To be held on
Thursday,
May 12, 2022

Notice of 2022 Annual Meeting of Shareholders and Management Proxy Circular

POWER CORPORATION
OF CANADA

Notice of 2022 Annual Meeting of Shareholders and availability of materials

NOTICE-AND-ACCESS

As permitted by Canadian securities regulators, we are using notice-and-access to deliver our 2022 Management Proxy Circular (the "Circular"), and our annual financial statements and related management's discussion and analysis for the financial year ended December 31, 2021 (the "Financial Report", and together with the Circular, the "Meeting Materials"). This means that instead of receiving a paper copy of the Meeting Materials, you are receiving this notice, which provides information on how to access these Meeting Materials online. You will also find below information on how to request paper copies of these Meeting Materials if you prefer. Using notice-and-access is more environmentally friendly and cost-effective because it reduces paper use and the cost of printing and mailing the Meeting Materials to shareholders, which is also aligned with our responsible management approach. A form of proxy or a voting instruction form is included with this notice, and each includes instructions on how you can vote your shares at our 2022 Annual Meeting of Shareholders.

DATE, TIME AND PLACE

WHEN May 12, 2022 at 11:00 a.m. (Eastern Time) (the "Meeting")

WHERE The Meeting will be held virtually at **https://web.lumiagm.com/481947403**

password: **power2022** (case sensitive)

BUSINESS TO BE TRANSACTED AT THE MEETING

1	To receive the consolidated financial statements for the year ended December 31, 2021 and the auditors' report thereon;
2	To elect directors;
3	To appoint auditors;
4	To approve a non-binding advisory resolution on the Corporation's approach to executive compensation;
5	To approve an amendment to the Power Executive Stock Option Plan;
6	To consider the shareholder proposals set forth as Schedule A to the Management Proxy Circular; and
7	To transact such other business as may properly come before the Meeting.

The Circular provides additional information relating to the matters to be dealt with at the Meeting.

VOTING

Please note that you cannot vote by returning this notice. You may vote your shares by Internet, by phone or by mail. Please refer to the instructions on the form of proxy or voting instruction form included with this notice on how to vote. You may also vote online at the Meeting by following the instructions in the sections "Voting Instructions" or "Attending the Virtual Meeting" of the Circular.

ACCESSING THE MEETING MATERIALS ONLINE

The Meeting Materials and other relevant materials are available on:

Our transfer agent's website at
www.envisionreports.com/POWQ2022

SEDAR at
www.SEDAR.com

Our website at
www.powercorporation.com/en/investors/shareholder-reports/

The Circular and this notice will remain available on our transfer agent's website for one year after the date of this notice.

How to Request a Paper Copy of the Meeting Materials

Upon request, we will provide a paper copy of the Circular or Financial Report to any shareholder, free of charge, for a period of one year from the date the Meeting Materials were filed on SEDAR.

In order to receive paper copies of the Meeting Materials in advance of the deadline for submission of voting instructions (currently scheduled for 11:00 a.m. (Eastern Time) on May 10, 2022) and the date of the Meeting, Shareholders should take into account the three business day period for processing requests, as well as typical mailing times. It is estimated that the request for paper copies of the Meeting Materials must be received by May 2, 2022 to allow sufficient time for processing and mailing prior to the date of the Meeting.

REGISTERED SHAREHOLDERS

BEFORE THE MEETING call:

1-866-962-0498
(Canada and the United States)

+1 514-982-8716
(other countries)

You will need to enter your 15-digit control number as indicated on your form of proxy.

The Meeting Materials will be sent to you within three business days of receipt of your request. Please note that you will not receive another form of proxy. Please retain your current form of proxy to vote your shares.

AFTER THE MEETING call:

1-844-916-0609 (English)
1-844-973-0593 (French)
(Canada and the United States)

+1-303-562-9305 (English)
+1-303-562-9306 (French)
(other countries)

The Meeting Materials will be sent to you within ten calendar days of receipt of your request.

NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

BEFORE THE MEETING call:

1-877-907-7643
(Canada and the United States)

+1-303-562-9305 (English)
+1-303-562-9306 (French)
(other countries)

You can also request a copy of the Meeting Materials at **www.proxyvote.com** using the control number on your voting instruction form.

The Meeting Materials will be sent to you within three business days of receipt of your request. Please note that you will not receive another voting instruction form, please retain your current voting instruction form to vote your shares.

AFTER THE MEETING call:

1-877-907-7643
(Canada and the United States)

+1-303-562-9305 (English)
+1-303-562-9306 (French)
(other countries)

The Meeting Materials will be sent to you within ten calendar days of receipt of your request.

QUESTIONS?

If you have any questions regarding this notice or notice-and-access, please call Computershare Investor Services Inc. at

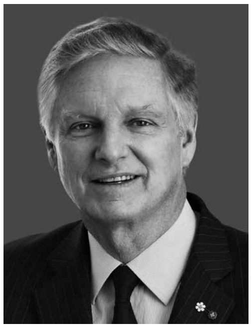
1-800-564-6253 (Canada and United States) or
+1-514-982-7555 (other countries)

BY ORDER OF THE BOARD OF DIRECTORS

Stéphane Lemay
Vice-President, General Counsel and Secretary

Signed,

Montréal, Quebec
March 17, 2022



Paul Desmarais, Jr.
Chairman

André Desmarais
Deputy Chairman

R. Jeffrey Orr
President and
Chief Executive Officer

Letter to Shareholders

Dear fellow shareholders,

On behalf of the Board of Directors of Power Corporation of Canada ("Power" or the "Corporation"), we are pleased to invite you to join us at the 2022 Annual Meeting of Shareholders, to be held on Thursday, May 12, 2022 (the "Meeting"). Amidst the continued uncertainty presented by the COVID-19 pandemic, the Corporation continues to prioritize the health and well-being of its stakeholders and will hold the Meeting in virtual format. This Management Proxy Circular (the "Circular") contains further information about each item of business to be considered at the Meeting as well as important information about, among other things, voting of your shares, the individuals nominated for election as Directors, our approach to director and executive compensation and our governance practices.

Business Highlights for 2021

As was the case in 2020, 2021 was significant for long-term sustainable value creation at the Corporation. We consistently delivered on each of the three levers of our value creation strategy. The Corporation's publicly traded operating subsidiaries made important progress in implementing their organic as well as inorganic growth strategies. The latter included announcing additional strategic acquisitions in 2021, while also focusing upon integrating acquisitions announced in 2020. At the Power holding company level, we continued to develop our alternative asset management platforms, attracting third-party capital to fuel growth and generate future earnings.

In 2021, the Corporation monetized certain assets at attractive valuations, providing additional liquidity that can be deployed in support of its Normal Course Issuer Bid. In the fourth quarter of 2021, the Corporation increased the quarterly dividend on its Participating Preferred Shares and Subordinate Voting Shares by 10.6 per cent.

