	Median statistics in relation to Alimentation Couche-Tard Inc.			
	Revenue last fiscal year (US$ millions)	Net income last fiscal year (US$ millions)	Market capitalization as at Feb 1, 2019 (US$ millions)	Number of employees
Compensation peer group	$24,720	$1,542	$26,543	60,350
Canadian companies only	$11,206	$604	$9,233	31,686
U.S. companies only	$32,299	$2,344	$36,295	226,050
Alimentation Couche-Tard Percentile ranking	$59,118 73p	$1,818 60p	$33,229 67p	133,000 53p

2019 Executive compensation decisions

Base Salary

The base compensation of Alain Bouchard, Brian Hannasch and Claude Tessier was adjusted by 3% while Kevin Lewis' base compensation was adjusted by 2%. The base compensation of Alex Miller was increased as a result of the review of his compensation with the peer group. Brian Hannasch, Kevin Lewis and Alex Miller are paid in U.S. dollars and their amounts have been converted to Canadian dollars using the average exchange rate for the year (see page 50).

	2019
Alain Bouchard	$1,470,059
Brian Hannasch	$1,855,526
Claude Tessier	$663,062
Kevin Lewis	$738,668
Alex Miller	$625,435

CHANGES TO FOUNDER AND EXECUTIVE CHAIRMAN AS WELL AS TO CEO VARIABLE COMPENSATION IN FISCAL 2020

For fiscal 2020 the committee recommended a change in the Founder and Executive Chairman as well as to the CEO variable compensation. The proposed change will affect the annual incentive as well as the long term incentive variable compensation (PSUs and stock options) to have more overall compensation be performance based. These changes align more closely with benchmarked market practice and ensures a competitive package for both the Founder and Executive Chairman as well as the CEO.

Annual incentive

The annual incentive is a cash bonus based 50% on corporate performance using a key financial measure, 25% on one common global KRA measure and 25% on individual performance based on the achievement of individual KRAs.

This year we achieved 113% of our corporate financial component resulting in a payout of 142%.

The overall annual incentive payout was higher in fiscal 2019, for the following two reasons:

- the financial component in fiscal 2019 paid out at 142% compared to 102% in fiscal 2018
- the common global KRA was partially achieved.

As indicated starting at page 36 of our circular a significant proportion of our executive compensation is tied to variable, performance based programs. As such, the annual incentive payout in fiscal 2019 reflects the achievement of challenging targets and objectives that drive our annual business plan, our strategy and increase shareholder value.

The table below illustrates how the 2019 annual bonus for each named executive was calculated. The 113% achievement on the financial component reflects the 142% achievement of the financial component which is weighted 50% for bonus calculation purposes. The common global KRA component reflects 41.67% achievement which is weighted at 25% for bonus calculation purposes. The individual component for each named executive reflects each named executives' individual performance criteria achievement multiplied by the 25% that the individual component represents for bonus calculation purposes.

	Target incentive (% of salary)	x [	Corporate financial component (142 % x 50%) (sliding scale up to 250%)	+	Common global KRA component (41.67 % x 25%) (sliding scale up to 125%)	+	Individual component (% achieved x 25%)	] =	Earned incentive (% of salary)	x	Salary	=	2019 annual incentive award[2]
Alain Bouchard	50%	x	71%	+	10.42%	+	22.75%	=	52.08%	x	$1,470,059	=	$765,662
Brian Hannasch[1]	100%	x	71%	+	10.42%	+	20.00%	=	101.42%	x	$1,855,526	=	$1,881,828
Claude Tessier [2]	75%	x	71%	+	10.42%	+	22.25%	=	77.75%	x	$663,062	=	$515,535
Kevin Lewis[1 2]	60%	x	71%	+	10.42%	+	23.00%	=	62.65%	x	$738,668	=	$462,779
Alex Miller[1]	60%	x	71%	+	10.42%	+	24.25%	=	63.40%	x	$625,435	=	$396,529

1 Brian Hannasch, Alex Miller and Kevin Lewis are paid in U.S. dollars. Their amounts have been converted to Canadian dollars using the average exchange rates for the year (see page 42).

2 Claude Tessier received a $150,000 guaranteed bonus for fiscal 2019, which is not included in the table. Kevin Lewis received a guaranteed bonus of US$150,000, which is not included in the table.

Assessing corporate performance

We use net earnings as a key financial measure to align the executive team, create accountability and assess corporate performance. Net earnings is quantifiable and easy to measure and understand, and motivates the executive team to achieve their targets.

Pay for performance

We set challenging targets. We must achieve at least 90% of the objective for our key financial measure to achieve threshold performance, otherwise the payout on the financial component is zero. We use a sliding scale that caps the maximum payout for the corporate financial component at 250%.

Financial component (50%)	Focuses on budgeted net earnings, a key financial objective tied to our annual business plan
If we achieve net earnings:	Then the financial component is:
▪ less than 90% of budget	▪ zero
▪ at 90% of budget	▪ 10%
▪ 100% of budget (at target)	▪ 100%
▪ above 100% and up to 130% of budget	▪ scaled up to a maximum of 250%

Assessing individual performance

We assess individual performance in three key result areas – operational, functional, and talent management and development – to drive strong leadership. Individual objectives vary by executive role and responsibilities.

Individual component (25%)	2019 individual component	**Operational** performance measures vary by business sector (convenience stores, service stations, etc.) and focus on realizing synergies and acquisitions	**Functional** performance measures vary by position and focus on functional support	**Talent management and development** performance measures support performance and leadership reviews and essential development plans for succession candidates
Alain Bouchard	91%	50%	25%	25%
Brian Hannasch	80%	30%	50%	20%
Claude Tessier	89%	30%	35%	35%
Kevin Lewis	92%	60%	20%	20%
Alex Miller	97%	60%	20%	20%

We do not disclose specific individual objectives for competitive reasons. Individual objectives are quantitative and qualitative and some objectives stem from our strategic planning process and extend beyond a fiscal year. Disclosing them would expose the company to serious prejudice and weaken our competitive advantage.

Long-term incentive

To determine the appropriate value of long-term incentive grants provided to the named executives the committee considers the practices of our peer group and external market data, as well as internal factors including executive retention, dilutive impact and long-term value creation.

The table below shows the 2019 long-term incentives awarded to the named executives and the weighting allocation between PSUs and stock options.

	2019 target long-term incentive awards (as a % of base salary)	2019 long-term incentive award ($)	Weighting Allocation					
			PSUs			Stock options		
			Weight %	Value ($)	# of units	Weight %	Value $	# of units
Alain Bouchard	233%	$3,425,188	57%	$1,955,147	31,606	43%	$1,470,041	47,528
Brian Hannasch	325%	$6,028,102	57%	$3,431,374	55,470	43%	$2,596,738	83,955
Claude Tessier	125%	828,769	80%	$663,015	10,718	20%	$165,754	5,359
Kevin Lewis	100%	$738,361	80%	$590,701	9,549	20%	$147,660	4,774
Alex Miller	100%	$625,157	80%	$500,138	8,085	20%	$125,019	4,042

Value

The committee determines PSU awards on the basis of their notional value (at par) and used a discount factor of 50% instead of the Black-Scholes model used for purposes of the Summary Compensation Table to establish stock option grants. All awards and grants were made at $61.86 (see page 50).

Currency exchange rate

The currency exchange rate used for purposes of establishing awards for Brian Hannasch, Kevin Lewis and Alex Miller in equivalent USD at the date of award was 1.3162

The table on the next page explains how the plans work.

	PSU plan	Stock option plan
Who participates	Named executives, other executive officers and select key employees	Named executives and other executive officers
Link to corporate strategy	Motivate the achievement of financial success, strong competitive position and long-term growth Attract, retain and motivate key talent Align executive and shareholder interests	Increase the executives' interest in the welfare of the company as they share primary responsibility for the management, growth and protection of our business Attract, retain and motivate key talent Align executive and shareholder interests

	PSU plan	Stock option plan
Plan features	Performance-based incentive in the form of PSUs Value of PSUs is based on the weighted average closing price of a board lot of Class B shares on the TSX for the five trading days immediately before the vesting date Corporate performance objectives for the three-year period relate to our operating performance and are set by the committee at the time of grant	Option to purchase Class B shares that are at least the weighted average closing price of a board lot of Class B shares on the TSX for the five days immediately before the grant date Options usually expire after 10 years Exercise terms are set by the board at the time of grant The plan allows a cashless exercise if the holder has an agreement with their broker that allows the holder to receive: ▪ cash compensation equivalent to the difference between the exercise price of options and the actual sale price of the options underlying the Class B shares upon exercise, or ▪ a number of Class B shares equivalent to the difference between the number of underlying Class B shares upon exercise and the number of Class B shares required to settle the option exercise
Basis for grant	Varies by position Also based on the achievement of special measurable objectives that are key to our financial success	Varies by position The board may also approve discretionary awards
Vesting	Vest one day before the third anniversary of the grant date based on: ▪ employment service (35%) ▪ corporate performance (65%)	20% each year beginning on the grant date, unless determined otherwise by the board at the time of grant
Payout	Paid out in cash based on weighted average closing price for a board lot of Class B shares on the TSX for the five trading days immediately before the vesting date Performance factor is capped at 100% to avoid excessive risk-taking	The difference between the exercise price and the price of our Class B shares on the TSX at the time of exercise Options only have value if the price of our Class B shares increases above the exercise price
Transferability	Grants are personal and cannot be assigned, encumbered, pledged, transferred or alienated in any way, except by will or by the applicable laws of succession	Grants are personal and cannot be assigned or transferred, except by will or by the applicable laws of succession

About the 2019 PSU award

We granted PSU awards to the named executives on July 18, 2018. The PSUs vest on July 17, 2021 based on the achievement of performance targets over a three-year period.

