NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

# Management Proxy Circular

**ALIMENTATION COUCHE-TARD INC.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the "**Meeting**") of shareholders of Alimentation Couche-Tard Inc. (the "**Corporation**") will be held at the Hotel Sheraton Laval (Laval 3 room) located at 2440 Autoroute des Laurentides, in the City of Laval, Province of Québec, on **Tuesday, September, 19, 2017, at 2:00 p.m.** (DST), for the following purposes:

1) to receive the consolidated financial statements of the Corporation for the fiscal year ended April 30, 2017, together with the auditors' report thereon;

2) to elect the directors of the Corporation for the ensuing year;

3) to appoint PricewaterhouseCoopers LLP, chartered professional accountants, as the auditors of the Corporation and authorize the board of directors of the Corporation to set their remuneration;

4) to examine the shareholder proposals, as set out in Appendix B of the accompanying Management Proxy Circular; and

5) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Corporation has elected to use the Notice and Access rules adopted by the Canadian Securities Administrators to reduce the volume of paper in the Meeting materials distributed for the Meeting. Instead of receiving the accompanying Management Proxy Circular with the proxy form or voting instruction form, shareholders will receive a Notice of Meeting with instructions on how to access the remaining Meeting materials online. The accompanying Management Proxy Circular and other relevant materials are available on the internet at http://corpo.couche-tard.com/en/investor-relations/annual-quarterly-reports or under the Corporation's profile on SEDAR at www.sedar.com. Shareholders are advised to review the Meeting materials prior to voting.

Any shareholder who wishes to receive a paper copy of the Meeting materials may, at no cost, request printed copies by calling the toll-free number 1 (888) 433-6443 if they are in North America or by calling (416) 682-3860 if they are outside North America or by email at fulfilment@canstockta.com.

Paper copies of the Meeting materials must be requested as soon as possible, but no later than **September 8, 2017**, in order to allow shareholders sufficient time to receive and review the Meeting documents and return the proxy form or voting instruction form in the prescribed time.

**If you are unable to attend the Meeting**, please exercise your right to vote by signing and returning the enclosed proxy form in the enclosed stamped envelope. Proxies may also be deposited with the Secretary of the Meeting, immediately prior to the commencement of the Meeting.

**BY ORDER OF THE BOARD OF DIRECTORS**

(s) *Sylvain Aubry*

Sylvain Aubry
Senior Director, Legal Affairs
and Corporate Secretary

Laval, Québec, July 28, 2017

Dear Shareholders,

It is our pleasure to invite you to Alimentation Couche-Tard Inc.'s Annual General Meeting ("the Meeting") to be held on Tuesday, September 19, 2017, at 2:00 p.m. (DST) at the Hotel Sheraton Laval, 2440 Autoroute des Laurentides, Laval, Québec.

The journey to become the world's preferred destination for convenience and fuel continues, as we strive to grow our global brand. Fiscal 2017 was a year with important contributions from acquisitions and from our sustained organic growth.

We pursue onwards in fiscal 2018 with continued focus on the three pillars of our global platform: fast and friendly service, products for people on the go and easy visits. As a united global brand, we will be stronger than all our individual brands combined. We will benefit even more from our scale, international presence and expertise, while relentlessly focusing on our customers. This is the foundation we will continue to base our plans on for the upcoming year.

This year, we also want to draw attention to the leadership of Mr. Jean Turmel, who, after thoughtful consideration, decided to step down as member of our Board of directors. Mr. Turmel is the Founder and President of Perseus Capital Inc., a portfolio firm. His contribution to our Board of directors was extremely appreciated and we wish to thank him for his time and investment over the past 15 years.

This meeting is an opportunity to meet, listen and ask questions to the people who are responsible for the performance of the Company. We thank you for your continued support and we look forward to seeing you there.

Sincerely,

**Alain Bouchard**
Founder and Executive Chairman

**Brian Hannasch**
President and Chief Executive Officer

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# 1. NOTICE AND ACCESS RULES

The Corporation has elected to use the Notice and Access rules adopted by the Canadian Securities Administrators to reduce the volume of paper in the meeting materials distributed for the Meeting. Instead of receiving this Circular with a proxy form or voting instruction form, shareholders will receive a Notice of Meeting with instructions on how to access the meeting materials online. The Corporation sent the Notice of Meeting and proxy form directly to registered shareholders. The Corporation intends to pay for intermediaries to deliver the Notice of Meeting, voting instruction form and other meeting materials to the non-registered shareholders.

The Circular and other relevant materials are available on the internet at http://corpo.couche-tard.com/en/investor-relations/annual-quarterly-reports/ or on the Canadian Securities Administrators' website www.sedar.com.

If you would like to receive a printed copy of the meeting documents by mail, at no cost, you must request one.

Any shareholder who wishes to receive a paper copy of the meeting materials may, at no cost, request printed copies by calling the toll-free number 1 (888) 433-6443 if they are in North America, or by calling (416) 682-3860, if they are outside North America or by email at fulfilment@canstockta.com.

To ensure that you receive the materials in advance of the voting deadline and Meeting date, all requests must be received no later than September 8, 2017 to ensure timely receipt. If you request a paper copy of the materials, another Proxy Form or Voting Instruction Form will not be sent to you, so please retain the one received with the Notice of Meeting for voting purposes.

To obtain a printed copy of the documents after the Meeting date, please call 1 (888) 433-6443.

## 2. MANAGEMENT PROXY CIRCULAR

**This management proxy circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of Alimentation Couche-Tard Inc. (the "Corporation")** for use at the annual general meeting of shareholders of the Corporation (and at any adjournment thereof) (the "Meeting") to be held on Tuesday, September 19, 2017 at 2:00 p.m. (local time), at the place and for the purposes set forth in the accompanying notice of the Meeting (the "Notice"). Unless otherwise indicated, the information contained herein is given as of July 7, 2017.

## 3. PROXIES

### *Solicitation of Proxies*

Completed proxy forms must be deposited at the office of the transfer agent of the Corporation, CST Trust Company, 2001 Robert-Bourassa St. Suite 1600, Montréal, Québec, Canada, H3A 2A6, no later than 5:00 p.m. Québec time on September 15, 2017 or, in the case of any adjournment or postponement of the meeting, not less than two business days (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting. Completed voting instruction forms must be returned in accordance with the instructions on the form. The proxy voting deadline may be waived or extended by the Chairman of the meeting at his discretion, without notice.

A shareholder executing the enclosed proxy has the power to revoke it at any time prior to its use, in any manner permitted by law, including by instrument in writing executed by the shareholder or by his attorney authorized in writing or, in the case of a corporation, by an officer or attorney authorized in writing. This instrument must be deposited either at the office of the transfer agent of the Corporation at any time up to forty-eight hours preceding the day of the Meeting at which the proxy is to be used, or with the Secretary of the Meeting on the day of the Meeting.

**A shareholder has the right to appoint some other person (who does not need to be a shareholder of the Corporation) to represent him in attendance and to act on his behalf at the Meeting other than the individuals designated by the management of the Corporation and named in the enclosed form of proxy. Such right may be exercised by inserting in the space provided on such form of proxy the name of the other person the shareholder wishes to appoint or by completing another proper form of proxy.**

This solicitation of proxies by the management of the Corporation is being carried out by mail. The Corporation may also, upon request, reimburse brokers and other persons holding shares as nominees for their reasonable costs incurred in sending proxy material to beneficial owners of shares of the Corporation. The costs of solicitation will be borne by the Corporation as per regulation.

### *Instructions for Non-Registered Shareholders*

Non-registered shareholders may vote shares that are held by their nominees in two ways. Applicable securities laws and regulations require nominees of non-registered shareholders to seek their voting instructions in advance of the Meeting. Non-registered shareholders will receive, from their nominees, a request for voting instructions for the number of shares held on their behalf. The nominee’s voting instructions request will contain instructions relating to signature and return of the document and these instructions should be carefully read and followed by non-registered shareholders to ensure that their shares are voted accordingly at the Meeting. Non-registered shareholders who would like their shares to be voted on their behalf must therefore follow the voting instructions provided by their nominees.

Non-registered shareholders who wish to vote their shares in person at the Meeting must insert their own name in the space provided on the request for voting instructions in order to appoint themselves as proxy holders and follow the signature and return instructions provided by their nominees. Non-registered shareholders should not complete the remainder of the form sent to them by their nominees as their votes will be taken and counted at the Meeting.

## 4. VOTING SHARES

The voting shares of the Corporation are its Class A Multiple Voting Shares (the "Multiple Voting Shares") and its Class B Subordinate Voting Shares (the "Subordinate Voting Shares"). As at July 7, 2017, 147,766,540 Multiple Voting Shares and 420,685,723 Subordinate Voting Shares of the Corporation were issued and outstanding. Each Multiple Voting Share carries ten votes and each Subordinate Voting Share carries one vote with respect to all matters submitted at the Meeting. Therefore, the total percentage aggregate voting rights for the Multiple Voting Shares are 77.84% and 22.16% for the Subordinate Voting Shares.

### *Conversion Rights*

Each Multiple Voting Share is convertible at any time at the holder's option into one fully paid and non-assessable Subordinate Voting Share. Upon the earliest to occur of: (i) the day upon which all of the Majority Holders (defined in the articles of the Corporation as being Messrs. Alain Bouchard, Richard Fortin, Réal Plourde and Jacques D'Amours) will have reached the age of 65, or (ii) the day when the Majority Holders hold, directly or indirectly, collectively less than 50% of the voting rights attaching to all outstanding voting shares of the Corporation, each Subordinate Voting Share shall be automatically converted into one fully paid and non-assessable Multiple Voting Share.

### *Take-Over Bid Protection*

In the event that an offer, as defined in the Corporation's articles (the "Offer"), is made to holders of Multiple Voting Shares, each Subordinate Voting Share shall become convertible at the holder's option into one Multiple Voting Share, for the sole purpose of allowing the holder to accept the Offer as per the terms and conditions offered. The term "Offer" is defined in the Corporation's articles as an offer in respect of the Multiple Voting Shares which, if addressed to holders residing in Québec, would constitute a take-over bid, a securities exchange bid or an issuer bid under the *Securities Act* (Québec) (as presently in force or as it may be subsequently amended or readopted), except that an Offer shall not include: (a) an offer which is made at the same time for the same price and on the same terms to all holders of Subordinate Voting Shares; and (b) an offer which, by reason of an exemption or exemptions obtained under the *Securities Act* (Québec), does not have to be made to all holders of Multiple Voting Shares; provided that, if the offer is made by a person other than a Majority Holder or by a Majority Holder to a person other than a Majority Holder, in reliance on the block purchase exemption set forth in the *Securities Act* (Québec), the offer price does not exceed 115% of the lower of the average market price of the Multiple Voting Shares and the average market price of the Subordinate Voting Shares as established pursuant to a set formula. The conversion right attached to the Subordinate Voting Shares is subject to the condition that if, on the expiry date of an Offer, any of the Subordinate Voting Shares converted into Multiple Voting Shares are not taken up and paid for, such Subordinate Voting Shares shall be deemed never to have been so converted and to have always remained Subordinate Voting Shares. The Corporation's articles contain provisions concerning the conversion procedure to be followed in the event of an Offer.

### *Multiple Voting Shares*

**Holders of Multiple Voting Shares and holders of Subordinate Voting Shares listed as shareholders at the close of business on July 24, 2017 ("Record Date") will be entitled to vote at the Meeting in respect of all matters which may properly come before the Meeting.** In order to be entitled to vote, a holder of Multiple Voting Shares or of Subordinate Voting Shares who has acquired his shares after this date must, at least ten days before the Meeting, request that the Corporation enter his name on the list of shareholders entitled to vote. If two or more persons are joint holders of shares, those among such holders attending the Meeting may, in the absence of the others, vote such shares. However, if two or more joint holders are present in person or represented by proxy at the Meeting and wish to vote thereat, they may do so only as one and the same person. If more than one joint holder are present or represented by proxy, the vote must be made jointly and in unison.

Following a review of the Corporation's shareholders' agreement entered into in December 1987, binding namely Développements Orano Inc. ("Orano"), whose majority shareholder is Mr. Alain Bouchard and the other shareholders being Messrs. Jacques D'Amours, Richard Fortin, Réal Plourde and Metro Inc.[1] ("Metro"), and in continuance with their former relationship, they concluded a revised shareholders' agreement on March 8, 2005 with respect to their participation in the Corporation. Following a corporate reorganisation of Orano that occurred on October 14, 2008, the shares held by Orano, which shareholders were Messrs. Bouchard, D'Amours, Fortin and Plourde, in the Corporation are now held by Orano and holding companies controlled respectively by Messrs. D'Amours, Fortin and Plourde (the "Holdings"). Following such reorganisation, Metro, Orano and the Holdings have entered into an amended shareholders agreement with respect to their participation in the Corporation. The rights and obligations of the parties under that amended agreement remain substantially the same as the ones in the 2005 agreement which are mainly as follows:

(i) Metro holds a pre-emptive right to participate in new issues of shares to maintain its then existing equity ownership percentage of the Corporation;

(ii) Metro holds the right to nominate one person for election to the Board of Directors of the Corporation as long as it holds at least 5% of all the outstanding shares of the Corporation on a fully diluted basis; the representative currently designated by Metro on the Board of Directors of the Corporation is Mr. Jean Élie who is not a Metro employee and not related in anyway except for this nomination;

(iii) Metro, Orano and the Holdings have undertaken not to sell or transfer directly or indirectly the shares of the Corporation held by them without the other party's prior written consent;

(iv) Metro, Orano and the Holdings hold a mutual right of first opportunity on the sale or transfer of shares held by them, subject to certain conditions; and

(v) Metro, Orano and the Holdings hold a mutual right of first refusal on the sale and transfer of the shares of the Corporation held by them, subject to certain exceptions for transfers to permitted assignees (including to any of Messrs. Alain Bouchard, Jacques D'Amours, Richard Fortin and Réal Plourde).

This agreement provides that it will terminate if either Metro or Orano and the Holdings (the latter considered as a whole) holds less than 5% of the issued and outstanding shares of the share-capital of the Corporation on a fully diluted basis.

Following the corporate reorganisation of Orano, the latter and the Holdings as well as Messrs. Bouchard, D'Amours, Fortin and Plourde (the "Persons") signed a voting agreement whereby the Persons and their respective Holding have undertaken to exercise their respective direct and indirect voting rights in the Corporation in favour of each Person's election, subject that such Persons hold, directly or indirectly, a minimum of 4,500,000 shares of the Corporation. Should one of the Persons fall under such minimum shareholding, the agreement will cease to apply to such Person even if eventually the minimum holding is reached. However, the agreement will continue to apply to the other parties to the agreement.

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[1] On March 20, 2017, Metro Inc. transferred all the shares it held in Alimentation Couche-Tard Inc. to Metro Canada Holdings Inc. one of its wholly-owned subsidiaries.

On April 8, 2016, the Shareholders' Agreement was amended to include a mutual right of monetization. This right allows each shareholder, at their own discretion and without the prior consent of the other shareholders to monetize, in whole or in part, shares or convertible securities they hold in the Corporation.

### ***Principal Holders of Securities***

To the knowledge of the officers and directors of the Corporation, the only persons who beneficially own or exercise control or direction over shares carrying more than 10% of the votes attached to each class of voting shares outstanding of the Corporation are:

| Name | Number of Multiple Voting Shares beneficially owned, controlled or directed | Percentage of Multiple Voting Shares outstanding | Number of Subordinate Voting Shares beneficially owned, controlled or directed | Percentage of Subordinate Voting Shares outstanding |
|---|---|---|---|---|
| Alain Bouchard | 57,676,422[(1)] | 39.03% | 8,913,002[(2)(9)] | 2.12% |
| Jacques D'Amours | 32,020,808[(3)] | 21.67% | 150,000 | 0.04% |
| Richard Fortin | 16,394,130[(4)] | 11.09% | 1,431,900[(5)] | 0.34% |
| Réal Plourde | 6,670,644[(6)] | 4.51% | 4,881,800[(7)] | 1.11% |
| Metro Canada Holdings Inc. | 32,227,044 | 21.81% | - | - |

(1) Of this number, 52,163,256 shares are held through Développements Orano Inc. ("Orano")[(8)], a corporation controlled by Alain Bouchard, Founder and Executive Chairman of the Corporation, one of the founders of the latter as well as a director of the Corporation.

(2) Of this number, 5,195,000 shares are held through Orano,[(8)] 875,000 shares are held through the Sandra and Alain Bouchard Foundation, 300,000 shares are held through 9330-4103 Québec Inc., a corporation controlled by Alain Bouchard and 133 shares are held by Alain Bouchard *es qualité* for his minor daughter Rose Bouchard.

(3) Of this number, 23,863,878 shares are held through 9201-9686 Québec Inc.[(8)], a corporation controlled by Jacques D'Amours, one of the founders of the Corporation as well as a director of the Corporation and 300,000 shares are held through the *Fondation D'Amours*.

(4) Of this number, 12,530,394 shares are held through 9201-9702 Québec Inc.[(8)], a corporation controlled by Richard Fortin, one of the founders of the Corporation as well as a director of the Corporation.

(5) Of this number, 275,300 shares are held through the *Fondation Lise et Richard Fortin*.

(6) Of this number, 4,604,238 shares are held through 9203-1848 Québec Inc.[(8)], a corporation controlled by Réal Plourde, a director of the Corporation and one of the founders of the Corporation.

(7) Of this number, 181,000 shares are held through the *Fondation Ariane Riou et Réal Plourde*.

(8) These corporations and their respective controlling shareholders are party to a voting agreement conferring them voting control over more than 10% of the votes attached to the voting shares outstanding of the Corporation. Therefore, together they own a total of 112,762,004 Multiple Voting Shares and 15,306,702 Subordinate Voting Shares conferring them 60.22% of the voting rights of the shares outstanding.

(9) Mr. Alain Bouchard also holds options granting him the right to purchase 177,020 Subordinate Voting Shares.

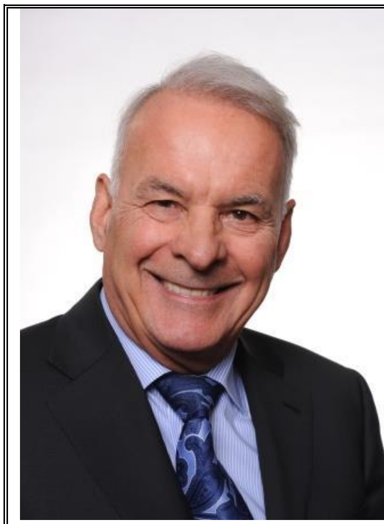
## 5. MANAGEMENT'S REPORT AND FINANCIAL STATEMENTS

The consolidated financial statements of the Corporation for the financial year ended April 30, 2017 and the report of the auditors thereon will be submitted at the Annual General Meeting of Shareholders, but no vote thereon is required or expected. These consolidated financial statements are reproduced in the Corporation's 2017 Annual Report which was sent to shareholders who requested it with this Notice of Annual General Meeting of Shareholders and Management Proxy Circular. The Corporation's 2017 Annual Report is available on SEDAR (www.sedar.com) as well as on the Corporation's website (http://corpo.couche-tard.com/en/investor-relations/annual-quarterly-reports/).

