

MANAGEMENT PROXY CIRCULAR

Notice of Annual Meeting
of Shareholders
March 13, 2024



Notice of Annual Meeting of Shareholders

NOTICE IS HEREBY GIVEN that the Annual Meeting (the "Meeting") of the holders of Class A Subordinate Voting Shares and Class B Shares of Transcontinental Inc. (the "Corporation") will be held only via live audio webcast at <https://web.lumiagm.com/422177089> on Wednesday, March 13, 2024, at 10:00 a.m. for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the fiscal year ended October 29, 2023 and the auditors' report thereon;
2. to elect the Corporation's directors for the coming year;
3. to appoint KPMG LLP as auditors and to authorize the directors to fix their remuneration;
4. to consider an advisory (non-binding) resolution on executive compensation; and
5. to transact such other business as may properly be brought before the Meeting.

The directors have, by resolution, fixed the close of business on January 16, 2024 as the record date for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting.

As permitted by Canadian securities regulators, this year, we are using notice-and-access to deliver this Circular and our annual report (Meeting materials) to both our registered and non-registered shareholders. This means that the Meeting materials are being posted online for you to access rather than being mailed out. Notice-and-access gives shareholders more choice, substantially reduces our mailing costs, and is environmentally friendly as it reduces paper and energy consumption.

You will still receive a form of proxy or a voting instruction form in the mail so you can exercise your voting rights with respect to your shares, but, instead of receiving a paper copy of the Meeting materials, you will receive a notice with information about how you can access the Meeting materials electronically and how to request a paper copy.

You may request a paper copy of the Meeting materials, at no cost, up to one year from the date the Meeting materials were filed on the Internet site of SEDAR+. You may make such a request at any time prior to the Meeting on the web at <https://www.meetingdocuments.com/TSXT/TCL> or by contacting our transfer agent, TSX Trust Company, toll free within North America at 1 888 433-6443, or at 416 682-3801 if you are outside North America, or by emailing your request at txst-fulfilment@tmx.com.

Dated at Montréal, Québec, this 9th day of January, 2024.

By order of the Board of Directors,

Christine Desaulniers
Chief Legal Officer and Corporate Secretary

MANAGEMENT PROXY CIRCULAR SUMMARY

OUR DIRECTOR NOMINEES

(See page 8 for more information)

Nominee	Age	Director Since	Position	Ind.	Committee	Board and Committee Attendance	Other Public Boards	Top Four Competencies
Jacynthe Côté, ICD.D	65	2016	Chair of the Board of Royal Bank of Canada and Corporate Director	Yes	Human Resources and Compensation Committee and Lead Director	100%	1	<ul style="list-style-type: none"> ▪ Manufacturing Industries ▪ Executive Leadership (Chief Executive Officer) ▪ Mergers and Acquisitions ▪ Compensation and Talent Management
Nelson Gentiletti	62	2021	Corporate Director	Yes	Audit Committee and Governance and Social Responsibility Committee	100%	2	<ul style="list-style-type: none"> ▪ Mergers and Acquisitions ▪ Accounting, Finance and Risk Management ▪ Governance and Regulations ▪ Social Responsibility and Sustainable Development
Yves Leduc	59	2017	Co-President and Chief Operating Officer of XNRGY Climate Systems and Partner of Idealist Capital	Yes	Governance and Social Responsibility Committee	100%	–	<ul style="list-style-type: none"> ▪ Manufacturing Industries ▪ Executive Leadership (Chief Executive Officer) ▪ Technologies, Research and Development and Innovation ▪ Sales, Marketing and Retail
Isabelle Marcoux, C.M.	54	2005	Executive Chair of the Board of Transcontinental Inc.	No	–	100%	1	<ul style="list-style-type: none"> ▪ Mergers and Acquisitions ▪ Compensation and Talent Management ▪ Governance and Regulations ▪ Social Responsibility and Sustainable Development
Nathalie Marcoux	55	2011	Vice President, Finance of Capinabel Inc.	No	–	100%	–	<ul style="list-style-type: none"> ▪ Manufacturing Industries ▪ Accounting, Finance and Risk Management ▪ Compensation and Talent Management ▪ Technologies, Research and Development and Innovation
Pierre Marcoux	52	2005	President of Contex Group Inc.	No	–	100%	–	<ul style="list-style-type: none"> ▪ Media Industry ▪ Mergers and Acquisitions ▪ Technologies, Research and Development and Innovation ▪ Sales, Marketing and Retail
Anna Martini, FCPA, FCA	61	2011	President and Chief Executive Officer of Psycho Bunny	Yes	Audit Committee and Human Resources and Compensation Committee	100%	1	<ul style="list-style-type: none"> ▪ Executive Leadership (Chief Executive Officer) ▪ Accounting, Finance and Risk Management ▪ Compensation and Talent Management ▪ Sales, Marketing and Retail
Mario Plourde	62	2015	President and Chief Executive Officer of Cascades Inc.	Yes	Governance and Social Responsibility Committee	100%	1	<ul style="list-style-type: none"> ▪ Manufacturing Industries ▪ Executive Leadership (Chief Executive Officer) ▪ Mergers and Acquisitions ▪ Social Responsibility and Sustainable Development

MANAGEMENT PROXY CIRCULAR SUMMARY

Nominee	Age	Director Since	Position	Ind.	Committee	Board and Committee Attendance	Other Public Boards	Top Four Competencies
Jean Raymond	64	2017	Vice-Chairman, Managing Director and Head of CIBC Capital Markets – Québec of CIBC World Markets Inc.	Yes	Human Resources and Compensation Committee	100%	–	<ul style="list-style-type: none">▪ Media Industry▪ Mergers and Acquisitions▪ Accounting, Finance and Risk Management▪ Compensation and Talent Management
Annie Thabet	63	2015	Corporate Director	Yes	Audit Committee and Governance and Social Responsibility Committee	100%	2	<ul style="list-style-type: none">▪ Manufacturing Industries▪ Mergers and Acquisitions▪ Accounting, Finance and Risk Management▪ Governance and Regulations

APPOINTMENT OF AUDITORS

(See page 6 for more information)

The Board of Directors and the Audit Committee recommend the appointment of KPMG LLP as auditors of the Corporation.

Total fees paid to KPMG LLP during the 2023 fiscal year: \$2,804,100.

ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION

(See page 7 for more information)

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

MANAGEMENT PROXY CIRCULAR SUMMARY

2023 EXECUTIVE COMPENSATION HIGHLIGHTS

General principles

A significant portion of the executives' compensation is linked to the performance of the Corporation
The total compensation for the executives is positioned at the median of their comparison group
The composition of global compensation varies at each hierarchical level
The total direct compensation is compared to compensation of comparable and relevant organizations
Stock options are no longer offered; share units are granted instead
The vast majority of the President and Chief Executive Officers compensation is at risk
The other Named Executive Officers have at least 50% of their target global compensation at risk
The executive short-term incentives are based on a level of achievement of financial objectives, objectives tied to certain key strategic or high priority activities associated with the development of the Corporation

OTHER EXECUTIVE COMPENSATION BEST PRACTICES

50% of share unit awards vest based on performance measures over a three-year cycle	✓
Clawback policy	✓
Minimum share ownership guidelines	✓
Anti-hedging policy, including short selling, trading any put or call options and making monetization transactions	✓
Advisory vote on executive compensation	✓

CORPORATE GOVERNANCE HIGHLIGHTS

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

Number of director nominees (50% being women)	10
Number of independent director nominees	7
Board committee members are all independent	✓
Average age of director nominees	59
Annual election of directors	✓
Directors elected individually (rather than slate voting)	✓
Majority voting for directors	✓
Separate Executive Chair and Chief Executive Officer	✓
Share ownership guidelines for directors and executives	✓
Board orientation/education program	✓
Number of board meetings held during the 2023 fiscal year	8
Board meetings attendance	100%
Committee meetings attendance	100%
Number of financial experts on the Audit Committee	3/3
Code of conduct	✓
Formal evaluation processes for the Board, its committees and the Executive Chair of the Board	✓
Policy on women representation	✓

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**TRANSCONTINENTAL INC.
MANAGEMENT PROXY CIRCULAR**

This Management Proxy Circular (the "Circular") is furnished in connection with the solicitation of proxies by management of Transcontinental Inc. (the "Corporation") for use at the Annual Meeting of Shareholders (the "Meeting") of the Corporation called for March 13, 2024 at 10:00 a.m. only via live audio webcast at <https://web.lumiagm.com/422177089> for the purposes set forth in the notice of such Meeting. Unless otherwise specified, the information herein contained is given as at January 9, 2024.

1. Questions and Answers

Who can vote?

Shareholders who are registered as at the close of business on January 16, 2024 (the "Record Date") will be entitled to vote at the Meeting or at any adjournment thereof, either online or by proxy. A holder of Class A Subordinate Voting Shares (the "Class A Shares") or of Class B Shares (the "Class B Shares") who has acquired his or her shares after that date must, at least 10 days before the Meeting, request that the Corporation enter his or her name on the list of shareholders entitled to vote.

As at the close of business on January 9, 2024, the Corporation had 73,259,342 Class A Shares and 13,364,828 Class B Shares outstanding. Class A Shares carry one vote per share and Class B Shares carry 20 votes per share.

What am I voting on?

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

How will these matters be decided at the Meeting?

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

Who is soliciting my proxy?

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

Who can I call with questions?

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

How can I contact the transfer agent?

You can contact the transfer agent by mail at its Toronto office at: TSX Trust Company, 301-100 Adelaide Street West Toronto, Ontario M5H 4H1, by telephone at 1 800 387-0825 (toll free throughout Canada and the United States), by fax at 1 888 249-6189 (toll free throughout Canada and the United States), by email at shareholderinquiries@tmx.com, by mail at its Montréal office at TSX Trust Company, 1701-1190 Avenue des Canadiens-de-Montréal, PO Box 33, Montréal, Québec H3B 0G7.

How may I vote at the virtual Meeting?

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

This year, to mitigate risks to the health and safety of our shareholders, employees and other stakeholders, and to enable a greater number of shareholders to take part in the Meeting, the Corporation is holding the Meeting in a virtual only format, which will be conducted via live webcast. All shareholders, regardless of their geographic location, will have an equal opportunity to participate in the Meeting.

Shareholders will not be able to attend the Meeting in person. Attending the Meeting online enables registered shareholders and duly appointed proxyholders, including non-registered (beneficial) shareholders who have duly appointed themselves as proxyholders, to participate at the Meeting by following the steps indicated below and ask questions, all in real time. Registered shareholders and duly appointed proxyholders can vote at the appropriate times during the Meeting by completing a ballot online.

To participate in the virtual Meeting, log in online at <https://web.lumiagm.com/422177089>. If you or your duly appointed proxyholder have a 13-digit proxyholder control number, click "Login" and then enter it along with the password tc2024 (case-sensitive). If you do not have a control number, you can attend the virtual Meeting as a "guest" only, by clicking on "I am a guest", then completing the online form. Guests will not be able to vote nor ask questions at the Meeting.

For registered shareholders, the control number indicated on the form of proxy is your control number.

For duly appointed proxyholders, TSX Trust Company will provide the proxyholder with a control number by email after the proxy voting deadline has passed and the proxyholder has been duly appointed AND registered, as described below under "How to complete the form of proxy?" and "How do I vote if I am a non-registered shareholder?".

Guests, including non-registered beneficial shareholders who have not duly appointed themselves as proxyholders, can log in to the virtual Meeting as set out above. Guests can listen to the Meeting via live webcast but are not able to vote nor ask questions.

If you attend the Meeting online and have logged in with a control number, it is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences. You should ensure you have a strong, preferably high-speed, Internet connection to participate in the Meeting. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to log in to the Meeting and complete the related procedure described above.

How to complete the form of proxy?

You can choose to vote "FOR", "WITHHOLD" or "AGAINST" by checking the appropriate box, depending on the questions listed on the form of proxy. When you sign the form of proxy, you authorize Ms. Isabelle Marcoux or Ms. Jacynthe Côté, who are directors, to exercise your voting rights with respect to your shares, at the Meeting, according to your instructions. **If you wish to appoint someone else to exercise your voting rights with respect to your shares for you at the Meeting, write the name of your proxyholder in the space provided, return your proxy form by mail, fax or email and have the proxyholder call TSX Trust Company at 1 866 751-6315 (toll free in Canada and the United States) or at 416 682-3860 by 4:00 p.m. (Montréal time) on March 12, 2024, so that TSX Trust Company may provide them with a 13-digit proxyholder control number via email. Such 13-digit proxyholder control number differs from the control number set forth on the proxy form. Without a control number, proxyholders will not be able to vote at the Meeting, but will be able to attend as guests. If you return your form of proxy and do not tell us how you want to exercise your voting rights with respect to your shares, your vote will be exercised: (i) FOR the election as a director of each of the persons listed in the Circular; (ii) FOR the appointment of KPMG LLP as auditors and the authorization to be given to the directors to fix their remuneration; and (iii) FOR the advisory resolution on executive compensation.** Your proxyholder will exercise your voting rights with respect to your shares as he or she sees fit on any other matter that may properly come before the Meeting.

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

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

You can revoke a vote made by proxy:

- by voting again by telephone or on the Internet **before 4:00 p.m. (Montréal time) on March 12, 2024;**
- by completing a form of proxy, that is dated later than the form of proxy you are changing, and mailing it, faxing it or emailing it to TSX Trust Company so that it is received **before 4:00 p.m. (Montréal time) on March 12, 2024;**
- by sending a notice in writing from you, or your authorized attorney, to the Corporate Secretary so that it is received **before 4:00 p.m. (Montréal time) on March 12, 2024;**
- by providing a notice in writing from you, or your authorized attorney, to the Chair of the Meeting prior to the Meeting or any adjournment thereof;
- by exercising your right to vote at the Meeting; or
- in any other manner permitted by law.

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

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

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

How many voting shares are there?

The only voting shares of the Corporation currently issued and outstanding are the Class A Shares and the Class B Shares. The Corporation currently has 73,259,342 Class A Shares and 13,364,828 Class B Shares outstanding. The Class A Shares are restricted securities under applicable securities regulations in Canada, as they do not confer equal voting rights. These shares carry one and 20 votes per share, respectively. The voting rights attached to the Class A Shares represent in the aggregate 21.51% of the voting rights attached to all of the Corporation's issued and outstanding securities.

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

Name	Number of Class A Shares / % of outstanding Class A Shares	Number of Class B Shares/ % of outstanding Class B Shares	Percentage of outstanding shares
Capinabel Inc. ⁽¹⁾	102,044 0.14%	12,562,840 94.00%	14.62%

(1) All of the outstanding shares of Capinabel Inc. are held by Mr. Rémi Marcoux, Ms. Nathalie Marcoux, Ms. Isabelle Marcoux, Mr. Pierre Marcoux, corporations they control and trusts of which they are the beneficiaries. The shares held by Capinabel Inc. represent 73.81% of the voting rights attached to all outstanding shares of the Corporation. Capinabel Inc. has entered into a monetization transaction with a Canadian chartered bank relating to 3,950,000 Class B Shares. The monetization transaction may be repaid in cash or through the transfer of Class A Shares. If the monetization transaction had been repaid on the date hereof through the transfer of Class A Shares, the shares held by Capinabel Inc. would represent 64.92% of the voting rights attached to all outstanding shares of the Corporation.

Each Class B Share shall carry only one vote as at the date upon which, as the case may be, (i) all of the persons understood in the definition of "Majority Group" (as hereinafter defined) cease being owners of a sufficient number of Class A Shares and Class B Shares allowing them to exercise a majority of the votes to elect directors, or (ii) all such persons are deemed to have ceased to constitute the Majority Group, or (iii) all of the Class B Shares have been exchanged for Class A Shares. The expression "Majority Group" is defined in the Articles of the Corporation as meaning, at a given date, one or more of the following persons, namely the founder of the Corporation, Mr. Rémi Marcoux, his spouse, his direct descendants born or to be

born, his legally adopted children and the respective spouses of such descendants or children, as long as one or several of the above-mentioned persons, individually or collectively, or trusts of which they are the beneficiaries, the corporations which they control or the subsidiaries thereof, own such number of Class A Shares and Class B Shares allowing them, in the event of an election of the Board of Directors of the Corporation, to exercise a majority of the votes to elect such directors.

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

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

How many votes do I have?

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

How do I vote if I am a registered shareholder?

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

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

- (i) vote online at the Meeting by completing a ballot online at the appropriate times;
- (ii) complete and sign the enclosed form of proxy and appoint one of the named persons, or any other person you choose to represent you and to exercise your voting rights with respect to your shares at the Meeting, and send it by mail, fax or email;
- (iii) vote electronically on the Internet; or
- (iv) vote by telephone.

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

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

To vote by telephone, please call 1 888 489-7352 and an agent will help you vote live.

To vote electronically, you must go to the following Internet site: www.meeting-vote.com and enter your personalized 13-digit control number and follow the instructions on the screen. Please note that your control number is shown on your form of proxy.

If your shares are registered in the name of a nominee, please see "How do I vote if I am a non-registered shareholder?" on page 5.

What if I wish to attend the Meeting and vote online?

If you wish to attend the Meeting on March 13, 2024 and wish to exercise your voting rights with respect to your shares online, it is not necessary for you to complete or return the form of proxy. Your vote will be taken and counted at the Meeting. Non-registered shareholders wishing to attend the Meeting should refer to "How do I vote if I am a non-registered shareholder?".

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

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

What do I do with my completed form of proxy?

Sign it exactly as the name appears on the form of proxy and return it to the transfer agent, TSX Trust Company, in the envelope provided or by fax or email, so that it arrives no later than 4:00 p.m. on March 12, 2024. All shares, represented by a properly executed form of proxy received by TSX Trust Company prior to such time, will be voted or be withheld from voting, in accordance with your instructions as specified in the form of proxy.

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

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

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

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

By giving your voting instructions

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

By voting at the virtual Meeting

However, if you wish to vote online at the virtual Meeting, insert your name in the space provided in the request for voting instructions provided by your nominee to appoint yourself as proxyholder and follow the instructions of your nominee. In addition, you must call TSX Trust Company at 1 866 751-6315 (toll free in Canada and the United States) or at 418 682-3860 by 4:00 p.m. (Montréal time) on March 12, 2024 so that TSX Trust Company may provide you with a 13-digit control number via email. Such control number will allow you to log in to and vote at the Meeting and without a control number, you will not be able to vote at the Meeting, but you will be able to attend as a guest. Non-registered shareholders who appoint themselves as proxyholders must present themselves at the Meeting. Do not otherwise complete the request for voting instructions sent to you as you will be voting at the Meeting.

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

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

2. Business of the Meeting

2.1 Financial Statements

Our consolidated financial statements for the fiscal year ended October 29, 2023, together with the auditors' report thereon, are included in the 2023 Annual Report of the Corporation.

2.2 Election of Directors

Our Articles provide that our Board of Directors shall consist of a minimum of three and a maximum of 15 directors. As at January 9, 2024, the Board of Directors consisted of 11 directors. Management is proposing that 10 directors be elected at the Meeting, of which seven are independent, each to remain in office until the next annual meeting of shareholders or until the election or appointment of his or her successor.

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

Pursuant to the *Canada Business Corporations Act*, election of directors is subject to majority voting whereby with respect to uncontested elections, each nominee who receives less than a majority of the votes expressed FOR his election may not become a director.

As the Executive Chair of the Board is an officer of the Corporation and is not an independent director, the Board of Directors has appointed a Lead Director with the responsibility of ensuring that the Board of Directors functions independently from management.

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

Membership of the Board committees is as follows:

Audit Committee

Nelson Gentiletti (chair)
Anna Martini
Annie Thabet

Governance and Social Responsibility Committee

Mario Plourde (chair)
Nelson Gentiletti
Yves Leduc
Annie Thabet

Human Resources and Compensation Committee

Jacynthe Côté (chair)
Anna Martini
Jean Raymond

The attendance record of each director at meetings of the Board of Directors and its committees held during the fiscal year ended October 29, 2023 is shown in the table under Section 3.4. Attendance to meetings of the Board and its committees was 100% during the last fiscal year.

2.3 Appointment of Auditors

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

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

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

During the fiscal year ended October 29, 2023, the Corporation retained its auditors, KPMG LLP, to provide certain services. The Audit Committee has determined that KPMG LLP's provision of non-audit services was compatible with maintaining KPMG LLP's independence. The Audit Committee has approved a policy whereby it must pre-approve any non-audit services performed by the Corporation's auditors.

The following table sets forth, by category, the fees incurred by the Corporation and payable to its auditors KPMG LLP for the fiscal years ended October 29, 2023 and October 30, 2022.

Category of fees (in thousands of dollars)	2023	2022
Audit fees	1,533.9	1,536.0
Audit-related fees	202.8	160.8
Tax compliance fees	899.0	879.0
Other tax-related fees	168.4	387.4
Other	—	39.4
Total	2,804.1	3,002.6

2.4 Considering an Advisory Resolution on Executive Compensation

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

Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in the management proxy circular provided in connection with the annual meeting of shareholders of the Corporation held on March 13, 2024.

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

Because your vote is advisory, it will not be binding upon the Board of Directors. However, the Human Resources and Compensation Committee will review and analyze the results of the vote and take into consideration such results when reviewing executive compensation philosophy, policies and programs. Please see Section 5.9 for more details on how you can ask questions and provide comments to the Board of Directors and the Human Resources and Compensation Committee on executive compensation.

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


At the annual meeting of shareholders held on March 8, 2023, 95.67% of the votes exercised by the shareholders of the Corporation regarding the compensation approach were in favor of the resolution, 0.08% withheld and 4.25% were against.


3. Nominees for Election to the Board


3.1 Description of Nominees


The following table sets out information regarding the nominees for election as directors as at January 9, 2024, unless otherwise indicated.


Certain information shown below relating to the nominees being proposed as directors of the Corporation was furnished by each relevant nominee.