We are also pleased to report that the Corporation has achieved its $50 million per annum cost reduction target that it had set in 2020 as part of the Reorganization.

We also continued to simplify our corporate structure and announced the consolidation of the Power Group's ownership stake in China Asset Management Co., Ltd. ("ChinaAMC") at IGM and the acquisition by Power, through PFC, of approximately 15 million common shares of Lifeco from IGM.[1]

In 2021, the Corporation reported record high net earnings attributable to participating shareholders of $2,917 million or net earnings per share of $4.31 compared with $1,994 million or $3.08 per share in 2020. The Corporation's adjusted net asset value (NAV) per share[2] grew 27.5 per cent to $52.60. The Corporation's book value per participating share was $34.56 at December 31, 2021, compared with $31.38 at December 31, 2020, an increase of 10 per cent.

[1] As announced by the Corporation on January 5, 2022, these transactions are expected to close in the first half of 2022.

[2] Adjusted net asset value per share does not have a standard meaning under International Financial Reporting Standards (IFRS) and represents a non-IFRS ratio; adjusted net asset value is a non-IFRS financial measure. For a reconciliation of adjusted net asset value to the most directly comparable IFRS financial measure, please see the section entitled "Non-IFRS Financial Measures" in the Corporation's Management's Discussion and Analysis for the year ended December 31, 2021, as filed under the Corporation profile on SEDAR at www.sedar.com, which disclosure is incorporated herein by reference.

Corporate Governance/ESG Highlights

We have long considered responsible management as an intrinsic component of the Corporation's long-term profitability and value creation, as an employer, issuer, corporate citizen, and investor. As part of our active ownership approach, we regularly engage with our group companies as a supportive shareholder regarding environmental, social and governance (ESG) strategies and initiatives they adopt and implement. Throughout 2021, the Corporation and its group of companies made important progress on ESG initiatives and we positioned ourselves for further achievements in years to come. At the holding company level, we started disclosing our environmental activities in 2011 and are committed to continuous progress on that front, as illustrated by the Corporation being one of only three companies in Canada named on the CDP's Climate "A List". The Corporation also continued to be a constituent of the FTSE4Good Index and, in 2021, Power received a rating of AA (on a scale of AAA-CCC) in the MSCI ESG ratings assessment.

At our publicly traded operating companies, Lifeco committed to net zero greenhouse gas emissions by 2050, IGM released its climate commitments to become carbon neutral and support the transition to net zero, and Groupe Bruxelles Lambert's recently adopted climate targets were approved by the Science Based Targets initiative. In addition, IGM was recognized as one of Corporate Knights' Global 100 Most Sustainable Corporations, receiving this honour for the third consecutive year. IGM was also included in Corporate Knights' Best 50 Corporate Citizens in Canada and was reconfirmed as a constituent of the FTSE4Good Index.

In early 2022, as part of our ongoing efforts to strenghten our governance, the Board engaged an independent consultant to conduct an assessment of the effectiveness and performance of the Board and its standing committees. Their assessment was discussed with the Board during the March meeting.

Board Changes

This year, Mr. J. David A. Jackson will not stand for re-election at the Meeting. Mr. Jackson has been a Director of the Corporation since 2013 and also serves on our Audit Committee. In addition, he was a director of IGM from 1991 to 2002 and of Lifeco from 2013 to 2021. On behalf of our Board of Directors, we wish to thank Mr. Jackson for his invaluable contribution to our Boards over the years.

We wish to welcome Ms. Elizabeth D. Wilson as nominee for election to the Board. Ms. Wilson is the former Chief Executive Officer at Dentons Canada LLP and was a member of their global leadership team. Prior to that, she was an audit partner and a Managing Partner at KPMG. She also serves on the board of directors of IGM, IG Wealth Management and Mackenzie since 2018.

In closing, 2021 was a year of significant progress for Power. We are confident that the results and momentum we achieved in 2021 are a preview of earnings growth and value creation opportunities for our shareholders and all our other stakeholders. We want to thank you, our shareholders, for your continued support, and our dedicated and talented people for their hard work this past year.

Sincerely,

Signed,	Signed,	Signed,
Paul Desmarais, Jr. Chairman	André Desmarais Deputy Chairman	R. Jeffrey Orr President and Chief Executive Officer

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Management Proxy Circular

Management Proxy Circular

This Management Proxy Circular ("Circular") is sent in connection with the solicitation by the management of Power Corporation of Canada ("Power", "PCC" or the "Corporation") of proxies for use at the Annual Meeting of Shareholders of the Corporation to be held on Thursday, May 12, 2022 (the "Meeting"), or any adjournment thereof.

The Meeting will be held as a completely virtual meeting, which will be conducted via live webcast. The Meeting will not take place in a physical location and shareholders will therefore not be able to attend the Meeting in person. A summary of the information shareholders will need to attend the Meeting online is provided below. Only registered shareholders and duly appointed proxyholders will be entitled to attend, participate and vote at the Meeting. Non-registered shareholders who have not duly appointed themselves as proxyholder will not be able to participate or vote at the Meeting but will be able to listen to the online Meeting as guests.

The method of solicitation will be primarily by mail. However, proxies may also be solicited by employees of the Corporation in writing or by telephone at nominal cost. The Corporation has also engaged a proxy solicitation firm, Kingsdale Advisors, to potentially solicit proxies on behalf of management. The costs of such engagement will be borne by the Corporation and are expected to be approximately $47,000 plus disbursements. The Corporation has agreed to indemnify such proxy solicitation firm against certain liabilities arising out of or in connection with such engagement.

The following abbreviations have been used throughout this Circular:

Name in full	Abbreviation
Canadian Securities Administrators	CSA
Great-West Life & Annuity Insurance Company	Empower
Great-West Lifeco Inc.	Lifeco
IGM Financial Inc.	IGM
Investors Group Inc.	IG Wealth Management
Pargesa Holding SA	Pargesa*
Power Financial Corporation	PFC or Power Financial
The Canada Life Assurance Company	Canada Life
Toronto Stock Exchange	TSX

* On March 11, 2020, Parjointco SA and Pargesa announced an agreement for a transaction that would simplify the group structure. A public exchange offer was launched by Parjointco Switzerland, a wholly owned subsidiary of Parjointco SA, for all Pargesa shares Parjointco SA did not already own. Following the successful completion of the public exchange offer, on November 20, 2020, Pargesa and Parjointco Switzerland merged and, as a result, Pargesa ceased to exist.

Additionally, the Corporation and the subsidiaries and affiliated companies of the Corporation are collectively referred to herein as the "Power Group" and the reorganization transaction completed by the Corporation and PFC on February 13, 2020 is referred to herein as the "Reorganization".