# 6. DIRECTOR CANDIDATES UP FOR ELECTION

## *Director Biographies*

**Unless a shareholder indicates otherwise, the shares represented by any proxy form or voting instruction form enclosed herewith will be voted FOR the election of the eleven persons hereinafter named, each of whom will be nominated for election as a director.**



**Alain Bouchard**
Lorraine, Québec

Director since 1988

**Co-Founder**

**Founder and Executive Chairman of the Corporation**

On September 24, 2014, Mr. Bouchard took on a new role as Founder and Executive Chairman of the Corporation as he stepped down as President and Chief Executive Officer of the Corporation, a position he held for over 25 years. As founder of the companies from which originated Alimentation Couche-Tard Inc., Mr. Bouchard started his convenience store operations in 1980 with the opening of his first convenience store in Québec. Mr. Bouchard has more than 40 years of experience in the retail industry. Over the years he took part, along with his closest collaborators and all staff members, in Couche-Tard's growth. He also was a member of the Board of Directors of Quebecor Inc. from 1997 to May 2009.

Mr. Bouchard has received many personal awards that recognize his business excellence and his outstanding professional achievements throughout his career. The most recent one being in June 2017, when Mr. Bouchard was awarded an honorary doctorate in Consumer Sciences from the Université Laval in Québec City. He was also inducted to the Canadian Business Hall of Fame in May 2017, and, in March 2017, he received the 2017 International Horatio Alger Award bestowed to individuals who have persevered through challenges to become successful entrepreneurs and community leaders. Mr. Bouchard has also received other distinguished awards in 2014 such as the *Grand bâtisseur de l'économie du Québec* from the Institute for governance, the T. Patrick Boyle Founder's award from the Fraser Institute, Officer of the *Ordre national du Québec* and NACS Insight International Convenience Leader of the year.

Mr. Bouchard has been involved in an impressive number of fundraising campaigns and philanthropic activities for many years. In 2012, Mr. Bouchard and his wife created the Sandra and Alain Bouchard Foundation 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 received the Exceptional philanthropist of the year award from the Association of Fundraising Professionals – Québec Chapter.

| Current board membership or trustee of public corporations | |
|---|---|
| CGI Group Inc. | Also Chairman of the Human Resources Committee |

| Attendance per meetings held for fiscal year 2017 | | |
|---|---|---|
| Board of directors | 9/9 | 100% |
| Human Resources and Corporate Governance Committee | - | - |
| Audit Committee | - | - |

| Number of Multi-Voting Shares | Number of Subordinate Voting Shares | Number of phantom stock units | Number of deferred share units | Stock Options (in the money value as at April 30, 2017) | Total value of shares, phantom stock units and deferred share units (Market value as at April 30, 2017) |
|---|---|---|---|---|---|
| 57,676,422(1) | 8,913,002(2) (3) | 124,279 | n/a | $2,716,264 | $4,276,531,200 |

| | |
|---|---|
| <br>**Jacques D'Amours**<br>Laval, Québec<br>Director since 1988<br><br>**Co-Founder** | **Corporate Director**<br><br>Mr. D'Amours retired as Vice-President, Administration on September 3, 2014. He joined the Corporation in 1980, and has worked in a variety of roles, including Manager of Technical Services, Vice-President of Sales and Vice-President of Administration and Operations of the Corporation. Over the years he took part, along with his closest collaborators and all staff members, in Couche-Tard's growth. |

| **Current board membership or trustee of public corporations** | |
|---|---|
| Nil | |

| **Attendance per meetings held for fiscal year 2017** | | |
|---|---|---|
| Board of directors | 6/9 | 67% |
| Human Resources and Corporate Governance Committee | - | - |
| Audit Committee | - | - |

| **Number of Multi-Voting Shares** | **Number of Subordinate Voting Shares** | **Number of phantom stock units** | **Number of deferred share units** | **Stock Options** (in the money value as at April 30, 2017) | **Total value of shares, phantom stock units and deferred share units** (Market value as at April 30, 2017) |
|---|---|---|---|---|---|
| 32,020,808[4] | 150,000 | n/a | 4,486 | n/a | $2,068,956,794 |

**Richard Fortin**
Boucherville, Québec

Director since 1988

**Co-Founder**

**Corporate Director**

Mr. Fortin retired as Executive Vice-President and Chief Financial Officer of the Corporation in October 2008. Upon his retirement, he became Chairman of the Board of Directors of the Corporation, position he held until September 2011.

Before joining the Corporation in 1984, Mr. Fortin had more than 13 years of experience at a number of major financial institutions, and was Vice-President of Québec for a Canadian bank wholly-owned by Société Générale (France).

Mr. Fortin holds a bachelor's degree in Management with a major in Finance from Université Laval in Québec City. In addition to the public corporation listed below, Mr. Fortin also sits on the Board of Directors of the National Bank Life Insurance Company where he is the Chairman of the Audit Committee. He was also on the Board of Directors of Rona from April 2009 to May 2013.

| Current board membership or trustee of public corporations | |
|---|---|
| Transcontinental Inc. | Also Lead Director and Chairman of the Audit Committee |
| National Bank of Canada | Also Chairman of the Risk Management Committee and a member of the Audit Committee |

| Attendance per meetings held for fiscal year 2017 | | |
|---|---|---|
| Board of directors | 9/9 | 100% |
| Human Resources and Corporate Governance Committee | - | - |
| Audit Committee | - | - |

| Number of Multi-Voting Shares | Number of Subordinate Voting Shares | Number of phantom stock units | Number of deferred share units | Stock Options (in the money value as at April 30, 2017) | Total value of shares, phantom stock units and deferred share units (Market value as at April 30, 2017) |
|---|---|---|---|---|---|
| 16,394,130[(5)] | 1,431,900[(6)] | n/a | 18,101 | n/a | $1,145,337,563 |

**Réal Plourde**
Westmount, Québec

Director since 1988

**Co-Founder**

**Corporate Director**

Mr. Plourde retired in May 2011 at which time he held the office of Executive Vice-President of the Corporation after stepping down from his position as the Corporation's Chief Operating Officer in May 2010. Since his retirement, he has remained with the Corporation as a member of the Board of Directors. Mr. Plourde was Chairman of the Board of the Corporation from September 2011 to September 2014. Mr. Plourde joined the Corporation in 1984 and has held various positions, ranging from Manager of Technical Services to Vice-President of Development, Sales and Operations of the Corporation.

Mr. Plourde began his career in various engineering projects in Canada and Africa. Mr. Plourde holds an Engineering Degree (Applied Sciences) from Université Laval in Québec City and an MBA from the École des Hautes Études Commerciales in Montréal. Mr. Plourde is a member of the Ordre des Ingénieurs du Québec. He is also a member of the board of directors of CIMA + G.P., where he is also a member of the Audit and Governance and Ethics Committees.

| Current board membership or trustee of public corporations | |
|---|---|
| Nil | |

| Attendance per meetings held for fiscal year 2017 | | |
|---|---|---|
| Board of directors | 9/9 | 100% |
| Human Resources and Corporate Governance Committee | - | - |
| Audit Committee | - | - |

| Number of Multi-Voting Shares | Number of Subordinate Voting Shares | Number of phantom stock units | Number of deferred share units | Stock Options (in the money value as at April 30, 2017) | Total value of shares, phantom stock units and deferred share units (Market value as at April 30, 2017) |
|---|---|---|---|---|---|
| 6,670,644[7] | 4,811,800[8] | n/a | 4,416 | n/a | $731,351,156 |

**Jean Élie**
Montréal, Québec

Director since 1999

**Independent Board Member**

**Chair of the Audit Committee**

**Corporate Director**

From 1998 to 2002, Mr. Élie was managing director of a Canadian bank wholly-owned by Société Générale (France). From 1987 to 1997, Mr. Élie was a director and member of the Executive Committee and Chairman of the Finance and Audit Committee of Hydro-Québec, for which he also acted as Interim Chairman in 1996. From 1981 to 1995, he was Vice-President and Manager, Corporate Services and Government Services of Burns Fry Limited (today BMO Nesbitt Burns Inc.), a Canadian investment banking and brokerage firm. He is a member of the Board of Directors of Loto-Québec, of the Institut des auditeurs internes du Canada (Chapitre de Montréal) and of the Montréal Symphony Orchestra. Mr. Élie was also a director and member of the Executive Committee of the Investment Dealers Association of Canada.

Mr. Élie holds an MBA from the University of Western Ontario, a B.C.L. (law) from McGill University and a bachelors ès art from the University of Montréal and is a member of the Québec Bar Association. He is also a member of the Institute of Corporate Directors.

Mr. Elie is a recipient of the Ramon John Hnatyshyn Award (Governor General Award) for voluntarism in the Performing Arts and of the Queen Elizabeth II Diamond Jubilee medal for his contribution to the community.

| **Current board membership or trustee of public corporations** | |
|---|---|
| Nil | |

| **Attendance per meetings held for fiscal year 2017** | | |
|---|---|---|
| Board of directors | 9/9 | 100% |
| Human Resources and Corporate Governance Committee | - | - |
| Audit Committee | 4/4 | 100% |

| Number of Multi-Voting Shares | Number of Subordinate Voting Shares | Number of phantom stock units | Number of deferred share units | Stock Options (in the money value as at April 30, 2017) | Total value of shares, phantom stock units and deferred share units (Market value as at April 30, 2017) |
|---|---|---|---|---|---|
| n/a | 24,300 | n/a | 31,998 | n/a | $3,534,388 |

**Mélanie Kau**
Westmount, Québec

Director since 2006

**Independent Board Member**

**Chair of the Human Resources and Governance Committee**

**Entrepreneur**

Ms. Kau is a seasoned retailer and entrepreneur with more than 20 years' experience in creating customer connections. Past investments include the 67 store chain of natural supplements and vitamins stores by the name of Naturiste. Ms. Kau previously held the position of President at Mobilia, a family business, from 1986 to 2011, where her main focus was on brand building and growing the retail network throughout Québec and Ontario.

Ms. Kau is passionate about entrepreneurship and serves as a Governor of the Young Chamber of Commerce, for whom she is a mentor for four young up-and-coming entrepreneurs. She has herself received several accolades for her business acumen and entrepreneurship, namely the prestigious Top 40 under 40 as well as the John Molson School of Business Award of Distinction.

Ms. Kau holds a Master's Degree in Journalism from Northwestern University as well as an MBA from Concordia.

Ms. Kau is a past member of the board of Investissement Québec and presently sits on the board of Aéroports de Montréal where she is also a member of the Governance and Human Resources Committee.

| Current board membership or trustee of public corporations | |
|---|---|
| Nil | |

| Attendance per meetings held for fiscal year 2017 | | |
|---|---|---|
| Board of directors | 9/9 | 100% |
| Human Resources and Corporate Governance Committee | 3/3 | 100% |
| Audit Committee | - | - |

| Number of Multi-Voting Shares | Number of Subordinate Voting Shares | Number of phantom stock units | Number of deferred share units | Stock Options (in the money value as at April 30, 2017) | Total value of shares, phantom stock units and deferred share units (Market value as at April 30, 2017) |
|---|---|---|---|---|---|
| n/a | - | n/a | 63,649 | n/a | $3,995,884 |

**Nathalie Bourque**
Dorval, Québec

Director since 2012

**Independent Board Member**

**Corporate Director**

Ms. Bourque does consulting work in public relations, government relations and financial communications. She held the position of Vice-President, Public Affairs and Global Communications at CAE Inc., from 2005 until her retirement in February 2015. Prior to joining CAE, Ms. Bourque was a partner at NATIONAL Public Relations where she was responsible for numerous clients in the financial, biopharmaceutical, retail and entertainment areas. Previously, she worked for various communications companies and has also worked for accounting firms in marketing.

She was a member of the Board of Financial Services of the Caisse de dépôt et placement du Québec and Horizon Science and Technology. She also served as President of the MBA Association and Le Cercle Finance et Placement du Québec. She is also a Governor of McGlll University and she is on the board of Maison Marie-Vincent.

Ms. Bourque has a BA from Laval University and an MBA from McGill University.

| Current board membership or trustee of public corporations | |
|---|---|
| Héroux-Devtek Inc. | Also member of the Audit Committee |

| Attendance per meetings held for fiscal year 2017 | | |
|---|---|---|
| Board of directors | 9/9 | 100% |
| Human Resources and Corporate Governance Committee | 3/3 | 100% |
| Audit Committee | - | - |

| Number of Multi-Voting Shares | Number of Subordinate Voting Shares | Number of phantom stock units | Number of deferred share units | Stock Options (in the money value as at April 30, 2017) | Total value of shares, phantom stock units and deferred share units (Market value as at April 30, 2017) |
|---|---|---|---|---|---|
| n/a | 42,690 | n/a | 16,851 | n/a | $3,737,984 |

**Daniel Rabinowicz**
Saint-Lambert, Québec

Director since 2013

**Independent Board Member**

**Corporate Director**

Mr. Rabinowicz is currently an independent marketing and business consultant. He previously held the position of President of TAXI New York, an advertising agency, until his retirement in August 2009. Mr. Rabinowicz started his career in 1975 in advertising as an account manager with Vickers & Benson. After acquiring experience as a brand manager at Catelli Ltd, he joined Cossette Communication Group in 1985 as Director, Strategic Planning. He rose to become President of Cossette Montréal and Co-President of Cossette Toronto before leaving in 2001.

Mr. Rabinowicz sits on the board of directors of Reitmans (Canada) Limited, 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 geared towards helping professionals in the communications industry in dealing with their personal, professional or financial problems.

Mr. Rabinowicz holds a BA and an MBA from McGill University.

| Current board membership or trustee of public corporations | |
|---|---|
| Reitmans Canada Limited | Also member of the Corporate Governance Committee |

| Attendance per meetings held for fiscal year 2017 | | |
|---|---|---|
| Board of directors | 8/9 | 89% |
| Human Resources and Corporate Governance Committee | 3/3 | 100% |
| Audit Committee | - | - |

| Number of Multi-Voting Shares | Number of Subordinate Voting Shares | Number of phantom stock units | Number of deferred share units | Stock Options (in the money value as at April 30, 2017) | Total value of shares, phantom stock units and deferred share units (Market value as at April 30, 2017) |
|---|---|---|---|---|---|
| n/a | 7,510 (10) | n/a | 4,113 | n/a | $729,692 |

**Brian Hannasch**
Columbus, Indiana

Director since 2014

**President and Chief Executive Officer of the Corporation**

Mr. Hannasch joined the Corporation in 2001 and was named President and Chief Executive Officer of Couche-Tard in September 2014. Mr. Hannasch was previously Chief Operating Officer since 2010 and Senior Vice-President, U.S. Operations from 2008 to 2010. From 2004 to 2008, he was Senior Vice President, Western North America and Vice-President, Integration from 2003 to 2004. In 2001, he was appointed Vice President Operations, U.S. Midwest where he was responsible for all aspects of U.S. operations. From 2000 to 2001, 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 Couche-Tard in 2001.

From 1989 to 2000, Mr. Hannasch was employed by BP Amoco in various positions of increasing responsibility. His last position with BP Amoco was Vice-President of Marketing for the U.S. Midwest Business Unit.

Mr. Hannasch sits on the board of directors of National Association of Convenience Stores (NACS) Retail since 2016 and was recognized as the CEO of the year by the Globe and Mail in 2016.

Mr. Hannasch holds a B.A. in Finance from Iowa State University and an MBA in Marketing and Finance from the University of Chicago.

| Current board membership or trustee of public corporations | |
|---|---|
| Nil | |

| Attendance per meetings held for fiscal year 2017 | | |
|---|---|---|
| Board of directors | 9/9 | 100% |
| Human Resources and Corporate Governance Committee | - | - |
| Audit Committee | - | - |

| Number of Multi-Voting Shares | Number of Subordinate Voting Shares | Number of phantom stock units | Number of deferred share units | Stock Options (in the money value as at April 30, 2017) | Total value of shares, phantom stock units and deferred share units (Market value as at April 30, 2017) |
|---|---|---|---|---|---|
| n/a | 446,194 (11) | 176,326 | n/a | $42,057,381 | $39,351,584 |

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

Outremont, Québec

Director since 2015

**Independent Board Member**

**President of the International Co-operative Alliance, Chair of the Board of Investissement Québec, Chair of the Québec Economic and Innovation Council and Strategic Advisor at Fiera Capital Corporation**

Former President and Chief Executive Officer of Desjardins Group from 2008 to 2016. Ms. Leroux is the President of the International Cooperative Alliance (ICA). She is also Chair of the Board of Investissement Québec and Chair of the Québec Economic and Innovation Council, appointed by the Québec Government in 2016. She serves as an independent Board member of global companies such as Bell (BCE), Michelin (ML-France) as well as S&P Global. She has also served on the board of CIC (subsidiary of Credit Mutuel) until May 2017. She has been appointed to the Canada United States Council for Advancement of Women Entrepreneurs and Business Leaders by the Prime Minister of Canada in 2017. She is also chair of the Board of Governors of the Society for the Celebrations of Montréal's 375$^{th}$ anniversary and Metropolis 2017. Since June 2017, Ms. Leroux is also Strategic Advisor at Fiera Capital Corporation,

In addition, she has been the Chair of the Québec CPA Order and is a Member of the Order of Canada, an Officer of the Ordre national du Québec and a Chevalier of the Légion d'Honneur (France). She is also the recipient of the Woodrow Wilson Award (United States), the title of Fellow Chartered Professional Accountant and recipient of the Outstanding Achievement Award from the Québec CPA Order and the Institute of Corporate Directors Fellowship Award. She holds honorary doctorates from eight Canadian universities.