	Jacynthe Côté, ICD.D Age: 65 Candiac, Québec		Chair of the Board of Royal Bank of Canada and Corporate Director	
	Director since 2016 Independent Lead Director		Ms. Jacynthe Côté is Chair of the Board of Royal Bank of Canada since April 2023 and is a corporate director. From 2018 to May 2023, she was Chair of the Board of Hydro-Québec, a Québec-owned corporation generating, transmitting and distributing electricity. From 2009 until 2014, she was President and Chief Executive Officer of Rio Tinto Alcan, a metals and mining company, and thereafter served in an advisory role until she retired in September 2014. Prior to 2009, she served as President and Chief Executive Officer of Rio Tinto Alcan's Primary Metal business group. She joined Alcan Inc. in 1988 where she pursued a career of close to 26 years.	
Areas of Expertise: <ul style="list-style-type: none"> ▪ Manufacturing Industries ▪ Executive Leadership (Chief Executive Officer) ▪ Mergers and Acquisitions ▪ Compensation and Talent Management 		Ms. Côté serves as Chair of the board of directors of Allô Prof, an organization offering free homework help to primary and secondary school children and general education to adults. She is standing for election to the board of directors of CGI Inc., an IT and business consulting services firm, at the next meeting of shareholders of CGI Inc.		
Member of	Attendance up to October 29, 2023		Other board membership or trustee of public corporations during the last five years:	
Board	8 of 8	100%	Present boards:	
Human Resources and Compensation Committee	8 of 8	100%	<ul style="list-style-type: none"> ▪ Royal Bank of Canada (since 2014) ▪ 	
Total	16 of 16	100%	Past boards:	
			<ul style="list-style-type: none"> ▪ Finning International Inc. (2014-2024) 	
Securities held⁽¹⁾	Class A Shares	Class B Shares	Deferred share units	Total value of shares and deferred share units (\$)⁽²⁾
2023	3,000	—	61,332	669,053
2022	3,000	—	51,013	862,588
Ownership requirements⁽³⁾:				
	Value of ownership based on ownership guidelines (\$)	Minimum required (\$)	Excess over the minimum (\$)	
2023	1,162,983	375,000	787,983	
2022	1,053,271	345,000	708,271	
Percentage of objective satisfied: 310%	Target to meet requirement: Satisfied		Total compensation received in 2023: \$220,986	
Voting results at the annual meeting of shareholders held on March 8, 2023:				
Votes in favor	292,215,053	Votes against	4,574,587	
Percentage of votes in favor	98.46%	Percentage of votes against	1.54%	


	Nelson Gentiletti Age: 62 Kirkland, Québec Director since 2021 Independent		Corporate Director Mr. Nelson Gentiletti is a corporate director. He was previously Chief Operating Officer and Chief Financial Officer of Loop Industries, Inc. a technology company listed on NASDAQ whose primary mission is to accelerate the shift to sustainable PET plastic and polyester fiber management from January 2019 until his retirement on February 28, 2021. From 2011 to 2018, he was Chief Financial and Development Officer of Transcontinental Inc. Previously, he was Chief Operating and Chief Financial Officer of Transat AT Inc., a tourism business. Mr. Gentiletti sits on the board of directors of Groupe Grandio (a group of restaurant owners), Caisse de dépôt et placement du Québec (a global investment group managing funds from public pension and insurance plans). He is also a member of the Advisory Board of the John Molson School of Business.		
	Areas of Expertise <ul style="list-style-type: none"> ▪ Mergers and Acquisitions ▪ Accounting, Finance and Risk Management ▪ Governance and Regulations ▪ Social Responsibility and Sustainable Development 				
Member of		Attendance up to October 29, 2023		Other board membership or trustee of public corporations during the last five years:	
Board		8 of 8 100%		Present boards:	
Audit Committee		4 of 4 100%		<ul style="list-style-type: none"> ▪ Cascades Inc. (since 2019) ▪ Valence Merger Corp (since 2022) 	
Governance and Social Responsibility Committee		4 of 4 100%		Past boards:	
Total		16 of 16 100%		<ul style="list-style-type: none"> ▪ SportsScene Group, Inc. (2006-2022) 	
				Total value of shares and deferred share units	
Securities held⁽¹⁾		Class A Shares		Class B Shares	
		Deferred share units		(\$)⁽²⁾	
2023		8,000		—	
2022		8,000		17,778	
				10,757	
				268,091	
				299,549	
Ownership requirements⁽³⁾:					
		Value of ownership based on ownership guidelines (\$)		Minimum required (\$)	
				Excess over the minimum (\$)	
2023		414,214		375,000	
2022		332,727		345,000	
				39,214	
				—	
Percentage of objective satisfied:		Target to meet requirement:		Total compensation received in 2023:	
110%		Satisfied		\$171,772	
Voting results at the annual meeting of shareholders held on March 8, 2023:					
Votes in favor		290,520,450		Votes against 6,269,190	
Percentage of votes in favor		97.89%		Percentage of votes against 2.11%	


	Yves Leduc Age: 59 Longueuil, Québec Director since 2017 Independent		Co-President and Chief Operating Officer of XNRGY Climate Systems and Partner of Idealist Capital Mr. Yves Leduc is a partner at Idealist Capital since September 2022, an asset manager that invests growth capital in companies developing and commercializing climate technologies. Since July 2023, he has also been Co-President and Chief Operating Officer of XNRGY Climate Systems, a pioneer in the engineering and manufacturing of energy-efficient commercial HVAC systems. Previously, he was Chief Executive Officer of Velan Inc., a multinational manufacturer of industrial valves, from 2017 to 2022. He previously served as President since 2015. In addition, he worked for almost 16 years at BRP Inc., an organization involved in the design, development, manufacturing, distribution and marketing of powersports vehicles and propulsion systems, where, since 2006, he was Vice-President and General Manager, North America and, from 2000 until 2006, Vice President and General Manager of the engine division (Austria). From 1994 until 1998, he worked at McKinsey and Company, a firm offering management and strategic consulting services, as a management consultant and, from 1987 until 1994, as a lawyer at Stikeman Elliott LLP, a law firm. Mr. Leduc sits on the board of directors of Orford Musique since 2015.		
	Areas of Expertise: <ul style="list-style-type: none"> ▪ Manufacturing Industries ▪ Executive Leadership (Chief Executive Officer) ▪ Technologies, Research and Development and Innovation ▪ Sales, Marketing and Retail 				
Member of		Attendance up to October 29, 2023		Other board membership or trustee of public corporations during the last five years:	
Board		8 of 8 100%		Present boards:	
Governance and Social Responsibility Committee		4 of 4 100%		–	
Total		12 of 12 100%		Past boards:	
				▪ Velan Inc. (2017-2022)	
Securities held⁽¹⁾		Class A Shares	Class B Shares	Deferred share units	Total value of shares and deferred share units (\$)⁽²⁾
2023		4,900	—	42,547	493,449
2022		4,900	—	33,727	616,873
Ownership requirements⁽³⁾:					
		Value of ownership based on ownership guidelines (\$)	Minimum required (\$)	Excess over the minimum (\$)	
2023		884,077	375,000	509,077	
2022		733,203	345,000	388,203	
Percentage of objective satisfied: 236%		Target to meet requirement: Satisfied		Total compensation received in 2023: \$169,209	
Voting results at the annual meeting of shareholders held on March 8, 2023:					
Votes in favor		295,727,560		Votes against 762,080	
Percentage of votes in favor		99.74%		Percentage of votes against 0.26%	


	Isabelle Marcoux, C.M. Age: 54 Montréal, Québec Director since 2005 Non-independent		Executive Chair of the Board of Transcontinental Inc. Ms. Isabelle Marcoux is Chair of the Board of Transcontinental Inc. since 2012 and Executive Chair of the Board since June 2023. Previously, she was Vice Chair of the Board since 2007 and Vice President, Corporate Development of Transcontinental Inc. since 2004. Between 1997 and 2004, she held various positions within the Corporation. Before joining Transcontinental, Ms. Marcoux was a lawyer at the law firm McCarthy Tétrault LLP. In 2020, Ms. Marcoux was appointed as director of the Institute for governance of private and public organizations (IGOPP) and of Scale AI. She is also a director of the Montreal Children's Hospital Foundation. Isabelle Marcoux has been actively involved with Centraide of Greater Montreal for many years. In December 2021, the organization awarded her the Michèle Thibodeau-DeGuire Award in recognition of her unwavering commitment to various committees and fundraising campaigns. Since January 2021, Ms. Marcoux is the Honorary President of the Major Donors Circle, which she chaired from 2018 to 2020. In addition, she was co-chair of the 2016 Centraide of Greater Montreal campaign and co-chaired the 2015 Leaders' Circle campaign. Furthermore, she also co-chairs the Cabinet for the 2019-2026 Capital Campaign of the Montreal Children's Hospital Foundation. Ms. Marcoux has co-chaired several fundraising events and has been involved in several major fundraising campaigns. In 2018, the non-profit organization Portage paid tribute to her at the Soirée des Grands Philanthropes, commending her outstanding community engagement. In November 2023, Ms. Marcoux received the award for Outstanding Volunteer in Philanthropy from AFP Québec. In 2019, she was appointed Member of the Order of Canada for her role in promoting diversity in the Québec economic community and for her contribution to numerous fundraising campaigns. In 2017, Ms. Marcoux became the first Canadian to win the Visionary Award for Strategic Leadership from the global organization Women Corporate Directors Foundation. Also in 2017, Ms. Marcoux was inducted into the Women's Executive Network (WXN) Hall of Fame having been recognized by said organization in 2010, 2012 and 2016 as one of the 100 most influential Canadian women. In 2016, Ms. Marcoux was awarded the Medal of the National Assembly of Québec. In 2015, Ms. Marcoux received the "Mercure Leadership Germaine-Gibara" award, Large Company category.		
	Areas of Expertise: <ul style="list-style-type: none"> ▪ Mergers and Acquisitions ▪ Compensation and Talent Management ▪ Governance and Regulations ▪ Social Responsibility and Sustainable Development 				
Member of		Attendance up to October 29, 2023		Other board membership or trustee of public corporations during the last five years:	
Board		8 of 8 100%		Present boards:	
Total		8 of 8 100%		<ul style="list-style-type: none"> ▪ Power Corporation of Canada (since 2010) 	
				Past boards:	
				<ul style="list-style-type: none"> ▪ George Weston Limited (2007-2019) ▪ Rogers Communications Inc. (2008-2021) 	
Securities held⁽¹⁾		Class A Shares⁽⁴⁾		Class B Shares	
2023		4,000		1,000	
2022		4,000		1,000	
				Deferred share units	
				8,515	
				7,955	
				Total value of shares and deferred share units (\$)⁽²⁾	
				140,836	
				207,151	
Ownership requirements⁽³⁾:					
		Value of ownership based on ownership guidelines (\$)		Minimum required⁽⁶⁾ (\$)	
		(3)		2,700,000	
		(3)		345,000	
Percentage of objective satisfied: (3)		Target to meet requirement: Satisfied		Total compensation received in 2023: \$1,791,239	
Voting results at the annual meeting of shareholders held on March 8, 2023:					
Votes in favor		289,842,280		Votes against	
Percentage of votes in favor		97.66%		Percentage of votes against	
				6,947,360	
				2.34%	


	Nathalie Marcoux Age: 55 Town of Mount-Royal, Québec Director since 2011 Non-independent		Vice President, Finance of Capinabel Inc. Ms. Nathalie Marcoux, a chartered accountant, is Vice President, Finance of Capinabel Inc., a private management company and controlling shareholder of the Corporation, since 2001. From 1996 until 2001, she held various positions at Transcontinental Inc., including Director of Investor Relations between 2000 and 2001 and member of the finance reengineering team from 1998 until 2000 and of the internal audit team from 1996 until 1998. Before then, from 1993 until 1996, Ms. Marcoux was an auditor with Ernst & Young, a chartered accounting firm. Ms. Marcoux is President of the advisory committee of the Rémi-Marcoux Entrepreneurial Track, a member of the committee of the Carmelle and Rémi-Marcoux Chair in Arts Management and a Governor of the École des Hautes Études Commerciales of the Université de Montréal. Ms. Marcoux is a member of the advisory committee of Tandemlaunch, a fund that scouts, accelerates and commercializes early stage technologies from the world's top universities in close partnership with major consumer electronic brands.		
	Areas of Expertise: <ul style="list-style-type: none"> ▪ Manufacturing Industries ▪ Accounting, Finance and Risk Management ▪ Compensation and Talent Management ▪ Technologies, Research and Development and Innovation 				
Member of Board		Attendance up to October 29, 2023		Other board membership or trustee of public corporations during the last five years:	
Total		8 of 8 100% 8 of 8 100%		Present boards: – Past boards: –	
Securities held⁽¹⁾		Class A Shares		Class B Shares	
		Deferred share units		Total value of shares and deferred share units (\$)⁽²⁾	
2023		—		—	
2022		—		33,736 31,522 350,854 503,406	
Ownership requirements⁽³⁾:					
		Value of ownership based on ownership guidelines (\$)		Minimum required (\$)	
		Excess over the minimum (\$)			
2023		(3)		375,000	
2022		(3)		345,000	
Percentage of objective satisfied: (3)		Target to meet requirement: Satisfied		Total compensation received in 2023: \$154,031	
Voting results at the annual meeting of shareholders held on March 8, 2023:					
Votes in favor		290,038,565		Votes against	
Percentage of votes in favor		97.73%		6,751,075 Percentage of votes against	
				2.27%	

 <p>Pierre Marcoux Age: 52 Town of Mount-Royal, Québec</p> <p>Director since 2005 Non-independent</p> <p>Areas of Expertise:</p> <ul style="list-style-type: none"> • Media Industries • Mergers and Acquisitions • Technologies, Research and Development and Innovation • Sales, Marketing and Retail 	<p>President of Contex Group Inc.</p> <p>Mr. Pierre Marcoux is President of Contex Group Inc., an event and media company with activities across Canada. Mr. Marcoux founded this business in September 2019.</p> <p>Previously, he was President of TC Media (the media sector operated by the Corporation with activities in specialized media in Canada, principally in the business, financial and construction sectors and a publisher for French-language educational resources in Canada), since January 2018. From 2012 until 2017, he was Senior Vice President, Business and Education of TC Media, and, from 2009 until 2012, was Senior Vice President Business and Consumer Solutions Group of TC Media, after having held various positions previously. From 1997 to 1999, he was a reporter for Bloomberg News, in Washington, D.C., then for the Hamilton Spectator, in Ontario.</p> <p>Mr. Marcoux is a director of the On the Tip of the Toes Foundation, an organization helping young people with cancer regain their well-being by facing the challenge of an exceptional therapeutic adventure expedition. Since 2015, he is also an ambassador of their fundraising event, Celebrate Life. Mr. Marcoux joined the major campaign of the Université de Sherbrooke as Co-President for the faculty of literature and social sciences. This 250 million dollar campaign aims to support more than 150 inspiring projects which will bring concrete solutions to the challenges of today and tomorrow. Mr. Marcoux was also an honorary ambassador of A Brilliant Night, the fundraising event for the Montreal Neurological Institute and Hospital.</p>			
	<p>Member of</p> <p>Board</p> <p style="text-align: right;">Total</p>	<p>Attendance up to October 29, 2023</p> <p>8 of 8 100%</p> <p>8 of 8 100%</p>	<p>Other board membership or trustee of public corporations during the last five years:</p> <p>Present boards:</p> <p>–</p> <p>Past boards:</p> <p>–</p>	
<p>Securities held⁽¹⁾</p> <p>2023</p> <p>2022</p>	<p>Class A Shares</p> <p>5,000</p> <p>5,000</p>	<p>Class B Shares</p> <p>1,000</p> <p>1,000</p>	<p>Deferred share units</p> <p>—</p> <p>—</p>	<p>Total value of shares and deferred share units (\$)⁽²⁾</p> <p>62,680</p> <p>96,080</p>
Ownership requirements⁽³⁾:				
	<p>Value of ownership based on ownership guidelines (\$)</p> <p>(3)</p> <p>(3)</p>	<p>Minimum required (\$)</p> <p>375,000</p> <p>345,000</p>	<p>Excess over the minimum (\$)</p> <p>(3)</p> <p>(3)</p>	
<p>Percentage of objective satisfied: (3)</p>	<p>Target to meet requirement: Satisfied</p>		<p>Total compensation received in 2023: \$125,000</p>	
Voting results at the annual meeting of shareholders held on March 8, 2023:				
<p>Votes in favor</p> <p>Percentage of votes in favor</p>	<p>290,050,977</p> <p>97.73%</p>	<p>Votes against</p> <p>Percentage of votes against</p>	<p>6,738,663</p> <p>2.27%</p>	

	Anna Martini, FCPA Age: 61 Montréal, Québec Director since 2011 Independent		President and Chief Executive Officer of Psycho Bunny Ms. Anna Martini is President and Chief Executive Officer of Psycho Bunny, a men's apparel brand operating stores in the United States, Canada, Japan and Latin America since January 2023. From 2017 until January 2023, Ms. Martini acted as Executive Vice President and Chief Financial Officer of Groupe CH, a company in the sports and entertainment industries which operates Club de hockey Canadien, Bell Centre, Place Bell, Spectra and evenko. From 2004 until 2017, she was President of Groupe Dynamite Inc., a specialty apparel global retailer. From 1985 until 2004, she worked at Deloitte & Touche LLP, a professional services firm, including as audit and advisory services partner since 1996. She was also the retail industry leader from 1996 to 2004. Ms. Martini was appointed in November 2021 as a director of Ivanhoé Cambridge, a company developing and investing in real estate properties, projects and companies. In addition, she sits on the board of directors of Spectacle BidCo Holdings Inc., holding of the Cirque du Soleil Group operating in the live entertainment industry. She is also a member of the John Molson School of Business Advisory Board and of the McGill University Health Centre Foundation. From 2008 until 2017, Ms. Martini was a director of Retail Council of Canada, including Chair of the Board from 2015 until 2017.		
	Areas of Expertise: <ul style="list-style-type: none"> Executive Leadership (Chief Executive Officer) Accounting, Finance and Risk Management Compensation and Talent Management Sales, Marketing and Retail 				
Member of	Attendance up to October 29, 2023		Other board membership or trustee of public corporations during the last five years:		
Board	8	of 8	100%	Present boards: <ul style="list-style-type: none"> CT Real Estate Investment Trust (since 2013) Past boards: —	
Human Resources and Compensation Committee	8	of 8	100%		
Audit Committee	4	of 4	100%		
Total	20	of 20	100%		
Securities held⁽¹⁾	Class A Shares		Class B Shares	Deferred share units	Total value of shares and deferred share units (\$)⁽²⁾
2023	3,750		—	103,746	1,117,958
2022	3,750		—	85,959	1,432,653
Ownership requirements⁽³⁾:					
	Value of ownership based on ownership guidelines (\$)		Minimum required (\$)	Excess over the minimum (\$)	
2023	1,805,767		375,000	1,430,767	
2022	1,666,026		345,000	1,321,026	
Percentage of objective satisfied: 482%		Target to meet requirement: Satisfied		Total compensation received in 2023: \$213,322	
Voting results at the annual meeting of shareholders held on March 8, 2023:					
Votes in favor	296,220,976		Votes against	568,697	
Percentage of votes in favor	99.81%		Percentage of votes against	0.19%	

	Mario Plourde Age: 62 Kingsey Falls, Québec Director since 2015 Independent		President and Chief Executive Officer of Cascades Inc. Mr. Mario Plourde is President and Chief Executive Officer of Cascades Inc., which manufactures, converts and markets packaging and tissue products, since 2013. He was appointed as Chief Operating Officer of Cascades Inc. in 2011. Over the years, he occupied different positions, including Plant Manager and General Manager in the plastics sector, Vice-President and Chief Operating Officer, and later President, of Cascades Specialty Products Group, in Canada and in the United States. Mr. Plourde sits on the Board of Directors of the Fondation Centre de cancérologie Charles-Bruneau, a foundation for pediatric cancer research. He also plays a key role in other organizations, associations and social efforts such as Centraide Centre-du-Québec. He is a multiple recipient of the award Prix bâtisseur - the Tour CIBC Charles-Bruneau as well as the Pioneer award. In 2018, Mr. Plourde co-chaired the Daffodil Ball, a fundraising event to help fund live-saving cancer research, lead prevention and advocacy initiatives and provide services to people with cancer.	
	Areas of Expertise: <ul style="list-style-type: none"> ▪ Manufacturing Industries ▪ Executive Leadership (Chief Executive Officer) ▪ Mergers and Acquisitions ▪ Social Responsibility and Sustainable Development 			
Member of	Attendance up to October 29, 2023		Other board membership or trustee of public corporations during the last five years:	
Board	8 of 8	100%	Present boards:	
Governance and Social Responsibility Committee	4 of 4	100%	<ul style="list-style-type: none"> ▪ Cascades Inc. (since 2014) 	
Total	12 of 12	100%	Past boards: —	
Securities held⁽¹⁾	Class A Shares	Class B Shares	Deferred share units	Total value of shares and deferred share units (\$)⁽²⁾
2023	9,900	—	64,502	773,781
2022	9,900	—	49,803	953,457
Ownership requirements⁽³⁾:				
	Value of ownership based on ownership guidelines (\$)	Minimum required (\$)	Excess over the minimum (\$)	
2023	1,288,081	375,000	913,081	
2022	1,118,945	345,000	773,945	
Percentage of objective satisfied: 343%	Target to meet requirement: Satisfied		Total compensation received in 2023: \$192,201	
Voting results at the annual meeting of shareholders held on March 8, 2023:				
Votes in favor	287,960,976	Votes against	8,637,664	
Percentage of votes in favor	97.09%	Percentage of votes against	2.91%	