Forward-looking statements

This Circular contains forward-looking statements based on certain assumptions and reflect the Corporation's current expectations, or with respect to disclosure regarding the Corporation's public subsidiaries, reflect such subsidiaries' current expectations as disclosed in their respective continuous disclosure documents, including their respective Management's Discussion and Analysis for the year ended December 31, 2021. These statements are subject to a number of risks and uncertainties, including those discussed in, or incorporated by reference into, the Corporation's Annual Information Form for the year ended December 31, 2021, the Corporation's Management's Discussion and Analysis for the year ended December 31, 2021 and the Corporation's other disclosure documents, available under its profile on the System for Electronic Document Analysis and Retrieval ("SEDAR") at **www.sedar.com**. Readers are cautioned that a variety of factors, many of which are beyond the Corporation's and its subsidiaries' control, affect the operations, performance and results of the Corporation and its subsidiaries and their businesses, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results.

Voting Shares and Principal Holders Thereof

The Participating Preferred Shares and the Subordinate Voting Shares are herein sometimes collectively referred to as the "Shares".

March 17, 2022 is the "Record Date" for the Meeting, being the date for determination of Shareholders entitled to receive notice of and to vote at the Meeting.

The Articles of the Corporation do not contain any rights or provisions applicable to holders of Subordinate Voting Shares of the Corporation where a takeover bid is made for the Participating Preferred Shares of the Corporation.

To the knowledge of the Directors and officers of the Corporation, as of March 17, 2022, the Desmarais Family Residuary Trust exercises control over Pansolo Holding Inc. ("Pansolo") which, directly and indirectly, owns 54,715,456 Participating Preferred Shares and 48,363,392 Subordinate Voting Shares in the aggregate, representing 99.73 per cent and 7.81 per cent, respectively, of the outstanding shares of such classes and 50.98 per cent and 15.28 per cent, respectively, of the votes associated with, and quantity of, the total outstanding Shares of the Corporation. The Desmarais Family Residuary Trust is for the benefit of members of the family of The Honourable Paul G. Desmarais. The Trustees of the Desmarais Family Residuary Trust are Paul Desmarais, Jr., André Desmarais, Sophie Desmarais, Michel Plessis-Bélair and Guy Fortin. The Trustees also act as voting administrators. Decisions with respect to voting and disposition of Shares of the Corporation controlled by the Desmarais Family Residuary Trust are determined (subject to the rights of Paul Desmarais, Jr. and André Desmarais to direct the sale or pledge of up to 15,000,000 and 14,000,000 of those Subordinate Voting Shares, respectively, as described herein) by a majority of the Trustees of the Desmarais Family Residuary Trust, excluding Sophie Desmarais; provided that if there is no such majority, Paul Desmarais, Jr. and André Desmarais, acting together, may make such decisions. Paul Desmarais, Jr., André Desmarais and Michel Plessis-Bélair are each a Director or officer of Power.

To the knowledge of the Directors and officers of the Corporation, no other person or company beneficially owns, or controls or directs, directly or indirectly, more than 10 per cent of any class of voting securities of the Corporation.

SUBORDINATE VOTING SHARES

Shares outstanding as at March 17, 2022:
619,570,943

Voting rights:
1 vote per share

Total voting rights attached to outstanding shares:
53.04%

PARTICIPATING PREFERRED SHARES

Shares outstanding as at March 17, 2022:
54,860,866

Voting rights:
10 votes per share

Total voting rights attached to outstanding shares:
46.96%

Notice-and-Access

As permitted by the CSA and pursuant to an exemption from the management proxy solicitation requirement received from the Director appointed under the *Canada Business Corporations Act*, the Corporation is using "notice-and-access" to deliver, to both registered and non-registered shareholders, this Circular and its 2021 annual financial statements and the related management's discussion and analysis (the "Meeting Materials"). Instead of receiving paper copies of the Meeting Materials by mail, shareholders as of the Record Date have access to the Meeting Materials online. Shareholders will receive a package by mail which will include a Notice of 2022 Annual Meeting of Shareholders and Availability of Materials (the "Notice of Availability") regarding notice-and-access for the Meeting, explaining how to access the Meeting Materials electronically, and how to request paper copies of the Meeting Materials free of charge. A paper copy of the form of proxy for registered shareholders, or a voting instruction form for non-registered shareholders, will be included with the Notice of Availability, along with instructions on how to vote your Shares. Shareholders are reminded to review this Circular before voting. Notice-and-access provides shareholders with faster access to this Circular, directly benefits the Corporation through a substantial reduction in both postage and printing costs and demonstrates environmental responsibility by decreasing the large volume of paper documents generated by printing the Meeting Materials.

How to Access the Meeting Materials Electronically

Electronic copies of the Meeting Materials are available online on our transfer agent's website at **www.envisionreports.com/POWQ2022**, on our website at **www.powercorporation.com** and under our profile on SEDAR at **www.sedar.com**.

How to Request Paper Copies of the Meeting Materials

Shareholders may obtain paper copies of the Meeting Materials free of charge by following the instructions provided in the Notice of Availability. Shareholders may request paper copies of the Meeting Materials for up to one year from the date that this Circular is filed under our profile on SEDAR. In order to receive paper copies of the Meeting Materials in advance of the deadline for submission of voting instructions (currently scheduled for 11:00 a.m. (Eastern Time) on May 10, 2022) and the date of the Meeting, Shareholders should take into account the three business day period for processing requests, as well as typical mailing times. It is estimated that the requests for paper copies of the Meeting Materials must be received by May 2, 2022 to allow sufficient time for processing and mailing prior to the date of the Meeting. Please note that shareholders who request paper copies of the Meeting Materials will not receive another form of proxy or voting instruction form.

Voting Instructions

How you vote depends on whether you are a registered shareholder or a non-registered (beneficial) shareholder:

REGISTERED SHAREHOLDERS	NON-REGISTERED (BENEFICIAL) SHAREHOLDERS
Your shares are registered directly in your name with our transfer agent Computershare.	An intermediary (such as a bank, trust company, securities dealer or broker, trustee or administrator of RRSPs, RRIFs, RESPs and similar plans) or a clearing agency (such as CDS Clearing and Depository Services Inc.) holds your shares on your behalf (in each case, an "Intermediary").
A form of proxy is included in your package.	Your Intermediary sent you a voting instruction form.
You will require a **15-digit Control Number** (located on the front of your form of proxy) to identify yourself.	You will require a **16-digit Control Number** (located on the front of your voting instruction form) to identify yourself.

Voting by Proxy Before the Meeting

REGISTERED SHAREHOLDERS

BY INTERNET:

http://www.investorvote.com

BY PHONE:

1-866-732-VOTE (8683) Toll Free

BY MAIL:

Complete, sign and date your form of proxy and return it in the prepaid enveloppe provided.

Computershare must receive your form of proxy or you must have voted by Internet or telephone no later than 11:00 a.m. (Eastern time) on May 10, 2022.

NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

BY INTERNET:

http://www.proxyvote.com

BY PHONE:

1-800-474-7493 (English)
1-800-474-7501 (French)

BY MAIL:

Complete, sign and date your voting instruction form and return it in the prepaid envelope provided.