Ms. Leroux also lends her time and support to a host of not-for-profit organizations and is a member of the board of the Rideau Hall Foundation for the Governor General of Canada.

| Current board membership or trustee of public corporations | |
|---|---|
| BCE Inc. and Bell Canada | |
| Michelin Group | |

| Attendance per meetings held for fiscal year 2017 | | |
|---|---|---|
| Board of directors | 9/9 | 100% |
| Human Resources and Corporate Governance Committee | - | - |
| Audit Committee | 4/4 | 100% |

| Number of Multi-Voting Shares | Number of Subordinate Voting Shares | Number of phantom stock units | Number of deferred share units | Stock Options (in the money value as at April 30, 2017) | Total value of shares, phantom stock units and deferred share units (Market value as at April 30, 2017) |
|---|---|---|---|---|---|
| n/a | 1,250 | n/a | 2,743 | n/a | $ 250,681 |

| | |
|---|---|
| <br><br>**Eric Boyko** CGA<br><br>Montréal, Québec<br><br>**New Candidate submitted for election at the 2017 Annual Shareholders' Meeting** | **President, Chief Executive Officer and cofounder of Stingray Digital Group Inc.**<br><br>Mr. Boyko is the co-founder of Stingray and has been President and Chief Executive Officer since 2007. A global entrepreneur with nearly two decades of experience with start-ups, Mr. Boyko has extensive expertise in early stage business innovations. His passion for extreme sports and world travel fuels his drive for business excellence.<br><br>Prior to founding Stingray, Mr. Boyko founded and was President of eFundraising.com, which became a leading player in the North American fundraising industry and an e-commerce success story. Mr. Boyko is an active participant in many philanthropic endeavours and is a champion of Québec entrepreneurs.<br><br>He is also a board member of the Montréal Children's Foundation and sits on the board of Montréal-based companies Bouclair Inc. and Attraction Média Inc.<br><br>In 2006, Mr. Boyko was named one of Canada's Top 40 Under 40.<br><br>A graduate with great distinction of McGill University, he holds a Bachelor of Commerce, with a specialization in accounting and entrepreneurship. Mr. Boyko became a Certified General Accountant (CGA) in 1997. |

| **Current board membership or trustee of public corporations** | |
|---|---|
| Stingray Digital Group Inc. | |

| **Attendance per meetings held for fiscal year 2017** | | |
|---|---|---|
| Board of directors | - | - |
| Human Resources and Corporate Governance Committee | - | - |
| Audit Committee | - | - |

| **Number of Multi-Voting Shares** | **Number of Subordinate Voting Shares** | **Number of phantom stock units** | **Number of deferred share units** | **Stock Options** (in the money value as at April 30, 2017) | **Total value of shares, phantom stock units and deferred share units** (Market value as at April 30, 2017) |
|---|---|---|---|---|---|
| n/a | 2,400 (12) | n/a | - | n/a | $ 149,870 (12) |

(1) Of this number, 52,163,256 shares are held through Dévéloppement Orano Inc. ("Orano") (9), a corporation controlled by Alain Bouchard, Founder and Executive Chairman of the Corporation, one of the founders of the latter as well as a director of the Corporation.
(2) Of this number, 5,195,000 shares are held through Orano(9), 875,000 shares through the Sandra and Alain Bouchard Foundation, 300,000 shares are held through 9330-4130 Québec Inc. a corporation controlled by Alain Bouchard and 133 shares are held by Alain Bouchard *es qualité* for his minor daughter Rose Bouchard.
(3) Mr. Alain Bouchard also holds options granting him the right to purchase 177,020 Subordinate Voting Shares.
(4) Of this number, 23,863,878 shares are held through 9201-9686 Québec Inc.(9), a corporation controlled by Jacques D'Amours, one of the founders of the Corporation as well as a director of the Corporation and 300,000 shares are held through the *Fondation D'Amours*.
(5) Of this number, 12,530,394 shares are held through 9201-9702 Québec Inc.(9), a corporation controlled by Richard Fortin, one of the founders of the Corporation as well as a director of the Corporation.
(6) Of this number, 275,300 shares are held though the *Fondation Lise et Richard Fortin*.

(7) Of this number, 4,604,238 shares are held through 9203-1848 Québec Inc.(9), a corporation controlled by Réal Plourde, director of the Corporation and one of the founders of the Corporation.
(8) Of this number, 181,000 shares are held through the *Fondation Arianne Riou et Réal Plourde*.
(9) These corporations and their respective controlling shareholders are part to a voting agreement conferring them voting control over more than 10% of the votes attached to the voting shares outstanding of the Corporation. Therefore, together they own a total of 112,762,004 Multiple Voting Shares and 15,306,702 Subordinate Voting Shares conferring them 60.22% of the voting rights of the shares outstanding.
(10) From this amount Mr. Rabinowicz holds 1,500 shares through his holding company.
(11) From this amount Mr. Hannasch holds 5,594 shares through the Corporation's Employee Stock Purchase Plan as at December 31, 2016.
(12) Mr. Boyko purchased 2,400 Subordinate Voting Shares of the Corporation on June 19, 2017, through Boyko Investment Corporation, a corporation controlled by him at a price of $62.446 per share.

The information relating to the shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been furnished by each of the respective candidates.

To the knowledge of the Corporation and based on information provided to it by the nominees, none of these nominees is, as of July 7, 2017, or was, within 10 years before that date, a director or executive officer of a corporation (including the Corporation) which, while the nominee held that position or in the year following the date on which the nominee ceased to hold that position, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, was subject to proceedings instituted by its creditors or instituted proceedings against its creditors, made an arrangement or compromise with its creditors or took steps to make an arrangement or compromise with its creditors, or had a receiver, receiver manager or trustee appointed to hold its assets, with the exception of Monique F. Leroux and Richard Fortin. Ms. Leroux was a director of Quebecor World Inc. ("Quebecor World") from 2004 until 2007. On January 21, 2008 Quebecor World requested creditor protection in virtue of the *Companies Creditors Arrangement Act* and implemented a restructuring plan which was approved by its creditors in 2009, after having obtained a court order authorising said restructuring plan. 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 which as approved by the Court on September 8, 2016.

# 7. COMPENSATION OF DIRECTORS

## *Deferred Share Unit Plan*

In order to further align the interest of its directors with those of its shareholders, the Board of Directors of the Corporation has a Director Compensation Policy, which provides namely:

- any director that is an employee of the Corporation or one of its subsidiaries does not receive any director compensation;
- the Corporation no longer grants any stock options to independent directors, but instead grants deferred share units ("DSU") in accordance with the Corporation's Deferred Share Unit Plan (the "DSU Plan");
- at least 50% of the annual retainer fee will be paid in DSU and the director may elect to be paid in either cash or DSU for the remaining 50%;
- independent directors may elect to have up to 100% of their other compensation, including attendance fees, paid in DSU; and
- independent directors must hold at least three times their base compensation either in shares or DSU no later than five years after their election to the Board of Directors.

Under the DSU Plan, directors are credited on the basis of the amounts payable to such director divided by the value of a unit. The value of a unit corresponds to the weighted average trading price of the Subordinated Voting Shares on the Toronto Stock Exchange ("TSX") over the five trading days immediately preceding the credited date. The units take the form of a credit to the account of the director. Upon a director ceasing to act as member of the Board of Directors of the Corporation, the director has the right to receive payment of the DSU credited to his account either (i) in cash, based on the market value of a Subordinated Voting Share on the date of payment, or (ii) in Subordinated Voting Shares to be acquired on the open market by the Corporation, equal to the number of DSU accumulated by the director. The payment date of the DSU is determined by the director, subject to the Human Resources and Corporate Governance Committee approval but no later than the end of the first calendar year following the calendar year during which the director has ceased to act as member of the Board. Units are not transferable other than through a will or other testamentary instrument or in accordance with succession laws.

DSU entitles holders thereof to dividends which are paid in the form of additional units at the same rate applicable to dividends paid from time to time on Subordinated Voting Shares.

## *Director Compensation Table*

The following table sets forth the details of the total annual compensation and attendance fees paid in kind or not, to the directors of the Corporation for the fiscal year ended April 30, 2017.

| | **From April 25, 2016 to April 30, 2017** |
|---|---|
| Description | Compensation ($) |
| Compensation of the Executive Chairman of the Board of Directors | n/a |
| Basic annual compensation* | 90,000 |
| Attendance fees for Board of Directors meetings | 2,000 |
| Annual compensation for committee member | 3,060 |
| Attendance fees for Human Resources and Corporate Governance Committee meetings | 2,000 |
| Attendance fees for Audit Committee meetings | 2,000 |
| Compensation for Chairman of the Audit Committee | 25,000 |
| Compensation for Chairman of the Human Resources and Corporate Governance Committee | 25,000 |
| Compensation for Lead director | 30,000 |
| Any special meeting of the Board of Directors or Human Resources and Corporate Governance Committee or Audit Committee (attendance in person) | 2,000 |
| Any special meeting of the Board of Directors or Human Resources and Corporate Governance Committee or Audit Committee (attendance by telephone or teleconference) | 1,000 |

* 50% of which must be received in the form of deferred stock units as per the Deferred Share Unit Plan.

| **Name** | **Fees earned ($)** | | | | | **Share-based awards** | | **Pension value [2]** | **Other Compensation Paid** | **Total Compensation Paid** | **Compensation Breakdown** | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | **Basic Annual Compensation [1] ($)** | **Compensation Chairman of Committee[1] ($)** | **Compensation Committee Member[1] ($)** | **Attendance Fees ($)** | **Total Compensation ($)** | **Allotment based on DSU Plan [1] ($)** | **Dividends paid in form of DSU ($)** | **($)** | **($)** | **($)** | **In Cash ($)** | **In DSU ($)** |
| **Nathalie Bourque** | 45,000 | - | 3,060 | 23,000 | 71,060[3] | 45,000 | 5,466 | - | - | 121,526[3] | - | 121,526 |
| **Jacques D'Amours** | 45,000 | - | - | 11,000 | 56,000[3] | 45,000 | 1,336 | - | - | 102,336[3] | - | 102,336 |
| **Jean Élie** | 45,000 | 25,000[4] | - | 25,000 | 95,000 | 45,000 | 10,590 | - | - | 150,590 | 82,500 | 68,090 |
| **Richard Fortin** | 45,000 | - | - | 17,000 | 62,000[3] | 45,000 | 5,858 | - | 75,000[7] | 187,858 | 75,000 | 112,858 |
| **Mélanie Kau [5]** | 45,000 | 25,000 | - | 23,000 | 93,000[3] | 45,000 | 21,011 | - | - | 159,011[3] | - | 159,011 |
| **Monique F. Leroux** | 45,000 | - | 3,060 | 25,000 | 73,060[3] | 45,000 | 710 | - | - | 118,770 | - | 118,770 |
| **Réal Plourde** | 45,000 | - | - | 17,000 | 62,000[3] | 45,000 | 1,289 | - | 75,000[8] | 183,289 | 75,000 | 108,289 |
| **Daniel Rabinowicz** | 45,000 | | 3,060[4] | 21,000[4] | 69,060 | 45,000 | 1,271 | - | - | 115,331 | 57,030 | 58,301 |
| **Jean Turmel** | 75,000[6] | - | 3,060 | 25,000 | 103,060[3] | 45,000 | 32,465 | - | - | 180,525[3] | - | 180,525 |
| **Total** | **435,000** | **50,000** | **12,240** | **187,000** | **684,240** | **405,000** | **79,996** | **-** | **150,000** | **1,319,236** | **289,530** | **1,029,706** |

(1) The payment of the annual compensation is spread over four instalments.
(2) The Corporation does not have a Retirement Policy for members of the Board of Directors.

(3) This individual requested to receive the total compensation amount in DSU.
(4) This individual requested to receive half of this amount in DSU.
(5) Chair of Human Resources and Corporate Governance Committee.
(6) This amount includes a sum of $30,000 in his capacity as lead director.
(7) An additional amount of $75,000 has been paid to Mr. Fortin's corporation as payment for consulting services
(8) An additional amount of $75,000 has been paid to Mr. Plourde's corporation as payment for consulting services.

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

The following table sets forth, for each independent director, the aggregate dollar value that would have been realized if the DSU had been cashed on the grant date that occurred in fiscal 2017.

| Name | Option-based awards – Value vested during the fiscal year($) | Share-based awards – Value vested during the fiscal year($)[(1)] | Non-equity incentive plan compensation – Value earned during the year($) |
|---|---|---|---|
| **Nathalie Bourque** | - | 121,526 | - |
| **Jean Élie** | - | 68,090 | - |
| **Mélanie Kau** | - | 159,011 | - |
| **Monique F. Leroux** | - | 118,770 | - |
| **Daniel Rabinowicz** | - | 58,301 | - |
| **Jean Turmel** | - | 180,525 | - |

(1) The DSUs are only payable upon a director ceasing to act as member of the Board of Directors of the Corporation. The director has the right to receive payment of the DSU credited to his account either (i) in cash, based on the market value of a subordinated voting shares on the date of payment, or (ii) in subordinated voting shares to be acquired on the open market by the Corporation, equal to the number of DSU accumulated by the director. For more information, refer to section "Director Compensation – Deferred Stock Unit Plan" of this Circular.

## 8. EXECUTIVE COMPENSATION

### *Compensation Philosophy*

The compensation philosophy for Named Executive Officers of the Corporation is based on performance and the achievement of predetermined objectives. The Corporation's compensation philosophy is a reflection of the entrepreneurial culture of Couche-Tard, and one where the financial interests of its executives are aligned with the performance of the Corporation. The compensation strategy includes variable components linked to short term, medium term and long term performance. The nature of these criteria are described in greater detail further in this Circular. The criteria are linked to the achievement of quantified financial objectives as well as quantifiable objectives tied to strategic activities that are key to the execution of the Corporation's business plan.

Compensation plans and programs for Named Executive Officers are designed to (i) recruit, develop and retain talented executives; (ii) reward exceptional performance by rewarding them through predetermined and quantifiable objectives; (iii) establish a direct relation between the interests of the executives and those of the shareholders of the Corporation by favoring the creation of value on the short, medium and long term at all levels of the organization; (iv) encourage teamwork and promote company values; and (v) support the Corporation's business strategy. The Corporation's compensation plans and programs are established based on internal principles of equity that take into consideration the role, nature and level of each of the Named Executive Officers as well as external principles of equity such as fair, equitable and competitive compensation terms in comparison to the Corporation's peer group as well as those of the market in general.

### *Compensation discussion and analysis*

The Corporation is committed to a competitive compensation policy that drives short- and long-term business performance. To that effect, the Board of Directors has created a Human Resources and Corporate Governance Committee to assist the Board of Directors in fulfilling its responsibilities relating to matters of human resources and corporate governance. The Human Resources and Corporate Governance Committee is composed of three independent members who are Ms. Mélanie Kau, the Chair, Ms. Nathalie Bourque and Mr. Daniel Rabinowicz whose biographies are included in Appendix A entitled Governance Practice. None of the latter receives, directly or indirectly, any compensation from the Corporation other than for services as a member of the Board of Directors and its committees.

The Human Resources and Corporate Governance Committee's mandate includes the oversight of the Corporation's compensation plan, its succession plans relating to the development of senior officers, including Named Executive Officers, as well as the succession plan of its Board of Directors.

This Committee has the responsibility of evaluating and making recommendations to the Board regarding the compensation of the Named Executive Officers and members of the Board of Directors and the equity and incentive based compensation plans, policies and programs of the Corporation. The Human Resources and Corporate Governance Committee's ultimate objective is to provide a balance between the compensation components representing fixed and variable compensation for Named Executive Officers in order to place emphasis on compensation elements linked to performance and accomplish the Corporation's compensation policy objective.

The Corporation's compensation policy focuses on financial and corporate performance, both at the top as well as the business unit levels, while offering its executive officers incentives to execute the Corporation's strategic business plan, in line with its strategy and values. The compensation policy is structured in a manner that ensures a high level of performance by the Named Executive Officers and fosters short- and long-term value creation for the Corporation's shareholders thus linking the Named Executive Officers' contribution to the economic value created for the shareholders.

In determining compensation for the Named Executive Officers and members of the Board of Directors, the Human Resources and Corporate Governance Committee uses as a reference the compensation practices of a peer group of listed Canadian and U.S. companies of similar size in the retail and manufacturing (food) industries that are leaders in their industry. In addition to the foregoing, the Human Resources and Corporate Governance Committee also reviews and assesses the compensation package of the Chief Executive Officer and the senior officers, including Named Executive Officers, by conducting such review it considers appropriate. It reviews, among other things, the compensation packages for the prior year, the Human Resources and Corporate Governance Committee's evaluation of individual performance, the Corporation's performance and relative shareholder return, the competitiveness of the compensation package, and the awards given in previous years. It should be noted that no member of the Human Resources and Corporate Governance Committee serves as CEO of another company.

Ultimately, the compensation policy of the Corporation is to position the total target compensation around the median (50$^{th}$ percentile) of this peer group.

## *Compensation Consultants – Report on Remuneration*

During fiscal 2016, the Human Resources and Corporate Governance Committee retained the services of Willis Towers Watson for their expert advice in evaluating the competitiveness and appropriateness of the compensation programs of the Corporation for its senior officers, including Named Executive Officers, as well as for its board members. The services may include, but were not limited to, advice on base salaries, short term, medium term and long term incentive programs, pension plans, social benefits, accessory benefits and provisions regarding employment and change of control. In connection with these services, Willis Towers Watson assisted the Human Resources and Corporate Governance Committee with the review of its peer group, (the positioning regarding compensation and performance, the performance measures, etc.), the design of the programs and the levels of compensation compared to market and made observations and recommendations regarding amendments where appropriate. This analysis is conducted every two years by an external firm.

The table below indicates the amounts disbursed by the Corporation on the fees relating to executive compensation for the last two fiscal years:

| Type of Fees | 2017 | 2016[1] |
|---|---|---|
| Executive Compensation – Related Fees | - | $53,722 |
| Other Fees | - | - |

(1) The compensation analysis is conducted every two years.

The results of the Willis Towers Watson report indicated that, for the most part, the overall compensation for the Named Executive Officers is in line with the market median. More specifically, the report states that the base salary is in accordance with the median results whereas the total cash compensation is, in some cases, slightly above the median for all positions due to the short-term incentives that are competitive with the Corporation's peer group. However, the total direct compensation (base salary, short- and long-term incentives) is generally below the market median. This gap is explained by the Corporation's lower long-term incentive values compared to the same long-term incentive values offered by the peer group, which have significantly increased since the last review in fiscal 2014. Although the current Named Executive Officers compensation ranges between 6% and 20% below the median at the total direct compensation level (base salary, short- and long-term incentives) the realized compensation on the granted compensation of the past few years has surpassed the median due to the stock price performance. Based on these findings and upon the recommendations of Willis Towers Watson the Human Resources and Corporate Governance Committee decided to maintain the current levels in the Corporation's compensation policies with the regular annual base salary increase.

## *Peer Group Composition*

Willis Towers Watson also reviewed and evaluated the pertinence of the peer group to be used for market benchmarking purposes. The peer group companies are selected in order to represent a theoretical talent market for the organization's Named Executive Officers and from this point of view the group's constituents is of great importance. The selection criteria employed by the Willis Towers Watson to identify the companies to be included in the peer group were (i) companies competing in industries relating to the Corporation's such as the food retail, general merchandise stores, oil and gas refining and marketing and restaurants; (ii) companies with a financial footprint as measured by annual revenues of $1 Billion to $100 Billion; (iii) companies with a market capitalization from $2 Billion to $70 Billion and finally (iv) companies operating in North American markets with a certain emphasis on U.S. corporations due to the fact that an important part of the Corporation's revenues are derived from the United States.