We will assess corporate performance using five measures, each weighted 20%, including same store fuel volume, merchandise and service margin, increase in customer traffic at our sites, return on capital employed (ROCE) and employee engagement, among other things. The overall score for the five measures will determine the number of units that vest. We do not disclose the details of the results compared to measures for competitive reasons.

Payout of the 2016 PSU awards

The PSU awards granted in fiscal 2016 vested on July 21, 2018 (the 2016 PSU awards) and paid out in late July.

We achieved 65% of our four corporate performance measures, each weighted 25%. The measures were determined at the time of the grant and included same store sales fuel volume, merchandise and service margins excluding tobacco and ROCE, among other things.

The price of our Class B shares increased from $57.49 at the time of grant to $61.65 when the PSUs were paid out, representing a 7.2% increase over the three-year period.

PAY FOR PERFORMANCE

PSU payout is based on the achievement of performance objectives that are established at the time of the award.

The actual value of the units that vest is based on the market value of our Class B shares at the end of the three-year period (see above table for details).

	Grant date	[Corporate performance factor (0 to 100%) x 65%	+	Employment service factor x 35%	] =	PSU performance factor	x	Number of PSUs granted	x	Market price of our Class B shares	=	Payout	Realized value as a % of grant value
Alain Bouchard	2015-07-22	42.25%	+	35%	=	77.25%	x	32,056	x	$61.65	=	$1,526,638	83%
Brian Hannasch	2015-07-22	42.25%	+	35%	=	77.25%	x	50,365	x	$61.65	=	$2,398,554	83%
Claude Tessier	2016-03-22	42.25%	+	35%	=	77.25%	x	17,108	x	$61.65	=	$814,704	83%
Alex Miller	2015-07-22	42.25%	+	35%	=	77.25%	x	291	x	$61.65	=	$13,809	83%
	2016-03-22	42.25%	+	35%	=	77.25%	x	4,196	x	$61.65	=	$199,807	83%

Kevin Lewis is not included in the table because he joined the company after the grant of the 2016 PSU awards.

More information about the stock option plan

Options exercised in 2019

Brian Hannasch is the only named executive who exercised stock options in fiscal 2019. The table below shows the details of the options exercised. The gain is the difference between the exercise price and the market price of a Class B share on the TSX at the time of exercise.

	Grant date	Number of options	Exercise price	Gain per option
Brian Hannasch	September 29,2008	75,000	$4.4833	$61.7526
	April 23, 2010	75,000	$6.1867	$74.6967

Equity compensation plan information

As at April 28, 2019	Number of Class B shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of Class B shares remaining available for future issuance under the plan
Equity compensation plan approved by security holders (1999 stock incentive plan)	1,652,796	$39.20	18,694,171

Plan limits

Total number of Class B shares that can be issued under the plan	50,676,000 (represents 8.98% of our total issued and outstanding Class A and Class B shares as at July 5, 2019)
Total number of Class B shares reserved for issue at any time to any one option holder	5% of the total number of Class A and Class B shares outstanding on a non-diluted basis, less the total of all shares reserved for issue to the option holder under any other share compensation arrangement
Total number of Class B shares that can be issued to any insider and their associates under the plan or any other share compensation arrangement, within a one-year period	5% of Class B shares outstanding
Total number of Class B shares reserved for issue at any time to insiders under the plan or any other share compensation arrangement	10% of Class B shares outstanding
Total number of Class B shares that may be issued to insiders under the plan or any other share compensation, within any one-year period	10% of Class B shares outstanding

Burn rate

The table below shows the burn rate for the last three fiscal years. The burn rate is the total stock options granted in each fiscal year expressed as a percentage of the average number of outstanding and issued Class A and Class B shares during the fiscal year

	2019	2018	2017
Number of stock options granted	163,593	161,682	154,256
Average total number of outstanding and issued Class A and B shares during the fiscal year	564,315,776	566,333,388	568,038,636
Burn rate	0.029%	0.0285%	0.0272%

BURN RATE AND OVERHANG

Our annual burn rate for fiscal 2019 is 0.029% and the total potential dilution of our stock options at the end our fiscal year is 3.60%

Overhang

The table below shows the overhang or total potential dilution at the end of the fiscal year and the last two fiscal years. The overhang is determined by the total stock options outstanding and unexercised at the end of the year plus the total number shares available for future grant expressed as a percentage of the total number of outstanding and issued Class A and Class B shares at the end of that fiscal year.

	2019	2018	2017
Number of outstanding and unexercised stock options granted **(A)**	1,652,796	1,726,482	1,715,070
Shares available for issuance under the plan **(B)**	18,694,171	18,847,389	19,000,071
Total potential dilution **(C)** *equals (A + B)*	20,346,967	20,573,871	20,715,141
Total Class A and B shares outstanding and issued at year end **(D)**	564,413,654	564,217,098	568,449,678
Overhang **(E)** *equals (C divided by D)*	3.60%	3.65%	3.64%

Making changes to the plan

We must receive shareholder approval to make any of the following changes:

- changing the amendment provisions of the plan
- increasing the maximum number of shares that can be issued under the plan
- making a change to eliminate or exceed the insider participation limit, including any modification to the limits under article 3.1 of the plan
- reducing the exercise price, or extending the term of an option awarded to an insider for retention purposes
- any other change that requires us to receive shareholder approval according to regulatory requirements or TSX policies.

The board can use its discretion to make the following changes without shareholder approval if it is approved by resolution and consistent with regulatory provisions:

- making accounting or administrative changes, including amendments intended to clarify plan provisions
- changing the terms and conditions of options granted under the plan, including the term of the option (as long as the exercise period is not more than 10 years from the award date, except for an automatic extension of 10 business days following a blackout period declared by us if the option expires during this period or within 10 days after this period, and the option is not held by an insider), acquisition terms and conditions, and exercise terms and conditions, exercise price (if the option is not held by an insider) and the method used to determine the exercise price, transferability and effect of a termination of employment of the participant or position as director
- changing the category of people who may participate in the plan, unless the change increases the participation of insiders
- allowing the company to provide financial assistance to participants to help them purchase shares when they decide to exercise their options, and
- changing provisions relating to a cashless exercise of options resulting in a cash or share compensation, regardless of whether the total number of underlying shares will be deducted from the plan's reserve.

The plan also provides for a change to the termination provisions of an option or the plan that does not involve extending the term of an option beyond 10 years. This is separate from extending the term by 10 days if the option expiry date falls within a trading blackout period, or during the 10 days immediately after the blackout period has been lifted.

We cannot make a change to the plan that affects the terms and conditions of outstanding options previously granted under the plan, or suspend or terminate the plan, unless we have received the written or deemed consent of the participants.

Shareholders approved the stock option plan at our annual and special meeting on September 21, 1999 and amendments to the plan at our annual and special meetings on September 25, 2002 and September 6, 2011.

Compensation details

Summary compensation table

The table below shows the total compensation awarded to each named executive for the fiscal years ended April 28, 2019, April 29, 2018 and April 30, 2017.

	Fiscal year	Salary	Share-based awards	Option-based awards	Non-equity incentive plan compensation: Annual incentive plan	Non-equity incentive plan compensation: Long-term incentive plan	Pension value	All other compensation	Total compensation
Alain Bouchard Founder and Executive Chairman	2019	$1,470,059	$1,955,147	$839,819	$765,662	–	–	–	$5,030,687
	2018	$1,427,242	$1,898,119	$815,882	$699,349	–	–	–	$4,840,592
	2017	$1,427,242	$1,898,204	$900,403	$378,219	–	–	–	$4,604,068
Brian Hannasch President and Chief Executive Officer	2019	$1,855,526	$3,431,374	$1,483,484	$1,881,828	–	$769,951	–	$9,422,163
	2018	$1,748,260	$3,205,878	$1,386,906	$1,704,553	–	$723,394	–	$8,768,991
	2017	$1,748,215	$3,185,514	$1,520,845	$926,554	$987,075	$1,566,926	–	$9,935,129
Claude Tessier Chief Financial Officer	2019	$663,062	$663,015	$94,693	$665,535	–	$79,060	–	$2,165,365
	2018	$643,750	$643,717	$91,997	$635,227	–	$74,333	–	$2,089,024
	2017	$625,000	$624,963	$98,569	$400,781	–	$90,597	–	$1,839,910
Kevin Lewis Chief Marketing Officer	2019	$738,668	$590,701	$84,356	$660,284	–	$58,360	–	$2,132,369
	2018	$500,512	$1,190,546	$79,642	$477,562	–	$39,825	–	$2,288,087
	2017	–	–	–	–	–	–	–	–
Alex Miller Executive Vice-President Commercial Optimization	2019	$625,435	$500,138	$71,422	$396,529	–	$313,947	–	$1,907,471
	2018	$421,674	$334,323	$47,771	$243,516	–	$92,480	–	$1,139,764
	2017	$361,927	$285,166	$44,977	$369,084	–	$160,699	–	$1,221,853

Salary

Salaries for Brian Hannasch, Alex Miller and Kevin Lewis are paid in U.S. dollars. Amounts were converted to Canadian dollars for reporting purposes using the following average exchange rates for each fiscal year: 1.3167 for 2019, 1.2778 for 2018 and 1.3161 for 2017.