Your voting instructions must be entered by 11:00 a.m. (Eastern time) on May 10, 2022.

Most intermediaries allow you to vote as noted above but may have their own process so make sure to follow the instructions on the voting instruction form. Your Intermediary must receive your voting instructions in enough time to act on them before the May 10, 2022 deadline.

Attending the Virtual Meeting

REGISTERED SHAREHOLDERS

Registered shareholders who wish to attend and vote at the Meeting should not complete or return the form of proxy.

Registered shareholders can participate, vote and ask questions at the Meeting by following the instructions below:

NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

Non-registered shareholders who wish to attend and vote at the Meeting should appoint themselves as proxyholders by following the instructions under the heading "Appointing a proxyholder". Such non-registered shareholders will receive a 15-digit control number by email from Computershare and can then participate, vote and ask questions at the Meeting by following the instructions below:

1. Logging in at https://web.lumiagm.com/481947403 at least 15 minutes before the Meeting starts;
2. Clicking on "I have a login";
3. Entering their **15-digit Control Number** (which is the username) and the password: "**power2022**" (case sensitive).

A shareholder using the provided Control Number to login to the Meeting must accept the terms and conditions. Such shareholders will be provided the opportunity to vote by online ballot on the matters put forth at the Meeting.

A vote made during the online ballot will revoke any previously submitted proxy. Any registered shareholder that does not wish to revoke a previously submitted proxy can refrain from voting during the online ballot.

The Corporation does not have a record of non-registered shareholders and will have no knowledge of a non-registered shareholder's entitlement to vote unless they appoint themselves as proxy.

Non-registered shareholders who have appointed themselves as proxyholders and who wish to attend and vote at the Meeting should not complete the voting section of the voting instruction form.

GUESTS

Guests, including non-registered shareholders who have not duly appointed themselves as proxyholder, can log in to the Meeting as set out below. Guests can listen to the Meeting but are not able to participate or vote.

1. Log in online at **https://web.lumiagm.com/481947403** at least 15 minutes before the Meeting starts;
2. Click "Guest" and then complete the online form.

Appointing a Proxyholder

REGISTERED SHAREHOLDERS

In order to appoint a third party proxyholder to attend, participate or vote at the Meeting, registered shareholders should:

1. Insert such person's name in the blank space provided in the form of proxy and follow the instructions for submitting such form of proxy. This must be completed prior to registering such proxyholder.
2. Visit **http://www.computershare.com/PowerCorp** by 11:00 a.m. (Eastern time) on **May 10, 2022** (the Voting Deadline) and provide Computershare with the required proxyholder contact information, so that Computershare may provide the proxyholder with a Control Number via email. Computershare will provide the proxyholder with a Control Number by e-mail after the Voting Deadline has passed. Failure to register the proxyholder will result in the proxyholder not receiving a Control Number to attend, participate or vote at the Meeting.

Third party proxyholders appointed by registered shareholders should then access the Meeting by following the log-in instructions in the section" Attending the Virtual Meeting" above.

Registered shareholders who have appointed a third party proxyholder will not be able to vote or ask questions during the Meeting but may still attend the Meeting as guests.

NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

In order to appoint a third party proxyholder to attend, participate or vote at the Meeting, non-registered shareholders should:

1. Insert such person's name in the blank space provided in the voting instruction form (if permitted) and follow the instructions for submitting such form of voting instruction form (this must be completed prior to registering such proxyholder);
2. Visit **http://www.computershare.com/PowerCorp** by 11:00 a.m. (Eastern time) on **May 10, 2022** (the Voting Deadline) and provide Computershare with the required proxyholder contact information, so that Computershare may provide the third party with a Control Number via email. Computershare will provide the proxyholder with a Control Number by e-mail after the Voting Deadline has passed.

Non-registered shareholders who do not appoint themselves as proxyholder will not be able to vote or ask questions during the Meeting but may still attend the Meeting as guests.

U.S. NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

In addition to the steps above, a non-registered shareholder located in the United States should:

1. Have received a legal proxy form from its Intermediary along with the voting information form or, contact the Intermediary to request a legal proxy form;
2. Submit such legal proxy to Computershare by e-mail to: **uslegalproxy@computershare.com**, or by courier at Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, and in both cases, must be labeled as "legal proxy" and received by no later than 11:00 a.m. (Eastern time) on **May 10, 2022**.

Revoking a Proxyholder

REGISTERED SHAREHOLDERS

A previously submitted proxy may be revoked by instrument in writing executed by the registered shareholder or his or her attorney authorized in writing or, if the registered shareholder is a corporation, by an officer or attorney thereof duly authorized, and deposited either with Computershare or at the registered office of the Corporation, located at 751 Victoria Square, Montréal, Quebec, Canada, H2Y 2J3 no later than 11:00 a.m. (Eastern time) on **May 10, 2022**, or at least 48 hours before any adjournment of the Meeting, at which the proxy is to be used, or by logging in to the Meeting online, or any adjournment thereof, and accepting the terms and conditions, or in any other manner permitted by law, but prior to the exercise of such proxy in respect of any particular matter.

NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

A non-registered shareholder may revoke previously given voting instructions by contacting his or her Intermediary and complying with any applicable requirements imposed by such Intermediary. An Intermediary may not be able to revoke voting instructions if it receives insufficient notice of revocation.

If you have any questions or require assistance with voting your Shares, please contact Kingsdale Advisors, the strategic shareholder advisor and proxy solicitation agent for the Corporation, by telephone at 1-877-659-1823 toll-free in North America (+1-416-867-2272 collect) or by e-mail at contactus@kingsdaleadvisors.com.

In accordance with CSA *National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), the Corporation is distributing copies of materials related to the Meeting to Intermediaries for distribution to non-registered shareholders and such Intermediaries are to forward the materials related to the Meeting to each non-registered shareholder (unless the non-registered shareholder has declined to receive such materials). Such Intermediaries often use a service company (such as Broadridge Investor Communication Solutions in Canada (“Broadridge”)), to permit the non-registered shareholder to direct the voting of the Shares held by the Intermediary, on behalf of the non-registered shareholder. The Corporation is paying Broadridge to deliver, on behalf of the Intermediaries, a copy of the materials related to the Meeting to each “objecting beneficial owner” and each “non-objecting beneficial owner” (as such terms are defined in NI 54-101).

Voting by Proxy

Shareholders can Choose any Person or Company as their Proxyholder

Each of the persons named in the form of proxy as proxyholder is a representative of management of the Corporation and is a Director and officer of the Corporation.

Every shareholder has the right to appoint some other person or company of their choice (who need not be a shareholder) to attend and act on their behalf at the online Meeting, or any adjournment thereof, and may do so by inserting such other proxyholder’s name in the blank space provided for that purpose in the form of proxy or voting instruction form and complying with the further instructions provided in this Circular, form of proxy or voting instruction form, as applicable.