The peer group approved by the Human Resources and Corporate Governance Committee is the same as the one used in Fiscal 2014, and is comprised of the following companies with the exception of three companies which were replaced:

**Canada**

- Canadian Tire Corporation Limited
- Metro Inc.
- Restaurants Brands International Ltd Partnership [1]
- George Weston
- Empire Company Limited

**United States**

- CST Brands, Inc. [4]
- Marathon Petroleum Corporation
- Dollar Tree Inc.[2]
- Dollar General Corporation [3]
- Starbucks Corporation
- Target Corp.
- The Kroger Co.
- Whole Foods Market Inc.
- Yum! Brands, Inc.
- Walgreens

(1) Tim Hortons merged with Burger King in December 2014 and now both entities operate under the Restaurant Brands International.
(2) Family Dollar Stores now operates as a subsidiary of Dollar Tree Inc.
(3) Safeway merged with Albertsons Companies.
(4) On June 28, 2017, the Corporation completed the acquisition of all the issued and outstanding shares of CST Brands, Inc.

## *Components of Remuneration*

There are three main components to the remuneration for the Named Executive Officers. A base salary, an annual incentive plan (bonus) (“AIP”), a long term incentive plan (“LTIP”) with two subcomponents: a phantom stock unit plan as well as a stock option plan, a pension plan and other benefits.

The various compensation components are detailed below and are summarized in the table that follows:

- **Base salary** - is targeted at the market median, with adjustments above and below median to reflect specific circumstances such as experience and individual performance.
- **Annual incentive plan** - targets are set at the median of the market for performance that meets objectives, with the possibility of exceeding target incentive payments (up to 250% of the financial component) when results exceed objectives and (down to zero (0)) incentive payments when results are below target.
- **Long-term incentive plan** – a) Phantom Stock Unit (“PSU”) plan is namely for the executive officers. The compensation program under the PSU plan sets forth annual grants in accordance with predetermined grant levels ranging from 80% to 185% of the base salary considering the position held by the executive officer. The PSU vest three years less a day from the grant date and are payable in cash upon vesting. The PSU payment is subject to two objectives, one related to employment service (35%) and the other the Corporation’s performance (65%). The performance objectives are determined at the time of the PSU grant. The performance objectives are based on financial and competitive components that, if disclosed would be prejudicial to the Corporation. As a result, these elements are not disclosed publicly. The degree of difficulty in the nature of these performance objectives is such that their attainment is not guaranteed. The PSU grant price and payment price, as established, shall not be less than the weighted average closing price for a board lot of the Subordinate Voting Shares traded on the TSX for the five trading days preceding the date of grant or date of payment, as applicable; b) as a result of the 2014 compensation analysis made by Willis Towers Watson, the Board of Directors decided to include stock options as part of the total compensation envelope for all Named Executive Officers. Options are granted for a term of ten years and the terms during which such options may be exercised are determined at the time of each grant. The conditions of vesting and exercise of the options are established when such options are granted and the option price, as established, shall not be less than the weighted average closing price for a board lot of the Subordinate Voting Shares traded on the TSX for the five days preceding the date of grant.
- **Pension and benefits** - are set at market competitive levels.

| Compensation Components | Description | Objectives |
|---|---|---|
| Base salary | ▪ Annual compensation is based on the functional responsibilities and competences of the Named Executive Officers in question. | ▪ Attract, retain and motivate. |
| Annual incentive plan (“AIP”) | ▪ Bonus plan ranging from 60% to 100% of base salary which payment is determined by (i) financial objective: the achievement of the Corporation’s budgeted net earnings (75%) and (ii) a personal objectives (25%).<br>▪ If the Corporation’s net earnings budgeted are met at less than 90%, no bonus is paid on the Corporation financial objectives component.<br>▪ If the budgeted net earnings of the Corporation are attained at 90%, bonus shall be 10% on the Corporation financial objectives component and scaled-up by 10% for each additional percentage point up to a maximum of 250% of the financial objectives component when the Corporation’s budgeted net earnings reaches a threshold of 130%. | ▪ Motivate Named Executive Officers to achieve objectives with a higher degree of difficulty and thereby achieve or exceed the business plan of the Corporation.<br>▪ Create accountability among the Named Executive Officers for the achievement of these financial objectives. |
| Long-term incentive plans (“LTIP”) | ▪ Phantom stock unit plan.<br>▪ Grants vary according to position held and individual contribution (for more details with respect to this plan, refer to section “Long-term incentive plan – phantom stock unit plan” of this Circular).<br>▪ Grants also vary depending on the achievement of special measurable objectives that are key to the financial success of the Corporation. | ▪ Motivate Named Executive Officers to achieve objectives that are key to the financial success of the Corporation as well as its competitive position.<br>▪ Align the interests of Named Executive Officers with those of the shareholders. |
| | ▪ Stock option plan.<br>▪ Grants vary according to position held and individual contribution (for more details with respect to this plan, refer to section “Long-term incentive plan – stock option plan” of this Circular). | ▪ Motivate Named Executive Officers to achieve the Corporation’s financial objectives.<br>▪ Align the interests of Named Executive Officers with those of the shareholders. |
| Retirement plan | ▪ Defined contribution plan (Canada and Europe) [1] and Non-Qualified Plan (U.S.) retirement income in the form of a lifetime annuity.<br>▪ Retirement supplemental plan based on the base salary and part of the AIP paid in some cases. | ▪ Offer competitive benefits in order to attract and keep high performance Named Executive Officers. |
| Other benefits | ▪ Company vehicle, health program (personnel insurance including disability, group-life, accident, health, travel) and financial planning. | ▪ Offer competitive benefits in order to attract and keep high performance Named Executive Officers. |

1. In fiscal 2017 the Corporation modified its defined benefit plans in Canada in order to freeze accruals and replaced those with defined contribution plans in fiscal 2017. In Europe the defined benefit plans were wound-up and the value of the retirement component was paid out directly to the plan members.

## *Risk Assessment in Establishing the Elements of Compensation*

To remain competitive and to encourage Named Executive Officers to achieve the growth expected by shareholders, the Corporation may be exposed to some level of risk-taking. However, the Human Resources and Corporate Governance Committee is committed to ensuring that the policies and compensation programs in place do not encourage Named Executive Officers to take risks that are excessive. In the opinion of the Human Resources and Corporate Governance Committee it is therefore important to balance objectives having a higher degree of difficulty with long term returns and to design remuneration programs that discourage Named Executive Officers from making profitable short-term decisions that could undermine the long-term viability of the Corporation.

To support this, the short-term incentive plan of the Corporation is capped at a certain level of achievement of the financial parameters that form part of the criteria. Secondly, in order to ensure that Named Executive Officers act in the long term best interests of the Corporation a sizable portion of the executive compensation is based on long-term incentives. This is the purpose of the phantom stock units and the stock options that form the long term portion of the incentives offered to the Named Executive Officers. These aspects of executive compensation align the long term interests of executives with those of shareholders as part of the value of these incentives depends on the price of the Corporation's shares on the TSX.

## *President and CEO compensation for fiscal 2017*

As previously mentioned in section *Compensation Consultants – Report on Remuneration*, Willis Towers Watson, a consultancy firm specializing in executive compensation, was retained in fiscal 2016 to conduct an in-depth market analysis and to conduct a review on the Corporation's remuneration, including that of the President and CEO. Willis Towers Watson based its comparative review on the compensation of 15 CEOs taken from corporations in the comparator group that forms the basis of the Corporation's outside reference group. The results of this market analysis revealed that the total target direct compensation (base salary, short- and long-term incentives) paid to Mr. Hannasch was below the median.

As more fully described in the *Compensation discussion and analysis* section of this Circular, the President and CEO's compensation was determined using the compensation philosophy that applies to all executives. This philosophy is one which emphasizes an appropriate base salary in keeping with the breadth of responsibilities for the position as well as incentives that are directly linked to business success to ensure that the financial interests of the President and CEO and other executives are aligned with those of all shareholders. In establishing compensation for its executives, the Corporation takes into account the median compensation offered at corporations in its peer group. Actual realized compensation can, of course, vary depending on the achievement of the Corporation's objectives and, for the long term incentives, in part on the appreciation of the Corporation's value as reflected in its stock price.

Upon the recommendation of the Human Resources and Corporate Governance Committee the Corporation's Ownership Guideline Policy was modified in fiscal 2016 based on a review that was conducted with regards to ownership requirements of President and CEOs in the Corporation's peer group. This review revealed that the Corporation's peer group shareholder requirements ranged from three times salary to seven times salary, with seven being the exception. As a result of this review, the President and CEO baseline ownership was increased from three times base salary to five times base salary. This modification was implemented to further support the Corporation's objective of aligning the interests of its executives with those of its shareholders.

## *Annual incentive program breakdown for fiscal 2017*

The incentive portion of the Named Executive Officers' remuneration is established annually and is not based on the global financial performance measures of the Corporation itself but on objectives that the Corporation categorized as (i) operational objectives, (ii) functional objectives, and (iii) talent management and developmental objectives. A summary description of these objectives is provided below:

> *Operational objectives*: the performance measures chosen vary depending on the business sector (ex: convenience stores, service stations, etc.). Performance measures also focus on the realization of synergies and acquisitions.
>
> *Functional objectives*: the performance measures chosen vary with the position occupied. These objectives pertain specifically to support positions and permit an efficient prioritization of the efforts required of senior executives in support positions (e.g. finance and human resources).
>
> *Talent management and development objective*: the performance measures chosen aim at performance and leadership reviews and essential development plans for succession candidates.

The table provided below illustrates the percentage of both the financial component and personal objective for each Named Executive Officer relating to the calculation of the AIP for the 2017 fiscal year.

| Name and principal position | Target bonus % | Financial component (75%) | | | Individual component (25%) | | Total achieved for NEO (%) |
|---|---|---|---|---|---|---|---|
| | | Targeted financial component (%) | Maximum financial component (%) [1] | Achieved (%) | Individual component (%) | Achieved (%) | |
| **Brian Hannasch**<br>President and Chief Executive Officer | 100 | 75 | 187.5 | 39.0 | 25 [2] | 95 | 53.0 |
| **Claude Tessier** [6]<br>Chief Financial Officer | 75 | 75 | 187.5 | 39.0 | 25 [3] | 97 | 40.13 |
| **Alain Bouchard**<br>Founder and Executive Chairman | 50 | 75 | 187.5 | 39.0 | 25 [4] | 95 | 26.5 |
| **Darrell Davis**<br>Senior Vice-President, Operations | 60 | 75 | 187.5 | 39.0 | 25 [5] | 70.9 | 28.19 |
| **Jacob Schram**<br>Group President European Operations | 60 | 75 | 187.5 | 39.0 | 25 [6] | 90 | 31.05 |

(1) This amount represents an achievement of 250% of the financial objectives.

(2) The breakdown of this percentage is allocated as follows: 30% for functional objectives, 30% for operational objectives and 40% for talent management and development objectives.

(3) The breakdown of this percentage is allocated as follows: 50% for functional objectives and 50% for operational objectives

(4) The breakdown of this percentage is allocated as follows: 75% for operational objectives and 25% for talent management and development objectives.

(5) The breakdown of this percentage is allocated as follows: 20% for functional objectives, 40% for operational objectives and 40% for talent management and development objectives.

(6) The breakdown of this percentage is allocated as follows: 40% for functional objectives and 60% for operational objectives.

The disclosure of specific objectives for the individual component of the AIP that are allocated as a function of the strategic planning process of the Corporation would expose it to serious prejudice as well as weaken its competitive advantage. In certain cases, these objectives can be associated with steps that have not necessarily been completed during the one fiscal year. The Corporation cannot disclose specific objectives as they relate to each individual.

# 9. DETAILED COMPENSATION COMPONENTS

## *Summary Compensation Table of the Named Executive Officers*

The following table details compensation information for the fiscal year ended April 30, 2017, for the Chief Executive Officer, the Chief Financial Officer and the three other most highly compensated executive officers of the Corporation (collectively, the “Named Executive Officers”).

| Name and principal position | Fiscal year | Salary ($) | Share-based awards ($)[1] | Option-based awards ($)[3] | Non-equity incentive plan compensation ($) | | Pension value ($) | All other compensation ($)[4] | Total compensation ($) |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | Annual incentive plan | Long-term incentive plan | | | |
| **Brian Hannasch** **President and Chief Executive Officer** | 2017 | 1,748,215[2] | 3,185,514 | 1,520,845 | 926,554 [2] | 987,075[7] | 1,566,926[2] | - | 9,935,129 |
| | 2016 | 1,587,353[2] | 2,895,483 | 1,465,102 | 2,214,359[2] | - | 2,098,403[2] | - | 10,260,700 |
| | 2015 | 1,356,260[2] | 2,388,756 | 6,437,480[6] | 1,255,947[2] | - | 2,020,013[2] | - | 13,458,456 |
| **Claude Tessier** **Chief Financial Officer** | 2017 | 625,000 | 624,963 | 98,569 | 400,781[8] | | 90,597 | - | 1,839,910 |
| | 2016 | 144,231 | 999,962 | 1,099,999 | 375,000 | - | - | - | 2,619,192 |
| | 2015 | - | - | - | - | - | - | - | - |
| **Alain Bouchard** **Founder and Executive Chairman** | 2017 | 1,427,242 | 1,898,204 | 900,403 | 378,219 | | - | - | 4,604,068 |
| | 2016 | 1,385,672 | 1,842,899 | 926,500 | 956,114 | - | - | - | 5,111,185 |
| | 2015 | 1,385,672 | 1,842,917 | 931,001 | 1,155,737 | - | - | - | 5,315,327 |
| **Darrell Davis** **Senior Vice-President, Operations** | 2017 | 451,393[2] | 357,870 | 56,434 | 127,225[2] | 789,660[7] | 100,391[2] | - | 1,882,973 |
| | 2016 | 438,885[2] | 345,745 | 57,794 | 356,813[2] | - | 192,441[2] | - | 1,391,678 |
| | 2015 | 385,833[2] | 250,624 | 43,626 | 265,293[2] | - | 104,051[2] | - | 1,049,427 |
| **Jacob Schram** **Group President European Operations** | 2017 | 656,636[5] | 514,523 | 81,150 | 208,613[5] | | 26,584[5] | - | 1,487,506 |
| | 2016 | 638,457[5] | 512,638 | 85,682 | 536,303[5] | - | 60,107[5] | - | 1,833,187 |
| | 2015 | 663,275[5] | 530,742 | 90,951 | 488,351[5] | - | 182,711[5] | - | 1,956,030 |

(1) These amounts correspond to the fair value of the PSU award on the grant date and equals the number of PSUs granted in fiscal 2017, fiscal 2016 and fiscal 2015 multiplied by the volume weighted average trading price of the Subordinate Voting Shares of the Corporation on the TSX during the five trading days prior to the grant. The latter to vest in accordance with the PSU plan as described under section “Long-term plan – phantom stock unit plan”. This amount may increase or decrease since a PSU’s value equals to a Subordinate Voting Share of the Corporation and the latter’s value may be different from this year-end value (i.e. $62.78) upon vesting and payment. In addition, the payout value of the PSUs is capped at 100%.

(2) The amounts for this individual were paid out or determined in U.S. dollars, as applicable. However, the amounts for this individual are being reported in Canadian dollars. As such, the amounts were converted into Canadian dollars by using the average exchange rate of 1.1484 for fiscal 2015 and 1.3145 for fiscal 2016 and 1.3161 for fiscal 2017.

(3) The compensation value included herein represents the fair value of the stock options granted on the grant date as determined by using the Black Scholes model which is based on various assumptions. It does not represent cash received by the Named Executive Officer. The amount is at risk and may even be equal to zero.

The weighted average assumptions used to calculate the value of the stock options are the following:

| | 2017 | 2016 | 2015 |
|---|---|---|---|
| Expected dividend (per share) | $0.31 | $0.24 | $0.18 |
| Expected volatility | 28.00% | 29.30% | 29.03% |
| Risk-free interest rate | 1.01% | 1.26% | 1.68% |
| Expected life | 8 years | 8 years | 8 years |

(4) None of the Named Executive Officers is entitled to perquisite or other personal benefits which in the aggregate, are worth over $50,000 or over 10% of their total salary for the fiscal year indicated.

(5) The amounts for Mr. Schram were paid out or determined in Norwegian Kroners, as applicable. However, the amounts for Mr. Schram are being reported in Canadian dollars. As such, the amounts were converted into Canadian dollars by using the fiscal average rate of 5.9647 for fiscal 2015, 6.3205 for fiscal 2016 and 6.3606 for fiscal 2017.

(6) A one-time grant of 450,000 stock options was granted to Mr. Hannasch in fiscal 2015.

(7) In fiscal 2015, Messrs. Hannasch and Davis were granted a one-time special cash bonus in the amount of US $750,000 and US $600,000 respectively in connection with acquisition and integration of The Pantry whose payout is contingent on certain performance criteria. As of April 30, 2017, the performance criteria for the special cash bonus have been satisfied and the special cash bonus is payable at a rate of 100%. This special cash bonus was granted in U.S. dollars however the amounts are being reported in Canadian dollars. As such, these amounts were converted into Canadian dollars by using the fiscal average rate of 1.3161 for fiscal 2017.

(8) Upon his hiring, Mr. Tessier was guaranteed an annual bonus of $150,000 therefore this amount.is included in this column.

The table below shows the portion of the total compensation at risk that was paid out to the Named Executive Officers for the 2017 fiscal year as well as the portion that is not at risk.

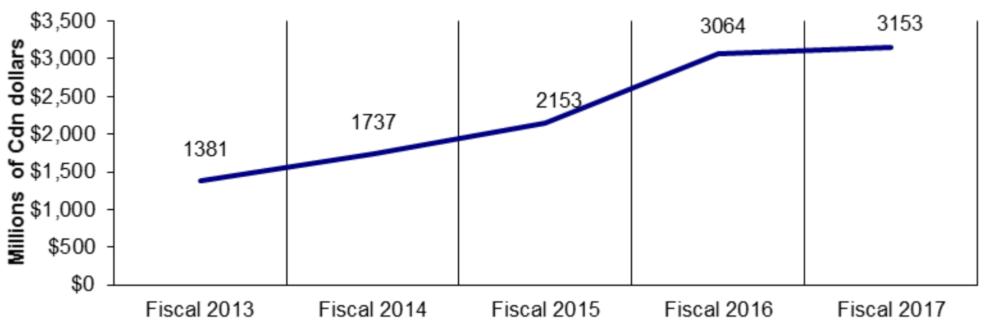
| Name and title | Percentage of total compensation at risk | Percentage of total compensation not at risk (1) |
|---|---|---|
| **Brian Hannasch**<br>President and Chief Executive Officer | 65.8% | 34.2% |
| **Claude Tessier**<br>Chief Financial Officer | 51.8% | 48.2%(2) |
| **Alain Bouchard**<br>Founder and Executive Chairman | 54.6% | 45.4% |
| **Darrell Davis**<br>Senior Vice-President, Operations | 67.7% | 32.3% |
| **Jacob Schram**<br>Group President European Operations | 44.5% | 55.5% |

(1) This percentage show the proportion of the Named Executive Officer’s compensation not at risk (i.e. base salary and 35% service portion of the PSUs granted in fiscal 2017).