	Jean Raymond Age: 64 Montréal, Québec Director since 2017 Independent	Vice-Chairman, Managing Director and Head of CIBC Capital Markets - Québec of CIBC World Markets Inc. Mr. Jean Raymond is Vice-Chairman, Managing Director and Head of CIBC Capital Markets - Québec of CIBC World Markets Inc., a business offering products and services aimed at capital markets, securities, brokerage and asset management, since 2010. Previously, he was Managing Director, Investment Banking of such organization. From 1988 to 1996, Mr. Raymond was Senior Vice-President and Director in the Mergers and Acquisitions Department of Lévesque Beaubien Geoffrion Inc. (now National Bank Financial Ltd.), a brokerage firm. From 1981 to 1987, he was a Senior Manager at Thorne Ernst & Whinney (now KPMG LLP), a chartered accounting firm. Mr. Raymond is a member of the Board of the Montreal Heart Institute Foundation and a member of its Investment Committee. He is also currently a member of the cabinet for the 2019-2026 Major Fundraising Campaign of the Montreal Children's Hospital Foundation.		
	Areas of Expertise: <ul style="list-style-type: none"> ▪ Media Industries ▪ Mergers and Acquisitions ▪ Accounting, Finance and Risk Management ▪ Compensation and Talent Management 			
Member of	Attendance up to October 29, 2023	Other board membership or trustee of public corporations during the last five years:		
Board	8 of 8 100%	Present boards:		
Human Resources and Compensation Committee	8 of 8 100%	–		
Total	16 of 16 100%	Past boards:		
		–		
Securities held⁽¹⁾	Class A Shares	Class B Shares	Deferred share units	Total value of shares and deferred share units (\$)⁽²⁾
2023	10,000	—	51,163	636,095
2022	10,000	—	37,778	763,015
Ownership requirements⁽³⁾:				
	Value of ownership based on ownership guidelines (\$)	Minimum required (\$)	Excess over the minimum (\$)	
2023	1,074,165	375,000	699,165	
2022	919,438	345,000	574,438	
Percentage of objective satisfied: 286%	Target to meet requirement: Satisfied	Total compensation received in 2023: \$174,987		
Voting results at the annual meeting of shareholders held on March 8, 2023:				
Votes in favor	296,351,551	Votes against	438,089	
Percentage of votes in favor	99.85%	Percentage of votes against	0.15%	

	Annie Thabet Age: 63 Nuns' Island (Verdun), Québec Director since 2015 Independent	Corporate Director Ms. Annie Thabet is a corporate director with over 35 years of experience, notably in asset management, private equity investment, mergers, acquisitions and financing transactions of technology and industrial businesses at Celtis Capital inc., a company she cofounded in 2003 specializing in transactional services, AT Capital, an investment firm she founded, Société générale de financement du Québec, a government corporation specializing in equity investments and PricewaterhouseCoopers LLP, an accounting firm. Ms. Thabet has served on the board of directors of Jean Coutu Group (PJC) inc. until 2018 and chaired the board of directors of the Institute of Corporate Directors - Québec from 2017 to 2019. She also sits on the boards of directors of the Institute for governance of private and public organizations (IGOPP), the Centre des technologies avancées BRP- Université de Sherbrooke and Manac Inc, a private manufacturer of semi-trailers, which was privatized in 2015.		
	Areas of Expertise: <ul style="list-style-type: none"> ▪ Manufacturing Industries ▪ Mergers and Acquisitions ▪ Accounting, Finance and Risk Management ▪ Governance and Regulations 			
Member of	Attendance up to October 29, 2023	Other board membership or trustee of public corporations during the last five years:		
Board Audit Committee Governance and Social Responsibility Committee Total	8 of 8 100% 4 of 4 100% 4 of 4 100% 16 of 16 100%	Present boards: <ul style="list-style-type: none"> ▪ Russel Metals Inc. (since 2018) ▪ Héroux-Devtek Inc. (since 2021) Past boards:		
Securities held⁽¹⁾	Class A Shares⁽⁷⁾	Class B Shares	Deferred share units	Total value of shares and deferred share units (\$)⁽²⁾
2023 2022	14,280 14,280	— —	37,034 29,187	533,666 694,168
Ownership requirements⁽³⁾:				
	Value of ownership based on ownership guidelines (\$)	Minimum required (\$)	Excess over the minimum (\$)	
2023 2022	915,669 836,147	375,000 345,000	540,669 491,147	
Percentage of objective satisfied: 244%		Target to meet requirement: Satisfied		Total compensation received in 2023: \$170,039
Voting results at the annual meeting of shareholders held on March 8, 2023:				
Votes in favor Percentage of votes in favor	295,663,607 99.62%	Votes against Percentage of votes against	1,126,033 0.38%	

(1) The number of Class A Shares, Class B Shares and deferred share units was determined as at January 9, 2024 and January 10, 2023, as applicable (the number of deferred share units held by directors who are also employees of the Corporation only includes vested deferred share units). The number of Class A Shares and Class B Shares for Ms. Nathalie Marcoux, Ms. Isabelle Marcoux and Mr. Pierre Marcoux excludes the number of shares held by Capinabel Inc. All of the outstanding shares of Capinabel Inc. are held by Mr. Rémi Marcoux, founder of the Corporation, Ms. Nathalie Marcoux, Ms. Isabelle Marcoux, Mr. Pierre Marcoux, corporations they control and trusts of which they are the beneficiaries. The value of the shares of the Corporation held by Capinabel Inc., a corporation they are shareholders of, was \$135,232,389. The shares held by Capinabel Inc. represent 73.81% of the voting rights attached to all outstanding shares of the Corporation. Capinabel Inc. has entered into a monetization transaction with a Canadian chartered bank relating to 3,950,000 Class B Shares. The monetization transaction may be repaid in cash or through the transfer of Class A Shares. If the monetization transaction was repaid on the date hereof through the transfer of Class A Shares, the shares held by Capinabel Inc. would represent 64.92% of the voting rights attached to the outstanding shares of the Corporation.

(2) The value of the deferred share units was calculated based on the closing price of the Class A Shares. The total value of the Class A Shares, the Class B Shares and the deferred share units was calculated based on the closing prices of such shares at the end of the fiscal year in question. For the 2023 fiscal year, the closing price of the Class A Shares was \$10.40 and \$10.68 for the Class B Shares. For the 2022 fiscal year, the closing price of the Class A Shares was \$15.97 and \$16.23 for the Class B Shares. The value mentioned for Ms. Nathalie Marcoux, Ms. Isabelle Marcoux and Mr. Pierre Marcoux excludes the value of the shares held by Capinabel Inc., a corporation they are shareholders of, which is \$135,232,389. The major part of the value of the shares of the Corporation held by Capinabel Inc. is allocated to a family trust the beneficiaries of which are the descendants of Mr. Rémi Marcoux. All of the outstanding shares of Capinabel Inc. are held by Mr. Rémi Marcoux, founder of the Corporation, Ms. Nathalie Marcoux, Ms. Isabelle Marcoux, Mr. Pierre Marcoux, corporations they control and trusts of which they are the beneficiaries. The shares held by Capinabel Inc. represent 73.81% of the voting rights attached to all outstanding shares of the Corporation. Capinabel Inc. has entered into a monetization transaction with a Canadian chartered bank relating to 3,950,000 Class B Shares. The monetization transaction may be repaid in cash or through the transfer of Class A Shares. If the monetization transaction was repaid on the date hereof through the transfer of Class A Shares, the shares held by Capinabel Inc. would represent 64.92% of the voting rights attached to the outstanding shares of the Corporation.

- (3) The ownership requirements are determined at the end of the applicable fiscal year. For calculation purposes, in relation to ownership of shares, the Corporation uses the greater of the amount paid for such shares (or the price at the time of grant of the relevant share units) and the closing price of such shares on the Toronto Stock Exchange on October 27, 2023 (the last business day of the 2023 fiscal year) or October 28, 2022 (the last business day of the 2022 fiscal year), as the case may be. For the 2023 fiscal year, the closing price of the Class A Shares was \$10.40 and \$10.68 for the Class B Shares. For the 2022 fiscal year, the closing price of the Class A Shares was \$15.97 and \$16.23 for the Class B Shares. Given their economic interest in Capinabel Inc., for Ms. Nathalie Marcoux, Ms. Isabelle Marcoux and Mr. Pierre Marcoux, shares held by Capinabel Inc. in the capital of the Corporation are considered in determining their ownership requirements. All of the outstanding shares of Capinabel Inc. are held by Mr. Rémi Marcoux, founder of the Corporation, Ms. Nathalie Marcoux, Ms. Isabelle Marcoux, Mr. Pierre Marcoux, corporations they control and trusts of which they are the beneficiaries. The shares held by Capinabel Inc. represent 73.81% of the voting rights attached to all outstanding shares of the Corporation. Capinabel Inc. has entered into a monetization transaction with a Canadian chartered bank relating to 3,950,000 Class B Shares. The monetization transaction may be repaid in cash or through the transfer of Class A Shares. If the monetization transaction was repaid on the date hereof through the transfer of Class A Shares, the shares held by Capinabel Inc. would represent 64.92% of the voting rights attached to the outstanding shares of the Corporation.
- (4) The Class A Shares are held by Gestion Isabelle Marcoux inc., a corporation controlled by Ms. Isabelle Marcoux.
- (5) The deferred share units held by Ms. Isabelle Marcoux were granted pursuant to the Share Unit Plan applicable to the Executive Chair of the Board.
- (6) Ms. Isabelle Marcoux is subject to share ownership rules pursuant to which she must own three times her annual base salary either in shares of the Corporation, in vested deferred share units or in unvested retention-based restricted share units. Given her economic interest in Capinabel Inc. and indirectly in the shares of the Corporation held by Capinabel Inc. a portion of the economic value of Capinabel Inc. in shares held by Capinabel Inc. in the capital of the Corporation is taken into account for purposes of satisfying her ownership requirements. The value of the shares held by Capinabel Inc. in the capital of the Corporation at the end of the 2023 fiscal year was \$135,232,389. All of the outstanding shares of Capinabel Inc. are held by Mr. Rémi Marcoux, founder of the Corporation, Ms. Nathalie Marcoux, Ms. Isabelle Marcoux, Mr. Pierre Marcoux, corporations they control and trusts of which they are the beneficiaries.
- (7) The total number of Class A Shares includes 3,700 Class A Shares held by AT Capital, a corporation controlled by Ms. Annie Thabet.

3.2 Additional Disclosure Relating to Directors

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

Furthermore, to the knowledge of the Corporation, no proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

3.3 Board Interlocks

The Governance and Social Responsibility Committee has reviewed the membership of the proposed nominees to the board of directors of other public corporations. The table below shows the boards of directors of public corporations where at least two of our directors sit on the same board. The Governance and Social Responsibility Committee and the Board have determined that such interlocks on the same board do not impair their ability to exercise an independent judgment as a member of the Board of Directors of the Corporation:

Corporation	Directors	Committees
Cascades Inc.	Mario Plourde Nelson Gentiletti	President and Chief Executive Officer Audit and Finance Human Resources

3.4 Board of Directors' Attendance Record

For the fiscal year ended October 29, 2023, the total attendance record of directors was 100% for Board meetings, 100% for the Audit Committee meetings, 100% for the Human Resources and Compensation Committee meetings and 100% for the Governance and Social Responsibility Committee meetings.

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

Director	Board of Directors (8 meetings)		Audit Committee (5 meetings)		Human Resources and Compensation Committee (8 meetings)		Governance and Social Responsibility Committee (4 meetings)		Total Attendance
	Number	%	Number	%	Number	%	Number	%	%
Peter Brues ⁽¹⁾	5	100%	—	—	—	—	—	—	100%
Jacynthe Côté	8	100%	—	—	8	100%	—	—	100%
Nelson Gentiletti	8	100%	4	100%	—	—	4	100%	100%
Yves Leduc	8	100%	—	—	—	—	4	100%	100%
Isabelle Marcoux	8	100%	—	—	—	—	—	—	100%
Nathalie Marcoux	8	100%	—	—	—	—	—	—	100%
Pierre Marcoux	8	100%	—	—	—	—	—	—	100%
Rémi Marcoux	8	100%	—	—	—	—	—	—	100%
Anna Martini	8	100%	4	100%	8	100%	—	—	100%
Mario Plourde	8	100%	—	—	—	—	4	100%	100%
Jean Raymond	8	100%	—	—	8	100%	—	—	100%
Annie Thabet	8	100%	4	100%	—	—	4	100%	100%

(1) Mr. Peter Brues ceased to be a director of the Corporation as of June 7, 2023. Until that date, the Board of Directors held six meetings. Mr. Brues was not invited to attend, nor did he attend the Board meeting held on May 19, 2023 due to the matters discussed at that meeting concerning potential changes in senior management.

4. Compensation of Directors Analysis

4.1 Compensation of Directors

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

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

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

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

For the fiscal year ended October 29, 2023, the Corporation reviewed the compensation offered by the companies forming part of a comparison group. The comparison group has been adjusted by taking into consideration the comparison group used with respect to the compensation of the Executive Chair of the Board and the companies on whose board our directors sit, considering their market capitalization. In addition to the criteria mentioned above, these companies operate more in business segments closer to those in which the Corporation operates and have a market capitalization more similar to that of the Corporation.

Hence, for purposes of the compensation of directors payable in 2023, the comparison group was comprised of the following companies:

Companies forming part of the 2023 comparison group	
CAE Inc.	Maple Leaf Foods Inc.
Cascades Inc.	Noranda Income Fund
Cogeco Inc.	Quebecor Inc.
Corus Entertainment Inc.	Russel Metals Inc.
Gildan Activewear Inc.	Stella-Jones Inc.
KP Tissue Inc.	Winpak Ltd.
Leon's Furniture Limited	

For 2024, the Corporation again analyzed the compensation offered by companies forming part of the comparison group. After analysis and discussion, KP Tissue Inc. and Leon's Furniture Limited were removed as well as Noranda Income Fund as it is no longer a reporting issuer.

For purposes of the compensation of directors payable in 2024, the comparison group was revised as follows:

Companies forming part of the 2024 comparison group	
CAE Inc.	Maple Leaf Foods Inc.
Cascades Inc.	Quebecor Inc.
Cogeco Inc.	Russel Metals Inc.
Corus Entertainment Inc.	Stella-Jones Inc.
Gildan Activewear Inc.	Winpak Ltd.

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

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

Directors received, during the fiscal year ended October 29, 2023, annual fees and fixed fees for the committees they serve. Compensation is paid quarterly.

The following table presents the different components of the compensation the directors were entitled to receive during the fiscal year ended October 29, 2023, with the exception of Ms. Isabelle Marcoux, Executive Chair of the Board and Mr. Peter Brues, former President and Chief Executive Officer who were not compensated solely for serving as directors. The compensation for Ms. Isabelle Marcoux and Mr. Peter Brues, is disclosed in Section 6.2.

Type of compensation	Amount
Annual compensation	\$125,000 ⁽¹⁾
Member of the Audit Committee	\$13,000
Member of the Human Resources and Compensation Committee	\$12,000
Member of the Governance and Social Responsibility Committee	\$10,000

Type of compensation	Amount
Chair of the Audit Committee	\$25,000
Chair of the Human Resources and Compensation Committee	\$22,000
Chair of the Governance and Social Responsibility Committee	\$18,000
Lead Director	\$25,000

(1) As of October 30, 2023, the annual compensation of the directors increased by \$15,000.

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

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

If an independent director, who is not an employee of the Corporation or of one of its subsidiaries, is asked to provide additional services to the Corporation beyond the customary responsibilities of a director, such director may receive additional compensation as determined by the Governance and Social Responsibility Committee.

In accordance with the Corporation's ownership guidelines for directors, as at January 9, 2024, all directors held shares or deferred share units representing an amount equal to at least three times the sum of the director's annual compensation payable in 2023. Directors who are also senior executives of the Corporation are subject to the share ownership guidelines applicable to senior executives. See Section 6.1.6. For calculation purposes, in relation to ownership of shares, the Corporation uses the greater of the amount paid for such shares (or the price at the time of grant of the relevant share units) and the closing price of such shares on the Toronto Stock Exchange on October 27, 2023 (the last business day of the fiscal year).

4.2 Summary of Compensation of Directors

The following table presents the details of the compensation paid to the directors of the Corporation for the fiscal year ended October 29, 2023 (with the exception of Ms. Isabelle Marcoux and Mr. Peter Brues, who are Named Executive Officers).

Director	Fees earned (\$) ⁽¹⁾	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$) ⁽²⁾	All other compensation (\$) ⁽³⁾	Total (\$)
Jacynthe Côté	86,000	86,000	—	—	—	48,986	220,986
Nelson Gentiletti	80,000	80,000	—	—	—	11,772	171,772
Yves Leduc	—	135,000	—	—	—	34,209	169,209
Nathalie Marcoux	125,000	—	—	—	—	29,031	154,031
Pierre Marcoux	125,000	—	—	—	—	—	125,000
Rémi Marcoux	125,000	—	—	—	—	—	125,000
Anna Martini	—	150,000	—	—	—	63,322	213,322
Mario Plourde	—	143,000	—	—	—	49,201	192,201
Jean Raymond	—	137,000	—	—	—	37,987	174,987
Annie Thabet	74,000	74,000	—	—	—	22,039	170,039

(1) Ms. Isabelle Marcoux and Mr. Peter Brues are Named Executive Officers of the Corporation and did not receive any compensation solely for serving as directors. The compensation of Ms. Isabelle Marcoux as Executive Chair of the Board and Chair of the Board prior to her appointment as Executive Chair of the Board and of Mr. Peter Brues as a senior executive of the Corporation is disclosed under Section 6.2.

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

(3) Includes DSUs granted corresponding to dividends declared to holders of Class A Shares .

The following table presents the fees paid to each director as such for the fiscal year ended October 29, 2023, excluding dividends payable in deferred share units. Please see Section 6.1.8 for the compensation paid to Ms. Isabelle Marcoux and to Mr. Peter Brues.

Director	Annual compensation (\$)	Compensation as committee member (\$)	Compensation as committee chair (\$)	Compensation as Lead Director (\$)	Total (\$)	% paid in share units
Jacynthe Côté	125,000	—	22,000	25,000	172,000	50%
Nelson Gentiletti	125,000	10,000	25,000	—	160,000	50%
Yves Leduc	125,000	10,000	—	—	135,000	100%
Nathalie Marcoux	125,000	—	—	—	125,000	—
Pierre Marcoux	125,000	—	—	—	125,000	—
Rémi Marcoux	125,000	—	—	—	125,000	—
Anna Martini	125,000	25,000	—	—	150,000	100%
Mario Plourde	125,000	—	18,000	—	143,000	100%
Jean Raymond	125,000	12,000	—	—	137,000	100%
Annie Thabet	125,000	23,000	—	—	148,000	50%

4.3 Outstanding Share-Based Awards and Option-Based Awards for the Fiscal Year Ended October 29, 2023

The following table presents for each director all outstanding awards at the end of the fiscal year ended October 29, 2023 (with the exception of Ms. Isabelle Marcoux and Mr. Peter Brues, who are Named Executive Officers, see Section 6.3.1).

Director	Option-based awards				Share-based awards		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$) ⁽²⁾
Jacynthe Côté	N/A	N/A	N/A	N/A	—	—	637,850
Nelson Gentiletti	N/A	N/A	N/A	N/A	—	—	184,895
Yves Leduc	N/A	N/A	N/A	N/A	—	—	485,364
Nathalie Marcoux	N/A	N/A	N/A	N/A	—	—	350,850
Pierre Marcoux	N/A	N/A	N/A	N/A	—	—	—
Rémi Marcoux	N/A	N/A	N/A	N/A	—	—	—
Anna Martini	N/A	N/A	N/A	N/A	—	—	1,078,954
Mario Plourde	N/A	N/A	N/A	N/A	—	—	670,819
Jean Raymond	N/A	N/A	N/A	N/A	—	—	532,090
Annie Thabet	N/A	N/A	N/A	N/A	—	—	385,149

(1) The Corporation has ceased granting options since the 2014 fiscal year. There were no options outstanding during the fiscal year ended October 29, 2023 as all options that had been granted had been exercised prior to the beginning of such fiscal year.

(2) The market value of the share units is calculated on the basis of a payment for vested deferred share units and using the closing price of the Class A Shares on the Toronto Stock Exchange on October 27, 2023, being the last business day of the fiscal year, which closing price was \$10.40 per share.

4.4 Option-Based Awards, Share-Based Awards and Non-Equity Incentive Plan for the Fiscal Year Ended October 29, 2023

The following table presents, for each director, the value on vesting of all options-based and share-based awards and any non-equity incentive plan during the fiscal year ended October 29, 2023 (except for Ms Isabelle Marcoux and Mr. Peter Brues who are Named Executive Officers, see Section 6.3.2).

Director	Option-based awards - Value vested during the year (\$) ⁽¹⁾	Share-based awards - Value vested during the year (\$) ⁽²⁾	Non-equity incentive plan compensation - Value earned during the year (\$)
Jacynthe Côté	—	134,986	—
Nelson Gentiletti	—	91,772	—
Yves Leduc	—	169,209	—
Nathalie Marcoux	—	29,031	—
Pierre Marcoux	—	—	—
Rémi Marcoux	—	—	—
Anna Martini	—	213,322	—
Mario Plourde	—	192,201	—
Jean Raymond	—	174,987	—
Annie Thabet	—	102,606	—

- (1) The Corporation has ceased granting options since the 2014 fiscal year. There were no options outstanding during the fiscal year ended October 29, 2023 as all options that had been granted had been exercised prior to the beginning of such fiscal year.
- (2) The value of the share units which vested during the fiscal year ended October 29, 2023 is calculated in accordance with the provisions of the Deferred Share Unit Plan for the directors of Transcontinental Inc. and is equal to the average of the closing prices of a board lot of Class A Shares on the Toronto Stock Exchange for the last five trading days preceding the vesting date. Vested share units include DSUs granted equivalent to dividends declared to holders of Class A Shares.