Share-based awards

Amounts are the fair value of the PSU awards on the grant date, calculated using the weighted average price of Class B shares on the TSX for the five days prior to the grant (see the table below). The amount the executive actually receives may be different. See page 46 to read about vesting and other details about our PSU plan.

	Grant date	Units awarded	Share price
2019	2018-07-18	115,428	$61.86
2018	2017-07-20	109,371	$61.40
2017	2016-07-20	110,891	$58.87

Option-based awards

Amounts are the fair value of the stock option awards on the grant date, calculated using the Black-Scholes model and the weighted average assumptions in the table below. The amount the executive actually receives may be different and could even be zero. See page 46 to read about vesting and other details of our stock option plan.

	Expected dividend per share	Expected volatility	Risk-free interest rate	Expected life
2019	$0.40	24.00%	2.12%	8 years
2018	$0.36	24.99%	1.77%	8 years
2017	$0.31	28.00%	1.01%	8 years

Non-equity incentive plan compensation

Annual incentive

Brian Hannasch, Alex Miller and Kevin Lewis receive their annual incentive in U.S. dollars. Amounts were converted to Canadian dollars using the following average exchange rates for each fiscal year: 1.3167 for 2019, 1.2778 for 2018 and 1.3161 for 2017.

Claude Tessier's 2018 annual incentive includes the $150,000 that was guaranteed when he was hired. Kevin Lewis' annual incentive includes an amount of US$150,000 that was guaranteed when he was hired.

Outstanding share-based awards and option-based awards

The table below includes details about the PSU and stock option awards held by each named executive as of April 28, 2019.

		Option-based awards				Share-based awards		
	Grant date	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
Alain Bouchard	July 18, 2018	47,528	$61.86	July 18, 2028	$814,155	31,606	$873,795	–
	July 20, 2017	46,489	$61.40	July 19, 2027	$817,742	30,915	$854,692	–
	July 20, 2016	48,487	$58.87	July 20, 2026	$975,558	32,244	$891,434	–
	July 22, 2015	48,205	$57.49	July 22, 2025	$1,036,408	–	–	–
	Sept 24, 2014	80,328	$34.50	Sept 24, 2024	$3,573,793	–	–	–
Brian Hannasch	July 18, 2018	83,955	$61.86	July 18, 2028	$1,438,149	55,470	$1,533,551	–
	July 20, 2017	79,026	$61.40	July 19, 2027	$1,390,067	52,213	$1,443,507	–
	July 20, 2016	81,898	$58.87	July 20, 2026	$1,647,788	54,111	$1,495,980	–
	July 22, 2015	76,228	$57.49	July 22, 2025	$1,638,902	–	–	–
	Sept 24,2014	450,000	$34.50	Sept 24, 2024	$20,020,500	–	–	–
	Sept 24,2014	105,434	$34.50	Sept 24, 2024	$4,690,759	–	–	–
	April 23, 2010	300,000	$6.19	April 23, 2020	$21,840,000	–	–	–
Claude Tessier	July 18, 2018	5,359	$61.86	July 18, 2028	$91,800	10,718	$296,315	–
	July 20, 2017	5,242	$61.40	July 19, 2027	$92,207	10,484	$289,846	–
	July 20, 2016	5,308	$58.87	July 20, 2026	$106,797	10,616	$293,495	–
	March 22, 2016	61,763	$58.45	March 22, 2026	$1,268,612	–	–	–
Kevin Lewis	July 18, 2018	4,774	$61.86	July 18, 2028	$81,779	9,549	$263,996	–
	July 20, 2017	4,538	$61.40	July 19, 2027	$79,823	19,390	$536,066	–
Alex Miller	July 18, 2018	4,042	$61.86	July 18, 2028	$69,239	8,085	$223,522	–
	July 20, 2017	2,722	$61.40	July 19, 2027	$47,880	5,445	$150,535	–
	July 20, 2016	2,422	$58.87	July 20, 2026	$48,731	4,844	$133,920	–
	March 22, 2016	1,364	$58.45	March 22, 2026	$28,017	–	–	–

Option-based awards

On April 14, 2014, our issued and outstanding shares were split three-for-one, and the number of outstanding options and the exercise price were adjusted accordingly. This is reflected in the number of securities underlying unexercised options.

The option exercise price is the weighted average closing price of a board lot of Class B shares on the TSX for the five trading days immediately before the grant date.

Options expire on the 10th anniversary of the grant date and vest 20% each year beginning on the grant date.

The value of unexercised in-the-money options is the difference between the closing price of our Class B shares on the TSX on April 26, 2019 ($78.99) and the exercise price of the option. Options only have value if our share price is higher than the exercise price. See page 44 for more information about options.

Share-based awards

PSU were granted in 2017, 2018 and 2019 under our PSU plan and will vest at the end of a three-year period in 2020, 2021 and 2022.

Payouts are based 35% on service of employment and 65% on corporate performance against pre-determined objectives that were set at the time of grant. The total payout value of the PSU is capped at 100%.

The amount shown here is the estimated minimum payout of the award (35% based on service of employment). Actual payouts may be higher depending on corporate performance. See page 44 to read more about the PSU plan.

Incentive plan awards – value vested or earned during the fiscal year

The table below shows the total value that each named executive would have realized if their option-based awards had been exercised on the vesting date and paid out in fiscal 2019, and their PSU awards that vested and were paid out in fiscal 2019, non-equity incentive plan compensation which was paid for the 2019 fiscal year.

	Option-based awards – value vested during the fiscal year	Share-based awards – value vested during the fiscal year	Non-equity incentive plan compensation – value earned during the year
Alain Bouchard	$750,847	$1,526,638	$765,662
Brian Hannasch	$1,326,321	$2,398,554	$1,881,828
Claude Tessier	$84,661	$814,704	$665,535
Kevin Lewis	$75,419	–	$660,284
Alex Miller	$63,855	$213,616	$396,529

Option-based awards

The value of stock options that vested in fiscal 2019, using the weighted average closing price of a board lot of Class B shares on the TSX for the five trading days immediately before the grant date. See page 46 to read more about the stock option plan.

Share-based awards

Payout of the PSUs granted in fiscal 2016, using $61.65, the value of our Class B shares on the TSX on July 23, 2018. See page 46 to read more.

Non-equity incentive plan compensation

Includes the annual incentive paid for fiscal 2019. Brian Hannasch, Alex Miller and Kevin Lewis are paid in U.S. dollars. The non-equity incentive amount shown in the table was converted into Canadian dollars using 1.3167, the average exchange rate for fiscal 2019.

Retirement benefits

We offer a registered pension plan for Canadian executives, non-qualified deferred compensation plans for U.S. executives and supplemental retirement plans for Canadian and U.S. executives.

Canada

Named executives in Canada participate in the following plans:

Registered pension plan (funded according to applicable legislation in Canada)

- Canadian registered pension plan (RPP)

Supplemental retirement plans (unfunded plans)

- Canadian supplemental retirement program (basic DB SERP)
- Canadian enhanced supplemental retirement program (enhanced DB SERP)
- Defined contribution supplemental executive retirement program (DC SERP)

RPP DB component, basic DB SERP and enhanced DB SERP

The RPP has a defined benefit (DB) component and a defined contribution (DC) component. At the end of fiscal 2016, we modified our defined benefit plans for executives in Canada to freeze accruals and replaced them with defined contribution benefits.

The DB component of the RPP, in conjunction with the basic DB SERP or the enhanced DB SERP, as applicable, provide an annual retirement income equal to 2% per year of credited service, multiplied by the final average salary of the executive's three best years (and 50% of the annual incentive, the incentive being limited to 100% of base salary, for credited service in the enhanced DB SERP), with no offset for any payment from the Canada and Québec pension plans. The normal retirement age is 65, however participants can retire early with an unreduced pension from age 62 (age 60 for credited service in the enhanced DB SERP) and with a reduced pension from age 55. The normal form of pension under the RPP is a 67% joint and survivor annuity with a five-year guarantee.

The normal form of pension under the basic DB SERP is a lifetime annuity guaranteed for five years.

The normal form of pension under the enhanced DB SERP is a lifetime annuity guaranteed for the first five years and a 50% joint and survivor annuity for the following five years; there is no death benefit after 10 years.