How Proxyholders Will Vote

On any ballot that may be called for, the persons designated in the form of proxy or voting instruction form will vote for, against or withhold from voting the Shares represented by such form in accordance with the instructions of the shareholder as indicated on such form and, if the shareholder has specified a choice with respect to any matter to be acted on, the Shares will be voted for, against, or withheld from voting, accordingly. In the absence of such instructions, Shares represented by a proxy will be voted for, against, or withheld from voting, in the discretion of the persons designated in the proxy, which in the case of the representatives of management named in the form of proxy will be as follows:

FOR:

> **the election, as Directors, of all nominees** listed in this Circular;

> **the appointment of Deloitte LLP as auditors of the Corporation**;

> **the Say-on-Pay Resolution** (as defined herein); and

> **the Amendment to the Power Executive Stock Option Plan**.

AGAINST:

> the shareholder proposal requesting a formal employee representation in strategic decision-making;

> the shareholder proposal requesting a report on the representation of women in management, from entry level to top level, reporting directly to the President;

> the shareholder proposal requesting that French be the Corporation’s official language; and

> the shareholder proposal requesting the adoption of a policy on majority withhold votes for the election of directors.

All such shareholder proposals being attached as Schedule A to this Circular.

The proxy confers discretionary authority in respect of amendments to matters identified in the Notice of 2022 Annual Meeting of Shareholders and such other matters as may properly come before the Meeting or any adjournment thereof. Management of the Corporation is not aware that any such amendments or other matters are to be submitted to the Meeting.

Attendance and Participation at the Meeting

The Corporation is holding the Meeting in virtual format only, which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. Attending the Meeting online enables registered shareholders and duly appointed proxyholders to participate and vote at the Meeting.

For any questions on joining or attending the Meeting or on voting procedures, please refer to the "Virtual Meeting User Guide" which is included in the mailing envelope sent to shareholders and is available on our transfer agent's website at **www.envisionreports.com/POWQ2022**, on the Corporation's website at **www.powercorporation.com** and on SEDAR (**www.sedar.com**). For live technical assistance during the Meeting, login into **https://web.lumiagm.com/481947403**, then click on "Technical support" and follow the instructions.

It is recommended that shareholders and proxyholders submit their questions and comments on any formal matters to be considered during the Meeting as soon as possible after joining the Meeting so they can be addressed at the right time. Submission may be made in writing by using the relevant dialog box in the messaging tab during the Meeting. Only shareholders and duly appointed and registered proxyholders may make submissions during the Meeting.

The Chair of the Meeting or members of management present at the Meeting will respond to submissions relating to a matter to be voted on before a vote is held on such matter, if applicable. General questions will be addressed by the Chair of the Meeting and other members of management following the end of the Meeting during the question period.

So that as many submissions as possible are addressed, shareholders and proxyholders are asked to be brief and concise and to cover only one topic per submission. Submissions from multiple shareholders on the same topic or that are otherwise related will be grouped, summarized and addressed together.

All shareholder submissions are welcome. However, the Corporation does not intend to address submissions that:

> are irrelevant to the Corporation, its subsidiaries or investee companies' operations or to the business of the Meeting;

> are related to non-public information;

> are derogatory or otherwise offensive;

> are repetitive or have already been asked by other shareholders;

> are in furtherance of a shareholder's personal or business interests; or

> are out of order or not otherwise appropriate as determined by the Chair or Secretary of the Meeting in their reasonable judgment.

For any submissions made but not addressed during the question period following the end of the Meeting, a member of the Corporation's management will attempt to contact such shareholder to respond to the submission to the extent the shareholder has provided an email address within their submission. Shareholders may also contact the Corporation's Corporate Secretary at **corporate.secretary@powercorp.com**.

In the event of a technical malfunction or other significant problem that disrupts the Meeting, the Chair of the Meeting may adjourn, recess, or expedite the Meeting, or take such other action as the Chair determines is appropriate considering the circumstances.

Business of the Meeting

1. Receive the Corporation's Financial Statements

The Corporation's consolidated financial statements for the year ended December 31, 2021 and the auditors' report thereon are available on our website at www.powercorporation.com and in our profile on SEDAR at www.sedar.com.

2. Elect the Board of Directors

The Board recommends that you vote **FOR** each director nominee.

Shareholders will be asked to elect 14 director nominees to serve on the Board of Directors of the Corporation (sometimes herein referred to as the "Board") until the earlier of the close of the next Annual Meeting of Shareholders or the director's retirement from the Board. For additional information on our Directors see "About the Directors". Except where authority to vote in respect of the election of directors is withheld, **the representatives of management named in the form of proxy will vote the Shares represented thereby FOR the election of each director nominee to serve on the Board of Directors of the Corporation**. The resolution to elect the director nominees will be approved, if passed, by a majority of the votes cast at the Meeting. At the 2021 Annual Meeting of Shareholders, the Directors received on average 97.33 per cent of votes for their election.

3. Appoint the Auditors

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

It is proposed to reappoint Deloitte LLP as auditors of the Corporation at the Meeting, to hold office until the close of the next Annual Meeting of Shareholders. Except where authority to vote in respect of the appointment of auditors is withheld, **the representatives of management named in the form of proxy will vote the Shares represented thereby FOR the appointment of Deloitte LLP as auditors of the Corporation**. The resolution to reappoint Deloitte LLP will be approved, if passed, by a majority of the votes cast at the Meeting. At the 2021 Annual Meeting of Shareholders, the appointment of the Auditors was approved by 98.51 per cent of the votes.

The Audit Committee has adopted procedures for the pre-approval of engagement for services of its external auditor, which require pre-approval of all non-audit services to be provided to the Corporation or its subsidiary entities by the external auditor. For the financial year ended December 31, 2021, the Corporation's Audit Committee obtained confirmation from the Auditors of their independence and objectivity with respect to the Corporation.

Fees payable by the Corporation[1] and Power Financial for the years ended December 31, 2021 and December 31, 2020 to Deloitte LLP and its affiliates were, respectively, as follows:

	POWER CORPORATION OF CANADA		POWER FINANCIAL CORPORATION	
Years ended December 31	2021	2020	2021	2020
Audit Fees	$1,534,000	$1,085,000	$956,000	$965,000
Audit-Related Fees[2,3]	$153,000	$147,000	$12,000	$156,000
Tax Fees[2,3]	$693,000	$209,000	$23,000	$10,000
All Other Fees[2,3]	–	–	–	–
TOTAL	$2,380,000	$1,441,000	$991,000	$1,131,000

[1] Fees payable by Lifeco are described in the section entitled "Audit Committee Information" of Lifeco's Annual Information Form dated February 9, 2022 and fees payable by IGM are described in the section entitled "Audit Committee" of IGM's Annual Information Form dated March 17, 2022.