5. Disclosure of Corporate Governance Practices

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

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

5.1 Governance Considerations Related to Dual-Class Share Structure

As mentioned under the heading "How many voting shares are there?" on page 3 of this Circular, only Class A Shares and Class B Shares carry voting rights. Save for the fact that Class B shares carry 20 votes per share as compared to one vote per share for Class A Shares, these shares entitle their holders to the same rights and rank equally. This capital structure was adopted almost 45 years ago for several reasons, for long-term corporate governance as opposed to a year-to-year or quarter-to-quarter basis, and, secondarily, to ensure Canadian control, which is important for some of the Corporation's activities as the Corporation is involved in educational book publishing. This long-term perspective has greatly benefited the shareholders of the Corporation allowing for certain strategic decisions to be made over the years to ensure the Corporation's sustainability, including the consolidation of the printing industry, the sale of the Media Sector activities relying on advertisement, the transformation towards flexible packaging and material and ambitious commitments relating to social responsibility and sustainable development.

The Class A Shares and the Class B Shares are listed and traded on the Toronto Stock Exchange. The Class B Shares were held at inception, and are still held, by multiple shareholders and are not restricted to the founders and their families. Members of the Marcoux family who currently control the Corporation and the Board of Directors of the Corporation have noted concerns of certain proxy advisors and analysts calling for limitations on the use of such dual-class share structures. Neither the Marcoux family nor the Board of Directors shares this position which tends to treat all situations interchangeably without regard for any particularities and the fact that corporate governance practices of certain organizations are not at the same level as those of other issuers or the best practices of the Corporation. The capital structure of the Corporation is not indefinite in that it provides for a time when both categories of shares will cease to exist, as opposed to the situation of many other issuers. The Marcoux family has always demonstrated that good corporate governance practices are necessary, advisable and need to be implemented. The Board of Directors of the Corporation is comprised of a majority of independent directors (not only with respect to the Corporation but also to its controlling shareholder) who are highly qualified, skilled and seasoned. Furthermore, all committees of the Board of Directors are composed entirely of independent directors. Votes received by the directors on an annual basis also reflect the shareholders' satisfaction with their work in representing the interests of all shareholders and in exercising their oversight duty over management. Since the beginning of 2017, four new directors have been appointed to the Board of Directors, representing 33.6% of the Board of Directors, indicating a renewal of the Board of Directors' composition. The Corporation also established a Board of Directors diversity target of 30% for female representation, which has already been exceeded.

The Institute for Governance of Private and Public Organizations (the "IGOPP") states in its Policy Paper published in 2019 entitled the *Case for Dual-Class of Shares*, along with several studies and analyses, that corporations with a dual-class share structure, including family-controlled corporations, are as likely to foster long-term growth, demonstrate better stock market performance and to create value than those organizations with a single class of common shares. We agree that corporations with a dual-class share structure, supported by good corporate governance practices, serve the long-term interests of shareholders as a whole well, if not better, and are undoubtedly less likely to be primarily focused on short-term results and a single class of shareholders. Such organizations, including the Corporation, often demonstrate a culture based on the founders' values, vision, work ethics and commitment to their communities upon which their reputation is largely built. Our Board of Directors and our Governance and Social Responsibility Committee are satisfied that the Corporation has adopted and follows good corporate governance practices.

5.2 Board of Directors and its Committees

The mandate of the Board of Directors is to oversee management of the business in accordance with applicable laws and regulations and to ensure that senior management of the Corporation acts in a manner that not only protects the values of the Corporation but is also in compliance therewith, thus ensuring that the Corporation is managed in line with the best interests of the stakeholders of the business, including its employees, its customers, its shareholders and its community. The Board of Directors carries out its duties either directly or through its committees. During the fiscal year ended October 29, 2023, the Board of Directors held eight meetings. Independent directors held in camera sessions at each Board meeting.

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

The Board has three standing committees, namely (i) the Human Resources and Compensation Committee; (ii) the Governance and Social Responsibility Committee; and (iii) the Audit Committee. From time to time, the Board of Directors establishes committees with special mandates. For example, in 2019, the Board had formed a committee formed of three independent directors with the mandate of reviewing a transaction between the Corporation and a corporation controlled by a director and to recommend its approval by all of the independent directors. The independent directors chosen by the Board were chosen notably for their experience and given the challenges tied to this transaction. Persons related to such director were not directly involved in the negotiations nor were they involved for the Corporation in the approval of the transaction,

members of management involved reporting directly to the special committee. Any other matter with a related party clearly within the mandate of a standing committee of the Board (for example, the compensation of the Executive Chair of the Board) is and will continue to be dealt with by this standing committee which is composed of independent directors only. The Audit Committee's mandate provides that the Audit Committee has the mandate to review, unless otherwise determined by the Board, and recommend for approval by the Board, any related party transaction, including any transaction with the controlling shareholder or a person related to the controlling shareholder. The Board of Directors intends to refer to the Audit Committee or follow the same procedure as used in 2019 with respect to any other related party transaction within the meaning of Multilateral Instrument 61-101 regarding the protection of minority security holders in special transactions, irrespective of the amount involved.

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

Human Resources and Compensation Committee

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

Chair: Jacynthe Côté
Members: Anna Martini, Jean Raymond

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

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

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

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

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

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

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

At least once per year, the Human Resources and Compensation Committee reviews the succession plans for the President and Chief Executive Officer and members of the management team. The purpose of the exercise is to identify successors for the position of President and Chief Executive Officer and other members of management in the short and medium-term (ready now; within one to two years; within three to five years; and in case of emergency). A development plan is then prepared for each individual identified as a successor and discussed at least twice per year. Since 2020, all directors are invited to attend the meeting of the Human Resources and Compensation Committee where the succession and development plans were presented and discussed, and all directors have participated. The Human Resources and Compensation Committee also reviews development programs for successors to the senior executives, high potential individuals, the next generation of executives and women managers.

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

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

During the fiscal year ended October 29, 2023, the Human Resources and Compensation Committee held eight meetings. During this fiscal year, the Human Resources and Compensation Committee, inter alia:

- reviewed and approved the 2023 objectives and participated in the evaluation of the performance of the former President and Chief Executive Officer;
- considered and discussed potential changes to the management team and recommended certain changes to the Board of Directors;
- discussed, reviewed, negotiated and recommended to the Board of Directors the termination agreement for the former President and Chief Executive Officer;
- discussed and recommended to the Board of Directors the hiring of the new President and Chief Executive Officer;
- reviewed and approved the comparison groups used in connection with the compensation of executives and of the Executive Chair of the Board;
- reviewed and approved the compensation of the senior executives and the Named Executive Officers;
- reviewed, discussed and approved new hires or promotions of individuals reporting to the Executive Chair of the Board and to the President and Chief Executive Officer and approved their terms of employment;
- reviewed the compensation of the Executive Chair of the Board and recommended its approval to the Board of Directors;
- reviewed the short, medium and long-term incentive programs for members of the various operating sectors and head office;
- approved the wage and salary increase policy;
- reviewed the value of the grants of share units granted and recommended their approval to the Board of Directors;
- reviewed and approved the vesting criteria for the performance-based share units granted to the executives;

- reviewed the programs for the development of successors to senior executives, high potential employees, the next generation of executives and women managers;
- reviewed reports of denunciations of complaints regarding human resources matters;
- discussed with management, including the sectors' management, the results achieved by the Corporation in terms of health and safety, the objectives and initiatives relating thereto and the action plans implemented to achieve these objectives;
- discussed with management the initiatives of the Corporation in terms of diversity, including regarding women representation;
- discussed with management changes to the management team, including within the operating sectors, including promotion, retirement, and voluntary and involuntary departures of members of the management team;
- reviewed the compensation payable to external consultants; and
- reviewed the mandate of the Human Resources and Compensation Committee and the role and responsibilities of the chair of the committee.

Governance and Social Responsibility Committee

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

Chair: Mario Plourde

Members: Nelson Gentiletti, Yves Leduc, Annie Thabet

The Governance and Social Responsibility Committee is a committee that assists the Board in fulfilling its oversight obligations primarily with respect to corporate social responsibility and compliance with legal and regulatory requirements relating to corporate governance, the review of the size and composition of the Board, director training, the implementation of sound corporate governance practices, including the development and administration of a code of conduct, the evaluation of the Board, its committees and the Executive Chair of the Board, and the examination of the social responsibility plan of the Corporation and the progress made in this regard (including various undertakings and initiatives put forward by the Corporation, performance measures to be used, progress made regarding objectives pre-established and discussed with members of the Governance and Social Responsibility Committee the positioning of the Corporation compared to that of other businesses).

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

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

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

During the fiscal year ended October 29, 2023, the Governance and Social Responsibility Committee held four meetings. During such fiscal year, the Governance and Social Responsibility Committee, inter alia:

- reviewed a comparison of corporate governance practices of the Corporation with those of other public companies (including with respect to size, composition and functioning of the Board of Directors);

- reviewed the composition, size, tenure and competencies of members of the Board of Directors and its committees;
- examined the independence of the directors;
- discussed the matrix of competencies sought for the Board of Directors;
- discussed potential director candidates in the event that a new director is added to the Board of Directors;
- reviewed and approved the comparison group used in connection with the compensation of directors;
- examined the compensation of directors and recommended changes to the compensation payable to members of the Board of Directors;
- reviewed and approved the questionnaires for the assessment of the Board of Directors, its committees and the Executive Chair of the Board;
- proceeded with the annual assessment of the performance of the Executive Chair of the Board, the Board of Directors and its committees;
- discussed the initiatives of the Corporation in terms of diversity and women representation launched in compliance with the Corporation's policies on women representation and reviewed progress made;
- discussed sustainability with management at every meeting of the committee;
- reviewed the 2023 Corporate Social Responsibility Plan Progress Report, including progress made;
- discussed projects of the Corporation relating to sustainability, including certain investments;
- discussed the results achieved pursuant to certain innovation and research and development projects related to sustainable development and the revenues realized by the Corporation associated with such projects;
- discussed standards and performance indicators used in connection with statements regarding social responsibility and sustainability;
- discussed the goals and undertakings made by the Corporation in connection with social responsibility and sustainability;
- discussed recent developments in environmental matters;
- reviewed the Code of Conduct as well as the questionnaire and certificates completed by employees and executives with respect to the Code of Conduct, and recommended to the Board of Directors certain changes to the Code of Conduct;
- reviewed the mandates of the Board of Directors and its committees and the role and responsibilities of each of the Executive Chair of the Board, the Lead Director, the President and Chief Executive Officer and chairs of the Board committees;
- examined reports setting out transactions made from time to time by insiders; and
- discussed the continuing education opportunities for directors.

Audit Committee

The Audit Committee is composed exclusively of three independent directors:

Chair:	Nelson Gentiletti
Members:	Anna Martini, Annie Thabet

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

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

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

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

During the fiscal year ended October 29, 2023, the Audit Committee held four meetings, during which, inter alia, the Audit Committee:

- examined and recommended to the Board of Directors the approval of the annual and interim financial statements, the management's discussion and financial analysis and the press releases relating thereto;
- reviewed and discussed the Corporation's risk management program (including operational, financial and strategic risks), their evolution and actions undertaken to mitigate them, notably in connection with cybersecurity;
- examined the assumptions underlying the budget for the 2024 fiscal year;
- reviewed and approved a few financings completed by the Corporation during the fiscal year ended October 29, 2023, including the factoring program;
- reviewed, at the time of its renewal, the insurance coverage for the Corporation, including the directors' and officers' insurance coverage policy;
- examined the certification of accounting processes;
- reviewed reports of the external auditors;
- reviewed and approved the fees paid to the external auditors;
- reviewed and approved the terms related to any other services provided by KPMG LLP;
- reviewed the application of new standards during the fiscal year;
- reviewed the budget, the audit plan and reports from internal audit regarding various mandates;
- reviewed, on a quarterly basis, the hedging programs (including regarding interest rates and exchange rates);
- with management, followed up on certain previously completed acquisitions in relation to expectations and perspectives at the time of such acquisitions;
- reviewed the dividend policy and the declaration and payment of dividends;
- reviewed the Delegation of Authority Policy;

- reviewed reports regarding complaints filed pursuant to the Whistleblowing Policy and Procedure;
- reviewed reports and evaluations of liabilities pursuant to pension plans; and
- reviewed the mandate of the Audit Committee and the role and responsibilities of the chair of the committee.

Information regarding the Audit Committee

Information regarding the Audit Committee and the information required under Form 52-110F1 are presented under "Information Regarding the Audit Committee" in the Corporation's Annual Information Form for the fiscal year ended October 29, 2023. A copy of the Annual Information Form can be obtained on SEDAR+'s Internet site (www.sedarplus.ca), on the Corporation's website (www.tc.tc) or by making a request therefore to our Corporate Secretary at 1 Place Ville Marie, Suite 3240, Montréal, Québec H3B 0G1.

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

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

The description of the role and responsibilities of the Executive Chair of the Board provides that she assumes direct leadership over the strategic direction of the Corporation and oversight of the implementation of the Corporation's mission, vision and values, provides leadership and guidance and gives direction to the President and Chief Executive Officer concerning the management of the Corporation and the execution of his responsibilities and priorities as President and Chief Executive Officer, manages the performance of the President and Chief Executive Officer and provides leadership relating to corporate development projects, including acquisitions and divestitures in alignment with the strategic vision and plan of the Corporation, establishes leadership and develops guiding principles for the Board of Directors to ensure its effectiveness and good governance and represents the Board with the shareholders at the annual meeting of shareholders. The Executive Chair of the Board ensures that the directors can act independently from management and ensures that the communications between the Executive Chair of the Board, the President and Chief Executive Officer and the members of the Board remain open and transparent on all material matters relating to the Corporation. She chairs Board meetings and ensures that Board members receive clear information on a timely basis and that they have sufficient resources to fulfill their responsibilities, and she oversees the integration and continuing training of directors. In addition, the Executive Chair of the Board acts as a resource person to the Board committees. The Executive Chair of the Board acts as a representative of the Corporation within the community and manages the Corporation's budget for donations and sponsorships, including its allocation. She represents the Corporation in many instances, including with shareholders and other business partners of the Corporation, such as external clients, communities and governments. She reviews and recommends to the Board annually, together with the Human Resources and Compensation Committee, the annual objectives of the President and Chief Executive Officer, carries out the annual performance evaluation of the President and Chief Executive Officer based upon the objectives established each year and determines the components of his compensation, which must be approved by the Board of Directors. She works closely with senior management in order to participate in the establishment of the Corporation's strategic plan, ensures that operations comply with the Corporation's strategic direction and, with the President and Chief Executive Officer, ensures that executive succession plans are in place. She also supervises the Corporation's educational book publishing operations. In collaboration with the Governance and Social Responsibility Committee, she supervises the implementation and execution of the Corporation's social responsibility plan. In connection with her duties, the Executive Chair of the Board must promote the Corporation's values as well as inclusion and diversity.

The Board of Directors has appointed a Lead Director. The Lead Director is an independent director whose fundamental role is to ensure that Board members can act independently of the controlling shareholder, to allow independent directors to meet and ensure that directors' concerns are known to the Executive Chair of the Board. The main responsibilities of the Lead Director include, amongst others: (i) chairing and directing meetings of the independent directors; (ii) providing leadership to ensure that the directors can function independently from the controlling shareholder; (iii) ensuring that independent directors have regular opportunities to meet without representatives of the controlling shareholder and members of management present; and (iv) examining from time to time with the Executive Chair of the Board important matters to be treated by the Board.

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

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

Composition of the Board

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

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

The Governance and Social Responsibility Committee reviews annually the size and composition of the Board of Directors. An assessment of the performance of the Board of Directors and of its committees is carried out in writing by the directors every year. The Governance and Social Responsibility Committee receives a written nominative report. This assessment allows the identification, inter alia, of competencies and skills that the Board of Directors should consider if and when a new director will be added to the Board of Directors. At least on an annual basis, and after having reviewed the foregoing report, inter alia, the Governance and Social Responsibility Committee holds discussions with the Executive Chair of the Board regarding potential candidacies should candidates be needed. In the event of a vacancy on the Board of Directors, members of the committee then discuss potential nominees identified depending on the skills sought and requirements at the committee level as a result of the departure of the board member, taking into account, notably, the objectives in terms of diversity. Potential candidates are generally first met by the chair of the Governance and Social Responsibility Committee and the Executive Chair of the Board. A recommendation is thereafter made to the Governance and Social Responsibility Committee who reviews the candidacy. Finally, the Governance and Social Responsibility Committee recommends to the Board of Directors a candidate to be appointed or elected to the Board of Directors. A discussion follows with all members of the Board of Directors. A favorable decision will result in an invitation to join the Board of Directors at the next annual meeting of shareholders, subject to the vote of the shareholders, or at the next board meeting, as the case may be. This process was followed in the past, demonstrating that the renewal of the Board of Directors is happening without the need for a policy regarding tenure or age of retirement for directors.

Management proposes 10 nominees as directors. The Board of Directors is convinced that the number of directors that comprise the Board results in an efficient decision making process.

Independence of Directors

The Corporation complies with the guidelines on corporate governance practices which set out that a majority of the directors of the Corporation must be independent. In fact, 70% of the proposed nominees as directors are independent.

According to Section 1.4 of Multilateral Instrument 52-110, a director is independent if he has no direct or indirect material relationship with the Corporation, which includes a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of the director's independent judgment. After having examined the roles and relations between each director with respect to the Corporation, including those which may reasonably interfere with the exercise of the director's judgment, the Governance and Social Responsibility Committee and the Board of Directors have established that 64% of the Corporation's directors (7 out of 11) were independent at the date of this Circular. The Corporation is proposing 10 nominees for election as directors at the next annual meeting, of which 70% are independent (7 out of 10). These independent directors have no interest in the Corporation or in the management thereof (otherwise than as a shareholder or holder of deferred share units), or any other relationship with them. Moreover, at least 70% of the directors have no interest or relationship with the significant shareholder and are thus considered independent with respect to such shareholder. The number of independent directors is also an equitable reflection of the interest in the Corporation of shareholders other than the significant shareholder. The independent directors are thus in a position to represent fairly all shareholders. The Governance and Social Responsibility Committee reviews, on an annual basis, the size and composition of the Board of Directors. After having examined the role and relationships of each of the directors, the Governance and Social Responsibility Committee has established that 70% of the proposed directors are independent of the Corporation, namely:

Director	Independent	Non- independent	Reason why non-independent
Jacynthe Côté	x		
Nelson Gentiletti	x		
Yves Leduc	x		
Isabelle Marcoux		x	Shareholder and Officer of Capinabel Inc. and an executive of the Corporation
Nathalie Marcoux		x	Shareholder and Officer of Capinabel Inc.
Pierre Marcoux		x	Shareholder and Officer of Capinabel Inc.
Anna Martini	x		
Mario Plourde	x		
Jean Raymond	x		
Annie Thabet	x		

This determination was made based on the following factors:

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

However, Jacynthe Côté, director of the Corporation, is Chair of the Board of Royal Bank of Canada ("RBC"). RBC is a member of the banking syndicate of the Corporation, notably as a lender pursuant to a certain credit facility and a term loan. RBC also provides services relating to treasury, portfolio management, annuity purchase contracts, and foreign exchange and interest contracts, among other services. Ms. Côté was not involved in the negotiations with, nor for the benefit of, the

Corporation. She declared her interest to the other members of the Board of Directors and the Audit Committee prior to approval of these financings by the Board of Directors or the Audit Committee, as the case may be.

Mr. Jean Raymond, director of the Corporation, is Vice-Chairman, Managing Director and Head of CIBC Capital Markets-Québec of CIBC World Markets Inc., an affiliate of Canadian Imperial Bank of Commerce ("CIBC"). CIBC is a member of the banking syndicate of the Corporation notably as a joint book runner, co-lead arranger, administrative agent and a lender pursuant to certain credit facilities and term loans. CIBC also provides treasury and trustee services, and has entered into derivatives contracts, among other services. Mr. Raymond was not involved in the negotiations with, nor for the benefit of, the Corporation. He declared his interest to the other members of the Board of Directors and the Audit Committee, as applicable, before such financings were approved by the Board of Directors or the Audit Committee. As of October 29, 2023, the Corporation was in compliance with its covenants pursuant to these credit facilities. Mr. Raymond and Ms. Côté did not receive any portion of the fees paid to CIBC or RBC as direct compensation. The Corporation is of the view that the credit facilities were made on the most favorable terms and conditions possible for the Corporation. For more detailed biographical information regarding each director, see Section 3.1 of this Circular.

The Corporation schedules in camera sessions of independent directors, without the presence of the Executive Chair of the Board, representatives of the controlling shareholder Capinabel Inc. and members of management, at each meeting of the Board of Directors. Such meetings are chaired by the Lead Director. During the fiscal year ended October 29, 2023, eight meetings of the Board of Directors having been held, eight sessions of independent directors (in camera) were therefore held. The committees of the Board of Directors are entirely composed of independent directors and members of such committees meet, at each of their meeting, without any members of management in attendance.

The Executive Chair of the Board being non-independent, the Board of Directors appointed a Lead Director. Ms. Jacynthe Côté was appointed on February 28, 2019.