RPP DC component and DC SERP

The company contributes an amount equal to 12% of the executive's base salary to the DC component of the RPP up to the limit imposed by legislation, and the excess amount on a notional basis to the DC SERP. Executives who were participating in the DB component of the RPP and in the basic DB SERP at the time these plans were frozen receive a contribution that is greater than 12% and that varies by individual (no current NEO is eligible for such additional contribution).

Benefits under the DC component of the RPP are payable as a tax-sheltered transfer to an eligible retirement vehicle. Benefits under the DC SERP are paid as a lump sum or in annual instalments of up to five years.

Who participates
Alain Bouchard participates in the DB component of the RPP and the enhanced DB SERP, but his credited service under these plans stopped accruing in March 2014 because he had reached the age and service limits under the plans. When Alain Bouchard retires, he will receive a pension that is actuarially equivalent to the pension that would otherwise have been paid from age 65.

Claude Tessier participates in the DC component of the RPP and the DC SERP.

United States

Named executives in the U.S. can participate in the following plans:

- U.S. supplemental defined benefit retirement program (U.S. DB SERP)
- Non-qualified deferred compensation plan (non-qualified plan)
- Non-qualified deferred compensation plan that was established in fiscal 2017 (new non-qualified plan)
- 401(k) plan (historical contributions only as it pertains to Brian Hannasch)

At the end of fiscal 2016 we froze accruals under the U.S. DB SERP and participation in the non-qualified plan for executives other than Top Level Participants, and replaced them with the new non-qualified plan.

U.S. DB SERP
The U.S. DB SERP is an unfunded, non-qualified defined benefit plan that provides an annual retirement income equal to 2% per year of credited service, multiplied by the final average base salary of the executive's three best years (and 50% of the annual incentive, the incentive being limited to 100% of base salary, for Top-Level Participants), offset by company matching contributions to the non-qualified plan, and with no offset for social security benefits. The normal retirement age is 65, however executives can retire early with an unreduced pension from age 62 and with a reduced pension from age 55. Upon termination of employment before age 55, the vested accrued pension is payable from age 65.

The normal form of pension under the U.S. DB SERP is a lifetime annuity guaranteed for five years. For Top-Level Participants, it is a lifetime annuity guaranteed for the first five years and a 50% joint and survivor annuity for the following five years; there is no death benefit after 10 years.

Non-qualified plan and new non-qualified plan
Under the non-qualified plan and the new non-qualified plan, participants can defer up to 25% of their base salary and up to 100% of their pre-tax annual incentive. The company makes a matching contribution to the non-qualified plan equal to 100% of employee deferrals to this plan, up to 7% of their base salary.

No matching company contributions are made under the new non-qualified plan; instead, contributions of 8% of base salary are made as of the date the participant was appointed to an executive position. Executives other than Top Level Participants who were participating in the U.S. DB SERP and in the non-qualified plan at the time these plans were frozen receive a contribution that is greater than 8% and that varies by individual. Alex Miller is one such executive, and his annual company contribution rate is 20.8%.

Participants choose to have their contributions deposited in a retirement account or an in-service account, or allocated between the two. Company contributions are deposited in retirement accounts.

Participants choose to notionally invest their contributions and those of the company from a range of options provided under the plans. The investment funds provided under the plans are selected by the company, and the company may elect to change them from time to time, at the discretion of the plan administrator. Participants may alter their investment fund choices up to six times per year.

Retirement accounts allow income to be paid as a lump sum or in annual instalments for up to five years when the participant retires, and as a lump sum when employment is terminated before retirement. In-service accounts also have these features, and also allow participants to access the income five years after deferral.

The plans are not funded; however the company sets aside assets in a rabbi trust and attempts to mirror the participants' hypothetical earnings in these plans.

401(k) plan

The 401(k) plan is a tax-qualified plan that is funded in accordance with applicable laws. Participation in the 401(k) plan generally ceases when participants join the non-qualified plan or the new non-qualified plan.

Who participates

Brian Hannasch is a Top-Level Participant accruing benefits in the U.S. DB SERP and the non-qualified plan. He also accrued benefits under the 401(k) plan prior to joining the non-qualified plan. Alex Miller and Kevin Lewis participate in the new non-qualified plan and Alex Miller also accrued benefits in the U.S. DB SERP and the non-qualified plan up to the date that these plans were frozen for participants other that Top-Level Participants.

Pension benefits table – defined benefits plan

The table below sets out the pension benefits earned by each named executive as at the end of fiscal 2019 under the company's defined benefit pension plans. The present values of defined benefit obligations at the beginning and end of the fiscal year are based on the same actuarial assumptions and methods used in our audited financial statements to determine our obligations under the DB retirement plans at these dates.

	Number of years credited service		Annual benefits payable				Opening present value of defined benefit obligation	Compensatory change	Non-compensatory change	Closing present value of defined benefit obligation
			At year end		At age 65					
	RPP	SERP	RPP	SERP	RPP	SERP				
Alain Bouchard	14.17	35.00	$53,458	$1,862,480	$53,458	$1,862,480	$29,445,445	–	$1,579,755	$31,025,200
Brian Hannasch	–	17.92	n/a	$725,371	n/a	$1,417,783	$10,883,153	$641,265	$309,626	$11,834,044
Alex Miller	–	3.54	n/a	$22,579	n/a	$22,579	$295,452	$193,214	($23,523)	$465,143

Annual benefits payable

The annual benefit is the lifetime pension payable at the normal retirement age of 65 based on the final average base salary of the executive's three best years as at April 28, 2019 (and 50% of the annual incentive, up to a maximum of 100% of base salary for executives participating in the enhanced SERP or as a Top-Level Participant), based on years of credited service at year-end and at age 65. Alain Bouchard is over age 65 and is assumed to retire immediately.

The annual benefits shown for Brian Hannasch and Alex Miller are net of the equivalent pension provided from company matching contributions to the non-qualified deferred compensation plan and the 401(k) plan that were made after the SERP entry date.

The normal form of pension for Alain Bouchard is a 66% joint and survivor annuity with a 5-year guarantee for the pension payable from the RPP. For the pension payable from the SERP, the normal form of pension is an annuity guaranteed for the first 5 years, a 50% joint and survivor annuity for the following 5 years and a lifetime annuity thereafter.

The normal form of pension for Brian Hannasch and Alex Miller is an annuity guaranteed for the first 5 years. In respect of Brian Hannasch's years of credited service as a Top-Level Participant it is an annuity guaranteed for the first 5 years, a 50% joint and survivor annuity for the following 5 years and a lifetime annuity thereafter

Compensatory change

The compensatory change is the value of the projected pension earned for the period from April 29, 2018 to April 28, 2019, including the impact on the obligation of any differences between actual earnings over the last fiscal year and those estimated, and any plan changes.

Non-compensatory change

The non-compensatory change is the value of items other than compensatory, such as interest on the accrued obligation at the start of the fiscal year, changes in assumptions, change in exchange rates and other experience gains and losses for the period from April 29, 2018 to April 28, 2019.

Pension benefits table – defined contribution plan and deferred compensation plans

The table below shows the benefits earned by each named executive as at the end of fiscal 2019 under the company's defined contribution pension plans and its U.S. deferred compensation plans.

Amounts for Claude Tessier relate to his participation in the Canadian registered pension plan and DC SERP.

Amounts for Brian Hannasch, Kevin Lewis and Alex Miller relate to their participation in the U.S. non-qualified deferred compensation plans and, in the case of Brian Hannasch, in the 401(k) plan.

	Accumulated value at start of fiscal year	Compensatory change	Non-compensatory change	Accumulated value at year end
Alain Bouchard	n/a	n/a	n/a	n/a
Brian Hannasch	$6,075,330	$128,868	$613,806	$6,818,004
Claude Tessier	$174,956	$79,060	$15,547	$269,563
Kevin Lewis	$95,881	$58,360	$220,521	$374,762
Alex Miller	$416,736	$120,733	$120,759	$658,228

Compensatory change

The compensatory change is the value of company contributions made for the period from April 29, 2018 to April 28, 2019.

Non-compensatory change

Non-compensatory amounts include investment returns and employee contributions or deferrals, net of any benefit distributions, and include changes in exchange rates.

Termination and change of control

We do not have employment agreements with our named executives. The terms of employment and any entitlements are set out in the offer of employment each executive received at the time of hire or promotion. The offer letter includes a description of the role, salary, benefits and vacation, as well as the terms of participating in our incentive plans. If an executive's employment is terminated, his or her entitlements are according to the laws of the jurisdiction where they reside and the terms of the incentive plan documents.

Each executive is subject to non-solicitation and confidentiality provisions to protect the interests of Alimentation Couche-Tard.

The table below shows how each compensation component is treated if employment is terminated.