(2) Upon his hiring, Mr. Tessier was guaranteed an annual bonus of $150,000 therefore this amount has been allocated to the “not at risk” column.

The Corporation determines the Named Executive Officers' compensation according to the policy and procedures described above and not based on the total stock performance on any given stock market namely due to the fact that its stock trading price is affected by external factors beyond the Corporation's control which do not necessarily reflect the Corporation's performance. The following graph illustrates the Corporation's performance during said period by using a performance measure used especially in financial circles i.e. EBITDA(1)(2), which is a key component of sustained growth.

**EBITDA**

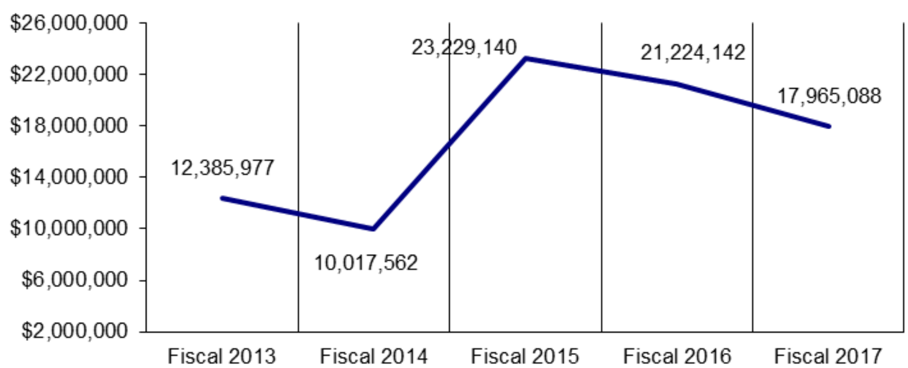



(1) Meaning earnings before interests, taxes, depreciation, amortization and impairment. It does not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other publicly traded companies.

(2) The amounts in this graphic have been disclosed in the Corporation's financial statements in U.S. dollars, however for the purposes of this Management Proxy Circular the amounts are being presenting in Canadian dollars. The average exchange rate used for fiscal 2017 is 1.3161, for fiscal 2016 is 1.3145, for fiscal 2015 is 1.1484, for fiscal 2014 is 1.0594 and for fiscal 2013 is 1.0034.

The following graph illustrates the total compensation (*) earned by the Named Executive Officers in each year of the five-year period ending on April 30, 2017. Although the comparison with the Corporation's stock performance may show that there is a trend between the two components, the Named Executive Officers' direct compensation is determined in accordance with the policies and methods indicated above.

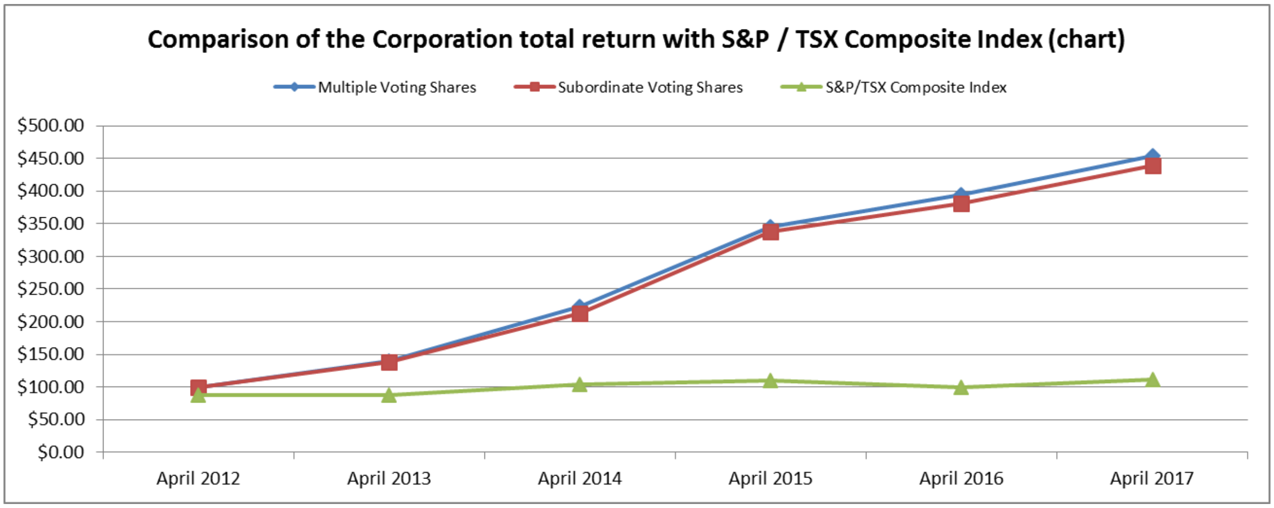
**Total compensation earned by the Named Executive Officers**




* The total compensation includes the base salary, bonus (i.e. the AIP) and the value of the PSU award on the grant date multiplied by the volume weighted average trading price for the Subordinate Voting Shares of the Corporation on the TSX during the five trading days prior to the grant. The compensation is in Canadian dollars, with the exception of Messrs. Brian Hannasch and Darrell Davis who are paid in U.S. dollars, and is converted into Canadian dollars using the fiscal average rate of 1.3161 and Mr. Jacob Schram who is paid in Norwegian Kroners and is converted into Canadian dollars using the fiscal average rate of 6.3606.

### *Performance Graph*

The following graph compares the cumulative total shareholder return on $100 invested at the end of fiscal 2012 in Multiple Voting Shares and Subordinate Voting Shares of the Corporation with the cumulative total shareholder return on the S&P/TSX Composite Index.




**Comparison of the Corporation total return with S&P/TSX Composite Index (table)**

| | April 2012 | April 2013 | April 2014 | April 2015 | April 2016 | April 2017 |
|---|---|---|---|---|---|---|
| Multiple Voting Shares | $100.00 | $139.65 | $223.41 | $345.88 | $395.22 | $453.95 |
| Subordinate Voting Shares | $100.00 | $137.79 | $212.17 | $338.18 | $381.54 | $439.02 |
| S&P/TSX Composite Index | $87.59 | $87.46 | $104.02 | $110.28 | $99.30 | $111.55 |

### *Long-term incentive plan – phantom stock unit plan*

The Corporation implemented a PSU plan allowing the Board of Directors, through its Human Resources and Corporate Governance Committee, to grant PSUs to the executive officers and selected key employees of the Corporation (the "Participants"). A PSU is a nominal unit, the value of which is based on the weighted average reported closing price for a board lot of the Corporation's Subordinated Voting Shares on the TSX for the five trading days immediately preceding the grant date. The PSU provides the Participants with the opportunity to earn a cash award based on the weighted average reported closing price for a board lot of the Corporation's Subordinated Voting Shares on the TSX for the five trading days immediately preceding the vesting date of the PSU. Each PSU initially granted vests no later than one day prior to the third anniversary of the grant date. The PSU payment is subject to two objectives, one related to employment service (35%) ("Employment Portion") and the other the Corporation's performance (65%) ("Performance Portion"). The performance objectives are determined by the Human Resources and Corporate Governance Committee upon the PSU grant and are related to the Corporation's operating performance objectives over a three consecutive year period from the grant date. It should be noted that the maximum realisation of the PSUs payout cannot exceed 100%. However, the payout amount of the PSUs may be lower than 100% depending on the level of attainment of the Performance Portion criteria.

PSUs granted are personal to the holder and cannot be assigned, encumbered, pledged, transferred or alienated in any way, except by will or by the applicable laws of succession. Upon a PSU holder's employment with the Corporation being terminated or should the PSU holder resign, all PSUs are immediately forfeited and cancelled. If a PSU holder dies or if his employment with the Corporation is terminated due to permanent disability or if a PSU holder decides to retire, any PSU outstanding will be subject to an early vesting on a pro rata basis and shall be paid within 50 business days from the early vesting date for the one relating to the Employment Portion and within 20 business days following the approval by the Board of Directors of the Corporation's annual consolidated financial statements for the third fiscal year previous to vesting date serving as reference for the Performance Portion. Upon the occurrence of transactions that would result in a change of control of the Corporation, all outstanding PSUs shall vest as of the date of the change of control and be paid within 50 business days from such event. The PSUs confers no rights as a shareholder of the Corporation.

## *Long-term incentive plan - stock option plan*

Upon the recommendation of Willis Towers Watson, the Human Resources and Corporate Governance Committee decided that the stock option plan (the "**Plan**") should be included as part of the long-term incentive compensation package for the Named Executive Officers and for certain other officer positions within the Corporation. The Board of Directors may approve discretionary grants that are out of the Corporation's package. The Plan provides that the number of Subordinate Voting Shares issuable pursuant to the Plan is 50,676,000, being 2.67% of the issued and outstanding Multiple Voting Shares and Subordinate Voting Shares as at July 7, 2017. At such date, there are 1,712,810 outstanding stock options representing 0.41% of the issued and outstanding Subordinate Voting Shares. Pursuant to the provisions of the Plan, the Corporation may grant options to purchase Subordinate Voting Shares to full-time employees, officers and directors of the Corporation or of any of its subsidiaries. The aggregate number of Subordinate Voting Shares reserved for issuance at any time to any one optionee shall not exceed 5% of the aggregate number of Multiple Voting Shares and Subordinate Voting Shares outstanding on a non-diluted basis at such time, less the total of all shares reserved for issuance to such optionee pursuant to any other share compensation arrangement of the Corporation. In addition, the aggregate number of Subordinate Voting Shares which may be issued to any one insider of the Corporation and such insider's associates under the Plan or any other share compensation arrangement of the Corporation, within any one-year period, is limited to 5% of the outstanding issue. Also, the aggregate number of Subordinate Voting Shares reserved for issuance at any time to insiders of the Corporation under the Plan or any other share compensation arrangement of the Corporation is limited to 10% of the outstanding issue. Moreover, the aggregate number of Subordinate Voting Shares which may be issued to insiders under the Plan or any other share compensation arrangement of the Corporation, within any one-year period, is limited to 10% of the outstanding issue. Finally, a majority of the aggregate number of Subordinate Voting Shares which may be issued under the Plan or any other share compensation arrangement of the Corporation may be granted to insiders of the Corporation and their associates.

Options may be granted for a term of up to ten years, which is usually the case, and the terms under which such options may be exercised are determined by the Board of Directors at the time of each grant of options. The conditions of vesting and exercise of the options are established by the Board of Directors when such options are granted and usually the vesting is as follows: 20% upon grant and 20% at each anniversary grant date. The option price, as established by the Board of Directors, shall not be less than the weighted average closing price for a board lot of the Subordinate Voting Shares on the TSX for the five trading days preceding the date of grant.

Options granted under the Plan are personal to the optionees and cannot be assigned or transferred, except by will or by the applicable laws of succession. Upon an optionee's employment with the Corporation being terminated for cause or upon an optionee being removed from office as a director or becoming disqualified from being a director by law, any option or the unexercised portion thereof shall terminate forthwith. If an optionee's employment with the Corporation is terminated otherwise than by reason of death or termination for cause, or if any optionee ceases to be a director other than by reason of death, removal or disqualification by law, any option or the unexercised portion thereof may be exercised by the optionee for that number of shares only which he was entitled to acquire under the option at the time of such termination or cessation, provided that such option shall only be exercisable within 90 days after such termination or cessation or prior to the expiration of the term of the option, whichever occurs earlier. If an optionee dies while employed by the Corporation or while serving as a director, any option or the unexercised portion thereof may be exercised by the person to whom the option is transferred by will or the applicable laws of succession for that number of shares only which the optionee was entitled to acquire under the option at the time of death, provided that such option shall only be exercisable within 180 days following the date of death or prior to the expiration of the term of the option, whichever occurs earlier.

In the event the Corporation proposes to amalgamate, merge or consolidate with or into any other corporation (other than with a wholly-owned subsidiary of the Corporation) or to liquidate, dissolve or wind-up, or in the event an offer to purchase the Subordinate Voting Shares of the Corporation or any part thereof shall be made to all holders of Subordinate Voting Shares of the Corporation, the Corporation shall have the right, upon written notice thereof to each optionee holding options under the Plan, to permit the exercise of all such options within the 30 day period next following the date of such notice and to determine that upon the expiration of such 30 day period, all rights of optionees to such options or to exercise same (to the extent not theretofore exercised) shall *ipso facto* terminate and cease to have further force or effect whatsoever.

Plan provisions allow option holders to proceed with a cashless exercise of their options pursuant to an agreement with a broker that was put in place to allow them to receive (i) a cash compensation equivalent to the difference between the exercise price of options and the actual sale price of the options' underlying Subordinate Voting Shares upon exercise of the options, or (ii) a number of Subordinate Voting Shares equivalent to the difference between the number of underlying Subordinate Voting Shares upon exercise of the options and the number of subordinate shares required to settle the exercise of the options. The Plan provisions also provide for a change to the termination provisions of an option or the Plan which does not entail an extension beyond a term of ten years from the date of grant, subject to a further potential automatic extension of ten business days from the end of a blackout period self-imposed by the Corporation if the ten years term falls within such blackout period or within ten days after this period.

Pursuant to its discretionary power, the Board of Directors may implement, by resolution but subject to applicable regulatory provisions, changes of the following nature, as it deems fit, without prior approval of shareholders. The following include changes that it may do:

1. accounting or administrative modifications, including amendments intended to clarify provisions of the Plan;
2. modifications to the terms and conditions of options granted under the Plan, including the term of options (insofar as: (i) the exercise period does not exceed 10 years from the award date, subject to an automatic extension of ten business days following a blackout period declared by the Corporation if the option expires during this period or within ten days after this period; and (ii) the option is not held by an insider), acquisition terms and conditions, 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;
3. modifications to the category of people who may join the Plan, except if this modification increases the level of participation of insiders;
4. granting of financial aid by the Corporation to participants toward helping them purchase shares as part of the Plan; and
5. modifications to provisions relating to a cashless exercise of options resulting in a cash or share compensation, regardless if the total number of underlying shares will be deducted from the Plan's reserve.

The Plan requires shareholders' approval for the following:

1. any modification to the amendment provisions of the Plan;
2. any increase in the maximum number of shares that can be issued as part of the Plan;
3. any modification intended to eliminate or exceed the insider participation limit, including any modification to the limits stated under article 3.1 of the Plan;
4. any reduction in exercise price or extension to the retention period awarded to an insider; and
5. any other question requiring shareholders' approval as per regulations and TSX policies.

The amendment procedure further states that no amendment, suspension or termination shall, except with the written consent or the deemed consent of the participants concerned, affect the terms and conditions of any options previously granted under the Plan, to the extent that such options have not then been exercised, unless the rights of the participants shall then have terminated in accordance with the Plan.

## *Outstanding share-based awards and option-based awards*

The following table provides details, for each Named Executive Officer, of stock option grants and units of shares outstanding at the end of fiscal year ended April 30, 2017.

| | Option-based Awards | | | | Share-based Awards | | |
|---|---|---|---|---|---|---|---|
| **Name and principal position** | **Number of securities underlying unexercised options(1)** | **Option exercise price ($)(1)(2)** | **Option expiration date(3)** | **Value of unexercised in-the-money options($)(4)** | **Number of shares or units of shares that have not vested(5)** | **Market or payout value of share-based awards that have not vested($)(6)** | **Market or payout value of vested share-based awards not paid out or distributed($)(5)** |
| **Brian Hannasch**<br>President and Chief Executive Officer | 81,898 | 58.87 | July 20, 2026 | 320,221 | 176,326 | 3,874,411 | - |
| | 76,228 | 57.49 | July 22, 2025 | 403,246 | - | - | - |
| | 450,000 | 34.50 | September 24,2024 | 12,726,000 | - | - | - |
| | 105,434 | 34.50 | September 24,2024 | 2,981,674 | - | - | - |
| | 300,000 | 6.19 | April 23, 2020 | 16,977,990 | - | - | - |
| | 75,000 | 4.48 | September 29, 2018 | 4,372,253 | - | - | - |
| | 75,000 | 5.77 | January 14, 2018 | 4,275,998 | - | - | - |
| **Claude Tessier**<br>Chief Financial Officer | 5,308 | 58.87 | July 20, 2026 | 20,754 | 27,724 | 609,179 | - |
| | 61,763 | 58.45 | March 22, 2026 | 267,434 | - | - | - |
| **Alain Bouchard**<br>Founder and Executive Chairman | 48,481 | 58.87 | July 20, 2026 | 189,584 | 124,279 | 2,730,782 | - |
| | 48,205 | 57.49 | July 22, 2025 | 255,004 | - | - | - |
| | 80,328 | 34.50 | September 24, 2024 | 2,271,676 | - | - | - |
| **Darrell Davis**<br>Senior Vice-President, Operations | 3,039 | 58.87 | July 20, 2026 | 11,882 | 20,676 | 454,313 | - |
| | 3,007 | 57.49 | July 22, 2025 | 15,907 | - | - | - |
| | 1,869 | 34.50 | September 24, 2024 | 52,855 | - | - | - |
| | 2,145 | 29.20 | July 15, 2024 | 72,029 | - | - | - |
| | 15,000 | 4.48 | September 29, 2018 | 874,451 | - | - | - |
| **Jacob Schram**<br>Group President European Operations | 4,370 | 58.87 | July 20, 2026 | 17,087 | 35,830 | 787,292 | - |
| | 4,458 | 57.49 | July 22, 2025 | 23,583 | - | - | - |
| | 3,838 | 34.50 | September 24, 2024 | 128,335 | - | - | - |
| | 4,538 | 29.22 | July 18, 2024 | 128,803 | - | - | - |

(1) Take note that on April 14, 2014, there was a share split on all of the Corporation's issued and outstanding shares on a three-for-one basis and therefore, the outstanding stock options were adjusted accordingly as to the number and the exercise price.

(2) The option price is equal to the weighted average closing price on the Toronto Stock Exchange for a board lot of the Subordinate Voting Shares for the five trading days preceding the grant date.

(3) Options expire on the tenth anniversary from grant date. The options vest annually in blocks of 20% starting on grant date.

(4) Value of unexercised in-the-money options at financial year-end is the difference between the closing price of the Subordinate Voting Shares on the TSX at fiscal year-end ($62.78) and the exercise price. This gain has not been, and may never be, realized. The options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the aforesaid shares on the date of exercise.

(5) PSU were granted in 2014, 2015 and 2016 but as per the PSU plan, they will vest respectively in 2017, 2018 and 2019 since they have a three year vesting period from the grant date and therefore, no value was acquired during the fiscal year. Their cash payment is subject to namely the Corporation's operating performances criteria as established upon grant. For more information, refer to "Long-term incentive plan – phantom stock units plan" under the Incentive Plan Awards Section and the "Long-term incentive plan" description under "Executive Compensation - Compensation Analysis and Discussion" of this Circular.