Competency Requirements

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

Name	Age			Director of the Corporation			Four Principal Competencies									
	< 60 years	60 - 69 years	≥ 70 years	< 6 years	6 - 10 years	> 10 years	Manufacturing Industries	Media Industry	Executive Leadership (Chief Executive Officer)	Mergers and Acquisitions	Accounting, Finance and Risk Management	Compensation and Talent Management	Technologies, Research and Development and Innovation	Sales, Marketing and Retail	Governance and Regulations	Social Responsibility and Sustainable Development
Jacynthe Côté		X			X		X		X	X		X				
Nelson Gentiletti		X		X						X	X				X	X
Yves Leduc	X				X		X		X				X	X		
Isabelle Marcoux	X					X				X		X			X	X
Nathalie Marcoux	X					X	X				X	X	X			
Pierre Marcoux	X					X		X		X			X	X		
Anna Martini		X				X			X		X	X		X		
Mario Plourde		X			X		X		X	X						X
Jean Raymond		X			X			X		X	X	X				
Annie Thabet		X			X		X			X	X				X	

5.3 Statements as to Diversity at the Board and Senior Executive Levels

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

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

The Corporation is committed to providing a fair, equitable and respectful workplace where women, as well as men and other members of the designated groups and the LGBTQ+ community (as those terms are defined below) are supported in an environment where they are valued and respected, receive recognition based on individual merit, and can be promoted and succeed. Section 3 of the *Employment Equity Act* (Canada) defines "designated groups" as including women, Aboriginal people (Indians, Inuit and Métis), persons with disabilities and persons (other than Aboriginal people who are non-Caucasian in race or non-white in color) ("Visible Minorities"). "Persons with disabilities" is defined as meaning persons who have a long-term or recurring physical, mental, sensory, psychiatric or learning impairment and who: (i) consider themselves to be disadvantaged in employment by reason of that impairment; or (ii) believe that an employer or potential employer is likely to consider them to be disadvantaged in employment by reason of that impairment. This definition also includes persons whose functional limitations owing to their impairment have been accommodated in their current job or workplace. The "LGBTQ+ community" is defined as lesbian, gay, bisexual, transgender and queer individuals.

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

Pursuant to its policy, the Board of Directors aims for a significant representation of women at the Board of Directors level. To do so, the Governance and Social Responsibility Committee has been mandated to identify talented women that could be considered as nominees as directors of the Corporation, to ensure that the selection process for directors include women and to report to the Board of Directors on an annual basis on the representation of women. Selecting a nominee will, however, be based on merit, using objective criteria. Under its 2025 Corporate Social Responsibility Plan, the Corporation has also set a priority of progressing towards a more balanced gender representation within its leadership by (i) maintaining female representation on the Board of Directors at a minimum of 35%; (ii) increasing the proportion of women on the Executive Committee to at least 35%; (iii) increasing the proportion of women in management positions to at least 35%; (iv) increasing the ethnic diversity of first-line supervisors; and (v) encouraging the development of a culture of inclusion through the True Colors program, an initiative dedicated to the LGBTQ+ community led by a group of employees. The goal of female representation on the Board of Directors was met at the end of the fiscal year ended October 29, 2023.

As of the date hereof, 45.5% of the directors are women, namely 5 out of 11 directors. Should the votes be favorable at the Meeting regarding the proposed nominees for election, 50% of the directors of the Corporation will be women. The Board of Directors is chaired by a woman. It should also be noted that the Lead Director is a woman, that the Chair of the Human Resources and Compensation Committee is a woman, and that two thirds of the members of that committee and of the Audit Committee are women.

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

In connection with its gender diversity policy applicable to the whole organization, including senior executives, the Corporation is committed to implementing programs and processes that will clearly support women's career development and a greater equality in gender balance. In addition, it has committed to taking concrete steps, notably, (i) proactively identifying talented women and encouraging them to apply for more senior roles; (ii) identifying top talent through its leadership review process; (iii) implementing development opportunities for high potential women; (iv) ensuring that selection and promotion processes are free of gender bias; (v) analyzing statistics and progress in terms of diversity on an annual basis; (vi) identifying, within business realities, flexible working options; (vii) promoting the importance of diversity to managers of the Corporation; and (viii) raising their awareness as to their roles and obligations in respect thereof. Hence, for a number of years, a program aimed principally at women executives and managers has been offering development and mobilization activities, including by organizing meetings at least on an annual basis with all of such executives and managers and by offering sponsorship and mentoring programs where members of the Management team play an important role in connection with the development of high potential executives and managers or those identified as potential successors for positions on the Management team, including at the operating sectors level of the Corporation. These initiatives have contributed to a number of women progressing at different levels. The Corporation wants to continue having women progress at different levels. It is also implementing various programs aiming at ensuring that a talented pool composed of an adequate number of women who may occupy executive positions by offering talented women opportunities to join the Corporation where they may develop and progress. As more women progress in the organization, the level of gender diversity at the senior executive level should increase. The Corporation wants to continue having women progress at different levels and sector-wide objectives tied to compensation have been introduced in the past few years. At the end of the 2022 fiscal year, 37.8% of executive and management positions were occupied by women. At the end of the 2023 fiscal year, 44.4% of executive and management positions were occupied by women.

As reflected in its objectives under the 2025 Corporate Social Responsibility Plan, the Corporation has extended its diversity policy beyond gender diversity, both at the Board of Directors and senior management levels, favoring even further an inclusion culture. This exercise is intended to leverage the robust framework already established for gender diversity to include "designated groups". The Corporation operates in numerous jurisdictions where talent pools formed of designated groups vary from one location to the other. While the Corporation employs an important number of employees who are part of the designated groups, the situation is presently different at the executive and manager levels. The Corporation has launched many initiatives and continues to launch new ones, including development opportunities to promote their progress within the organization, aiming for greater inclusion of members of the LGBTQ+ community and Visible Minorities, the first two groups where the Corporation intends to focus on and where it believes it may make progress more rapidly.

When looking for a director, the Governance and Social Responsibility Committee analyzes candidates based on the skills and the qualities that the Board of Directors is looking and takes into account the needs for composition of the committees, without bias regarding any designated group. No target has yet been fixed other than with respect to gender diversity, the choice of candidates being more linked to the needs of the Corporation, the experience, the judgment, the values, the skills and personal qualities of the candidates. For the time being, the different aspects of diversity in a broader sense at the Board of Directors level are under analysis in order to design an appropriate framework to support concrete strategies in that respect. The Corporation has adopted similar principles regarding research and hiring of senior executives.

As of the date hereof, 45.5% of the directors form part of the designated groups; all of them are women. In addition, 48.1% of senior executives form part of the designated groups where 44.4% of senior executives are women and 3.7% are members of Visible Minorities.

	Women		Persons with disabilities		Aboriginal people		Members of Visible Minorities		Members of the LGBTQ+ community		Total number	Number of persons who are members of more than one group
	Number	%	Number	%	Number	%	Number	%	Number	%		
Board of Directors	5	45.5%	—	—	—	—	—	—	—	—	5	—
Senior executives	12	44.4%	—	—	—	—	1	3.7%	—	—	13	—

5.4 Tenure and Age of Retirement

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

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

The Board of Directors has decided not to adopt a policy regarding tenure or age of retirement for directors and to maintain the process followed in the past. One independent director, Ms. Anna Martini, has been a member of the Board of Directors for more than 10 years. Since the beginning of 2017, four new directors have been appointed, representing 33.6% of the Board of Directors. Mr. Rémi Marcoux, founder of the Corporation, is the only director of over 70 years. Mr. Marcoux is not seeking the renewal of his mandate as a director. The average age of the directors is 59 years. The approach followed by the Corporation is therefore very efficient and the renewal of the Board of Directors takes place conscientiously without the need for a policy. The Board of Directors also considers certain factors in its choices regarding the efficiency of the deliberations, a diversity in the experience and opinions of the individuals and the fact that the Corporation operates its activities in three industries at the international level, facing very different challenges.

5.5 Assessment

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

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

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

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

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

5.6 Continuing Education Program

The Corporation has developed a continuing education program. The main objective of the continuing education program is to offer each new director the opportunity to learn the business of the Corporation and for each director to better understand the challenges the Corporation is facing. This continuing education program is addressed, inter alia, to new directors to inform them as to the role of the Board of Directors, its committees and its directors, the nature and functioning of the Corporation and the operations and management of the Corporation. Therefore, each director has access to material pertinent to the affairs of the Corporation, including the mandate of the Board of Directors and its committees, descriptions of the role and

responsibilities of each committee chair and of the Executive Chair of the Board, details of directors' compensation, including the text of the Deferred Share Unit Plan, details regarding the directors' liability insurance, the role and responsibilities of the President and Chief Executive Officer, the Code of Conduct, its policies and research reports regarding the Corporation. In addition, newly appointed directors benefit from an orientation program in the form of informal meetings with management as well as guided tours of certain of the Corporation's business units.

Moreover, the Governance and Social Responsibility Committee is in charge of recommending and organizing with management of the Corporation continuing education activities for directors. Meetings of the Board of Directors are sometimes held at the Corporation's business units and tours of the business units are organized to provide directors with additional insight regarding the Corporation's activities. In November 2022 the directors visited two plants specialized in the printing of in-store marketing materials located in Aurora and Paris, both in Ontario.

The Governance and Social Responsibility Committee plans training activities to be held at certain Board meetings, in addition to regular presentations made to the Board of Directors and various committees. Presentations relating to certain specific business units and their industry, strategic planning and succession plans for members of the Management team are made annually and some relating to recent developments in corporate governance and the packaging industry or regarding the development of the Corporation, notably, on a quarterly basis. Discussions with members of management take place on a regular basis. Directors may also participate to external education activities at the Corporation's expense. All directors attending any such education activity is invited to report thereon at the next meeting of the Board of Directors.

The following table sets out certain activities organized during the 2023 fiscal year:

Activity	Participants	Date
Recent developments in corporate governance	Governance and Social Responsibility Committee	All meetings
Health and safety	Human Resources and Compensation Committee	All meetings
The future of retail flyers: Results of the 2022 Brandspark survey	Board of Directors	October 31, 2022
Commercial excellence program	Board of Directors	November 1, 2022
Understanding our competitive landscape	Board of Directors	November 1, 2022
Strategic plan for sustainable development	Board of Directors	November 1, 2022
Development plans for members of the executive team	Human Resources and Compensation Committee	March 7, 2023 September 5, 2023
Recovery plan and growth opportunities for the Printing Sector	Board of Directors	March 8, 2023
Scenarios concerning the distribution activities	Board of Directors	March 8, 2023
Recovery plan and opportunities for the Packaging Sector	Board of Directors	March 8, 2023
Progress report concerning certain investments, including in relation to recycling	Board of Directors	March 8, 2023
Game plan for SBTi targets	Governance and Social Responsibility Committee	March 7, 2023 June 6, 2023 September 5, 2023
2022 Progress Report regarding the Corporate Social Responsibility Plan	Governance and Social Responsibility Committee	June 6, 2023
Risk management program	Board of Directors	September 6, 2023

Each meeting of the Board of Directors also includes updates of the principal operational challenges as well as development opportunities, organic growth and acquisitions.

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

5.7 Code of Conduct

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

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

The Board of Directors is responsible for ensuring that the Code of Conduct is applied throughout the Corporation. The Board of Directors has given the Governance and Social Responsibility Committee a mandate to negotiate and settle all questions relating to the implementation or application of the Code of Conduct. In addition, all executives and executive officers of the Corporation play a decisive role regarding compliance with the Code of Conduct and are invited, on an annual basis, and directors every two years, to complete training on the Code of Conduct including questions to answer as well as practical cases. In order to facilitate its understanding, various policies of the Corporation have been approved by the Corporation, including the Environmental Policy, the Corporate Disclosure Policy, the Whistleblowing Policy and Procedure, the Workplace Harassment and Violence Prevention Policy, the Insider Trading Policy, the Procurement Policy, the Social Media Policy, the Delegation of Authority Policy, the policies concerning women representation the Policy Relating to the Acceptance of Mandates as Directors and the Supplier Code of Conduct.

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

The Code of Conduct includes a section on conflicts of interest as well as a statement regarding actual or potential conflicts of interest that must be completed and signed by all employees, including senior executives, and all of the directors, as well as an undertaking from each to report any suspicious behavior or evidence of behavior that constitutes or may constitute a violation of human rights (including where workers under the applicable age are employed or if forced or compulsory labor such as slavery is employed at any stage in the supply chain).

The Governance and Social Responsibility Committee ensures that no director participates in a discussion or gives his approval on an issue in which the director has a significant interest and such director will refrain from voting on such matter.

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

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

5.8 Sustainability and Social Responsibility

As one of the leaders in flexible packaging in North America and the largest printer in Canada, the Corporation integrates environmental, social and governance ("ESG") factors into its activities and business processes. In this respect, since 2013, the Corporation has implemented multi-year plans to mobilize its teams around certain targets and guide its actions. Each year, the Corporation publishes a social responsibility report, in which it assesses its performance with respect to these targets and presents the concrete initiatives implemented in its business units.

The Corporation's corporate social responsibility ("CSR") approach is part of a global perspective, where many players are brought together around common issues. In this spirit, since 2020, the Corporation has aligned its CSR objectives with those of the United Nations sustainable development goals. The latter, adopted by all member states of the United Nations in 2015, are aligned with global challenges including in relation to poverty, inequality, climate, environmental degradation, and prosperity.

The Corporation's CSR is framed by a defined governance structure. The Corporation's CSR strategy is integrated directly into the corporate decision-making and management structure at all levels, from the Board of Directors to the front-line teams. The Corporation has also integrated the management of the risks associated with ESG issues, such as climate change and new regulations related to plastics, within its enterprise risk management process. This process, reviewed by the Audit Committee,

lists the financial, operational, and reputational risks that the Corporation faces and identifies the mitigation measures to be put in place.

In order to anchor its CSR strategy around relevant issues for the Corporation and its stakeholders, the Corporation performed a detailed materiality assessment in 2021 in the context of its preparation of its 2025 Social Responsibility Plan. After a documentary analysis of CSR frameworks and a review of its principal clients' publications, the Corporation drew up a preliminary list of 21 ESG issues relevant to its industry. Subsequently, a survey was sent to all of its 8,000 employees as well as nearly 150 external stakeholders.

The information collected and an internal relevance analysis enabled it to identify 12 priority ESG themes for the Corporation and to integrate them in its 2025 Corporate Social Responsibility Plan. The latter includes objectives grouped under five strategic pillars:

1. Greener growth:

The Corporation is committed to contributing to the ecological transition that is already under way. It recognizes that economic growth must be dissociated from the excessive consumption of natural resources and be part of a process of reducing greenhouse gas emissions. To this end, the Corporation is attempting to reduce the environmental impact of its operations.

2. Inclusive and safe environment:

With the idea of placing people at the heart of its concerns and promoting the development and well-being of its employees, the Corporation's objective is to provide a healthy, safe, and inclusive work environment that allows its employees to develop and offers them equitable access to career opportunities.

3. Innovative and sustainable products:

The Corporation is at the forefront of creating a circular plastics economy. Its investments in research and development, as well as the partnerships it has established, illustrate this. The Corporation continues to deploy its roadmap in connection with its commitment to the Ellen MacArthur Foundation and it supports its clients in their approach to more sustainable and innovative products.

4. United with its communities:

The Corporation is involved in the communities in which it operates and invests primarily in the areas of education, health, and local communities. The Corporation encourages its employees' community involvement through its program *Dollars for Doers*. This commitment allows for a positive impact locally.

5. Governance and responsible business practices:

In order to address several of the material ESG issues identified during the materiality assessment, various initiatives and programs were implemented within the Corporation. These allow the Corporation to act responsibly in accordance with the standards and best business practices.

For more information on the Corporation's sustainability and social responsibility results and efforts, please consult the "Social Responsibility" section on the Corporation website (www.tc.tc), including the 2025 Corporate Social Responsibility Plan and the 2022 Corporate Social Responsibility Progress Report, as well as the Annual Report for the fiscal year ended October 29, 2023.

5.9 Interaction with Shareholders

The Board of Directors remains committed to interact with the Corporation's shareholders. Meetings are held on a regular basis between management, the Executive Chair of the Board, certain directors and institutional shareholders. The Lead Director is involved in such activities. In addition, a conference call with the investment community, in which everyone is invited to participate, is organized on a quarterly basis to review the financial results of the Corporation and at other times where appropriate. Our Investor Relations Department answers all requests or questions from our shareholders, keeps the Executive Chair of the Board informed and refers meeting requests to her. In fact, the Executive Chair of the Board meets each year with certain shareholders on a one-on-one basis or with other members of management, as appropriate. The Lead Director has in the past participated in meetings held by the Executive Chair of the Board with representatives of institutional shareholders.

Any person may communicate with our Investor Relations Department or with the Corporate Secretariat; all requests will be redirected to the appropriate individual (telephone: 514 954-4000).

5.10 Interest of Insiders in Material Transactions

To the knowledge of the Corporation, no director or officer of the Corporation, no subsidiary, no insider, no nominee for election as director, no shareholder holding more than 10% of the voting shares of the Corporation had any interest in transactions since the beginning of the last fiscal year of the Corporation or in any proposed transaction that has or could have a material effect on the Corporation or on any of its subsidiaries.

6. Analysis of Executive Officers' Compensation

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

In connection with the appointment of the new President and Chief Executive Officer on June 7, 2023, the Board of Directors reviewed the senior management structure as well as the role and responsibilities of the Chair of the Board. As part of this review, the Board of Directors drew inspiration from the best governance practices and from the imperatives for improving the Corporation's performance set out in its strategic plan. The Board of Directors approved the appointment of Ms. Isabelle Marcoux as Executive Chair of the Board in light of the following elements:

- recognize that she already assumed broader responsibilities than those typically assigned to a Chair of the Board;
- formalize the role of Ms. Isabelle Marcoux as Executive Chair of the Board; and
- confirm the contribution and strategic support of Ms. Isabelle Marcoux in assisting the new President and Chief Executive Officer, developing and executing the strategic plan, pursuing operating efficiency of the Corporation and creating economic and sustainable value for the Corporation in the interest of all stakeholders.

Ms. Isabelle Marcoux is now a Named Executive Officer whose compensation is disclosed under the compensation table for Named Executive Officers in Section 6.2.

6.1.1 Review and Approval

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

6.1.2 Compensation Consulting Services

The Committee has retained Gallagher Quebec Compensation Inc. ("Gallagher" and formerly PCI Compensation Consulting Inc.) and Willis Towers Watson ("WTW") to provide independent advice and services with respect to executive compensation matters.

Gallagher and WTW report directly to the Committee, who will seek their advice when required, with respect to the Corporation's compensation policy and its components, to ensure its relevance towards the achievement of the Corporation's goals and competitiveness in relation to the comparison groups in place, as well as market practices. All mandates entrusted to Gallagher and WTW are pre-approved by the chair of the Committee, regardless of the amount in question. Gallagher and WTW's expertise and knowledge with respect to executive compensation are considered in the decisions made by the Committee. However, when the Committee makes recommendations with respect to compensation to the Board of Directors, it considers a variety of important factors which can include the Corporation's business strategy, competitive market forces, business needs and governance practices. In 2023, Gallagher and WTW, notably, provided advice to the Corporation with regard to executive compensation, particularly in the context of changes in the structure of the management team, and drafting of the Management Proxy Circular. The Committee considers that it obtains independent advice from Gallagher and WTW.

The following table presents the fees paid to Gallagher and WTW for services related to the compensation of executives.

Compensation Consultants	2023		2022	
	Executive compensation related fees	All other fees	Executive compensation related fees	All other fees
Gallagher Quebec Compensation	\$39,442	—	\$33,526	—
Willis Towers Watson	\$101,241	\$66,537	—	\$30,000

6.1.3 Role of Management

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

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

6.1.4 Compensation Philosophy

We use compensation as a tool to support our business strategy

The compensation philosophy for executives of the Corporation aims at optimizing the Corporation's performance by focusing on compensation which is based on performance and the achievement of predetermined objectives. The compensation strategy favors variable components that are linked to short, medium and long-term performance, and that depend on the achievement of financial objectives set for the Corporation or its business units, or objectives tied to the achievement of strategic priorities and objectives tied to the social responsibility plan of the Corporation, namely health, safety, wellness and gender diversity. Details of the composition of senior executive compensation are presented in Section 6.1.5.

Compensation plans and programs for executives are designed to:

- recruit, develop and retain key performing executives;
- reward executives who stand out by achieving predetermined and quantifiable objectives through superior performance;
- establish a direct relation between the interests of the executives, and those of the shareholders of the Corporation, by favoring the creation of short, medium and long-term value at all levels of the organization;
- meet our social responsibility goals with the health, safety, wellness and gender diversity components;
- encourage teamwork and adherence to company ethics; and
- support the implementation of the Corporation's business strategy.

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

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

Components minimizing risks related to compensation

- ✓ Balance between fixed and variable compensation and between cash and equity based compensation.
- ✓ Incentive compensation horizons vary from 1 to 3 years, depending on the program.
- ✓ Payments under the short-term incentive program are limited to twice the target.

Components minimizing risks related to compensation

- ✓ The payment of target short-term incentive compensation and a portion of the vesting of medium-term incentive compensation are subject to achieving performance objectives closely related to shareholders' interests, both at the consolidated level and at the Sectors level. Thus, several performance measures related to profitability and efficiency are used to determine the compensation of executives, notably adjusted net earnings per share, return on capital employed ("ROCE") and adjusted operating earnings before depreciation and amortization ("EBITDA"). In addition to financial measures, the realization of the Corporation's social responsibility plan is also taken into account.
- ✓ The vesting at the end of the three-year cycle is limited to 100% for the performance share units, except for three senior executives for whom an overachievement factor could reach up to 200% of target.
- ✓ The Corporation uses non-dilutive share based plans to preserve value for shareholders.
- ✓ Share ownership guidelines are applicable to the Corporation's executives.
- ✓ The Corporation has put in place a clawback policy for variable compensation in the event of errors in the financial statements or inappropriate executive behaviors.
- ✓ The Insider Policy prohibits management from short selling or trading any put or call options with respect to securities of the Corporation and making any other monetization transactions.

6.1.4.1 Executive Compensation Clawback Policy

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

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

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

6.1.4.2 Insider Policy

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

6.1.4.3 Compensation Competitiveness and Comparison Groups

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

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

The Committee uses, for the Executive Chair of the Board, a comparison group formed of companies meeting one or more of the following criteria:

- Canadian companies with an Executive Chair whose shares are listed on a Canadian stock exchange with annual revenue of more than \$1 billion;
- Canadian companies with operations in North America or internationally; and
- Canadian family-controlled companies or companies with a significant shareholder who is a member of a family.