	Resignation	Retirement	Termination with cause	Termination without cause	Change in control
Salary (severance)	None	None	None	As required by law	As required by law
Annual incentive	Forfeited	Pro-rated for the time worked in the fiscal year to the retirement date	Forfeited	Pro-rated for the time worked in the fiscal year to the termination date	Pro-rated for the time worked in the fiscal year to the termination date
PSUs	Forfeited and cancelled	Outstanding PSUs vest early and are pro-rated and paid within 50 business days from the early vesting date for the service portion and within 20 business days following the board's approval of our annual consolidated financial statements for the third fiscal year previous to vesting date for the performance portion of the award	Forfeited	Pro-rated based on active service within the performance period	All outstanding PSUs vest and are pro-rated as of the date of the change of control and are paid out within 50 business days
Stock options	Unvested options are forfeited and cancelled	Unvested options are exercisable for up to 30 days after the retirement date or until the option expiry date of the option, whichever is earlier Any options or rights to options are cancelled after this date	Forfeited and cancelled	Unvested options are exercisable for up to 90 days after the termination date or until the option expiry date of the option, whichever is earlier Any options or rights to options are cancelled after this date	Unvested options are exercisable for up to 30 days after the date of the change of control Any options or rights to options are cancelled after this date
Pension	No additional value	No additional value	No additional value	No additional value	No additional value
ESPP shares	Shares can be sold or transferred to a brokerage account (including an RRSP or TFSA) or a share certificate will be issued up until six months after the resignation date	Shares can be sold or transferred to a brokerage account or a share certificate will be issued up until six months after the retirement date	Shares can be sold or transferred to a brokerage account (including an RRSP or TFSA) or a share certificate will be issued up until six months after the termination date.		
Benefits	End on resignation	Continue as specified in the executive's offer letter	End on termination	End on termination	End on termination

The table below shows the estimated incremental amounts that would be paid to each named executive if their employment had been terminated on April 28, 2019.

	Resignation	Retirement	Termination with cause	Termination without cause	Change of control
Alain Bouchard					
Cash severance	–	–	–	–	–
Annual incentive	–	$765.662	–	$765.662	$765.662
PSUs	–	$1,555,501	–	$1,555,501	$1,555,501
Stock options	$5,478,188	$5,478,118	–	$5,478,118	$5,478,118
Brian Hannasch					
Cash severance	–	–	–	–	–
Annual incentive	–	$1,881,828	–	$1,881,828	$1,881,828
PSUs	–	$2,633,250	–	$2,633,250	$2,633,250
Stock options	$49,695,604	$49,695,604	–	$49,695,604	$49,695,604
Claude Tessier					
Cash severance	–	–	–	–	–
Annual incentive	–	$665,534	–	$665,534	$665,534
PSUs	–	$519,361	–	$519,361	$519,361
Stock options	$880,428	$880,428	–	$880,428	$880,428
Kevin Lewis					
Cash severance	–	–	–	–	–
Annual incentive	–	$660,284	–	$660,284	$660,284
PSUs	–	$385,214	–	$385,214	$385,214
Stock options	$48,250	$48,250	–	$48,250	$48,250
Alex Miller					
Cash severance	–	–	–	–	–
Annual incentive	–	$396,529	–	$396,529	$396,529
PSUs	–	$270,687	–	$270,687	$270,687
Stock options	$78,994	$78,994	–	$78,994	$78,994

PSU amounts include only the 35% service component (see page 45 for information about the PSU plan).

Corporate governance

Our culture of honesty and openness drives our success. We are committed to the highest standards of corporate governance in all aspects of our business, in every country we operate in.

Read this section of our circular to learn more about corporate governance at Alimentation Couche-Tard.

Contents

About the board

The board considers strong and transparent corporate governance practices to be important factors in the overall success of our company and we are committed to adopting and adhering to the highest standards of corporate governance.

We strive for continuous improvement in our corporate governance practices to ensure effective oversight of management and our affairs, and to make sure our governance framework not only meets regulatory requirements but also reflects evolving best practice. We comply with the guidelines adopted by the Canadian Securities Administrators and with the standards of other regulatory bodies.

Our board of directors oversees the management of Alimentation Couche-Tard with a view to increasing shareholder value over time. The board makes major policy decisions and reviews the performance and effectiveness of the management team, which is responsible for our day-to-day operations.

The Chairman of the Board, Alain Bouchard, is one of our founders and served as President and Chief Executive Officer of the company for 25 years until he stepped down in 2014 (see page 19 for his profile). In his role as Founder and Executive Chairman, he brings important expertise to the board, and strong leadership to the company, focusing on strategic initiatives, new business opportunities, acquisitions, and mentoring the next generation of leaders.

To ensure the board operates independently of management, it has a Lead Director who has been recommended by the human resources and corporate governance committee and approved by the board. The Lead Director is responsible for, among other things, providing leadership to the independent directors and making sure directors and management understand the responsibilities of the board, and that they clearly understand and observe the boundaries between the responsibilities of each. The independent members of the board meet with the Lead Director – without management or the non-independent directors – after every quarterly and annual board meeting and every committee meeting.

Two standing committees help the board carry out its responsibilities. Both committees are made up entirely of independent directors. You can read about the committees on page 71.

POSITION DESCRIPTIONS

The board has developed position descriptions for the Founder and Executive Chairman, the Lead Director, the chairs of each board committee, and the President and Chief Executive Officer. These are available on our website (corpo.couche-tard.com).

Our governance practices

BOARD COMPOSITION

- Appropriate size and mix of senior experience and fresh perspectives
- Diversity policy ensures all aspects of diversity are considered
- Skills matrix ensures the right mix of skills and experience

INDEPENDENCE

- Lead Director ensures independent functioning of the board
- Board committees are 100% independent
- *In camera* sessions of the independent directors at every meeting

DIRECTOR ELECTIONS

- Directors elected annually
- Directors elected individually, not by slate
- Majority voting policy to ensure directors receive appropriate shareholder support

ETHICS AND EDUCATION

- Strong culture of ethics and integrity
- Ethics Code of Conduct that applies to all employees, contractors and directors
- Comprehensive director education program
- Annual board and director assessment

The role of the board

The board's mandate sets out its responsibilities in four categories:

- strategic planning
- human resources
- finance and internal controls
- governance.

You will find the full text of the mandate on page 74.

BOARD COMMITTEES

The audit committee and human resources and corporate governance committee carry out many of these responsibilities on behalf of the board. You can learn more about the committees and read the 2019 committee reports starting on page 71.

1. Strategic planning

The board is responsible for approving the company's strategic plan and priorities.

The CEO, working with the management team, develops the company strategy and corporate objectives every year, and presents them to the board at an annual budget and strategic planning session. The board reviews the plans with management, makes adjustments taking into account opportunities and risks and our financial and tax strategy, and approves the annual business plan and our strategic plan and priorities. The board also evaluates our performance against the strategic plan and business plan, and assesses operating results against established objectives.

2. Human resources

The board is responsible for making sure the company is effectively managed.

This includes appointing the CEO and senior management, evaluating their performance, approving their compensation and planning for their succession. It also includes making sure that a culture of integrity and diversity are built into every level of the organization – from the directors on our board to the people working at our retail locations around the world.

3. Finance and internal controls

The board is responsible for overseeing risk, ensuring the integrity of our internal controls and financial reporting systems, and overseeing how financial and other material information is communicated to analysts and the public.

The CEO, working with the management team, identifies risks and business opportunities and is responsible for our risk management processes. The board and the audit committee review our principal risks and opportunities and approve the main risks associated with the company's activities and our system for effectively managing and mitigating risk.

4. Governance

The board is responsible for overall governance of the company.

This includes developing governance policies, practices and procedures, ensuring the independent and effective functioning of the board and individual directors, and defining the roles of the Lead Director, the Chairman of the Board and the committee chairs. It also includes approving our disclosure of material information, and promoting communication with our shareholders, the media and the general public.

Ethical culture

Our culture of honesty and openness drives our success. We believe in doing what we say we will do, listening to others, and operating in a way that sustains the trust of our suppliers, partners and customers. It has been a key factor in how we have been able to acquire so many companies, and welcome many of their people into the Alimentation Couche-Tard family. For us, honesty and trust are a common language that transcends national culture.

Respect for human rights is just as important to us. We show respect for all individuals and our workplaces are characterized by equality and diversity, consistent with the relevant regulations where we do business. We do not accept any form of discrimination of our employees or anyone involved in our activities, and expect our suppliers and partners to act according to ethical standards that are consistent with our values.

Code of conduct

Our Ethics Code of Conduct puts these principles into practice. It covers several areas including confidentiality and ethics, protecting our property and assets, conflicts of interest and treatment of such conflicts, fair treatment of clients, suppliers, competitors and employees, insider information and insider trading, among other things.

The code applies to everyone at Alimentation Couche-Tard and its subsidiaries, and we expect contractors, consultants, lobbyists and anyone who works on our behalf to comply with the code. We ensure that everyone adheres to the code by:

- giving new employees a copy of the code when they are hired
- hosting management information sessions
- investigating any incident or complaint in an objective and timely manner
- making timely corrective measures if and when required.

The human resources and corporate governance committee monitors compliance with the code. It receives quarterly reports from the Vice-President, General Counsel and Corporate Secretary on the number and nature of complaints, how the complaints were handled, the results of any investigation and any corrective action taken.