(6) Represents the estimated minimum payout (i.e. 35%) as of year-end considering part of the payment depends on operating performance goals of the Corporation (i.e. 65%). This minimum amount may increase or decrease since a PSU's value equals to a Subordinate Voting Share of the Corporation and the latter's value may be different from this year-end value (i.e. $62.78) upon vesting and payment. In addition, the total payout value of the PSUs is capped at 100%.

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

The following table sets forth, for each Named Executive Officer, the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date that occurred in fiscal 2017 and the amounts paid for the 2017 fiscal year.

| Name and principal position | Option-based awards – Value vested during the fiscal year($) (1) | Share-based awards – Value vested during the fiscal year($)(2) | Non-equity incentive plan compensation – Value earned during the year($)(3) |
|---|---|---|---|
| **Brian Hannasch**<br>President and Chief Executive Officer | 1,028,311 | 1,313,448 | 1,913,629(4) (6) |
| **Claude Tessier**<br>Chief Financial Officer | 66,647 | - | 400,781 |
| **Alain Bouchard**<br>Founder and Executive Chairman | 608,802 | 3,396,210 | 378,219 |
| **Darrell Davis**<br>Senior Vice-President, Operations | 38,157 | 492,741 | 916,885(4) (6) |
| **Jacob Schram**<br>Group President European Operations | 54,869 | 1,109,464 | 203,885(5) |

(1) This amount represents the vested value of the stock options granted for the current fiscal year. Such stock options vest as follows: 20% upon grant and 20% at each anniversary grant date. The exercise price is established by using the weighted average closing price for a board lot of the Subordinate Voting Shares of the Corporation on the TSX for the five trading days preceding the grant date.
(2) The amounts represent a 100% payout of the PSUs granted in 2013. The amount of the payout was calculated by using the value of the Subordinate Voting Shares of the Corporation on the TSX at the vesting date of the award (i.e. $58.87 which represents the value of the Subordinate Voting Shares on July 21, 2016. This amount was established in accordance with the terms and conditions of the Plan as more fully described at section "Long term incentive plan – phantom stock unit plan".
(3) AIP plan payouts.
(4) The amount representing the AIP for this individual was initially paid out in U.S. dollars. The amount was converted into Canadian dollars by using the fiscal average exchange rate of 1.3161.
(5) The amount representing the AIP for this individual was initially paid out in Norwegian Kroners. The amount was converted into Canadian dollars by using the fiscal average exchange rate of 6.3606.
(6) This amount also includes an amount representing the LTIP for this individual that was initially paid out in U.S. dollars. The amount was converted into Canadian dollars by using the fiscal average exchange rate of 1.3161.

## *Securities Authorized for Issuance under Equity Compensation Plans*

The following table sets forth information as at April 30, 2017 with respect to the 1999 Stock Incentive Plan (the "Plan"). The Plan was approved by the Corporation's shareholders at the annual and special meeting held on September 21, 1999 and amendments to the Plan were approved by the Corporation's shareholders at the annual and special meetings held on September 25, 2002 and September 6, 2011.

### *Equity Compensation Plan Information*

| | Number of Subordinate Voting Shares to be issued upon exercise of outstanding options | Weighted-average exercise price of outstanding options | Number of Subordinate Voting Shares remaining available for future issuance under the Plan |
|---|---|---|---|
| **Equity compensation plan approved by the security holders - 1999 Stock Incentive Plan** | 1,715,070 | $ 28.27 | 19,009,071 |

## 10. PENSION PLAN BENEFITS

A summary of the Corporation's pension plan benefits is provided in the sections below by country where each of the NEOs is situated.

### *Canada*

In Canada, the pension plans available to the Canadian Named Executive Officers are (i) Canadian basic pension plan ("**RPP**"); (ii) the Canadian supplemental retirement program ("**Basic DB SERP**"); (iii) the Defined Contribution supplemental executive retirement program ("**DC SERP**"); and (iv) the Canadian enhanced supplemental retirement program ("**Enhanced DB SERP**"). The Basic DB SERP, Enhanced DB SERP and DC SERP are unfunded plans, whereas the RPP is funded in accordance with applicable legislation in Canada.

The RPP has both defined benefit (DB) and defined contribution (DC) components. Canadian executives other than Mr. Bouchard accrued benefits in both the DB component of the RPP and the Basic DB SERP up to the end of fiscal year 2016, and in both the DC component of the RPP and the DC SERP thereafter.

The purpose of the defined benefit plans is to offer the Named Executive Officers, upon retirement, income equal to 2% per year of credited service, multiplied by the final average compensation of the Named Executive Officer's three best years (base salary plus, for the Enhanced SERP only, 50% of bonus – bonus not to exceed 100% of base salary), with no offset for any payment from the Canada and Québec pension plans. The normal retirement age is 65, with provisions for early retirement from age 55 with a reduced pension.

Mr. Bouchard participates in both the DB component of the RPP and the Enhanced DB SERP, although his credited service under these plans ceased to accrue in March 2014 due to his attaining the age and service limits stipulated under the plans. At his retirement, Mr. Bouchard will receive a pension that is actuarially equivalent to the pension that would otherwise have been paid from age 65.

Mr. Tessier joined the Corporation in late fiscal year 2016 and participates in the DC component of the RPP and the DC SERP. The Corporation makes total contributions to these plans in respect of Mr. Tessier equal to 12% of his base salary. Mr. Tessier does not have any DB pension entitlements.

### *United States*

In the United States, the pension plans available to U.S. Named Executive Officers are (i) the U.S. supplemental defined benefits retirement program ("**U.S. DB SERP**"); (ii) the Non-Qualified Deferred Compensation Plan ("**NQP**") and (iii) the Non-Qualified Deferred Compensation Plan that was established in 2016 ("**New NQP**").

U.S. executives other than Mr. Hannasch accrued benefits in both the U.S. DB SERP and the NQP up to the end of fiscal 2016, and in the New NQP thereafter. Mr. Hannasch's accrual of benefits under the U.S. DB SERP and the NQP is ongoing and he does not participate in the New NQP.

The purpose of the U.S. DB SERP and the NQP is to offer retirement income equal to 2% per year of credited service, multiplied by the final average compensation of the Named Executive Officer's three best years (base salary plus, for Top-Level Participants only 50% of bonus – bonus not to exceed 100% of base salary) with no offset for any payments from Social Security benefits. A portion of this benefit is provided from the NQP holdings relating to the Corporation's matching contribution and the remainder is paid from the U.S. DB SERP as a monthly pension. The normal retirement age under the U.S. DB SERP is 65, with provisions for early retirement from age 55 with a reduced pension.

The NQP allows participants to defer up to 25% of base salary and up to 100% of their pre-tax annual bonus. The Corporation makes a matching contribution in the NQP equal to 100% of employee deferrals up to 7% of base salary. Upon electing to defer compensation pursuant to the parameters above, the participant shall indicate if the amounts are to be deposited into his retirement account which will be remitted upon retirement and/or in service account allowing the participant to retrieve these amounts at the earliest five years after deferral. Notwithstanding the participant's choice, the Corporation's matching portion will be deposited into the retirement account. The amounts deferred into the retirement account will namely be available upon the participant's retirement in a lump sum or in annual instalments for up to five years and in a lump sum upon employment termination. As for the amounts deferred into the in-service account, they will be available in a lump sum or in annual instalments for up to five years. In both cases, the deferred amounts are invested in funds made available by the Corporation.

The New NQP also allows participants to voluntarily defer earnings under the same conditions as the NQP. However, the Corporation does not make matching contributions to the New NQP. Instead, the Corporation makes contributions to the New NQP that are a function of the date the participant was appointed to an executive position. Participants who were appointed after fiscal year 2016 receive an annual contribution of 8% of their base salary, while others appointed before fiscal 2016, including Mr. Davis, receive an annual contribution established by the Corporation by notice to the employee.

### *Norway*

Mr. Schram participates in the state pension in Norway known as the "Folketrygden" scheme. The Folketrygden scheme was recently modified and covers salaries up to 7.1 G (G = NOK 92 576), whereas prior to the modification it covered salaries up to 12G. The Folketrygden scheme provides a basic lifetime retirement benefit to all citizens and any company-paid pensions are in addition to this basic benefit. Mr. Schram is partly covered by the old rules and the new rules in Folketrygden due to the change in the cut-off reference date which is linked with an individual's date of birth.

Mr. Schram also participates in the Corporation's Norwegian Defined Contribution Pension Scheme known as the 72247 plan (the "Norwegian DC Plan"). The Norwegian DC Plan contributes 5% of salary up to 7.1 G and 13% of salary between 7.1 and 12G. There are no contributions for salary above 12G. The Norwegian DC Plan is paid in full by the Corporation with no contribution from the participant. This is market practise in Norway.

In addition the Corporation is a member of a state affiliated multi-employer defined pension plan called the "**AFP plan**". The plan is lifelong, available from 62 years and is funded and run jointly by the state, employer organizations and the employee organizations. The state covers 1/3 of the cost in the AFP plan and the corporations cover 2/3. Retirement before 62 years disqualify participants from AFP plan.

The following table sets forth the total pension benefits payable under the defined benefit plans of the Corporation for each Named Executive Officer calculated at the end of fiscal year 2017 using the same actuarial assumptions and methods used in the Corporation's audited financial statements to determine the obligations related to the Corporation's defined benefit retirement plans.

| Name and principal position | Number of years credited service | | Annual benefits payable ($)(1) | | | | Opening present value of defined benefit obligation ($)(5) | Compensa-tory change ($)(5)(6) | Non-compensa-tory change ($)(5)(7) | Closing present value of defined benefit obligation ($)(5) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | At year end | | At age 65 (11) | | | | | |
| | RPP(9) | SERP(8) | RPP(2) | SERP(3) | RPP(2) | SERP(3) | | | | |
| **Brian Hannasch(4)** President and Chief Executive Officer | n/a | 15.92 | n/a | 544,918 | n/a | 1,245,647 | 8,992,000 | 1,443,268 | (106,118) | 10,329,150 |
| **Claude Tessier** Chief Financial Officer | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| **Alain Bouchard** Founder and Executive Chairman | 14.17 | 35.00 | 46,779 | 1,610,825 | 46,779 | 1,610,825 | 26,234,127 | 0 | 3,268,351 | 29,502,478 |
| **Darrell Davis(4)** Senior Vice-President, Operations | n/a | 10.42 | n/a | 56,988 | n/a | 56,988 | 945,860 | (4,223) | (14,429) | 927,208 |
| **Jacob Schram(4)** Group President European Operations | n/a | 32.79 | n/a | 10,820 | n/a | 15,718 | 720,347 | 10,967 | (367,952) | 363,362 |

(1) Except for Mr. Schram, the annual benefit is the lifetime pension payable at the normal retirement age (age 65) based on the final average base salary of the Named Executive Officer's three best years as at April 30, 2017 (increased for service in the enhanced SERP by the lesser of 50% of the actual bonus paid and 50% of the base salary) and based on years of credited service at year end or as of age 65. For Mr. Schram, the 72247 plan was terminated on September 1, 2016 due to change in legislation and settled. The disability component of the Ordning C plan was also terminated on September 1, 2016 and the spouse and child pension rights were frozen. The annual DB pension information remaining is in respect of the AFP plan (a state-affiliated multi-employer defined benefit pension plan) and frozen rights for spouse and child in the Ordning C plan.

(2) The normal form of pension is a 66% joint and survivor annuity with a 5-year guarantee.

(3) The normal form of pension of the enhanced SERP (for Mr. Bouchard and Mr. Hannasch) is an annuity guaranteed during the first 5 years, a 50% joint and survivor annuity for the following 5 years and there is no death protection after 10 years. The normal form of pension of the basic SERP (Mr. Davis as well as Mr. Hannasch for a portion of his service) is an annuity guaranteed for 5 years. The pension payable from the AFP plan (Mr. Schram) is payable for the beneficiary's lifetime.

(4) The amounts indicated are expressed in Canadian dollars.

(5) For Mr. Bouchard the amounts indicated include pension benefits payable under the RPP and the SERP. For Mr. Schram, the amount indicated at the start of the fiscal year includes benefits payable under the disability component of the 72247 and Ordning C plans and benefit payable under the AFP plan; the amount indicated at the end of the fiscal year includes frozen spouse and child pension rights in the Ordning C plan and pension benefits payable from the AFP plan. For Mr. Schram, the obligations shown also exclude any obligations held by Statoil Fuel & Retail AS in respect of taxes.

(6) The compensatory change is the value of the projected pension earned for the period from April 25, 2016 to April 30, 2017 including any differences between actual and estimated earnings and any plan changes.

(7) 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 25, 2016 to April 30, 2017. For Mr. Schram, it also includes the impact of the termination and settlement of the 72247 plan, the disability component of the Ordning C plan and the impact of freezing the spouse and child pension under Ordning C plan.

(8) For Mr. Schram, the SERP refers to the AFP. The AFP is a multi-employer defined benefit pension plan that is jointly sponsored with the government. An AFP pension benefit is accrued every year the Named Executive Officer earns a salary from age 13 to age 62. The annual benefit accrual is currently 0.314% of earnings between 1 G and 7.1 G. AFP pension payments may start between age 62 and 75 at the beneficiary's discretion. The annual benefit amount will depend on when the beneficiary starts receiving benefits, i.e. the annual benefit amount will increase or decrease if the beneficiary chooses to start receiving benefits at a later or earlier age, respectively. There are no benefits payable under the AFP if the Named Executive Officer leaves employment before age 62.

(9) Age 67 for Mr. Schram. Mr. Bouchard is currently over age 65 and is assumed to retire immediately.

The following table sets forth the pension benefits payable under the defined contribution plans of the Corporation for each Named Executive Officer calculated at the end of fiscal year 2017 by using the same actuary assumptions and methods used in the Corporation's' audited financial statements.

| Name | Accumulated value at start of fiscal year ($) | Compensatory ($) | Non-compensatory ($) (1) | Accumulated value at year end ($) |
|---|---|---|---|---|
| **Brian Hannasch(2)(3)** | 4,114,236 | 123,658 | 1,780,753 | 6,018,647 |
| **Claude Tessier(4)** | - | 90,597 | 6,337 | 96,934 |
| **Alain Bouchard** | n/a | n/a | n/a | n/a |
| **Darrell Davis(2)(3)** | 2,273,086 | 104,614 | 1,089,017 | 3,466,717 |
| **Jacob Schram(2)** | 7,038 | 15,617 | 1,684 | 24,339 |

(1) Employee contributions and investment returns, net of any benefit payments and refunds and including the effect of changes in exchange rates.
(2) The amounts indicated are expressed in Canadian dollars.
(3) The amounts indicated are in respect of participation in the US Non-Qualified Deferred Compensation Plan and 401(k) plan.
(4) Amounts accumulated by Mr. Tessier in the DC SERP from his hire date of January 28, 2016 to April 24, 2016 were remitted to the plan on April 25, 2016.

# 11. CORPORATE GOVERNANCE

The Corporation complies with the guidelines adopted by the Canadian Securities Administrators and with the standards of other regulatory bodies. A description of the Corporation's governance practices is attached as Appendix A hereto.

# 12. AUDITORS

## *Appointment and Remuneration of Auditors*

At the meeting, or any adjournment thereof, it will be proposed to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors of the Corporation for the financial year ending April 29, 2018 and to authorize the Corporation's Board of Directors to fix their compensation. **Unless a shareholder indicates otherwise, the shares represented by any proxy form or voting instruction form enclosed herewith will be voted FOR the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors of the Corporation for the 2018 fiscal year, until the next annual general meeting of the shareholders and FOR authorizing the Board of Directors to fix their compensation.**

## *Audit and Other Related Fees*

PricewaterhouseCoopers LLP, Chartered Professional Accountants, have served as the Corporation's auditors since fiscal year 2009. For the fiscal years ended on April 30, 2017 and April 24, 2016, billed fees for audit, audit-related, tax and all other services provided to the Corporation by PricewaterhouseCoopers LLP, Chartered Professional Accountants, were as follows:

| | **2017** | **2016** |
|---|---|---|
| ***Audit Fees*** (1) | Cdn $ 1,691,936 | Cdn$ 1,760,624 |
| ***Audit-Related Fees*** (2) | Cdn $ 329,571 | Cdn$ 77,748 |
| ***Tax Fees*** (3) | Cdn $ 190,141 | Cdn$ 279,996 |
| ***All Other Fees*** (4) | Cdn $ 2,254 | Cdn$ 6,530 |
| ***TOTAL*** | Cdn $ 2,213,902 | Cdn$ 2,124,898 |

(1) Audit services includes professional services for:
   - the audit of the Corporation's annual consolidated financial statements and services that are normally provided by the accountant in connection with an engagement to audit the financial statements of an issuer;
   - statutory or regulatory audit and certification engagements of the Corporation, mainly related to European subsidiaries ($ 667,384 – 2017, $579,742 – 2016);
   - consultations on specific audit or accounting matters that arise during or as a result of an audit or review;
   - preparation of a management letter; and
   - services in connection with the Corporation's annual and quarterly reports, prospectuses and other filings with Canadian, US or other securities commissions ($ 175,000 – 2017, $255,000 – 2016).

(2) Audit-related services include 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; and
   - general advice on accounting standards including IFRS.

(3) This category includes services of tax planning and other tax advices with respect to the Corporation's international corporate structure.

(4) This category includes professional services that do not fall in any of the categories above. For 2017 and 2016, these were related to trainings.

The Corporation has a policy and procedures on the pre-approval of non-audit services by the Corporation's auditors. This policy prohibits the Corporation from engaging the auditors to provide certain non-audit services to the Corporation and its subsidiaries, including 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 policy allows the Corporation to engage the auditors to provide non-audit services, other than the prohibited services, only if the services have specifically been pre-approved by the Audit Committee.

## 13. Shareholders' Proposals

The Corporation has reproduced in Appendix B hereto the text of a shareholder's proposals and arguments as provided by a shareholder who has submitted such proposals to the Corporation. The French version of the text of the shareholder proposals has not been modified, however, for the purposes of this Circular the Corporation has provided an English translation. The Corporation addresses its position on such proposals in Appendix B hereto.

## 14. Other Business

Management of the Corporation knows of no amendment or variation to the matters identified in the Notice, nor of any other matter to be discussed other than those identified in the Notice. However, the enclosed form of proxy confers discretionary authority upon the persons named therein to vote on any such amendments or variations or other matters.

## 15. Additional Information

Additional information relating to the Corporation is also available in the Corporation's latest annual information form, financial statements and the management's discussion and analysis (MD&A) filed with the Canadian securities regulators and may be obtained on SEDAR at www.sedar.com and on the Corporation's Web site http://corpo.couche-tard.com/.

## 16. APPROVAL BY DIRECTORS

The Board of Directors of the Corporation has approved the contents of this Circular and its sending to the shareholders of the Corporation.