For the President and Chief Executive Officer and for the Executive Vice President and Chief Financial Officer, the Committee uses a comparison group composed of companies with revenues ranging from \$1.6 billion to \$18.3 billion and a median of \$4.6 billion. It should be noted that the comparison groups used to compare the compensation of these executive officers include companies outside Canada with which the Corporation competes in terms of client base and recruitment of resources at the executive level.

With respect to the compensation of the Chief Human Resources Officer and the Chief Legal Officer and Corporate Secretary, the Committee uses a comparison group formed of companies of a similar size, with head offices located in Québec, with the exception of two organizations headquartered in Winnipeg and Toronto.

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

Companies forming the comparison groups	Executive Chair of the Board	President and Chief Executive Officer and Executive VP and Chief Financial Officer	Chief Human Resources Officer and Chief Legal Officer and Corporate Secretary
Alimentation Couche-Tard Inc.	✓		
Berry Global Group		✓	
BRP Inc.		✓	✓
CAE Inc.		✓	✓
Cascades Inc.	✓	✓	✓
CCL Industries Inc.		✓	✓
CGI Inc.	✓		
Cogeco Inc.	✓	✓	✓
Corus Entertainment Inc.	✓		
Deluxe Corporation		✓	
Dollarama Inc.		✓	✓
DS Smith Group Plc		✓	
Gildan Activewear Inc.		✓	✓
Heroux-Devtek Inc.	✓		
Quad/Graphics, Inc.		✓	
Quebecor Inc.		✓	✓
Rayonier Advanced Materials		✓	
Sealed Air Corporation		✓	

Companies forming the comparison groups	Executive Chair of the Board	President and Chief Executive Officer and Executive VP and Chief Financial Officer	Chief Human Resources Officer and Chief Legal Officer and Corporate Secretary
Silgan Holdings Inc.		✓	
Sonoco Products Company		✓	
TFI International Inc.		✓	✓
Transat A.T. Inc.		✓	✓
Winpak Ltd.		✓	✓

6.1.5 Composition of Global Compensation

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

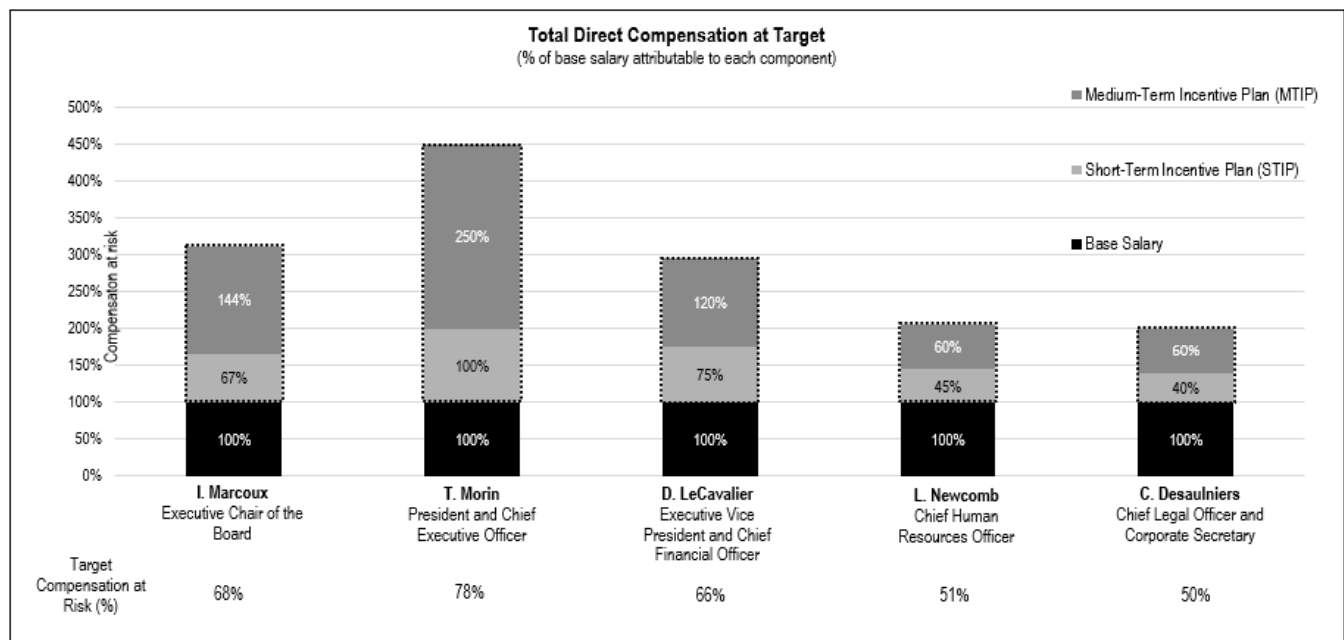
The global compensation of the Corporation's senior executives is composed of direct compensation, which includes compensation payable in cash (base salary and short-term incentive compensation), medium-term incentive compensation (share units), as well as pension plans, group benefits and indirect benefits.

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

Component	Description	Performance period	Objectives
Base Salary	<ul style="list-style-type: none"> Cash compensation determined based upon the inherent responsibilities of the position, the expertise and performance of the individual. 	One year	<ul style="list-style-type: none"> Recognition of the individual's performance. Attraction and retention of high performing executives.
Short-Term Incentive Compensation ("STIP")	<ul style="list-style-type: none"> Variable cash compensation based upon the achievement of financial objectives and objectives tied to the execution of certain strategic or high priority initiatives for the development of the Corporation, set out at the beginning of the year. Target payment corresponds to a percentage of the base salary varying between 0% and 100% depending on the position. Maximum payment equivalent to twice the target. 	One year	<ul style="list-style-type: none"> Focuses on the achievement of financial and operating objectives specific to each sector or business unit, the Corporation's strategic and consolidated financial objectives and objectives related to the Corporation's social responsibility plan, which includes health, safety and wellness as well as gender diversity; Stimulates performance of the Corporation and achievement of superior financial results and objectives related to the Corporation's social responsibility plan while encouraging collaboration between teams.

Component	Description	Performance period	Objectives
Share Unit Plan of Transcontinental Inc. ("SUP") (Medium-term incentive compensation ("MTIP"))			
	<ul style="list-style-type: none"> Variable compensation in the form of a grant, in equal proportions, of performance-based share units ("PSUs") or deferred performance-based share units ("DPSUs"), and retention-based restricted share units ("RSUs"). Based on the position held as well as the individual's performance, the annual grant is established as a target percentage of the base salary varying between 0% and 250%. Vesting of PSUs, DPSUs and RSUs is determined at the end of a three-year cycle. PSUs and RSUs are payable upon vesting. Vested DPSUs are payable after termination of employment with the Corporation. 	Three years	<ul style="list-style-type: none"> Alignment of the interests of the executives with those of the shareholders. Retention of executives. Recognition of the input of the executives of each sector and their active contribution to the success and medium and long-term performance of the Corporation. A direct link between the executives' compensation and the consequences of their current decisions on the future results of the Corporation.

The target compensation of the Named Executive Officers at the end of the fiscal year ended October 29, 2023 is represented below; each component is presented as a multiple of the senior executive's base salary. The variable compensation figures are based on the assumption that the vesting objectives and conditions are achieved at 100%. For purposes of the compensation analysis, the Named Executive Officers include the Executive Chair of the Board⁽¹⁾, the current and former President and Chief Executive Officer⁽²⁾, the Executive Vice President and Chief Financial Officer⁽³⁾ and the other two most highly compensated executive officers in 2023.



- (1) Following her appointment as the Executive Chair of the Board on June 7, 2023, Ms. Isabelle Marcoux's base salary was increased to \$900,000, and she is now eligible to a target of \$600,000 under the STIP program, representing 67% of her base salary. Additionally, the target for the MTIP program was increased to \$1,300,000, which is 144% of her base salary. Her grants under the MTIP program now consist of RSUs and PSUs, as for the other Named Executive Officers. The first grants based on the new target, including PSUs, took place in January 2024.
- (2) Mr. Thomas Morin had targets of 60% for the STIP program and 125% for the MTIP program until June 6, 2023 as the President, TC Transcontinental Packaging. As of June 7, 2023, his target has been increased to 100% for the STIP program and 250% for the MTIP program. The first grants based on the new MTIP program target took place in January 2024. Mr. Peter Brues had objectives similar to those of Mr. Thomas Morin, except for the MTIP program target, which was set at 350% instead of 250%.
- (3) Mr. Donald LeCavalier had targets of 60% for the STIP program and 100% for the MTIP program until June 6, 2023. As of June 7, 2023, his target has been increased to 75% for the STIP program and 120% for the MTIP program. The first grants based on the new MTIP program target took place in January 2024.

6.1.5.1 Base Salary

Base salary takes into account the breadth of the position and the responsibilities, as well as the performance of the executive. Base salaries are compared to the median of the salaries paid for equivalent positions within the comparison groups and to salaries for equivalent positions within the Corporation. Such salaries are reviewed on an annual basis and annual adjustments generally come into effect on January 1 following the end of the fiscal year. For 2023, the Committee approved a 4% global salary increase budget for all sectors in Canada and the United States. For 2024, the Committee approved a 3% a global salary increase budget for all sectors in Canada and the United States. The annual salary increase budget recommendations are based, among others, upon the economic context and market trends, in particular in the manufacturing sector. Salaries paid in 2023 to the Named Executive Officers are disclosed under the column "Salary" of the Summary Compensation Table in Section 6.2 and have undergone an annual increase in line with those previously stated. However, following the revision of the senior management team structure on June 7, 2023, Ms. Isabelle Marcoux received an adjustment of 1.98%, Mr. Thomas Morin received an adjustment of 9.26%, and Mr. Donald LeCavalier received an adjustment of 15.57% based on market data and their new responsibilities.

6.1.5.2 Short-Term Incentive Compensation

Compensation paid pursuant to the short-term incentive compensation program depends on the level of achievement of financial objectives, as well as objectives tied to the achievement of certain strategic or high priority activities associated to the development of the Corporation, including objectives related to the Corporation's social responsibility plan (health, safety and wellness as well as gender diversity, among others). The Corporation attributes to each executive, depending on his or her hierarchical level, an incentive target level set as a percentage of his or her base salary, representing the amount which will be paid if all objectives are achieved according to the targets set. Actual short-term incentive compensation for senior executives may vary between zero and twice the target, based on the level of achievement of the predetermined objectives set out at the beginning of the fiscal year. The objectives and relative weighting are reevaluated on an annual basis by the Committee and communicated to the relevant executives.

For the fiscal year ended October 29, 2023, the performance measures used for purposes of the short-term incentive compensation of the Named Executive Officers were as follows:

- (i) Financial objectives: the performance measures were adjusted net earnings per share and adjusted operating earnings at different levels of the organization (consolidated, sector). These objectives are chosen to link the performance of the executive to the financial performance of the Corporation.
- (ii) Operating objectives: the strategic performance measures were oriented toward organic sales growth for the Packaging Sector and are developed with a medium-term outlook, even if measured on an annual basis.
- (iii) Health, safety and wellness objectives: these performance measures were focused on key indicators of the Corporation's health and safety program for all sectors and on the identification of areas of improvement and the development of an improvement plan with respect to health, safety and wellness for all sectors in accordance with the Corporation's social responsibility plan.
- (iv) Gender diversity objectives: these performance measures were focused on the growth of female representation in executive and management positions in corporate roles as well as in the Packaging Sector in accordance with the Corporation's social responsibility plan.

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

The following table presents the target short-term incentive compensation as a percentage of salary, the indicators used in 2023 to measure the Corporation's performance for purposes of the short-term incentive compensation program, as well as their relative weighting.

Name	Target short-term incentive compensation (% of base salary)	Relative weight of financial indicators of the short-term incentive program				
		Adjusted net earnings per share, normalized	Sector financial objectives	Sector operating objectives	Health, safety and wellness objectives	Gender diversity objectives
Isabelle Marcoux ⁽¹⁾ Executive Chair of the Board	67%	90%	—	—	5%	5%
Thomas Morin ⁽²⁾ President and Chief Executive Officer	100%	90%	—	—	5%	5%
Thomas Morin ⁽³⁾ President, TC Transcontinental Packaging	60%	40%	35%	15%	5%	5%
Donald LeCavalier ⁽⁴⁾ Executive Vice President and Chief Financial Officer	75%	90%	—	—	5%	5%
Lynda Newcomb Chief Human Resources Officer	45%	90%	—	—	5%	5%
Christine Desaulniers Chief Legal Officer and Corporate Secretary	40%	90%	—	—	5%	5%

(1) Since June 7, 2023, the Executive Chair of the Board is eligible to a target short-term incentive compensation of \$600,000.

(2) For the President and Chief Executive Officer, the objective related to health, safety, and wellness is equally defined by objectives related to the health, safety, and wellness of the Packaging Sector, the Printing Sector, the Media Sector, and the Head Office.

(3) For the President, TC Transcontinental Packaging, the indicator used for the sector's financial objective is adjusted operating income, normalized for the Packaging sector, and the indicators used for the Packaging Sector's operating objectives are organic sales growth (5%), inventory reduction (5%) and the realization of strategic initiatives.

(4) Up until June 6, 2023, the target short-term incentive compensation for the Executive Vice President and Chief Financial Officer was at 60%.

Except for the Executive Chair of the Board, the short-term incentive compensation is calculated according to the following formula:

Base salary x target incentive compensation x multiplying factor associated with the achievement of the objectives.

For the Executive Chair of the Board, the short-term incentive compensation is calculated according to the following formula:

\$600,000 x multiplier associated with the achievement of objectives.

The result is prorated for the number of days worked, when applicable. The multiplying factor corresponds to the level achieved for each objective. Each objective has a relative weighting. The multiplying factor is the weighted sum of each objective's multiplying factor.

Short-Term Incentive Compensation Paid for the 2023 Fiscal Year

For the fiscal year ended October 29, 2023, certain objectives were exceeded, some were fully or partially achieved, and others were not achieved.

The following table presents the results achieved by the Corporation in comparison with the 2023 objectives approved by the Board of Directors.

Performance Measure	Evaluation of Performance⁽¹⁾	Payment
Adjusted net earnings per share, normalized ⁽²⁾	97%	85%
Head Office		
Objectives related to health, safety and wellness ⁽³⁾	Achieved	100%
Objectives related to gender diversity ⁽⁴⁾	Partially Achieved	50%
Packaging		
Adjusted operating earnings, normalized ⁽⁵⁾	104%	150%
Sector operating objective related to organic sales growth	Not Achieved	0 %
Sector operating objective related to inventory reduction	120%	200%
Sector operating objective related to strategic initiatives	100%	150%
Objectives related to health, safety and wellness ⁽³⁾	Not Achieved	0%
Objectives related to gender diversity ⁽⁴⁾	Achieved	150%

- (1) For each of the performance measures, the payment level is established according to payment schedules based on the evaluation of the performance.
- (2) The adjusted net earnings per share published by the Corporation is normalized to exclude the effect of the exchange rate, the expense of the share based compensation, the effect of interest rate variations, and the effect of acquisitions and disposals, net of related income taxes. This is a measure that does not comply with International Financial Reporting Standards ("IFRS") and its calculation reviewed and approved by the Human Resources and Compensation Committee. This measure is most directly comparable to adjusted net earnings attributable to shareholders of the Corporation per share. Management considers that the post-normalization adjusted measure represents a better assessment of performance as it allows the measure to be on a basis comparable to the target set at the beginning of the year. The definition of adjusted net earnings attributable to shareholders of the Corporation and its quantitative reconciliation are set out on pages 1 and 7 of the Management's Discussion and Analysis for the fiscal year ended October 29, 2023 available on SEDAR+ (www.sedarplus.ca).
- (3) Health, safety and wellness objectives are determined by sector.
- (4) Gender diversity objectives are determined by sector.
- (5) The amount is determined in US dollars and is normalized to exclude the effect of the exchange rate and other items to ensure comparability with respect to the stated objective. This is a non-IFRS financial measure. The calculation is reviewed and approved by the Human Resources and Compensation Committee. The closest measure is the adjusted operating earnings of the Packaging Sector, the reconciliation of which to operating earnings is presented on page 5 of the Management's Discussion and Analysis for the fiscal year ended October 29, 2023 available on SEDAR+ (www.sedarplus.ca).

Please refer to Section 6.2 for the amounts paid to each Named Executive Officer in respect of his or her short-term incentive compensation.

6.1.5.3 Medium-Term Incentive Compensation

The objectives of the medium-term incentive plan (see Section 6.1.5.3.1) are to:

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

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

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

6.1.5.3.1 Share Unit Plan (the "SUP")

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

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

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

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

For all sectors and the head office, the vesting of PSUs and DPSUs granted since 2020 depends wholly or in part on the Corporation's EBITDA and ROCE. Depending on the sector where a participant performs his duties, an additional financial component pertaining to the sector's EBITDA is also used. Depending on the measure, its achievement is measured either according to the sum of results over three years or average results of three separate yearly targets. The weighting allocated to each measure varies on the basis of the participant's sector or head office, as the case may be, and the position occupied. An overachievement factor is in effect for three Named Executive Officers.

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

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

Grants during the 2023 Fiscal Year up to now

On January 10, 2023, a total of 691,365 share units were granted to 51 individuals, of which 309,755 were performance-based share units (PSUs), 357,532 were retention based share units (RSUs), 18,613 were deferred performance-based (DPSUs) and 5,465 were vested deferred share units (DSUs) in connection with the conversion of annual short-term incentive compensation.

In addition, during the 2023 fiscal year, 51,115 RSUs, 32,415 PSUs, 5,387 DPSUs and 22,214 DSUs were granted, representing the payment of dividends payable regarding grants made on January 12, 2021, June 9, 2021, November 1, 2021, January 11, 2022, March 8, 2022, June 8, 2022 and January 10, 2023.

On January 9, 2024, a total of 611,591 share units were granted to 41 individuals and 8,986 vested deferred share units (DSUs) were granted in connection with the conversion of annual short-term incentive compensation.

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

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

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

Details of the SUP are presented in note 22 to the Corporation's consolidated financial statements for the fiscal year ended October 29, 2023 which are included in the 2023 Annual Report. These documents can be found on the Internet site of SEDAR+ (www.sedarplus.ca) as well as on the Corporation's website (www.tc.tc).

Vesting of the 2021 Grants after the End of the 2023 Fiscal Year

During the 2021 fiscal year, a total of 457,702 share units were granted, including 214,026 PSUs, 235,373 RSUs and 8,303 vested DSUs in connection with the conversion of short-term incentive compensation.

On June 9, 2021, a total number of 13,538 share units were granted to one individual, including 6,769 PSUs and 6,769 RSUs.

On November 1, 2021, 63,776 RSUs were granted to Mr. Peter Brues, in connection with his appointment as President and Chief Executive Officer.

In addition, 66,847 share units were granted representing the payment of dividends payable in respect of the grants for the 2021 fiscal year, including 21,242 PSUs, 43,027 RSUs and 2,578 vested DSUs.

Following the evaluation of the different performance targets by the Committee, the vesting factor for the PSUs and DPSUs reached 82% for the Head Office executives, 79% for executives from the Packaging Sector, 86% for the executives from the Printing Sector and 95% for the executives from the Media Sector. With respect to the Named Executive Officers benefiting from the overachievement factor, such factor was established at 80% of PSUs for Mr. Thomas Morin and 86% for Mr. Donald LeCavalier given that the 2023 ROCE target was exceeded.

On June 7, 2023, 69,208 RSUs vested and were paid to Mr. Peter Brues following his departure from the Corporation in accordance with the provisions of his employment contract in the event of termination of his employment.

On December 15, 2023, Mr. Thomas Morin's 24,751 PSUs and 19,801 RSUs vested and were paid in accordance with the terms agreed at the time of his appointment as President and Chief Executive Officer.

On January 1, 2024, 90,133 PSUs and 225,692 RSUs vested and were paid out. The remaining share units were cancelled due to termination of employment of employees or because targets were not met on January 1, 2024.

6.1.6 Share Ownership Guidelines

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

Those guidelines are indicated in the following table.

Share ownership guidelines	Multiple of base salary
Executive Chair of the Board	3
President and Chief Executive Officer	4
Executive Vice President and Chief Financial Officer	2
Chief Human Resources Officer	1

Share ownership guidelines	Multiple of base salary
Chief Legal Officer and Corporate Secretary	1
Other executives designated by the Committee	Between 0 and 4

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

The following table presents the ownership of shares of the Corporation by the Named Executive Officers at the end of the fiscal year ended October 29, 2023. Only securities that qualify for the share ownership guidelines are presented.

Named Executive Officer	Number of Class A Shares	Number of Class B Shares	Number of vested DSUs	Number of retention based RSUs ⁽¹⁾	Total value (\$) ⁽²⁾	Ownership guidelines - Multiple of base salary requirement	% of achievement of the requirement ⁽³⁾
Isabelle Marcoux Executive Chair of the Board	4,000	1,000	8,515	80,853	1,688,203	3	³⁾
Thomas Morin President and Chief Executive Officer	1,816	—	70,608	82,077	2,620,990	4	77%
Donald LeCavalier Executive Vice President and Chief Financial Officer	29,350	—	21,267	49,916	1,623,645	2	130%
Lynda Newcomb Chief Human Resources Officer	—	—	—	47,408	750,197	1	173%
Christine Desaulniers Chief Legal Officer and Corporate Secretary	20,000	—	37,707	23,579	1,313,030	1	293%

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

(2) Ownership requirements are determined at the end of the fiscal year. For calculation purposes, with regards to the ownership of shares, account is taken of the greater of the amount paid when the shares were acquired (or the price when the relevant share units were granted) and the closing price of such shares on October 27, 2023 (the last business day of the 2023 fiscal year) on the Toronto Stock Exchange. For the 2023 fiscal year, the closing price of the Class A Shares was \$10.40 and \$10.68 for the Class B Shares.