Everyone is responsible for reporting a suspected breach immediately to the employee's supervisor or local legal counsel, or by emailing complaints@couche-tard.com. Reports can be made anonymously, and should include enough relevant information to allow for a reasonable inquiry. All reports are treated impartially and confidentially, and there will be no retaliation against anyone who makes a report in good faith.

The board's human resources and corporate governance committee reviews the code every year. A copy is available on our website (corpo.couche-tard.com) and on SEDAR (sedar.com).

Disclosure practices

The code includes a communications policy that confirms our commitment to providing material information to shareholders and the public in a timely, accurate and balanced way. It applies to all directors, executives, employees and any person authorized to speak on our behalf, and sets out procedures for making sure our disclosure is accurate, complete and in accordance with all applicable statutory and regulatory requirements.

Our communications policy includes a no comment policy, which means that we do not answer questions about any discussions or negotiations that Couche-Tard may or may not be having with others relating to potential transactions or other events that could have a material effect on the company.

PRIDE IS IN OUR DNA

Our core values are simple - we ACT with pride in people, results, improvement, development and entrepreneurship:

- People make us stand out from our competitors
- Results matter
- Improvement drives us
- Development is always looking ahead
- Entrepreneurship means we think like customers and act like owners.

DISCLOSURE PRACTICES

We expect all employees, including all executive officers, to exercise the highest standard of care in preparing business and financial information, whether for internal or external use.

Whistleblower policy

The code includes a Whistleblower policy that covers accounting and auditing matters, corporate fraud, and internal accounting controls. It sets out a process for receiving, retaining and treating complaints. New employees are required to acknowledge the policy, and all directors, officers and employees are required to understand this policy and comply with its terms.

The audit committee monitors compliance with the policy. It receives quarterly reports from the Chief Financial Officer on the number and nature of complaints, how the complaints were handled, the results of any investigation and any corrective action taken. The audit committee is notified immediately if we have received a report that could have a material effect on the company.

REPORTING A BREACH

Suspected breaches of the policy can be reported to an employee's supervisor, the CFO, or by emailing accounting.complaints@couche-tard.com.

Risk management

The board is responsible for overseeing the material risks of our business, and for ensuring that management has effective risk management processes and mitigation strategies in place.

Management and the board identify and prioritize risks in four categories using a systematic risk assessment process that considers probability, impact and mitigation:

- strategic
- financial
- operational
- compliance

The top risks are identified and mitigating actions are developed for each. The risks fall into the following areas: cybersecurity, technology, people, legislation, competition, acquisition management and culture.

The CFO presents the results of the assessment to the audit committee for review and approval once a year, and presents an update for discussion. The results guide management and the board in the strategic planning and budgeting process. The management team takes ownership of the risks specific to their area, and are responsible for developing and implementing the controls to manage and re-assess risk.

Sustainability – Environment, Social and Governance (ESG) Factors

Alimentation Couche-Tard has always been committed to high ethical standards and operating responsibly.

In fiscal 2019, we took several important steps to elevate our approach on sustainability. Our Chief Human Resources Officer was assigned the role of Sustainability Executive and started working with our business leaders to define a three-year sustainability strategy. We established five areas to focus on, and produced our first Sustainability Report in alignment with the Global Reporting Initiative Standards and the Sustainability Accounting Standards Board.

Our five focus areas were based on a desktop review of stakeholder perspectives, conversations with investors and interviews with our business leaders. We also aligned with five out of seventeen United Nation's Sustainable Development Goals where we can have a positive societal impact.

NEW IN 2019

You can read more about our key areas of focus, why they're important, and our progress this year in our 2019 Sustainability Report, which is available on our website (corpo.couche-tard.com).

Communications and engagement

The board is committed to engaging with shareholders and all of our stakeholders. In fiscal 2019 we met one-on-one with several of our major shareholders, which allowed us to provide context about the company, how we're governed, and the decisions the board and management make.

HOW TO CONTACT THE BOARD

You can communicate directly with the board by writing to:

Alimentation Couche-Tard Inc.
c/o Executive Chairman
4204 Industriel Blvd.
Laval, Québec H7L 0E3

Please mark your envelope *private and confidential*.

Leadership diversity and succession

We encourage diversity at all levels of our organization – from the retail store to the board of directors – and believe that being able to draw on a wide range of viewpoints, backgrounds, skills and experience is critical to our success, particularly in an increasingly complex global marketplace.

Having an employee base that reflects the communities where we work is also a competitive advantage, because it helps us understand and serve our diverse customer base more effectively. Diversity is also an important part of good governance and key to a well-functioning board and an effective executive management team. You can read more about board diversity on page 66.

AN EQUAL OPPORTUNITY EMPLOYER

We support the spirit and intent of human rights and anti-discrimination laws, and promote a culture of acceptance and respect, regardless of age, physical or mental ability, gender, sexual orientation, marital or family status, national or ethnic origin, religion or political beliefs, or regional or geographic background.

You can read more in our Ethics Code of Conduct, which you can find on our website (corpo.couche-tard.com).

An inclusive workplace

We have a large global workforce that spans many cultures, backgrounds and languages. We have several initiatives and polices that promote an inclusive and respectful workforce, including:

- cross-cultural training
- accommodating religious attire according to local practice
- improving our compliance with *Americans with Disabilities Act* standards
- an ageless workplace strategy that is relevant to at least four generations.

We are committed to developing more women, culturally diverse individuals and millennial leaders, so our leadership team is a clearer reflection of our customer and employee base. We try to promote from within, and recognize that we can only reach our leadership goals if we are committed to thinking about diversity in the hiring process at all levels of the organization.

We have invested in our millennial workforce, adapting to their unique needs, and fostered engagement with our employees at every level of the organization. We recognize autonomy, acknowledge empowerment and emphasize leadership and the opportunities to grow with the company. We strongly encourage our teams to stand out and become leaders, because we believe that our strength lies in the growth and development of our employees.

Succession planning

The board recognizes that effective succession planning for the President and CEO and executive management ensures continuity of executive management. The human resources and corporate governance committee is responsible for making sure we have executive succession planning and performance evaluation programs and processes (including development and career planning), and that these are operating effectively. The committee also oversees planning when a change to the organization's structure has an impact on executive roles. Working with the President and CEO as well as the Chief Human Resource Officer (CHRO), the committee reviews our succession planning process once a year. The talent and succession process starts at the business unit level with local vice-presidents and local human resources directors' review of talent and succession candidates, including nominating candidates for vice-president and functional leadership roles. After rounds of regional coordination, the executive leadership team performs a companywide review lead by the CHRO. The results from the company wide review and the CEO and CHRO's considerations for senior executive succession are presented to the human resources and corporate governance committee of the board annually. The human resources and corporate governance committee is responsible for the CEO succession review and choice of CEO succession candidates. The development of CEO succession candidates occurs in collaboration with the CHRO.

In fiscal 2019 the CEO and the CHRO conducted an organizational review aiming at making adjustments required for the continued growth ambition to double the company again. One of the stated objectives was to create executive roles that better facilitate CEO succession candidate development. Two new roles were created; the Executive Vice-President Operations North America and the Executive Vice-President Commercial Optimization. Given the company's reliance on technology and the growth strategy, the role of the Chief Technology Officer was elevated to report to the CEO.

The committee has a contingency plan to ensure an orderly process in the event something unexpected happens to a member of the executive management team.

Women in leadership

While we have not set specific targets for women leaders – nor other specific minority categories, we work with our human resources directors around the world to make sure we are developing a talent pipeline that will lead to a more representative balance between men and women in leadership roles.

Currently two of our 8 (25%) executive officers are women, and seven of the 23 (30%) people we believe have the potential to become executive officers are female. The number of women in executive roles and other areas of the company can be linked to various initiatives including an executive session on diversity in the talent and succession review, tracking and reporting progress on diversity goals, and the development of our diversity policy.

As part of our commitment to building a diverse and inclusive workforce, we are implementing a number of initiatives. In fiscal 2019 we continued to celebrate our many Top Women in Convenience, we saw the establishment of an ACT Women's council working on a volunteer basis to create winning conditions for women at ACT, and we have established an Executive Advisory for Diversity and Inclusion with an even representation of three male and three female executives. Our commitment to including at least one diverse candidate in each hiring process is driving change, awareness and focus. It is inspiring our teams to actively pursue more diverse talent pools and ensure that our teams reflect the diversity of the customers and communities they serve. To encourage women to take on new challenges with the company when offered opportunities; we are supporting mentoring and coaching activities. This active engagement with our top talented women is especially important at career inflection points and to helps improve our talent and succession planning processes

WOMEN IN EXECUTIVE AND VICE PRESIDENT ROLES

(as at February 2019)

	Total	Women
Executives	12	3 (25%)
Potential executives	23	7 (30%)
Vice Presidents	46	11 (24%)
Potential Vice Presidents	85	21 (25%)

About the directors

Board composition

The board must have at least three and no more than 20 directors according to our articles.