[2] During the financial year ended December 31, 2021, Deloitte LLP provided audit-related, tax and other services to certain subsidiary entities of the Corporation, other than Power Financial and its subsidiaries (including Lifeco and IGM), for additional fees in the amount of $2,131,000 (2020–$2,087,000), $1,717,000 (2020–$1,284,000) and nil (2020- $23,000), respectively.

[3] During the financial year ended December 31, 2021, Deloitte LLP provided audit-related, tax and other services to certain subsidiary entities of Power Financial, other than Lifeco and IGM, for additional fees in the amount of $988,000 (2020–$546,000), $472,000 (2020–nil) and nil (2020–$8,000), respectively.

4. Approve a Non-Binding Advisory Resolution on the Corporation's Approach to Executive Compensation

The Board believes that shareholders should have the opportunity to fully understand the objectives, philosophy and principles the Corporation has used in its approach to executive compensation decisions and to have an annual advisory vote on the Corporation's approach to executive compensation. Shareholders are being asked to consider and, if appropriate, approve the following resolution (the "Say-on-Pay Resolution"):

Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors of the Corporation, that the shareholders accept the approach to executive compensation disclosed in the Corporation's management proxy circular delivered in advance of the 2022 annual meeting of shareholders.

Unless the shareholder who has submitted a proxy directing that the shares be voted "against" the Say-on-Pay Resolution, the representatives of the Corporation named in the form of proxy will vote the shares represented thereby FOR the approval of the Say-on-Pay Resolution. At the 2021 Annual Meeting of Shareholders, the Corporation's approach to executive compensation was approved by 98.36 per cent of the votes.

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

The purpose of the "Say-on-Pay" advisory vote is to provide appropriate director accountability to the shareholders for the Board's compensation decisions by giving shareholders a formal opportunity to provide their views on the objectives of the executive compensation plans, and on the plans themselves. While shareholders will provide their collective advisory vote, the Directors of the Corporation remain fully responsible for their compensation decisions and are not relieved of these responsibilities by a positive advisory vote by shareholders. As this is an advisory vote, the results will not be binding upon the Board. However, the Board will take the results of the vote into account, as appropriate, when considering future compensation decisions.

5. Approve an Amendment to the Power Executive Stock Option Plan of the Corporation

The Corporation's Executive Stock Option Plan was established by the Board of Directors of the Corporation on March 8, 1985, and approved by the shareholders on May 10, 1985. In 2013, and as described under "Executive Compensation – Long-Term Incentives", the Corporation adopted a Performance Share Unit Plan, which provides for the granting of performance-based vesting share units ("PSUs") and performance-based vesting deferred share units ("PDSUs"), to allow for flexibility for additional forms of long-term incentives to complement the grant of options under the Power Executive Stock Option Plan ("PESOP"). The Human Resources Committee believes that stock options continue to be among the appropriate forms of long-term incentives for the Corporation as:

- grant recipients only benefit if the share price of the Subordinate Voting Shares of the Corporation increases over the long term;
- given that stock options granted by the Corporation generally have a 10-year term, they constitute an appropriate vehicle to promote the creation of long-term value, thereby aligning the interests of the options holders with those of the shareholders; and
- the vesting conditions attached to the options promote the retention of executives by the Corporation.

Amendments to the number of Subordinate Voting Shares available for issuance under the PESOP and other provisions have been approved by the Corporation's shareholders from time to time. The PESOP is described in Schedule C. The Board of Directors, on March 17, 2022, authorized an amendment to the PESOP to increase the number of Subordinate Voting Shares issuable pursuant to the PESOP by an additional 4,000,000 Subordinate Voting Shares, subject to approval of the holders of the Subordinate Voting Shares and the holders of Participating Preferred Shares, such approval being required in accordance with the amendment provisions of the PESOP. Under the PESOP, options to acquire 14,994,148 Subordinate Voting Shares are outstanding as at March 17, 2022. In addition there are options to acquire 10,918,244 Subordinate Voting Shares outstanding as at March 17, 2022 granted under the Power Financial Employee Stock Option Plan (assumed by the Corporation). The number of Subordinate Voting Shares reserved for issuance pursuant to further grants of options under the PESOP, prior to the amendment, is 3,369,328. As disclosed in Schedule C, the Corporation's annual "burn rate" for the grant of options in 2021 was 0.10 per cent. Taking into consideration the long-term incentive awards approved by the Board in February 2020 in the form of a special three-year grant of stock options, the Corporation's future annual "burn rate" is expected to be around 0.20 per cent (assuming an ongoing grant volume equal to one-third of the 2020 grant of options). The Corporation announced, on February 24, 2022, its intention to make a normal course issuer bid in order to, among other things, provide the flexibility to manage the Corporation's capital position, which would include reducing shareholder's dilution from the exercise of stock options. Following approval of the amendment by the Corporation's shareholders, options outstanding and options available for issuance under the PESOP would be exercisable for Subordinate Voting Shares representing approximately 3.32 per cent of the aggregate Shares of the Corporation outstanding as of March 17, 2022. In addition, options outstanding under the Power Financial Employee Stock Option Plan (assumed by the Corporation) are exercisable for Subordinate Voting Shares representing approximately a further 1.61 per cent of the aggregate Shares of the Corporation outstanding as of March 17, 2022. No further options may be granted under the Power Financial Employee Stock Option Plan (assumed by the Corporation). Since the establishment of the PESOP in 1985, an aggregate of 53,264,202 Subordinate Voting Shares have been reserved for issuance pursuant to the exercise of options granted under the plan and the amendment described above would bring the cumulative historical reserve to 57,264,202 Subordinate Voting Shares. The holders of the Subordinate Voting Shares and the holders of the Participating Preferred Shares will be asked at the Meeting, or any adjournment thereof, to consider, and, if deemed advisable, adopt the following resolution:

Resolved that the amendment to the Power Executive Stock Option Plan adopted by the Board of Directors of the Corporation on March 17, 2022, as described in the Management Proxy Circular dated March 17, 2022, being an increase in the number of Subordinate Voting Shares issuable pursuant to the Power Executive Stock Option Plan by an additional 4,000,000 Subordinate Voting Shares, be and it is hereby approved.

Unless the shareholder who has submitted a proxy directing that the shares be voted "against" the above resolution, the representatives of the Corporation named in the form of proxy will vote the shares represented thereby FOR the approval of the amendment to the Power Executive Stock Option Plan.

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

6. Consider the Shareholder Proposals

The *Mouvement d'éducation et de défense des actionnaires* submitted four proposals to the Corporation to be included in this Circular. These proposals as well as the Corporation's response, are set out in Schedule A.

Unless the shareholder who has submitted a proxy directing that the shares be voted "for" the shareholder proposals, the representatives of the Corporation named in the form of proxy will vote the shares represented thereby AGAINST each of the shareholder proposals set out in Schedule A.

The Board recommends that you vote **AGAINST** each of the four shareholder proposals.