(3) The ownership requirements are determined at the end of the applicable fiscal year. For calculation purposes, with regards to the ownership of shares, account is taken of the greater of the amount paid when the shares were acquired (or the price when the relevant share units were granted) and the closing price of such shares on October 27, 2023 (the last business day of the 2023 fiscal year) or October 28, 2022 (the last business day of the 2022 fiscal year), as the case may be, on the Toronto Stock Exchange. For the 2023 fiscal year, the closing price of the Class A Shares was \$10.40 and \$10.68 for the Class B Shares. For the 2022 fiscal year, the closing price of the Class A Shares was \$15.97 and \$16.23 for the Class B Shares. Given their economic interest in Capinabel Inc., the shares that Capinabel Inc. holds in the capital of the Corporation are considered in determining her ownership requirements. All of the outstanding shares of Capinabel Inc. are held by Mr. Rémi Marcoux, founder of the Corporation, Ms. Nathalie Marcoux, Ms. Isabelle Marcoux, Mr. Pierre Marcoux, corporations they control and trusts of which they are the beneficiaries. The shares held by Capinabel Inc. represent 73.81% of the voting rights attached to all outstanding shares of the Corporation.

6.1.7 Pension Plans

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

6.1.8 Compensation of the President and Chief Executive Officer

As President and Chief Executive Officer, Mr. Thomas Morin's base salary of June 7, 2023 was \$845,000.

As explained in Section 6.1.5.2, Mr. Thomas Morin's short-term incentive compensation for the fiscal year ended October 29, 2023 amounted to \$623,166, or 112% of target for the period during which he was President, TC Transcontinental Packaging, and 84% of target for the period during which he was President and Chief Executive Officer, for a weighted average of 97% of target, as detailed in the table below, which presents the results obtained for each performance measure.

Performance measure	Evaluation of performance ⁽¹⁾	Payment	Weight ⁽²⁾
Short-Term Incentive Compensation as President and Chief Executive Officer			100%
Adjusted net earnings per share ⁽³⁾	97%	85%	90%
Health, safety and wellness objectives ⁽⁴⁾	Achieved	100%	5%
Gender diversity objectives ⁽⁵⁾	Partially Achieved	50%	5%
Short-Term Incentive Compensation as President, TC Transcontinental Packaging			100%
Adjusted net earnings per share ⁽³⁾	97%	85%	40%
Adjusted operating earnings, normalized ⁽⁶⁾	104%	150%	35%
Sector operating objective related to organic sales growth	Not Achieved	0%	5%
Sector operating objective related to inventory reduction	120%	200%	5%
Sector operating objective related to strategic initiatives	100%	150%	5%
Objectives related to health, safety and wellness ⁽⁴⁾	Not Achieved	0%	5%
Objectives related to gender diversity ⁽⁵⁾	Achieved	150%	5%
Weighted average		97%	

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

(2) For Mr. Thomas Morin, 40% of the short-term incentive compensation applied while he was President and Chief Executive Officer and 60% was applied while he was President, TC Transcontinental Packaging. He is compensated in US dollars. The amount shown was converted to Canadian dollars using an exchange rate of 1.3492.

(3) The adjusted net earnings per share are detailed in note 2 of Section 6.1.5.2 of the 2023 objectives table.

(4) The health, safety and wellness are detailed in Section 6.1.5.2. These objectives were achieved at 100% for most sectors, with the exception of the Packaging sector, the objectives of which were not achieved.

(5) The gender diversity objectives are detailed in Section 6.1.5.2. These objectives were achieved at 100% for most sectors, with the exception of the head office, the objectives of which were partially achieved.

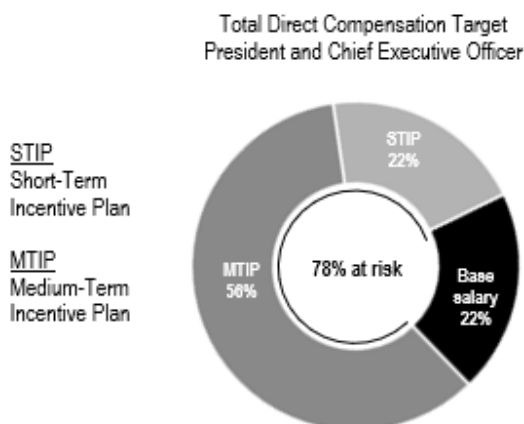
(6) The adjusted operating earnings, normalized are detailed in note 5 of Section 6.1.5.2 of the 2023 objectives table.

Mr. Thomas Morin participates in the SUP and the number of share units granted was recommended by the Committee and approved by the Board of Directors. On January 10, 2023, the Corporation granted to Mr. Morin 31,073 retention based RSUs and 31,073 PSUs. Vesting of these PSUs, which can range from 0% to 200%, is based on the cumulative performance (three-year compounded annual growth rate) of the Corporation's EBITDA and the average result of three annual objectives of return on capital employed for the Corporation. These grants were made while Mr. Thomas Morin was President, TC Transcontinental Packaging and represented a target of 125% of his base salary. From January 2024, the grants of Mr. Thomas Morin will represent a target of 250% of his base salary.

The amount payable with respect to vested RSUs granted in 2023 will be determined in January 2026 based on the price of the Class A Shares on the date of payment. The value of the share-based award presented in the Summary Compensation Table (see Section 6.2) is calculated based on the price of the Class A Shares on the date of grant and a 100% performance multiplier for PSUs.

In addition, 4,946 RSUs, 4,946 PSUs and 4,252 DSUs (representing the equivalent of the dividends paid on the number of Class A Shares equal to the number of RSUs, PSUs and DSUs outstanding at the time of payment of each dividend) were granted to Mr. Thomas Morin during the fiscal year ended October 29, 2023.

As indicated in Section 6.1.5 and by the graph below, the vast majority of Mr. Thomas Morin's target compensation for the fiscal year ended October 29, 2023 is at risk, his realized compensation taking into account, in particular, the level of achievement of the performance criteria and the price of the Class A Shares at the time of the payment.



The table below shows the vested and unvested equity of the Corporation owned by Mr. Thomas Morin as of October 29, 2023. His total ownership value at risk is \$2,460,410.

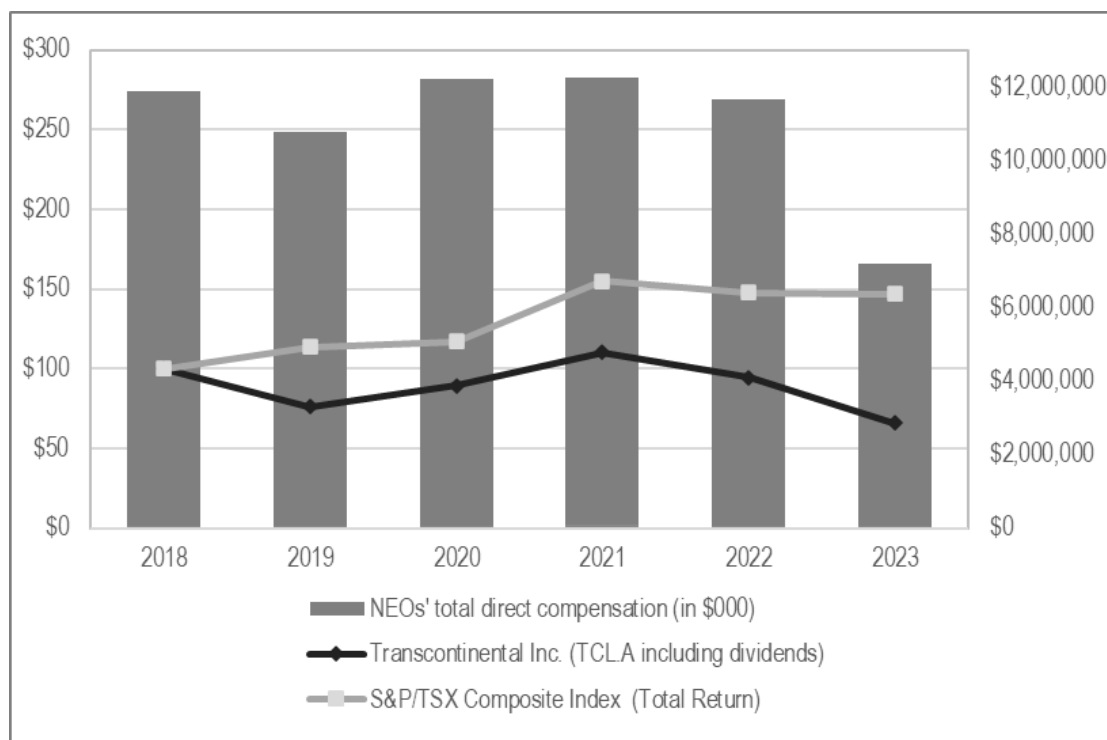
Holdings	Shares	DSUs	Vested options	Total vested	PSUs	RSUs	Unvested options	Total unvested	Total ownership and value at risk
Number	1,816	70,608	—	72,424	82,077	82,077	—	164,154	\$2,460,410
Value ⁽¹⁾	\$18,886	\$734,321	—	\$753,207	\$853,601	\$853,601	—	\$1,707,202	

(1) Calculated using the closing price of the Corporation's Class A Shares on the Toronto Stock Exchange of \$10.40 as of October 27, 2023, being the last business day of the fiscal year.

6.1.9 Performance Graph

The following graph illustrates the total cumulative yield of a \$100 investment in shares of the Corporation made on October 28, 2018 compared with the cumulative performance of the S&P/TSX Composite Index on the Toronto Stock Exchange and the evolution of the Named Executive Officers compensation for the last five fiscal years.

Compounded Annual Growth Rate (including dividends):
+8.05%: S&P/TSX Composite Index
-8.02%: Compounded annual growth rate of TCL.A (including dividends)
-9.57%: Variation of total direct compensation of the Named Executive Officers (NEOs)



As at:	October 28, 2018	October 27, 2019	October 25, 2020	October 31, 2021	October 30, 2022	October 29, 2023
TCL.A	\$20.85	\$15.05	\$16.58	\$19.60	\$15.97	\$10.40
Total direct compensation of the Named Executive Officers (in \$000)	\$11,891	\$10,754	\$12,206	\$12,250	\$11,663	\$7,190
S&P/TSX Composite Index (Total Return)	\$50,799.62	\$57,793.26	\$59,369.55	\$78,771.10	\$75,065.13	\$74,682.23

6.1.10 *Graphic Illustration of the Performance*

During the last five years, the total direct compensation of the Named Executive Officers (base salary, short-term incentive compensation and share-based awards) went from \$11,890,778 in 2018 to \$7,190,093 in 2023, an annualized decrease of 9.57%. During the same period, the price of the Class A Shares went from \$20.85 on October 28, 2018 to \$10.40 on October 27, 2023 (the last business day of the fiscal year). The compounded annual growth rate, including dividends, of the Class A Shares is (8.02%).

It should be noted that the Named Executive Officers in 2023 were not always the same than those of the past years and that incentive compensation programs have been modified during this same period. For a number of reasons, we cannot establish a direct relationship between the evolution of the total direct compensation of the Named Executive Officers and the evolution of the price of the Class A Shares between these two specific points in time.

In addition, the price of the Class A Shares depends on a number of factors outside of the control of the Corporation, including the perception of investors of the industries in which the Corporation operates as well as the economic conjuncture, to name just a few. Besides, these effects were exacerbated over the past years, including by the COVID-19 pandemic, the impact of the war in Ukraine, the inflation and the rise in interest rates.

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

6.1.11 Conclusion

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

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

January 9, 2024

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

Jacynthe Côté, chair

Anna Martini

Jean Raymond

6.2 Summary Compensation for Named Executive Officers

The following table details compensation information for the fiscal years ended October 29, 2023, October 30, 2022 and October 31, 2021 for the individuals who held the roles of President and Chief Executive Officer, Executive Vice President and Chief Financial Officer as well as the other three most highly compensated executive officers of the Corporation, during the last fiscal year, who were employees of the Corporation on October 29, 2023 (the "Named Executive Officers"). Ms. Isabelle Marcoux's compensation for 2021 and 2022, shown in the following table, represents her compensation as Chair of the Board. The compensation of Mr. Peter Brues shown in the following table excludes any compensation paid by the Corporation while he was acting solely in his capacity as a director of the Corporation.

The 2023 Summary Compensation Table includes the target value of unvested RSUs, PSUs and DPSUs for the years ended October 29, 2023 (January 2023 grants), October 30, 2022 (November 2021, January 2022 and March 2022 grants) and October 31, 2021 (January 2021 and June 2021 grants).

Name and principal position	Year	Salary (\$)	Share-based awards (\$) ⁽¹⁾	Option-based awards (\$)	Non-equity incentive plan (\$)		Pension value (\$)	All other compensation (\$) ⁽³⁾	Total compensation (\$)
					Annual incentive plans ⁽²⁾	Long-term incentive plans			
Isabelle Marcoux ⁽⁴⁾ Executive Chair of the Board	2023	880,470	450,000	—	200,769	—	114,461	145,539	1,791,239
	2022	830,288	450,000	—	—	—	107,938	115,413	1,503,639
	2021	790,087	450,000	—	—	—	106,448	90,710	1,437,245
Thomas Morin ⁽⁴⁾⁽⁵⁾ President and Chief Executive Officer	2023	797,652	958,913	—	623,166	—	13,229	290,474	2,683,434
	2022	698,228	873,992	—	173,911	—	12,462	207,641	1,966,235
	2021	639,312	897,797	—	446,311	—	11,211	176,377	2,171,008
Peter Brues ⁽⁶⁾ President and Chief Executive Officer	2023	700,481	3,937,489	—	—	—	—	7,214,446	11,852,416
	2022	1,078,846	5,100,002	—	55,000	—	—	297,077	6,530,925
	2021	—	—	—	—	—	—	—	—
Donald LeCavalier Executive Vice President and Chief Financial Officer	2023	569,015	640,777	—	346,370	—	73,972	143,887	1,774,021
	2022	509,603	522,506	—	215,401	—	66,958	130,755	1,445,223
	2021	470,500	483,786	—	435,420	—	64,316	120,707	1,574,729

Name and principal position	Year	Salary (\$)	Share-based awards (\$) ⁽¹⁾	Non-equity incentive plan (\$)			Pension value (\$)	All other compensation (\$) ⁽³⁾	Total compensation (\$)
				Option-based awards (\$)	Annual incentive plans ⁽²⁾	Long-term incentive plans			
Lynda Newcomb ⁽⁷⁾ Chief Human Resources Officer	2023	431,873	260,829	—	164,317	—	129,409	96,948	1,083,376
	2022	169,615	691,010	—	110,250	—	14,862	36,812	1,022,549
	2021	—	—	—	—	—	—	—	—
Christine Desaulniers Chief Legal Officer and Corporate Secretary	2023	445,866	269,284	—	150,792	—	62,421	114,625	1,042,988
	2022	432,376	260,182	—	69,377	—	60,533	124,545	947,013
	2021	425,617	256,333	—	256,320	—	61,841	117,221	1,117,332

- (1) Represents the value of share-based awards made pursuant to the Share Unit Plan based upon the value calculated with the average trading price of the Class A Shares during the five days preceding the grant, being \$21.08, \$19.60, \$19.84, \$16.15 and \$15.43 for the grants made on January 12, 2021, November 1, 2021, January 11, 2022, June 8, 2022 and January 10, 2023 respectively. It should be noted that the actual value received, if any, will be different as it will depend on the portion of the share units that will effectively vest at the expiry of the three-year cycle and the price of the Class A Shares at the time of vesting. Ms. Lynda Newcomb received an additional grant of RSUs valued at \$439,000 upon her hiring in May 2022. Vesting of a portion of the share units granted is contingent upon the achievement of performance objectives of the Corporation. The distribution of the values according to the type of share units for 2023 is as follows:

Name and principal position	RSU	PSU	DPSU
Isabelle Marcoux Executive Chair of the Board	\$450,000		
Thomas Morin President and Chief Executive Officer	\$479,456	\$479,456	
Peter Brues President and Chief Executive Officer	\$1,968,745	\$1,681,546	\$287,199
Donald LeCavalier Executive Vice President and Chief Financial Officer	\$320,389	\$320,389	
Lynda Newcomb Chief Human Resources Officer	\$134,642	\$134,642	
Christine Desaulniers Chief Legal Officer and Corporate Secretary	\$130,414	\$130,414	

- (2) Including short-term incentive compensation paid in December 2023.
- (3) Including, in 2023, cost of perquisites, group insurance, and the value of credited dividends on share units. The value of credited dividends in 2023 is \$70,432 for Ms. Isabelle Marcoux, \$182,259 for Mr. Thomas Morin, \$209,728 for Mr. Peter Brues, \$93,088 for Mr. Donald LeCavalier, \$52,103 for Ms. Lynda Newcomb and \$69,155 for Ms. Christine Desaulniers. For Ms. Isabelle Marcoux, the amount includes \$11,141 as a car allowance, \$16,150 as a taxable benefit related to the personal use of the company car, \$18,644 as a discretionary allowance and \$5,785 for parking fees. It should be noted that the car allowance ended on June 7, 2023 and was replaced by the provision of a company car. For Mr. Thomas Morin, the amount includes \$30,033 as a transition bonus, \$8,000 as temporary housing expenses following his relocation to Canada, \$19,878 as a discretionary allowance, \$20,940 as a car allowance and \$2,429 for parking fees. For Mr. Peter Brues, the amount includes \$9,404 as a car allowance, \$21,942 as a discretionary allowance, \$3,592 the parking fees, \$16,018 as a taxable benefit related to the preparation of tax returns, and \$15,046 as a taxable benefit related to the use of a private jet under contract by the Corporation for personal purposes. The Corporation paid him a severance package of \$6,725,824, in accordance with his employment contract, i.e. \$2,250,000 corresponding to twice his annual base salary, \$110,000 corresponding to the average short-term incentive compensation for the last two years, \$33,596 corresponding to the prorata of his short-term incentive compensation based on days worked between the beginning of the fiscal year and the termination date for the fiscal year end October 29, 2023, and an amount of \$4,332,228 corresponding to the acceleration of the vesting of unvested RSUs at the termination date. Mr. Peter Brues also received \$199,471 for vacation accrued but not taken. For the Executive Vice President and Chief Financial Officer, the Chief Human Resources Officer and the Chief Legal Officer and Corporate Secretary, the amount includes \$17,880 as a car allowance, \$8,750 as a discretionary allowance and \$4,224 for parking expenses.
- (4) For Ms. Isabelle Marcoux, the compensation presented reflects her compensation as Chair of the Board until June 6, 2023 and as Executive Chair of the Board since June 7, 2023. For Mr. Thomas Morin, the compensation presented reflects his compensation as President, TC Transcontinental Packaging until June 6, 2023 and as President and Chief Executive Officer since June 7, 2023.
- (5) Mr. Thomas Morin is compensated in US dollars. His compensation was converted to Canadian dollars using an exchange rate of 1.2668 for 2021, 1.2820 for 2022 and 1.3492 for 2023, the average monthly exchange rates, except for the value of the stock-based award which is based on the rate at the time of the grant. As of January 1, 2024, Mr. Thomas Morin is compensated in Canadian dollars.
- (6) Mr. Peter Brues left the Corporation on June 7, 2023.
- (7) For Ms. Lynda Newcomb, in recognition of the loss of her former employer's special contribution to the Supplemental Pension Plan (SPP), the Corporation paid an additional amount of \$66,078 into the Corporation's SPP in December 2022. In addition, as indicated in note 1, she received an additional grant of RSUs valued at \$439,000 upon her hiring to offset the long-term incentive compensation she forfeited upon leaving her previous employment.

6.3 Incentive Plan Awards

6.3.1 Outstanding Share-Based Awards and Option-Based Awards - Value at the End of the Fiscal Year Ended October 29, 2023

Name	Option-based awards ⁽¹⁾				Share-based awards		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested ⁽²⁾	Market or payout value of share-based awards that have not vested (\$) ⁽³⁾	Market or payout value of vested share-based awards not paid out or distributed (\$) ⁽⁴⁾
Isabelle Marcoux Executive Chair of the Board	N/A	N/A	N/A	N/A	80,853	840,875	88,555
Thomas Morin President and Chief Executive Officer	N/A	N/A	N/A	N/A	164,153	1,655,714	734,321
Peter Brues President and Chief Executive Officer	N/A	N/A	N/A	N/A	69,306	720,782	279,084
Donald LeCavalier Executive Vice President and Chief Financial Officer	N/A	N/A	N/A	N/A	99,833	1,018,839	221,174
Lynda Newcomb Chief Human Resources Officer	N/A	N/A	N/A	N/A	64,907	675,037	—
Christine Desaulniers Chief Legal Officer and Corporate Secretary	N/A	N/A	N/A	N/A	47,158	477,219	392,152

(1) The Corporation has ceased granting options since the 2014 fiscal year.

(2) Includes unvested retention and performance-based share units as of October 29, 2023, inclusive of dividend equivalents linked to the share units. Due to the departure of Mr. Peter Brues, a portion of his units granted in 2022 and 2023 have been cancelled. As of October 29, 2023, he held 15,652 unvested PSUs and 53,654 unvested DPSUs.

(3) The market value of all share units is based on the closing price of the Class A Shares on the Toronto Stock Exchange on October 27, 2023, being the last business day of the fiscal year, which closing price was \$10.40 per share. The market value of the performance-based share units is calculated based on a performance level of 80% for Mr. Thomas Morin, of 86% for Mr. Donald LeCavalier and of 82% for Ms. Christine Desaulniers for the performance share units awarded in 2021 and of 100% being the target for all Named Executive Officers for 2022 and 2023 share unit grants.

(4) The market value of the vested share units is based on the closing price of the Class A Shares on the Toronto Stock Exchange on October 27, 2023, being the last business day of the fiscal year, which closing price was \$10.40 per share. For Mr. Peter Brues, the DSUs are deferred share units granted pursuant to the Share Unit Plan for the directors.