The human resources and corporate governance committee reviews the size of the board and the mix of skills of the existing directors every year, and when it is considering new director candidates for the board. Its goal is to build a diverse group of directors who collectively have the relevant skills, experience and qualities necessary to support our strategic direction, meet the challenges the company faces and serve the long-term interests of our shareholders.

We recognize the importance of maintaining an effective balance of director expertise and independence. We have benefited greatly from the experience of the more senior members of the board over time, but have also refreshed the board, proposing three new director nominees this year:

- Jean Bernier was Group President, Global Fuels and North-East Operations for Alimentation Couche-Tard from March 2016 until he retired on December 31, 2017. He joined the company as Group President, Fuel Americas and Operations North East in 2012, and previously held several executive level positions with Valero Energy Corporation, Ultramar Ltd. and Provigo Inc. He brings valuable experience in the convenience store, fuel and grocery store sectors of the retail industry.
- Marie-Josée Lamothe is a highly-regarded expert in global product management and omni-channel branding. She is a Professor of Practice in the Desautels Faculty of Management at McGill University and President of Tandem International, an advisory firm. Her 25 years of experience in the competitive digital and consumer world will help us strengthen our global brand.
- Louis Têtu is Chairman and Chief Executive Officer of Coveo Solutions Inc., a pioneer of cloud-based AI-powered search and recommendations. Prior to Coveo, he co-founded Taleo Corporation, the leading international provider of cloud software for talent and human capital management, acquired by Oracle for $1.9 billion in 2012. An award-winning entrepreneur, his 30 years of experience in start-ups and technological solutions will help us achieve the technological goals of our five-year strategic business plan.

You can read about the nominated directors beginning on page 18.

Building a diverse board

We are enhancing the diversity of our board by:

- developing recruitment protocols that recognize that diverse candidates can be found in a broad array of organizations outside of the traditional candidate pool of corporate directors and officers
- using to their fullest potential the current network of organizations that can help identify diverse candidates
- periodically reviewing board recruitment and selection protocols to make sure that diversity remains a component of every search
- specifically supporting gender diversity by considering the level of representation of women on the board and ensuring that women are included in the short list of director candidates.

While we do not have specific targets for the representation of women on our board, the human resources and corporate governance committee supports the identification and nomination of women directors. However, gender diversity is one factor out of many – diversity of views, experience, skill sets and ethnicity – that we take into account when identifying and selecting suitable candidates, and the committee believes it is important that each appointment or nomination is based on the person’s merits and the company’s needs at the time.

Director nomination process

The human resources and corporate governance committee evaluates and recommends potential directors to the board for approval using a four step process:

1. Identify necessary skills, abilities and personal attributes

The committee uses the skills matrix and our diversity guidelines to identify current and upcoming gaps on the board and builds a list of suitable candidates. It may use a recruiting firm to help with this process.

2. Meet with potential candidates

New candidates are interviewed by the human resources and corporate governance committee, the Lead Director, the Founder and Executive Chairman and by the other members of the board if appropriate.

3. Recommend director nominees to the board

The committee recommends new directors for nomination to the board. It also works with the Founder and Executive Chairman and the Lead Director to review the performance and contribution of existing directors, to make sure they remain effective and confirm they are in good standing for nomination.

4. Nominate directors for approval by shareholders

The board nominates the final list of directors to be approved by shareholders at the annual meeting. Please see page 18 for information about this year's nominees.

The board is satisfied that this year's group of nominated directors meets our requirements for a healthy board culture that promotes diverse perspectives and good governance.

DIRECTOR NOMINATION

1. IDENTIFY GAPS ON THE BOARD

+

2. MEET WITH POTENTIAL CANDIDATES

+

3. RECOMMEND NOMINEES TO THE BOARD

+

4. NOMINATE FOR APPROVAL BY SHAREHOLDERS

Skills matrix

The committee uses the skills matrix to help assess the overall skills of the board and identify gaps. Each director indicates his or her experience by completing the table. The board reviews the categories in the skills matrix every year to make sure they are aligned with the business strategy.

CHARACTERISTICS	Alain Bouchard	Jean Bernier	Nathalie Bourque	Eric Boyko	Jacques D'Amours	Richard Fortin	Brian Hannasch	Mélanie Kau	Marie-Josée Lamothe	Monique F. Leroux	Réal Plourde	Daniel Rabinowicz	Louis Têtu
Independence			✓	✓				✓	✓	✓		✓	✓
Other for-profit directorships	✓	✓	✓	✓		✓		✓	✓	✓	✓	✓	✓
SKILLS AND EXPERIENCE													
Entrepreneurship	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Financial literacy	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓
Corporate governance	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓
Compensation, labour relations, human resources	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓
Senior executive leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Corporate social responsibility, environment	✓	✓	✓		✓	✓	✓		✓	✓	✓	✓	
Marketing, communications	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓
Digital economy				✓				✓	✓	✓		✓	✓
Oil, Gas and Energy sector experience	✓	✓			✓	✓	✓				✓		

Orientation and continuing education

The human resources and corporate governance committee is responsible for orientation and ongoing education of directors.

Orientation

All new directors are given a director's guide that contains information about the company and our industry, board and committee mandates, the code of conduct and other policies. Directors attend orientation presentations by key executives, who provide in-depth information about the industry, our company and our North American and European businesses, our strategy, risks, culture and key issues. New directors are also given an overview of the role and functioning of the board and its committees, and what is expected of them in their role as director.

Continuing education

The Lead Director oversees the continuing education program for directors, which is structured to broaden their knowledge of the company and the industry and keep them up to date on company initiatives.

Newsfeeds: Directors receive newsfeeds on a regular basis from the executive group that keeps them current and gives them a window into our extensive network of stores.

Ongoing presentations: Directors attend regular presentations about our growth strategy and worldwide outlook, governance, financial strategy, risk assessment, disclosure requirements and more. These presentations are generally held during board meetings and give directors an opportunity to talk to executives and senior management.

This year's education sessions included presentations on the following subjects:

- comprehensive overview of Mexican and Asian market: opportunities and obstacles
- overview of the North American labour market and recent trends
- emerging trends in e-commerce, mobility and home delivery
- emerging trends and applications for automation and artificial intelligence
- overview of the cannabis industry in Canada and the United States
- overview of our innovation pipeline and high value added projects
- risk assessment for fiscal 2019
- overview of the North American fuel market and fuel brand differentiation

Annual in-depth training: Once a year, directors attend an in-depth session designed to increase their knowledge of the industry and our business activities globally. External consultants are often invited to present, and sessions can include tours of international operations and discussions of future business trends and issues.

Other seminars and programs: Directors are encouraged to attend seminars and educational programs offered by other organizations, to suggest ideas for future programs and to share best practices they have observed at other boards.

CONTINUING EDUCATION

REGULAR NEWSFEED

+

ONGOING PRESENTATIONS

+

ANNUAL IN-DEPTH TRAINING

+

OTHER SEMINARS AND PROGRAMS

Regular meeting attendance

Board and committee meetings are called and held as described in our by-laws. Directors are expected to attend all meetings, and attendance is almost always 100%. Meetings run efficiently because directors have materials well before each meeting, giving them enough time to prepare for thorough discussion.

		Committee meetings		
	Board meetings	Audit	Human Resources and Corporate Governance	Total 2019 attendance
Alain Bouchard	5 of 5 (100%)	–	–	100%
Mélanie Kau	5 of 5 (100%)	–	4 of 4 (100%)	100%
Nathalie Bourque	5 of 5 (100%)	–	4 of 4 (100%)	100%
Eric Boyko	5 of 5 (100%)	5 of 5 (100%)	–	100%
Jacques D'Amours	5 of 5 (100%)	–	–	100%
Jean Élie	5 of 5 (100%)	5 of 5 (100%)	–	100%
Richard Fortin	5 of 5 (100%)	–	–	100%
Brian Hannasch	5 of 5 (100%)	–	–	100%
Monique F. Leroux	5 of 5 (100%)	5 of 5 (100%)	–	100%
Réal Plourde	5 of 5 (100%)	–	–	100%
Daniel Rabinowicz	5 of 5 (100%)	–	4 of 4 (100%)	100%

Board, committee and director assessments

The board has a formal assessment process for determining how well the board, board committees and individual directors are functioning. The process is completed yearly, alternating between a written questionnaire and one-on-one interviews with each director.

The questionnaire goes out to all members of the board and is completed anonymously. It includes four categories of questions:

- board responsibility – do directors have the tools and the time necessary to gain a good understanding of the company and its strategy, operations and risks?
- board operations – does the board have the right mix of directors, and are meetings effective, mandates clear and reporting sufficient?
- board effectiveness – do the directors communicate effectively with management and with each other?
- committee assessment – are the committees appropriate, the directors who sit on them effective and the work they produce sufficient?

The questionnaire also includes open-ended questions about areas the board should be focussing on, and where things should be improved. The corporate secretary compiles the results and provides an anonymous summary to the board, highlighting any issues. The Lead Director meets personally with a director if there is a performance issue.

In alternate years, the Lead Director meets with each individual director in a one-on-one meeting, and goes through the questions personally. This approach gives rich feedback, which the Lead Director brings back to the committee, and will bring to the full board if there are things that need to be addressed.