Pursuant to currently applicable corporate law, the date by which the Corporation must receive a proposal for any matter that a shareholder proposes to raise at the Annual Meeting of Shareholders of the Corporation to be held in 2023 is December 17, 2022.

About the Directors

Election of Directors

The Board of Directors of the Corporation may consist of not less than nine and not more than 28 members as determined from time to time by the Board, such number presently being fixed at 14. The 14 persons named hereunder will be proposed for election at the Meeting as Directors of the Corporation. Management of the Corporation does not contemplate that any of the persons named hereunder will be unable or unwilling to serve as a Director; however, if such event should occur prior to the Meeting, the persons designated in the form of proxy reserve the right to vote for the election in his or her stead of such other person as they, in their discretion, may determine.

The term of office of each Director currently in office expires at the close of the Meeting. Each Director elected at the Meeting shall hold office until the close of the next Annual Meeting of Shareholders or until a successor to the Director is otherwise elected, unless he or she resigns or his or her office becomes vacant for any reason. Under policies adopted by the Board, shareholders have the ability to vote for or withhold from voting for each individual Director proposed for election to the Board of Directors of the Corporation.

The *Canada Business Corporations Act* and applicable securities legislation require that the Corporation have an Audit Committee. The Board of Directors also appoints a Human Resources Committee, a Related Party and Conduct Review Committee, and a Governance and Nominating Committee as more fully described in the section entitled "Statement of Corporate Governance Practices" in this Circular.

Nominees for Election to the Board

Set forth below is certain information concerning each nominee for election to the Board, including biographical information, the voting results for the 2021 Annual Meeting of Shareholders ("2021 AGM"), attendance at the Board of Directors and Committee meetings held during the financial year ended December 31, 2021, the number of Shares and Deferred Share Units ("DSUs") of the Corporation and DSUs of PFC (payable on the basis of the market value of Subordinate Voting Shares) beneficially owned, or controlled or directed, directly or indirectly, by each of them, information concerning adherence to the Corporation's minimum equity ownership requirement for Directors; in the case of Mr. Orr, the number of PSUs of the Corporation and PSUs and PDSUs of PFC (payable on the basis of the market value of Subordinate Voting Shares); as well as shares and DSUs of the Corporation's other subsidiaries, beneficially owned, or controlled or directed, directly or indirectly, by each of them.

The Board is committed to nominating the best group of individuals for election to the Board. The Governance and Nominating Committee is responsible for identifying candidates for Board nomination and, after considering the objectives of the Corporation's Diversity Policy, for recommending to the Board those candidates with the necessary qualifications and competencies to be nominated for election to the Board. In particular, such nominees, as a group, reflect a careful balance of many factors, including the skills and experience (including on the boards of directors of Power Group companies), independence, diversity, and Board tenure (taking into account the special characteristics of Power and the Power Group companies, which operate in a highly complex and technical environment), as required to fulfill the Board's and the Board Committees' responsibilities within a size of the Board that is both effective and efficient.

The Governance and Nominating Committee also takes into account the previous commitments of each individual when proposing candidates to be nominated for election to the Board. Accordingly, the Board has adopted a Charter of Expectations for Directors setting out the expectations towards directors serving on the Board which includes a Director position description as well as provisions on overlaps on boards of directors outside the Power Group, minimum equity ownership requirement for Directors, and minimum attendance requirements. Shareholders should be aware, however, that Directors make important contributions in respect of the Corporation outside meetings of the Board and its Committees which are not reflected in attendance figures.

The nominees for election to the Board include R. Jeffrey Orr, the Corporation's President and CEO, as well as Paul Desmarais, Jr. and André Desmarais, who are former Co-Chief Executive Officers of the Corporation and related to the Corporation's controlling shareholder, providing their knowledge and such perspective to the matters under the responsibility of the Board.

The Board also believes that the interests of the Corporation, a holding company, are well served by the experience of and expertise in the affairs of its large and diversified corporate group that are brought to the Corporation by those Directors who also serve on the boards of its subsidiaries. Accordingly, of the 14 nominees for election to the Board, eight individuals also serve as Directors of Lifeco and certain of its subsidiaries (namely: Marcel R. Coutu, Paul Desmarais, Jr., André Desmarais, Gary A. Doer, Paula B. Madoff, R. Jeffrey Orr, T. Timothy Ryan, Jr. and Siim A. Vanaselja) and seven individuals serve as Directors of IGM and certain of its subsidiaries (namely: Marcel R. Coutu, Paul Desmarais, Jr., André Desmarais, Gary A. Doer, Sharon MacLeod, R. Jeffrey Orr and Elizabeth D. Wilson). The presence of such Directors enriches the discussion and enhances the quality of governance at the Board and the boards of the Corporation's subsidiaries, and assists the Corporation in the proper stewardship of its holdings.

The Corporation's Diversity Policy establishes an objective of having not less than 30 per cent of the seats on the Corporation's Board held by women by the completion of the Corporation's Annual Meeting of Shareholders to be held in 2025. Four women (28.57 per cent of the Board) are nominated for election to the Board at the 2022 Annual Meeting of Shareholders (namely: Sharon MacLeod, Paula B. Madoff, Isabelle Marcoux and Elizabeth D. Wilson). The Board believes that diversity is important to ensure that Board members provide the necessary range of perspectives required to achieve effective stewardship of the Corporation and recognizes the important role of women in contributing to diversity of perspective in the Boardroom.

Of the 14 individuals nominated for election at the Meeting, 11 individuals (constituting more than 78 per cent of the Board) are independent within the meaning of applicable Canadian securities laws and have no other relationships that could reasonably interfere with the exercise of their independent judgment in discharging their duties to the Corporation. Further, the Board has an independent Lead Director (Anthony R. Graham); the Audit Committee, the Human Resources Committee and the Related Party and Conduct Review Committee are constituted entirely of Directors who are independent of management and independent of the Corporation's controlling shareholder; a majority of the Governance and Nominating Committee is independent and such Committee is constituted entirely of Directors who are not members of management of the Corporation; and pursuant to a policy relating to meetings of independent Directors at Board and Committee meetings, the Directors on the Board who are independent of management meet at every regularly scheduled Board meeting without members of management present.

Footnotes to the biographical information appear at the end of this section.