On January 9, 2024, the Corporation granted a total of 305,787 retention-based share units (RSUs), 250,095 performance-based share units (PSUs), 55,709 deferred performance based share units (DPSUs) and 8,986 vested deferred share units (DSUs) in connection with the conversion of annual short-term incentive compensation.

6.3.2 Incentive Plan Awards - Value Vested or Earned During the Fiscal Year Ended October 29, 2023

Name	Option-based awards - value vested during the year ⁽¹⁾ (\$)	Share-based awards - value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation - value earned during the year (\$)
Isabelle Marcoux ⁽³⁾ Executive Chair of the Board	—	409,741	200,769
Thomas Morin ⁽⁴⁾ President and Chief Executive Officer	—	432,501	623,166
Peter Brues ⁽⁵⁾ President and Chief Executive Officer	—	4,332,228	—

Name	Option-based awards - value vested during the year ⁽¹⁾ (\$)	Share-based awards - value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation - value earned during the year (\$)
Donald LeCavalier ⁽⁶⁾ Executive Vice President and Chief Financial Officer	—	363,759	346,370
Lynda Newcomb Chief Human Resources Officer	—	—	164,317
Christine Desaulniers ⁽⁶⁾ Chief Legal Officer and Corporate Secretary	—	271,562	150,792

- (1) The Corporation has ceased granting options since the 2014 fiscal year. No options were outstanding during the fiscal year ended October 29, 2023, as all options granted were exercised prior to the beginning of such fiscal year.
- (2) The value of share units which vested during the fiscal year ended October 29, 2023 is calculated in accordance with the provisions of the Share Unit Plan of Transcontinental Inc., including the equivalent in share units of dividends declared by the Corporation to holders of Class A Shares, based on the weighted average price for trades of Class A Shares on the Toronto Stock Exchange during the five trading days preceding the vesting date.
- (3) For Ms. Isabelle Marcoux, the medium-term incentive compensation grant made in fiscal 2020 at a price of \$15.85 in January and \$21.01 in December per share unit, was paid at a price of \$15.43 per share unit in January 2023.
- (4) For Mr. Thomas Morin, the medium-term incentive compensation grant made in fiscal year 2020 at a price of \$15.85 per share unit, was paid at a price of \$15.43 per share unit in January 2023. Since it is paid in U.S. dollars, the amount shown has been converted into Canadian dollars at an exchange rate of 1.3492.
- (5) Following the departure of Mr. Peter Brues' employment on June 7, 2023, the RSUs granted in fiscal years 2021, 2022 and 2023 at prices of \$19.60, \$19.84 and \$15.43 per share respectively were paid at a price of \$14.30 per share unit in June 2023, in accordance with the terms of his employment contract.
- (6) For Mr. Donald LeCavalier and Ms. Christine Desaulniers, the medium-term incentive compensation grant made in fiscal year 2020 at a price of \$15.85 per share unit was paid at a price of \$15.43 per share unit in January 2023.

6.3.3 Equity Shares Issuable Pursuant to the Stock Option Plan

Although no stock options have been granted since the 2014 fiscal year and no stock options are outstanding, the number of Class A Shares available for future issuance under the Stock Option Plan, which number has been approved by the Corporation's shareholders, was 3,448,395 as at October 29, 2023.

6.3.3.1 Stock Option Plan (the "SOP")

Stock options have, in the past, been granted annually to certain senior executives who sit on the Executive Committee as well as other selected executives. Since the 2014 fiscal year, the Corporation has ceased granting stock options and instead grants share units. As such, the last outstanding options were exercised in 2020. The Human Resources and Compensation Committee is responsible for administering the SOP and, as such, for recommending for approval by the Board of Directors the timing of the grants as well as the number of options to be granted.

The SOP has the following principal features:

- (i) options granted under the SOP are for Class A Shares;
- (ii) senior executives, executives and certain managers recognized for their strategic contribution and identified by the Committee as having a significant impact on the Corporation's long-term results are eligible to participate in the SOP. However, in order to reduce the dilutive effect of stock option grants, stock options were only granted to a limited group of persons comprised only of the senior executives who sit on the Executive Committee and other selected executives;
- (iii) as of October 29, 2023, the total number of Class A Shares issuable following the exercise of any options granted under the SOP (the "Reserved Shares") was 6,078,562, representing 8.36% of the outstanding Class A Shares and 1.78% of the voting rights attached to the Corporation's outstanding shares. Of this number, a balance of 3,448,395 Reserved Shares could be issued for future option grants;
- (iv) the maximum number of Reserved Shares that may be subject to options granted in favor of any one participant may not exceed 5% of the total number of issued and outstanding Class A Shares of the Corporation (namely 4% of the outstanding shares of the Corporation);

- (v) the price at which stock options are granted is determined by the Committee, but may not, under any circumstance, be less than the weighted average trading price of the Class A Shares on the Toronto Stock Exchange for the five trading days immediately preceding the date on which the options are granted;
- (vi) options vest at a rate of 25% per year as at the first anniversary of their grant and expire at the latest seven years after the date of the grant;
- (vii) when a participant's employment ceases (except in the event of retirement), any vested options at the date of employment termination must generally be exercised within 90 days following such termination of employment (except in the event of death, where the options must be exercised within 180 days following the date of death), but, in no event, after the expiry date of the options, failing which the options will expire and be cancelled. In the event of retirement, a participant will benefit from a vesting period with respect to the options granted for a period of one year after the date of retirement as well as an additional period of 90 days to exercise the options (but, in no event, after the expiry date of the options);
- (viii) the options can in no way be assigned or transferred, except by means of a will or pursuant to applicable laws regarding estates; and
- (ix) the Committee may amend the rules of the SOP at any time, subject to any regulatory approval, if necessary.

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

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

The rules governing the SOP can be obtained on request from the Corporate Secretary at 1 Place Ville Marie, Suite 3240, Montréal, Québec H3B 0G1.

6.4 Principal Pension Plans

The pension plans for senior executives were amended on June 1, 2010, to include defined contribution components (the "DC Components"). All Named Executive Officers have transferred to the DC Components, with the exception of Mr. Peter Brues who did not participate in any of the Corporation's pension plans.

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

6.4.1 DC Components for Service from June 1, 2010

The DC Components include, for all Named Executive Officers with the exception of Mr. Peter Brues (who did not participate in any of the Corporation's pension plans) and Mr. Thomas Morin (who participates in the Corporation's savings plan in the United States), a funded basic plan covering DC contributions up to the eligible tax ceiling and a funded supplemental plan and funded individual retirement agreements covering contributions in excess of the limit. Total contributions to the DC Components vary between 14% and 18% of the member's salary, according to the member's age and continuous service, including 5% of salary that is contributed by the member up to the tax ceiling provided for under the basic plan and based on the tax rules (\$31,560 in 2023). The funded supplemental plan and the funded individual retirement agreements cover DC contributions in excess of the tax ceiling. These excess contributions are credited in notional accounts and are payable to the member upon retirement, death or termination of employment, in accordance with the rules of the plans. Salary is limited to \$350,667 in 2023 (increased on January 1 of each year based on the increase in the tax ceiling) for the supplemental plan. The individual retirement agreements cover the portion of the salary exceeding \$350,667. For senior executives who were at least 45 years of age and were members of the DB Components on May 31, 2010, the Corporation pays a transitory

contribution benefit ranging between 1% and 4% of the salary, based on the member's age as of that date. The salary pursuant to the DC Components is the base salary paid by the Corporation, excluding any other form of compensation.

Having been located in the United States during the fiscal year ended October 29, 2023, Mr. Thomas Morin participated in the Corporation's 401(k) retirement savings plan. Under such plan, a participant may make the maximum annual contribution allowed by the United States' Internal Revenue Service (US\$22,500 in 2023) and an additional "catch-up" contribution if he is 50 years of age or older (US\$7,500 in 2023). In 2023, total contributions by the participant who is 50 years of age or older may therefore not exceed US\$30,000. The Corporation matches contributions at 50% on the first 6% of salary contributed by the participant, for a maximum contribution of 3% of salary. The employer contribution may not exceed 3% of the maximum allowed salary of US\$330,000 in 2023, namely US\$9,900.

6.4.2 DB Components for Service prior to June 1, 2010

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

Total benefits pursuant to the DB Components are equal to 1.7% of the average of the three highest annual salaries during the last ten years, multiplied by the number of years of credited service up to May 31, 2010. In 2023, the average salary is limited to \$206,275 (increased January 1 of each year according to the eligible tax ceiling) for the basic plan, to \$373,637 (increased at a rate of 3.5% per year January 1 of each year) for the supplemental plan, and \$400,000 for individual retirement agreements. Salary pursuant to the DB Components is the base salary paid by the Corporation, excluding any other form of compensation.

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

- *Retirement age:* Normal retirement age is 65. However, a member is eligible to reduced benefits as early as age 55. If the member retires between the age of 62 (age 60 for service before January 1, 1998) and the normal retirement age, benefits will not be reduced.
- *Benefits upon death during retirement:* The normal form of pension for a member with a spouse is a lifetime pension with a 60% survivor pension payable to the spouse. For members without a spouse, the normal payment method is a life annuity with a guarantee of 120 payments (the pension is paid for life, subject to a 10-year guarantee period).
- *Indexing during retirement:* Except for the portion payable pursuant to the individual retirement agreement, the pension is adjusted annually during retirement at a rate of 75% of the increase in the Consumer Price Index, less 1%, subject to a minimum annual adjustment of 0% and a maximum annual adjustment of 6.5%.

6.4.3 Table for DB Components

The following table presents a summary of the total estimated benefits payable pursuant to the DB Components. Benefits shown in this table reflect accumulated benefits pursuant to plan provisions in effect at the end of the fiscal year ended October 29, 2023.

Name	Number of years credited service	Annual benefits payable (\$)		Accrued obligation at start of year (\$)	Compensatory change (\$)	Non-compensatory change (\$)	Accrued obligation at year end (\$)
		At year end	At age 65				
Isabelle Marcoux Executive Chair of the Board	9.42	47,000	47,000	616,000	—	12,000	628,000
Thomas Morin⁽¹⁾ President and Chief Executive Officer	—	—	—	—	—	—	—
Peter Brues⁽¹⁾ President and Chief Executive Officer	—	—	—	—	—	—	—
Donald LeCavalier Executive Vice President and Chief Financial Officer	3.86	25,000	25,000	358,000	—	8,000	366,000

Name	Number of years credited service	Annual benefits payable (\$)		Accrued obligation at start of year (\$)	Compensatory change (\$)	Non-compensatory change (\$)	Accrued obligation at year end (\$)
		At year end	At age 65				
Lynda Newcomb ⁽¹⁾ Chief Human Resources Officer	—	—	—	—	—	—	—
Christine Desaulniers Chief Legal Officer and Corporate Secretary	4.54	31,000	31,000	477,000	—	15,000	492,000

(1) Mr. Peter Brues did not participate in any of the Corporation's pension plans while Mr. Thomas Morin and Ms. Lynda Newcomb do not participate in the defined benefit pension plan.

6.4.4 Table for DC Components

The following table summarizes the total accumulated benefits pursuant to the DC Components. Benefits shown in the table reflect the accumulated benefits at the end of the fiscal year ended October 29, 2023 pursuant to the provisions in effect.

Name	Accumulated value at start of year (\$)	Compensatory change (\$) ⁽¹⁾	Accumulated value at year end (\$)
Isabelle Marcoux Executive Chair of the Board	1,675,321	114,461	1,857,582
Thomas Morin ⁽²⁾ President and Chief Executive Officer	146,496	13,229	204,483
Peter Brues ⁽³⁾ President and Chief Executive Officer	—	—	—
Donald LeCavalier Executive Vice President and Chief Financial Officer	889,798	73,972	1,016,669
Lynda Newcomb ⁽⁴⁾ Chief Human Resources Officer	22,736	129,409	172,282
Christine Desaulniers Chief Legal Officer and Corporate Secretary	1,181,221	62,421	1,297,582

(1) Represents the employer contributions to the DC Components for the fiscal year ended October 29, 2023.

(2) Mr. Thomas Morin participates in the 401(k) retirement savings plan for U.S. employees. To calculate their value, contributions were converted into Canadian dollars at an exchange rate of 1.3492.

(3) Mr. Peter Brues did not participate in any of the Corporation's pension plans.

(4) For Ms. Lynda Newcomb, in recognition of the loss of her former employer's special contribution to her supplemental pension plan ("SPP"), the Corporation contributed an amount of \$66,078 to her SPP with the Corporation.

6.5 Termination of employment and Change of Control Benefits

Generally, officers of the Corporation or of its subsidiaries do not have employment contracts. However, employment proposals made in connection with certain acquisitions or new hires carried out by the Corporation may contain specific terms and conditions in case of termination of employment, which may provide for the payment of indemnities. As at October 29, 2023, the Chief Human Resources Officer is the only Named Executive Officer who has an employment contract containing termination of employment provisions. The following table explains the applicable treatment for the different compensation programs according to the circumstances leading to the termination of employment, including for the President and Chief Executive Officer.

Compensation plan	Resignation	Termination of employment for cause	Involuntary termination of employment without valid cause	Retirement	Death	Termination of employment following a change of control
Short-term incentive compensation	Eligible to the incentive compensation earned in the previous fiscal year, if not paid at the date of termination of employment.	No incentive compensation payable.	Eligible to the incentive compensation earned in the previous fiscal year, if not paid at the date of termination of employment. ⁽¹⁾	Eligible to receive the incentive compensation based on the results of the Corporation and prorated based on the length of service during the fiscal year.	No specific provision.	No specific provision. ⁽¹⁾
RSUs	Non-vested share units at the date of termination of employment are cancelled.	Non-vested share units at the date of termination of employment are cancelled.	Non-vested share units at the date of termination of employment are cancelled.	Vesting continues until the date specified at the time of grant.	Non-vested share units at the date of death are cancelled.	No specific provision.
PSUs/DPSUs	Non-vested share units at the date of termination of employment are cancelled.	Non-vested share units at the date of termination of employment are cancelled.	Non-vested share units at the date of termination of employment are cancelled.	Vesting continues until the earlier of the first anniversary of the date of retirement or December 20 of the year following the year during which the retirement occurred. Share units that have not vested by that date will vest proportionately based on the number of months worked between the grant date and the scheduled vesting date.	Non-vested share units at the date of death are cancelled.	No specific provision.
DSUs	Not later than 90 days following the termination of employment, payment to be made with respect to vested deferred share units at the time of termination of employment. All other deferred share units are cancelled.	Not later than 90 days following the termination of employment, payment to be made with respect to vested deferred share units at the time of termination of employment.	Payment of the value of the vested deferred share units shall be made in accordance with the provisions of the Share Unit Plan.	Payment with respect to vested deferred share units is made not later than one year following the date of retirement.	Not later than 180 days following the death, payment to be made for all vested deferred share units at the date of death.	Payment of the value of the deferred share units shall be made in accordance with the provisions of the Share Unit Plan.

Compensation plan	Resignation	Termination of employment for cause	Involuntary termination of employment without valid cause	Retirement	Death	Termination of employment following a change of control
SOP	Right to exercise not later than 90 days following termination of employment all options granted which have vested at the date of termination of employment, unless otherwise expired. All other options are cancelled.	Right to exercise not later than 90 days following termination of employment all options granted which have vested at the date of termination of employment, unless otherwise expired. All other options are cancelled.	Right to exercise not later than 90 days following termination of employment all options granted which have vested at the time of termination of employment, unless otherwise expired. All other options are cancelled.	Vesting continues for one year following the date of retirement. All other options are cancelled. All options which are not exercised within 90 days thereof, unless otherwise expired, are cancelled.	Right to exercise not later than 180 days following the date of death all options granted and vested at the date of death, unless otherwise expired. All other options are cancelled.	No specific provision.
Pension plans	Accumulated benefits at the date of resignation in accordance with the provisions of the basic and supplemental plans; no benefits payable pursuant to the individual retirement agreement if the resignation is before age 55.	Accumulated benefits at the time of termination of employment in accordance with the provisions of the basic and supplemental plans; no benefits payable pursuant to the individual retirement agreement.	Accumulated benefits at the time of termination of employment in accordance with the provisions of the plans.	Accumulated benefits at the time of retirement in accordance with the provisions of the plans.	Accumulated benefits at the time of death in accordance with the provisions of the plans.	Accumulated benefits at the time of termination of employment in accordance with the provisions of the plans.

(1) Ms. Lynda Newcomb is eligible to receive the short-term incentive compensation earned for the months between the beginning of the fiscal year and the date of termination of employment. She is also eligible to receive a severance payment equal to her base salary in effect on the date of involuntary termination of employment plus the payment of the short-term incentive compensation that would otherwise have been paid to her but for the termination of employment.

6.5.1 President and Chief Executive Officer

In the case of Mr. Thomas Morin's termination of employment, the terms and conditions of the compensation programs presented in the table of Section 6.5 apply. In the event of termination of employment for any reason, there is no contractual provision for the payment of severance or perquisites. Severance pay, if any, in the event of involuntary termination of employment or termination following a change of control is undetermined.

In the case of Mr. Peter Brues, the compensation paid following his departure from the Corporation in accordance with the provisions of his employment contract is detailed in section 6.2.

6.5.2 Other Named Executive Officers

In the case of a termination of employment, regardless of the reason, there are no contractual provisions for the payment of severance or indirect benefits for the other Named Executive Officers, except for Ms. Lynda Newcomb, Chief Human Resources Officer. Other than Ms. Lynda Newcomb, any severance, if any, in the event of involuntary termination of employment or cessation of employment following a change of control is undetermined. In case of termination of employment, the terms and conditions of the compensation programs presented in the table of Section 6.5 apply.

Ms. Lynda Newcomb, in addition to the conditions described above for all the Named Executive Officers, is entitled to an involuntary termination of employment payment equal to her annual base salary in effect on the date of involuntary termination of employment, plus the payment of the short-term incentive compensation that would have been paid to her had it not been for the termination of employment. She is also eligible to receive the short-term incentive compensation earned for the months between the beginning of the fiscal year and the date of termination of employment. The total additional amounts payable to Ms. Lynda Newcomb if the involuntary termination of employment had occurred on October 29, 2023 would have been \$794,632, being \$434,700 of severance payment relating to her base salary and \$359,932 relating to her short-term incentive compensation.

7. Other Information

7.1 Indebtedness of Directors or Officers

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

7.2 General

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

7.3 Availability of Documents

The Corporation's financial information is included in the audited consolidated financial statements of the Corporation and notes thereto and in the accompanying Management's Discussion and Analysis for the fiscal year ended October 29, 2023. Copies of these documents and additional information concerning the Corporation can be found on the Internet site of SEDAR+ (www.sedarplus.ca) and may also be obtained on request from the Corporate Secretary at our registered office, 1 Place Ville Marie, Suite 3240, Montréal, Québec H3B 0G1. The above documents, as well as the Corporation's press releases, are also available on the Corporation's website (www.tc.tc).

7.4 Shareholder Proposals

The *Canada Business Corporations Act* allows certain eligible shareholders to submit shareholder proposals to the Corporation, which proposals may be included in a management proxy circular relating to an annual meeting of shareholders. The Corporation must receive any such shareholder proposal for the next annual meeting of shareholders of the Corporation between October 14, 2024, and December 13, 2024.

7.5 Approval by Directors

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

Dated at Montréal, this 9th day of January, 2024.



Christine Desaulniers
Chief Legal Officer and Corporate Secretary

Schedule A - Mandate of the Board of Directors

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

MEMBERS OF THE BOARD OF DIRECTORS

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

Before accepting a seat on the board of a private or public company, a director must inform the Executive Chair of the Board and request her approval. The Executive Chair of the Board will review such request with the chair of the Governance and Social Responsibility Committee to ensure there are no actual or potential conflicts and decide whether such director should continue to sit on the Board if such director accepts to sit on the other board.

A director experiencing a material change in his/her principal occupation shall discuss such change with the Executive Chair of the Board. The Executive Chair of the Board and the chair of the Governance and Social Responsibility Committee will then review the circumstances of such change and actual or potential conflicts, if any, and decide whether such director should continue to sit on the Board or offer his/her resignation.

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

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

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

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

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

ROLE AND RESPONSIBILITIES

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

1. Strategy and Operations

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

2. Human Resources

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

3. Corporate Governance

- (i) Develop the Corporation's vision with respect to corporate governance, in particular, develop a set of principles and guidelines regarding corporate governance and ensure that the Governance and Social Responsibility Committee addresses any governance related issues;

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

4. Communications

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

5. Risk Management

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

6. Ethics, Social Responsibilities and Sustainability

- (i) Ensure the adoption of a code of conduct applicable to all employees without distinction, including senior executives and directors and ensure its enforcement; and
- (ii) Review reports and initiatives of the Corporation regarding sustainability; and
- (iii) Review reports relating to policies and practices linked to corporate social responsibility.

OBLIGATIONS OF DIRECTORS

The Corporation expects the following from its directors:

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

PHYSICAL ORGANIZATION OF MEETINGS OF THE BOARD

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

Dates of Board meetings are determined sufficiently in advance to ensure that Board members are available. The Board holds statutory meetings to approve the interim financial statements and annual financial statements and, if required, to discuss any material acquisition or disposition or material transaction outside the normal course of operations of the Corporation or other transaction, decisions and contracts in accordance with the policy on delegation of authority approved by the Board from time to time, and to approve them or discuss any other material matter within its mandate.

Board members attend meetings in person. They may also attend by teleconference, by electronic means or in such other manner which allows participants to communicate with all others adequately. At Board meetings, certain members of senior management are sometimes invited to make presentations on topics related to their sector of activity, thus providing Board members with an opportunity to enhance their knowledge of the Corporation's activities.

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

COMMITTEES OF THE BOARD

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

CODE OF CONDUCT

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