In fiscal 2019 the board adopted a process for assessing the Lead Director pursuant to which the Executive Chairman contacts each individual director to revew and assess the Lead Director's performance.

ANNUAL ASSESSMENTS

BOARD RESPONSIBILITY

+

BOARD OPERATIONS

+

BOARD EFFECTIVENESS

+

COMMITTEE ASSESSMENT

Retirement and term limits

There is no retirement age, and there are no term limits for serving as a director. The board continues to believe that the annual assessment process is an efficient and transparent way to evaluate directors. The annual director assessment provides strong motivation for directors to make sure they are adding value and making a significant contribution to the board and the company.

Other information

To the knowledge of the directors of Couche-Tard and according to information provided to us, none of the director nominees, other than Richard Fortin, are as of the date of this circular or have been, within the last ten years, a director, chief executive officer or chief financial officer or, regarding item (iii) below, an executive officer of a company which, while the person was acting in this capacity:

(i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(ii) was, after the director or executive officer ceased to be a director or executive officer, the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days as a result of an event which occurred while the director or executive officers was acting in this capacity; or

(iii) within a year of that person ceasing to act in that 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 creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Fortin was a director of Les Jardins Val-Mont Inc. (Val-Mont) from 2009 until August 6, 2015. On July 8, 2016, Val-Mont filed a proposal under the *Bankruptcy Act* (Canada), which was approved by the Court on September 8, 2016.

Loans to directors and officers

We can grant loans to our directors, officers and other employees in the regular course of business as long as the loans comply with legal and regulatory requirements and are on market terms. As at April 28, 2019 there were no loans outstanding.

Board committees

The board has two committees that help it carry out its responsibilities.

Audit committee

Members
Eric Boyko (chair)
Jean Élie
Monique F. Leroux

2019 meetings
5 meetings – 100% attendance

100% independent

100% financially literate

The audit committee helps the board oversee:

- the integrity of our financial statements and related information
- our compliance with laws and regulations that apply to us
- the independence, competence and appointment of the external auditors
- the performance of the CFO with respect to the internal controls and external auditors
- risk management and internal controls.

2019 areas of focus

- recommended the annual and quarterly financial statements and related MD&A as well as press releases to the board for approval
- reviewed the company's strategic business plan
- reviewed disclosure controls and procedures including internal controls over financial reporting
- reviewed and approved the audit plan and monitored its execution
- reviewed risk management activities and results and reviewed the key risks facing the company
- discussed and reviewed financial, treasury and tax functions with management
- discussed and reviewed cyber security protocols
- reviewed the entire insurance program and portfolio
- reviewed procedures for handling complaints
- reviewed the audit committee charter

Human resources and corporate governance committee

Members

Mélanie Kau (chair)

Nathalie Bourque

Daniel Rabinowicz

2019 meetings

4 meetings – 100% attendance

100% independent

The human resources and corporate governance committee helps the board fulfill its responsibilities related to:

- human resources
- appointing directors and senior management
- compensation
- governance
- ethics.

2019 areas of focus

Principal accomplishments with respect to human resources:

- reviewed the executive compensation program and approved changes for fiscal 2019 and fiscal 2020
- approved the fiscal 2019 performance measures and weightings for the incentive plans
- reviewed the fiscal 2019 performance of the Executive Chairman, CEO and other named executives, and made recommendations to the board
- reviewed the performance vesting conditions of the 2016 PSU awards and determined the payout
- reviewed the pipeline of talent and succession candidates from Vice–President level and up
- reviewed and approved the hiring of key executives to help drive our business strategy
- reviewed and discussed the company's global employee engagement study
- reviewed Canadian company policy on alcohol, cannabis, drugs and other illegal substances

Principal accomplishments with respect to corporate governance:

- conducted a board and committee assessment
- reviewed the efficiency and performance of the committee chairs, the Executive Chairman and the Lead Director
- reviewed the board composition and skills matrix
- recruited three new director nominees whose skills complete the competencies of directors already serving on the board
- set executive compensation and executive development around business strategy
- approved and recommended to the board a special incentive bonus tied to achievement of our five-year business strategy plan
- approved and recommended to the board a revised long-term compensation mix for our CEO
- adoption of "say on pay" policy
- reviewed the development of the company's first sustainability report
- conducted a leadership development exercise
- accepted several invitations from interested shareholder groups to discuss governance issues
- reviewed the human resources and corporate governance committee charter

Appendices

Contents

Appendix A

Mandate of the Board of Directors

I. Mandate

The Board of Directors oversees the Corporation's management of its commercial activities and internal affairs with a view to increasing the long-term return on shareholder equity. The Board makes major policy decisions and reviews the performance and efficiency of the management team entrusted with the responsibility for administering the Corporation's day-to-day business.

In accordance with the *Business Corporations Act* (Québec) and its by-laws, the Board of Directors may delegate certain tasks and responsibilities to Board committees. However, such delegation does not remove the Board of Directors' general management responsibilities with regard to the Corporation.

II. Responsibilities

In addition to making decisions that fall within its jurisdiction, in accordance with the law, the main responsibilities of the Board of Directors are as follows:

A. Strategic planning

1. Revising and approving the Corporation's strategic plan and priorities while taking into account opportunities and risks, the Corporation's financial and tax strategy and its business plan.
2. Revising and discussing the Corporation's strategic plan and priorities during an annual meeting with senior management.
3. Evaluating the Corporation's performance with respect to the strategic plan and business plan and, in particular, assessing the Corporation's operating results based on the established objectives.

B. Human resources

4. Ensuring that the Chief Executive Officer and other members of senior management create a culture of integrity throughout the Corporation.
5. Determining the size and structure of the Board of Directors and its committees based on the expertise, skills and personal qualities required of the members of the Board, in order to ensure adequate decision-making.
6. Approving and submitting the list of candidates for the position of director, as proposed by the Human Resources and Corporate Governance Committee, to be voted on by shareholders.
7. Ensuring effective planning regarding the succession of the Corporation's senior management, including their appointment and compensation.
8. Ensuring that an annual performance evaluation is carried out for the Chief Executive Officer and other members of senior management, while taking into account the Board's expectations and the objectives set by the Human Resources and Corporate Governance Committee.

C. Finance and internal control procedures

9. Revising the main risks associated with the Corporation's activities, as identified by management, and ensuring that they are managed effectively. The main risks are revised during the quarterly meetings of the Audit Committee and the Board of Directors.
10. Ensuring the integrity and the quality of the Corporation's internal control and management systems.
11. Adopting a communications policy that includes the full disclosure of all important matters related to the Corporation's activities, in particular those dealing with how the Corporation interacts with analysts and the public. The communications policy must also outline measures to take to avoid the selective disclosure of information.

D. Governance

12. Developing the Corporation's governance policies and practices and revising governance structures and procedures based on current governance standards and the best applicable governance practices.
13. Approving the appointment of the Lead Director based on the recommendation of the Human Resources and Corporate Governance Committee.
14. Developing and approving the job descriptions for the Chairman of the Board, the committee chairs and the Lead Director.
15. Adopting a written code of conduct and ethics that applies to the Corporation's officers and employees and revising and modifying it where necessary. The Board of Directors is responsible for enforcing the code. The Board, or a Board committee, may grant dispensations to directors or senior management with regard to the code.
16. In co-operation with the Lead Director, implementing a procedure for evaluating the effectiveness and contribution of the Board and its members, as well as the Board committees and their members.
17. Assessing and approving the contents of important disclosure documents, including the Annual Information Form, the Management Proxy Circular, as well as any document that the Corporation must disclose or file with the appropriate regulatory authorities.

18. Ensuring that the appropriate measures are implemented to promote communication with clients, employees, shareholders, investors and the public.

III. Board Composition

In accordance with the applicable laws, rules and regulations, the Board of Directors is composed of a majority of independent members.

An independent director is appointed, on the recommendation of the Human Resources and Corporate Governance Committee, to act as the Lead Director when the Chairman of the Board is not an independent director, in accordance with the applicable laws, rules and regulations.

IV. Mandate Term

The members of the Board of Directors are elected by the shareholders on the recommendation of the Human Resources and Corporate Governance Committee and exercise their mandate from the date of their election until the next general annual shareholder meeting or until their successors have been elected in accordance with the laws and regulations of the Corporation.

V. Procedures for meetings

The meetings of the Board of Directors are called and held as indicated in the Corporation's by-laws. The Corporation's management ensures that all the relevant documentation is submitted to each Board member in a timely manner to allow the Board members the opportunity to review the documentation and ensure the meetings run smoothly.

The independent directors shall hold periodic meetings without the non-independent directors and management. Failing this, the independent directors shall establish procedures that will facilitate open and honest discussions among the independent directors.

VI. Quorum

As established in the Corporation's by-laws.

VII. Secretary

Unless decided otherwise by Board resolution, the Corporate Secretary serves as the Secretary of the Board.

VIII. Vacancy

As established by the *Business Corporations Act* (Québec) and the Corporation's by-laws.