(s) *Sylvain Aubry*

Sylvain Aubry

Senior Director, Legal Affairs and Corporate Secretary

Laval, Québec July 28, 2017

# APPENDIX A

## GOVERNANCE PRACTICE

### *Board of Directors*

The Board of Directors up for election is comprised of 11 directors. The Board of Directors considers six of them to be "independent" of the Corporation. Messrs. Alain Bouchard, Richard Fortin, Réal Plourde, Jacques D'Amours and Brian Hannasch are not independent directors. Mr. Jean Élie is Metro's board representative pursuant to the shareholders' agreement, but is not otherwise related to the Corporation or Metro. The Board does consider Mr. Jean Élie to be an independent director given that the Corporation does not have significant business dealings with Metro and that Metro does not control the Corporation. The five other directors, Messrs. Rabinowicz and Boyko and Ms. Kau, Ms. Bourque and Ms. Leroux, are independent directors given that they do not have any business interests or other relationships with the Corporation or its principal shareholders.

The independent members of the Board of Directors meet *in camera* with the Lead Director and without management and the non-independent directors after each quarterly and special Board meeting as well as all committee meetings of the Corporation.

The Founder and Executive Chairman of the Board is not an independent director. Therefore, the Board of Directors has established procedures enabling it to function independently of management, including the appointment of an unrelated director to act as Lead Director. The Lead Director's responsibilities include the following:

- Ensure that the responsibilities of the Board of Directors are well understood by both the Board of Directors itself and management, and that the boundaries between the responsibilities of each are clearly understood and observed.

- Ensure that the resources available to the Board of Directors (especially up-to-date and relevant information) are adequate and enable it to perform its responsibilities.

- Adopt, together with the Founder and Executive Chairman of the Board of Directors, procedures and meeting schedules so that the Board of Directors and its committees can effectively and efficiently accomplish their work.

- Ensure that duties assigned to each committee of the Board are carried out effectively and that the results are communicated to the Board of Directors.

## *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 of 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, to be voted on by shareholders, as proposed by the Human Resources and Corporate Governance Committee.
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 of the quality of the Corporation's internal control and management systems.
11. Adopting a communications policy that involves 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 with respect to the governance standards in effect and in accordance with the best practices considered applicable in this instance.
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 and committee presidents as well as for 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 ensuring that the code is respected. The Board, or a Board committee, may grant dispensations to directors or senior management with regard to the code.
16. Implementing, in co-operation with the Lead Director, a procedure to follow 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, namely 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.

## *Position Descriptions*

The Board of Directors has developed Charters for the Audit and Human Resources and Corporate Governance committees of the Board, as well as respective position descriptions for the Founder and Executive Chairman of the Board, for the Lead Director, for the Committee chairs and for the President and Chief Executive Officer to complement the Board of Directors' Charter.

## *Nomination of Directors*

The Board of Directors has delegated to the Human Resources and Corporate Governance Committee, the task of evaluating and recommending to the Board of Directors new nominees for the position of Director. The Committee determines the skills, abilities and personal attributes required of new directors with a view to creating value for shareholders. Occasionally, the services of a recruiting firm may be retained. The potential candidates are interviewed by the Human Resources and Corporate Governance Committee, the Lead Director and the Founder and Executive Chairman and, if needed, by the board members. Following this process, the Human Resources and Corporate Governance Committee will make its recommendations to the Board of Directors.

The Human Resources and Corporate Governance Committee is exclusively comprised of independent directors. The members are Ms. Mélanie Kau, Ms. Nathalie Bourque and Mr. Daniel Rabinowicz. By their experience, education and involvement in the business world, all the members are experienced in compensation matters.

Ms. Kau, Chair of the Human Resources and Corporate Governance Committee, has extensive experience in remuneration of senior executives and has the skills to guide the compensation committee in its review of compensation practices. Indeed, she has served as president of Mobilia Inc. from 1995 to 2012, during which time she oversaw a complete overhaul of the company's remuneration practices. Working with an external expert, the turnover of sales consultants (a key performance indicator for retail) was reduced by 63% thanks to the introduction of a commission system that became a reference in the industry. As well, an innovative short term incentive program was introduced which remains in use at the company today, due to its ability to create a balance between the motivation of executives and a respect for the framework of a family business, thus creating value for owners and employees. Ms. Kau was also a member of the Governance Committee of Investissement Québec, the largest government entity whose mission is to contribute strategically to the growth of Québec's economy.

Ms. Bourque does consulting work in public relations, government relations and financial communications. Previously she was part of the executive team at CAE Inc. from 2005 up until her retirement in February 2015. CAE is a company with more than 8,000 employees around the world. In her role as Vice President Public Affairs & Global Communications she participated in discussions surrounding employees' remuneration, bonuses and other incentive programs. She also worked in tandem with her colleagues on the governance of CAE. As a partner of NATIONAL Public Relations she worked closely with companies on a series of issues including governance. Ms. Bourque also sits on the board of directors of Héroux-Devtek Inc. and is a member of the Audit Committee.

Mr. Rabinowicz is currently an independent marketing and business consultant and has held several executive management positions with companies such as Vickers & Benson, Catelli Ltd and Cossette Communication Group. As a past member of the board of directors of Cossette Communication Group, Mr. Rabinowicz helped lead the development and later the evolution of the remuneration and bonus policies of the company after the company's listing on the TSX. Mr. Rabinowicz is also a member of the board of directors and the Corporate Governance Committee of Reitmans (Canada) Limited since 2012.

This Committee, together with the Lead Director and the Executive Chairman of the Board of Directors, is responsible for proposing policies and practices for the compensation of directors to ensure that compensation realistically reflects the responsibilities and risks involved in carrying out their mandate as directors, as well as means for encouraging directors to hold shares in the Corporation. The Committee takes into account, in particular, the work load and comparative figures on the compensation of board members of a group of comparable Canadian companies with North American operations. During fiscal year 2017, in determining compensation for executive officers, the Committee reviewed an analysis report conducted in fiscal 2016 on compensation practices of a peer group of Canadian and U.S. companies in the retail and manufacturing (food) industries, to benchmark compensation against the median ($50^{th}$ percentile) of the peer group. Such analysis is conducted every two years.

## *Election of Directors*

The Board of Directors must be composed of a minimum of three directors and of a maximum of 20 directors. Pursuant to a resolution of the Board of Directors, 11 persons are to be elected as directors for the current fiscal year, each to hold office until the next annual meeting of shareholders or until such person's successor is elected or appointed. Management proposes the election, at the Meeting, of the 11 nominees, ten are currently members of the Board of Directors and the other is a new candidate submitted for election

Management does not contemplate that any of the nominees will be unable to serve as a director but, should any of the nominees be unable to serve as a director for any reason prior to the Meeting, the persons named in the form of proxy reserve the right to vote for another nominee in their discretion unless the shareholder has specified in the proxy that his shares are to be withheld from voting in the election of directors.

## *Advance Notice of Director Nominations*

In 2014 the Corporation adopted an Advance Notice By-Law providing shareholders with the framework to exercise their right to submit director nominations prior to any annual or special meeting of shareholders by fixing a deadline by which such nominations must be submitted and sets forth the information that a shareholder must include in the written notice to the Corporation for any director nominee to be eligible for election at such annual or special meeting of shareholders.

Pursuant to the Advance Notice By-Law, shareholders seeking to nominate candidates for election as directors must provide timely written notice to the Corporation's Secretary at its principal executive offices. To be timely, a shareholder's notice must be received (i) in the case of an annual meeting of shareholders, not less than 30 days nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice by the shareholder may be received not later than the close of business on the 10th day following the date of such public announcement; and (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. The Corporation's by-laws also prescribe the proper written form for a shareholder's notice. The Board of Directors may, in its sole discretion, waive any requirement under these provisions.

For the purposes of the Advance Notice By-law, "public announcement" means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on SEDAR at www.sedar.com. The Advance Notice By-law will be subject to review by the Board, and will be updated from time to time to reflect changes required by securities regulatory agencies or stock exchanges, or to conform to industry standards.

## *Gender Diversity and Board Term*

The Corporation values diversity of views, experience, skill sets, gender and ethnicity and supports the identification and nomination of women directors and candidates for executive officer positions. However, gender diversity is only one factor out of many that is taken into account in identifying and selecting board members and in considering the hiring, promotion and appointment of executive officers.

Every year, the Human Resources and Corporate Governance Committee carefully examines the composition of the Board, more specifically its size, the professional skill set of each individual and the sectors of activity. The Committee must ensure that the directors collectively have all the relevant skills, experience and qualities enabling them to meet the challenges which the Corporation faces and that they form a strong independent board allowing them to better serve the interests of the shareholders in the long term.

At the executive officer level, management works in collaboration with the various human resources directors around the world in order to identify, train, retain, and promote the best candidates possible by ensuring in particular that these candidates have the skills, experience and qualifications allowing them to meet the challenges facing the company and better serve the interests of the shareholders long term. The Human Resources and Corporate Governance Committee believes it is important that each appointment, whether to the Board of Directors or in executive officer positions be made, and be perceived as being made, on the merits of the individual and the needs of the Corporation at the relevant time. Currently, the Corporation has three women on the Board of Directors and two women in executive level positions. The Corporation wishes to emphasize that it has a succession plan in place for its executive management which focuses on regular performance evaluations and other processes (including but not limited to, development and career planning) as well as invests and mentors all its executive officers regardless of their gender. The Corporation recognizes that in order to achieve a better, more representative balance between men and women on the Board of Directors and in executive officer positions, it must ensure that this talent pipeline is properly developed.

The Corporation has not set any specific targets with regards to the representation of women on the Board of Directors or in executive officer positions nor has it adopted a policy to that effect, but focuses instead on choosing the most appropriate candidate for the position.

At the present time, the Corporation's Board of Directors is actually composed of 11 members, four of which are the founders of the Corporation and together with the President and Chief Executive Officer are related persons. The other six members are all independent members, and of those members three are women.

The Corporation has actively considered whether or not to impose a mandatory board term for its board members and will continue to do so. To date, the Corporation believes that adopting such a policy is not appropriate for its Board of Directors. In fact, the Corporation considers that its annual assessment process is the most efficient and transparent manner to evaluate the Board members and it ensures that board members provide an added value and provide a strong contribution to the Corporation. The current board structure takes all these objectives into consideration.

## *Skills Matrix*

The Human Resources and Corporate Governance Committee maintains a “skills matrix” for the Board of Directors where each director is asked to indicate his or her experience which is compiled into the matrix. The skills matrix allows the Board of Directors to easily review the board skills composition to ensure the Board of Directors’ expertise is well rounded. The results are reviewed, analyzed and discussed by the full Board of Directors. The contents of the skills matrix for the directors seeking re-election, as the case may be, are as follows:

| **NOMINEES** | **EXPERIENCE/EXPERTISE** | | | | | | | | **OTHER QUALITIES** | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | **Entrepreneurship** | **Financial Literacy** | **Corporate Governance** | **Compensation / Labour Relations / Human Resources** | **Senior Executive Leadership** | **Corporate Social Responsibility / Environment** | **Marketing / Communications** | **Digital Economy** | **Other for profit Directorships** | **Gender (M/F)** | **Independent (Y/N)** |
| Alain Bouchard | x | x | x | x | x | x | x | | x | M | N |
| Nathalie Bourque | | x | x | x | x | x | x | | x | F | Y |
| Eric Boyko, CGA | x | x | x | | x | | | x | x | M | Y |
| Jacques D’Amours | x | x | x | x | x | x | | | | M | N |
| Jean Élie | | x | x | x | x | x | | | x | M | Y |
| Richard Fortin | x | x | x | x | x | x | x | | x | M | N |
| Brian Hannasch | x | x | x | x | x | x | x | | | M | N |
| Mélanie Kau | x | x | x | x | x | | x | x | x | F | Y |
| Monique F. Leroux, C.M., O.Q., FCPA, FCA | x | x | x | x | x | x | x | x | x | F | Y |
| Réal Plourde | x | x | x | x | x | x | x | | x | M | N |
| Daniel Rabinowicz | x | | x | x | x | x | x | x | x | M | Y |

## *Majority Voting Policy*

On June 14, 2014, upon the recommendation of the Human Resources and Corporate Governance Committee, the Corporation adopted a majority voting policy which provides that any nominee for election as a director at a shareholders' meeting for whom the number of votes "WITHHELD" exceeds the number of votes "FOR" will be deemed not to have received the support of the shareholders and shall tender his or her resignation to the Chairman of the Corporation following such meeting. The Human Resources and Corporate Governance Committee shall consider whether or not to accept the resignation and shall make a recommendation to the Board of Directors of the Corporation. Any director who tenders his or her resignation pursuant to this policy shall not participate in the deliberations of the Human Resources and Corporate Governance Committee or those of the Board of Directors. The Board of Directors' decision as to whether or not to accept the resignation shall promptly be disclosed by press release within 90 days of the shareholders' meeting. In the event that the Board of Directors declines to accept the resignation, it shall include the reasons for the decision in the press release. It should be noted that this policy only applies to uncontested elections (i.e. an election where the only nominees are those recommended by the Board of Directors) and does not apply in the case where the election involves a proxy battle.

## *Orientation and Continuing Education*

The Corporation's orientation process for all new members of the Board of Directors encompasses presentations made by various officers and key executives primarily related to the Corporation's organizational structure and the nature and operation of its businesses both in North America and in Europe. In addition, an overall view of the role of the Board and its Committees is discussed as well as the contribution individual directors are anticipated to make. All new directors are provided with a director's guide that contains up-to-date documentation including, among other things, basic information on the Corporation and its industry.

The Corporation's continuing education process was developed to assist directors in maintaining their knowledge, skills and abilities as well as updating their knowledge and understanding of the Corporation and its industry. The continuing education process is overseen by the Lead Director who ensures that the directors have access to continuing education and information on an ongoing basis. The Corporation encourages its directors to attend seminars and other educational programs and to report back to the Board on the quality of such programs.

Directors also interact with executives and senior management at every Board meeting where they are exposed to a wide variety of presentations on business growth strategy and on the overall outlook of the Corporation's worldwide operations and challenges.

In addition, throughout the year, the directors are provided with educational reading materials and presentations on corporate governance, financial strategy, risk assessment, disclosure requirements as well as other topics. The Corporation holds a special meeting every year dedicated to providing the directors with an in depth training session on its business activities allowing them to increase their knowledge of the industry and business activities globally. At such meetings, external consultants address the Board and Committee members on matters that are of interest to the directors or which relate to their role as directors or committee members.

Furthermore, the Chair of the Human Resources and Corporate Governance Committee invites all Board members to address any requests he or she may have regarding additional information or continuing education. The Chair also invites each Board member to share his or her knowledge of best practices observed while sitting on other boards on a regular basis.

## *Role and responsibilities of the Executive Chairman and of the President and CEO*

The Founder and Executive Chairman's role is held by Mr. Bouchard, one of the Corporation's founders and the former President and Chief Executive Officer of the Corporation (the "President and CEO"). The responsibilities of this role include, among other things, the mentoring and coaching of the next generation of leaders. As Founder and Executive Chairman, Mr. Bouchard also devotes considerable time to the development and implementation of strategic initiatives, such as strengthening the Corporation's key relationships which might lead to new business opportunities and acquisitions. The President and CEO reports to the Executive Chairman who both ultimately report to the Board of Directors of the Corporation.

All operational and corporate functions, other than those pertaining to the office of the Founder and Executive Chairman, now report to the President and CEO, Mr. Hannasch, who, in conjunction with his management team develops the strategies and corporate objectives that are submitted to the Board of Directors for approval. In addition to charting the strategic course of the Corporation, Mr. Hannasch is responsible for identifying and managing risks and business opportunities. One of these duties involves the human resources component of a growing business and he oversees the hiring, the succession planning and compensation of senior management. In this capacity he regularly makes recommendations to the Board of Directors in relation to questions of talent management and competitive remuneration practices so as to be able to attract and maintain the best talent available. In addition, the President and CEO ensures that the Corporation complies with its corporate governance policies as well as all applicable laws and regulations in all sectors of activities of the Corporation. Mr. Hannasch is a member of the Board of Directors and his interventions ensure that the Board members receive all appropriate information required to understand and appreciate the businesses that make the Corporation a market leader.

Both the Founder and Executive Chairman and the President and CEO table a number of reports to the Board of Directors and the Human Resources and Corporate Governance Committee at their regularly scheduled meetings. The performance relative to objectives is assessed annually.

## *Chief Executive Officer and Executive Succession Planning*

Succession planning for the President and CEO and executive management has always been a key focus of the Board therefore ensuring the continuity of executive management. The Board has mandated its Human Resources and Corporate Governance Committee to make sure that appropriate executive succession planning and performance evaluation programs and processes (including development and career planning) are in place and operating effectively for executives. The Human Resources and Corporate Governance Committee is also responsible for finding solutions when significant changes to the organization's structure arise and impact executive roles.

The Human Resources and Corporate Governance Committee in collaboration with the President and CEO carry out an annual review of the succession planning process. As part of the annual process, the President and CEO, supported by the local division Vice President, reviews numerous candidacies among their respective divisions for various, Vice President, positions.

## *Compensation*

The Human Resources and Corporate Governance Committee is established by the Board of Directors to assist the Board in fulfilling its responsibilities relating to matters of human resources and corporate governance, namely compensation, establishing succession plan and development of senior management. The Committee has the responsibility for evaluating and making recommendations to the Board regarding the compensation of the Corporation's executives and the equity-based and incentive compensation plans, policies and programs of the Corporation. For more details refer to section "Executive Compensation" of this Circular.

## *Clawback Policy*

To protect shareholders from fraudulent activity and the associated payment of unearned incentive awards, the Board of Directors of the Corporation, upon the recommendation of the Human Resources and Corporate Governance Committee, adopted a Clawback Policy on July 9, 2013. This policy targets awards made under the Corporation's annual incentive plan and long-term incentive plan. This policy has a wide range and applies to any current or former officer of the Corporation including those designated as such by the Board which includes, but is not limited to, the Founder and Executive Chairman, the President and Chief Executive Officer and the Chief Financial Officer of the Corporation or any of its directly or indirectly controlled subsidiaries (the "Officer"). The Clawback Policy states that the Board may, in its sole discretion, to the full extent permitted by law and to the extent it determines that it is in the Corporation's best interest to do so, (i) require reimbursement of all or a portion of any performance-based incentive compensation awarded to an Officer, (ii) require the reimbursement of any profit realized by the Officer from the exercise or following the vesting of performance-based incentive compensation awards, or (iii) effect the cancellation of unvested performance-based incentive compensation awards granted to the Officer, if:

a. the amount of the performance-based incentive compensation was calculated based upon, or 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 the Corporation's financial statements;
b. the executive officer engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; and
c. the amount of the performance-based incentive compensation that would have been awarded to, or received by, or the profit realized by the executive officer had the financial results been properly reported would have been lower than the amount actually awarded or received.

## *Anti-hedging Policy*

The Human Resources and Corporate Governance Committee considered the possibility of adopting an anti-hedging policy but after discussions and analysis decided not to propose any such policy since all insiders are governed by securities legislation which obliges them to disclose all transactions related to their shareholdings including any derivative instruments (i.e. anti-hedging) purchased. For this reason an anti-hedging policy was deemed superfluous. To the Corporation's knowledge none of its directors or officers that are reporting insiders have hedged their respective shares in the Corporation.

## *Shareholding Guidelines*

During fiscal 2011, the Board of Directors adopted guidelines that require minimum levels of share ownership for members of the Board of Directors, Management and Vice-Presidents based on position held and base salary. These guidelines have been implemented as a result of the Corporation's belief that the share ownership of the members of the Board of Directors, Management and Vice-Presidents will better align their interest with those of the shareholders. Shares are valued at the greater of the stock price on the date they were acquired, or the market value of the shares when the value is assessed. For the purposes of assessing ownership levels, the Corporation does not include the value of Phantom Stock Units. According to such guidelines, the share ownership levels must be attained five years following a director's election or an officer's nomination.

The following table sets out the result under the ownership guidelines for the Named Executive Officers along with their status:

| Name | Position(1) | Stock Ownership Guidelines(1) (Multiple of Salary) | Status as at April 30, 2017 | Meets the Corporation's Share Ownership requirements |
|---|---|---|---|---|
| Brian Hannasch | President and Chief Executive Office | 5.0 | Exceeds | Yes |
| Claude Tessier | Chief Financial Officer | 2.0 | 9% | n/a (2) |

| Name | Position(1) | Stock Ownership Guidelines(1) (Multiple of Salary) | Status as at April 30, 2017 | Meets the Corporation's Share Ownership requirements |
|---|---|---|---|---|
| Alain Bouchard | Founder and Executive Chairman | 10.0 | Exceeds | Yes |
| Darrell Davis | Senior Vice-President, Operations | 1.5 | Exceeds | Yes |
| Jacob Schram | Group President European Operations | 1.5 | 51% | n/a (3) |

(1) Vice-Presidents have been omitted from the list.
(2) Mr. Tessier is within the five-year grace period after appointment to meet the minimum ownership requirements.
(3) Mr. Schram is within the five-year grace period after appointment to meet the minimum ownership requirements.

The following table sets out the result under the ownership guidelines for the independent members of the Board of Directors along with their status:

| Director | Subor-dinate Voting Shares | DSU | Total Subor-dinate Voting Shares and DSUs | Total market value of Subordinate Voting Shares and/or DSUs ($)[1] | Annual fees ($) | Minimum requirement ($)[2] | Meets the Corporation's Share Ownership requirements |
|---|---|---|---|---|---|---|---|
| Nathalie Bourque | 42,690 | 16,851 | 59,541 | $3,737,983 | $90,000 | $270,000 | Yes |
| Eric Boyko | 2,400 | 0 | 2,400 | $150,672 | $90,000 | $270,000 | n/a[3] |
| Jean Élie | 24,300 | 31,998 | 56,298 | $3,534,388 | $90,000 | $270,000 | Yes |
| Mélanie Kau | 0 | 63,649 | 63,649 | $3,995,884 | $90,000 | $270,000 | Yes |
| Monique F. Leroux | 1,250 | 2,743 | 3,993 | $250,680 | $90,000 | $270,000 | n/a[3] |
| Daniel Rabinowicz | 6,010 | 4,113 | 10,123 | $635,521 | $90,000 | $270,000 | Yes |

1. The value corresponds to the number of Subordinate Voting Shares and / or DSUs held by each director multiplied by the closing price of the Subordinate Voting Shares on the TSX on April 30, 2017 ($62.78).
2. The minimum requirement represents three times the annual fees paid or to be paid to a director of the Corporation to act in that capacity. The value of the annual DSUs corresponds to the annual number of DSUs granted multiplied by the closing price of the Subordinate Voting Shares on the TSX on April 30, 2017 ($62.78).
3. Ms. Leroux and Mr. Boyko are within the five-year grace period after appointment to meet the minimum ownership requirements.

## *Other Board Committees*

Audit Committee

Information relating to the Audit Committee of the Corporation may be found under section "Audit Committee Disclosure" of the 2017 Annual Information Form, which is hereby incorporated by reference.

## *Board, Committee and Member Assessments*

The Human Resources and Corporate Governance Committee examines on an annual basis, together with the Founder and Executive Chairman and the Lead Director, the performance and contribution of directors nominated for re-election and ensures that they are still eligible pursuant to applicable laws. The Committee reviews the size of the Board on an annual basis and reports to the Board. In addition, the Lead Director meets with each director on a personal basis to assess the operation of the Board and its committees, the participation of individual directors, the adequacy of information given to directors and communication between the Board and Management. Thereafter, the Lead Director reports the assessment to the Human Resources and Corporate Governance Committee.

## *Ethical Business Conduct*

The Corporation has in place a written code of ethics and conduct for its officers and employees (the "Code"). The Code may be consulted on the Corporation's profile on SEDAR at www.sedar.com or the website http://corpo.couche-tard.com/. The Human Resources and Corporate Governance Committee is responsible for the Code's implementation within the Corporation. The Code is distributed and acknowledged by each employee of the Corporation upon hire. The Code pertains namely to conflict of interest, the use of the Corporation's assets, fair treatment of clients, suppliers, competitors and other Corporation employees. In addition, the Code includes a communication policy the objective of which is to ensure that disclosure to the investing public regarding the Corporation is made in a timely manner by the Corporation's authorized representatives, in accordance with the applicable statutory and regulatory requirements. Pursuant to the Code, all employees of the Corporation shall report any activity which seems not to be in line with the Code or laws and regulations.

The Corporation has adopted a code of ethics and conduct for its board members which stipulates namely that a director who finds himself in a conflict of interest during any Board of Directors or Committee meeting must immediately declare his/her interest and refrain from participating in any discussion about the conflicting issue or from voting thereon.

## *Corporate Social Responsibility and Environment*

Although the Corporation does not have a separate corporate social responsibility ("**CSR**") committee it does nonetheless deal with a variety of issues relating to corporate social responsibility and the environment both from an operations level as well as at the corporate level. The main issues related to CSR the Corporation feels are essential are environmental sustainability, health and safety, people and culture and communities and giving.

The Corporation recognizes the importance of making responsible decisions that will reduce its business' negative impact on the environment and has established programs to increase the efficient use of energy and natural resources in order to manage and reduce the Corporation's environmental impact on operations. Such programs include but are not limited to improving energy efficiency throughout our stores, reducing paper usage in our business processes and sourcing environmentally preferable paper, electronics and other commodities, engaging employees to participate in our environmental responsibility programs (i.e. waste management, recycling etc.).

For more details relating to the Corporation's commitment to the environment and its position with respect to CSR we refer you to our website at http://corpo.couche-tard.com/en.

# APPENDIX B

## SHAREHOLDER' PROPOSALS

### Mouvement d'éducation et de défense des actionnaires ("MÉDAC")

Proposals No. B-1, B-2 and B-3 below have been submitted to the Management of the Corporation by MÉDAC, having its offices at 82 Sherbrooke Street West, Montréal, Québec, Canada H2X 1X3.

On the date the MÉDAC submitted its proposals, it was the holder of 45 Class B subordinate voting shares of the Corporation since October 6, 2016.

**Proposal No. B-1 – Balance between the genders within the board of directors and among the executive officers**

> *It is proposed that the Board of Directors adopt a policy as well as objectives with respect to the representation of women among such high levels and attests to their contribution towards the Corporation's good governance.*

MÉDAC arguments:

Currently, Couche-Tard has three women directors out of a total of 11 Board members, which represents 27%. With respect to positions in executive management, we have no indication of women's representation in these positions. Last year's management proxy circular defines as follows your recruitment practices of new directors and of new executive officers: "However, gender diversity is only one factor out of many that is taken into account in identifying and selecting board members and in considering the hiring, promotion and appointment of executive officers."

This is the kind of justification that, unfortunately, some Canadian companies use in order to abstain from adopting a policy by using as a pretext that all nominations must be made on the basis of "talent, knowledge and experience", that meritocracy should be given priority and that the age, the gender, the ethnicity should not be considered as discriminating factors. We dare to think that it is no longer necessary to demonstrate that the competencies of women directors and executive officers are comparable to those of their male counterparts, that there are sufficient women candidates to fulfil the demand and that they are up for the challenge, provided they are given adequate opportunity.

We believe that a company like Couche-Tard, often referred to as a "one of the crown jewels of Québec's economy", should lead by example and confirm, by adopting such a policy, the added value of a well-balanced Board of directors more specifically as it relates to the diversity in points of view, professional experience together with qualities that characterize both genders. This recognition that the diversity between women and men is an important aspect of good governance and should be accompanied with objectives and means that the Board intends to take to ensure equal chances.

**Corporation's arguments:**

The Corporation acknowledges the value of women's contribution on its Board of Directors as well as on its management team along with that of all diverse candidacies. The Corporation strongly believes that all types of diversity enrich discussions and provide different perspectives during the decision making process.

First, let's clarify an important fact: although the Corporation does have 11 board members, it is important to point out that four out of these are the founders and majority shareholders of the Corporation who have a key and crucial role to play in in maximizing the Corporation's growth and in the best interests of the shareholders. Therefore by excluding the four founders from the calculation the percentage of women on the Board of Directors is 42.8% (i.e. three women out of seven independent board members) which compares very favorably with other corporations with a similar shareholder profile.

The Corporation wishes to clarify to its shareholders that when selecting candidates for nomination for its Board of Directors, it takes into consideration the candidate's entire profile. The Corporation always looks for the most qualified candidate who has the skills, competences and knowledge as well as their individual background to fulfil the job as well as the Corporation's values. The Corporation also emphasizes of the recruitment of the best candidates from diverse backgrounds and different perspectives in particular through the presence of women serving on its Board of Directors.

With respect to the selection process for members of the executive management team the Corporation strongly believes in the career development of current leaders and future leaders with diverse profiles, with the clear intention to attain the Corporation's performance objectives, in the best interests of its shareholders. This process trickles down to the other levels of management (with an approach that is, at the same time, a good governance practice with respect to succession planning as well as one of diversity on all levels of management of the Corporation), all the way down to its business units and its corporate services centers. Furthermore, the Corporation has in place a succession plan for its executive management placing emphasis on regular performance evaluations and other processes such as training and career planning, as well as mentoring all its executive officers without exception.

This year the Corporation has proudly appointed two women at the executive management level. The first is Ms. Ina Strand, who was nominated as Chief Human Resources Officer and who has been with the Corporation since 2012. Ms. Strand is the first woman and the fourth European to hold a position at the executive management level. The second, Ms. Deborah Hall Lefevre, a new addition to the Couche-Tard family, was nominated as Chief Information Officer as a result of the Corporation's global and expanding needs in technology matters. It should be noted that, as of today, the Corporation has dozens of influential women in leadership positions all over the world, in its business units as well as in its service centers. These nominations clearly demonstrate the growing importance with respect to its diverse hiring practices for its management teams.

The Corporation's Human Resources and Corporate Governance Committee continually reviews and discusses various integrated approaches to executive and high potential talent management and succession planning, thus ensuring that a pipeline of leaders are in place to drive both short and long-term performance. The Committee also, discusses with management the strengths and qualities required for its executive management team in order to fill these vacant positions with leaders who will complete the team's collective perspectives and experiences. We need to remember that the objective at the heart of every decision is to meet the Corporation's actual and future objectives, and it is in its best interest to broaden its hiring pool of potential candidates in order to achieve this objective.

With respect to the new regulations and the disclosure requirements the Corporation refers you to the section entitled "Gender Diversity and Board Term" of this Management Proxy Circular to obtain additional information.

For these reasons, the Board of Directors and the management of the Corporation recommend voting **AGAINST** this proposal.

**Proposal No. B-2 – "Say on Pay" advisory vote on executive compensation**

> *It is proposed that the Board of Directors adopt a policy stipulating that executive compensation policy for their five highest paid executives be subject to an advisory vote by the shareholders.*

MÉDAC arguments:

Since 2012, the MÉDAC has been seeking the support of shareholders with respect to the adoption of a "say on pay" advisory vote for executive compensation. At the 2015 Annual Shareholders' Meeting, our proposal received the support of 13.42% of the shareholders. Assuming that the holders of Class A shares held by Couche-Tard's executive officers voted against our proposal, we can conclude that we obtained a success rate of 60% support amongst the holders of Class B shares, are held by the majority of the public and not by Management.

Your responses to our proposal in previous the Management Proxy Circulars lead us to conclude that you are implying that executive compensation policies are the sole responsibility of the Board of directors.

We, on the other hand, are of the opinion that compensation policies also raise ethical issues as well as equity issues with respect to employees, who like Management, contribute to the Corporation's growth and development. Many shareholders question the objectives of "compensation policies: Do they expect, as shareholders, that such policies take into consideration long-term performance more than short-term? Should the gap between the compensation of executives and that of an average employee not be wide? Should the targets to be achieved include not just shareholder returns by also other factors such as initiatives taken to increase the presence of women or to reduce the Corporation's environmental footprint?

Compensation policies are great indicators of the Corporation's values and on that note, the shareholders, must be allowed to express their opinions. It is counterproductive to indicate that their only solution to express their disapproval is to sell their shares, which can be a costly decision in certain circumstances.

**Corporation's arguments:**

The Corporation appreciates the importance that shareholders place on executive compensation programs and is committed to proactive, open and responsive communications with shareholders allowing for meaningful and useful dialogue to address their concerns. The Corporation strongly believes that executive compensation is a complex area that requires thoughtful deliberation over time to arrive at the right mix or balance, and cannot be decided by a simple "for" or "against" vote. The individuals best suited to evaluate such programs are the members of the Corporation's Human Resources and Corporate Governance Committee whose responsibility includes, among other things, the oversight and establishment of the Corporation's senior executive and director remuneration. The Human Resources and Corporate Governance Committee is composed of three members who are completely independent from management and from the controlling shareholder. These members have first-hand knowledge of the Corporation's business and possess the necessary experience required to evaluate executive compensation programs.

The Corporation's executive compensation is linked to business success, thereby ensuring that the financial interests of its executives are closely aligned with those of shareholders and is designed to attract and retain key talent the Corporation needs to remain competitive in a challenging market and achieve continued and profitable growth for its shareholders, and in all the geographical areas where it operates. The Corporation's compensation strategy is a key element in its business success and the latter is better placed to understand and apply its compensation strategy.

By electing the members who make up the Board of Directors of the Corporation each year, shareholders give them a well-defined mandate to supervise the management of the business and internal affairs of the Corporation. One of the main responsibilities of the Board is to oversee the compensation policy of the Corporation's senior executives. This policy is designed to reward the creation of shareholder value by ensuring an appropriate balance between the short-term performance and long-term performance of the Corporation. Another important responsibility is to assess the performance of the Corporation's senior executives and to determine their respective compensation in accordance with the senior executive compensation policy.

Consequently, every two years, the Corporation retains the services of an independent external executive compensation consulting firm, who analyzes the Corporation's executive compensation structure vs. its benchmark peers and presents its findings to the Human Resources and Corporate Governance Committee. In conducting this study and in support of the recommendations therein, the consulting firm along with the Human Resources and Corporate Governance Committee take into account, among other things, competitive market data and analyses, pay philosophy, incentive plan, global pay-leveling and design, corporate governance reviews (i.e. ISS, Glass Lewis, etc.), outside director compensation, compensation risk assessments, pay-for-performance analyses and executive benefits.

The Corporation believes that its manner of establishing executive compensation is fair, unbiased, balanced and effective and that adequate measures have been put in place to ensure the transparency of the process relating to executive compensation. In addition, the Corporation believes that the Human Resources and Corporate Governance Committee is in the best position to oversee all aspects of executive compensation of the Corporation and should not be substituted by a vote by shareholders, even non-binding, on executive compensation.

For these reasons, the Board of Directors and the management of the Corporation recommend voting **AGAINST** this proposal.

**Proposal No. B-3 – Separate disclosure of votes according to share classes**

> *It is proposed that the Corporation disclose voting results by classes of shares, namely those shares carrying one voting right and those carrying multiple voting rights.*

MÉDAC arguments:

Let's remember that the shares held by the public are limited to one vote per share and represent 22.1% of the total votes that can be counted.

Currently, voting results are disclosed without distinction. We believe it would be important that these results be disclosed separately in order to determine whether the concerns of the holders of these two types of shares are aligned. As mentioned in our recent proposals, multiple voting shares offer interesting advantages both to controlling and minority investors "provided that the legal framework and governance principles provide adequate protection to minority shareholders."

To ensure this adequate protection, minority shareholders need quick and direct access to the results of their votes in order to be sure that their voices have been heard and will lead to actions that better meet their expectations. Our experience over the last few years has shown that holders of the two types of shares may not share the same concerns. Take, for example, the implementation of a "say on pay" vote on executive compensation, the renewal of the mandate of one or several directors, and greater gender balance on boards of directors.

This information would allow minority shareholders to better monitor the actions taken by the Corporation to meet their expectations and would promote a more sustained dialogue between these two classes of shareholders. It can even develop the loyalty of minority shareholders and bring about unity of thought and a mutual trust that could help the organization through difficult times.

**Corporation's arguments:**

The Corporation is governed by the *Business Corporations Act* (Quebec) (the "**QBCA**") which states that, unless otherwise provided in the articles, each share of the corporation entitles the holder to one vote. In the case of the Corporation it has a dual-class share structure whereby the Class A Multiple Voting Shares entitle the holder to ten votes per share and the Class B Subordinate Shares (the "**Class B Shares**") entitle the holder to one vote per share. This dual-class structure was added to the Corporation's article of incorporation as approved by the shareholders in 1995, hence the dual-class structure has been in place for more than 20 years.

The Corporation believes that disclosing the voting results separately for each class of shares will not provide any benefits to the holders of Class B Shares, unless a vote by class of shares is required pursuant to the QBCA. In fact, there is only a small number of companies which disclose their voting results by class of shares, and this, in the case for the election of directors where a specific class of shares need to vote on a certain number of directors which represent that class. This is not the case for the Corporation; all shareholders irrespective of class of shares are entitled to vote for the directors.

The Corporation is extremely diligent in providing its shareholders with the most accurate and pertinent information. Furthermore, it discloses all relevant information in accordance with the applicable legislation governing companies listed on the stock exchange. The Corporation strictly adheres to securities laws and regulations and immediately after each shareholders' meeting files its voting results report on SEDAR under its corporate profile, at www.sedar.com. The Corporation also disseminates a press release with the details of the voting results clearly indicating the voting percentages "for" and withheld to satisfy requirements under the Toronto Stock Exchange.

The Corporation is confident and strongly believes that shareholders are able to appreciate the Corporation's ethical and transparent nature as well as its good governance practices.

For these reasons, the Board of Directors and the management of the Corporation recommend voting **AGAINST** this proposal.