Nominees at a Glance

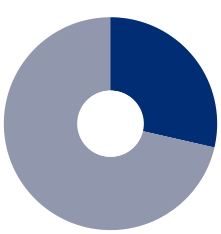
78.57%
Independent

98.72%
Attendance in 2021

97.33%
Shareholder Approval

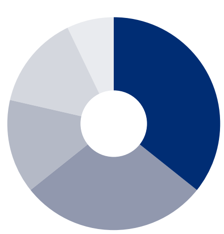
The Corporation's Directors had an average of 97.33% votes **FOR** their election at the 2021 Annual Meeting of Shareholders

Women on the Board



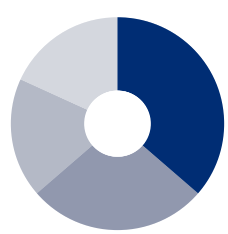
- Women: 4/14 › 28.57%
- Men: 10/14 › 71.43%

Geographic Diversity



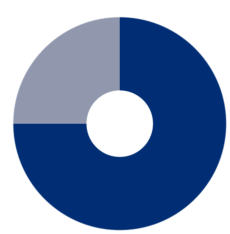
- Québec: 5/14 › 35.71%
- Ontario: 4/14 › 28.57%
- Western Canada: 2/14 › 14.29%
- United States: 2/14 › 14.29%
- Europe: 1/14 › 7.14%

Independent Directors Tenure



- 0 to 5 years: 4/11 › 36.36%
- 6 to 10 years: 3/11 › 27.28%
- 11 to 15 years: 2/11 › 18.18%
- 16 years and over: 2/11 › 18.18%

New Nominees in the past 5 years



- Women: 3/4 › 75%
- Men: 1/4 › 25%

Pierre Beaudoin

QUÉBEC, CANADA
AGE: 59

DIRECTOR SINCE MAY 2005

Mr. Beaudoin is Chairman of the Board and a Director of Bombardier Inc. (a world leading manufacturer of business jets), of which he was Executive Chairman of the Board from 2015 to 2017 and President and Chief Executive Officer from 2008 until 2015. Prior thereto, he was President and Chief Operating Officer of Bombardier Aerospace from 2001 to 2008, and Executive Vice-President of Bombardier Inc. from 2004 to 2008. He was also President of Bombardier Business Aircraft and President and Chief Operating Officer of Bombardier Recreational Products. Mr. Beaudoin studied Industrial Relations at McGill University of Montréal.

BOARD/COMMITTEE ATTENDANCE[1]	
Board	12/12
Related Party and Conduct Review Committee	2/2

2021 AGM VOTING RESULTS
Votes For: 98.99%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

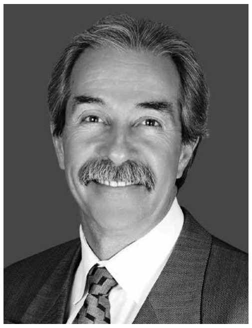
	Subordinate Voting Shares	DSUs[2]	Total
# as at March 17, 2022	75,569	103,590	179,159
# as at March 17, 2021	63,098	93,675	156,773
Change (#)	12,471	9,915	22,386
Total Market Value as at March 17, 2022[3]	$2,935,100	$4,023,436	$6,958,536

Minimum Equity Ownership Requirement[4]	$600,000
Total Market Value/Minimum Equity Ownership Requirement	11.60
Minimum Equity Ownership Requirement: Meets/On track to meet	✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)	DSUs (# as at March 17, 2022)
Nil	Nil

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
Bombardier Inc. (2004-current)	Chair of the Board of Directors
BRP Inc. (2019-current)	Member of the Human Resources and Compensation Committee and of the Nominating, Governance and Social Responsibility Committee



Marcel R. Coutu

ALBERTA, CANADA

AGE: 68

DIRECTOR SINCE MAY 2011

Mr. Coutu is a Company Director. From 2001 to 2014, he was President and Chief Executive Officer of Canadian Oil Sands Limited (an oil and gas company) and, from 2003 to 2014, Chairman of Syncrude Canada Ltd. (a Canadian oil sands project). He was previously Senior Vice-President and Chief Financial Officer of Gulf Canada Resources Limited and, prior to that, held various positions in the areas of corporate finance, investment banking, and mining and oil and gas exploration and development.

Mr. Coutu serves as a Director of the Calgary Stampede Foundation since 2020. He was a Director of the Calgary Exhibition and Stampede Board from 2014 to 2020. He has also held board positions with the Board of Governors of the Canadian Association of Petroleum Producers.

Mr. Coutu holds a Bachelor of Science (Honours) in Geology from the University of Waterloo and an MBA from the University of Western Ontario. He is a former member of the Association of Professional Engineers, Geologists and Geophysicists of Alberta and a member of the Canadian Council of Chief Executives.

BOARD/COMMITTEE ATTENDANCE [1]	
Board	12/12
Audit Committee	4/4
Human Resources Committee	7/7

2021 AGM VOTING RESULTS
Votes For: 96.68%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs [2]	Total
# as at March 17, 2022	Nil	75,184	75,184
# as at March 17, 2021	Nil	68,368	68,368
Change (#)	Nil	6,816	6,816
Total Market Value as at March 17, 2022 [3]	Nil	$2,920,147	$2,920,147
Minimum Equity Ownership Requirement [4]			$600,000
Total Market Value/Minimum Equity Ownership Requirement			4.87
Minimum Equity Ownership Requirement: Meets/On track to meet			✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)		DSUs (# as at March 17, 2022)	
10,000	Common Shares of Lifeco	100,888	DSUs of Lifeco
900	Common Shares of IGM	31,148	DSUs of IGM

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
Brookfield Asset Management Inc. (2006 – current)	Chair of the Audit Committee and Member of the Management Resources and Compensation Committee
Great-West Lifeco Inc. (2007 – current)	Member of the Governance and Nominating Committee, the Human Resources Committee and the Investment Committee
IGM Financial Inc. (2014 – current)	Member of the Human Resources Committee
FORMER	
Enbridge Inc. (2014 – 2021)	

André Desmarais, O.C., O.Q.

QUÉBEC, CANADA

AGE: 65

DIRECTOR SINCE MAY 1988

Mr. Desmarais is Deputy Chairman of the Corporation since 2008. He also served as President and Co-Chief Executive Officer of the Corporation from 1996 until his retirement from that position in February 2020. He is also Deputy Chairman of PFC, previously having served as Executive Co-Chairman of PFC from 2015 to March 2020, Co-Chairman of PFC from 2008 to 2015 and Deputy Chairman from 1996 to 2008. Prior to joining the Corporation in 1983, he was Special Assistant to the Minister of Justice of Canada and an institutional investment counsellor at Richardson Greenshields Securities Ltd.

Mr. Desmarais is Honorary Chairman of the Canada China Business Council and is a member of several China-based organizations. He is active in a number of cultural, health and other not-for-profit organizations. In 2003, he was named an Officer of the Order of Canada and, in 2009, he was named an Officer of the *Ordre national du Québec*. He has received Honorary Doctorates from Concordia University, Université de Montréal and McGill University. Mr. Desmarais is a trustee of the Desmarais Family Residuary Trust.[5]

BOARD/COMMITTEE ATTENDANCE[1]	
Board	12/12
Governance and Nominating Committee	1/1

2021 AGM VOTING RESULTS
Votes For: 90.23%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares[6]	DSUs[2,7]	Total
# as at March 17, 2022	15,991,445	271,249	16,262,694
# as at March 17, 2021	15,541,445	250,018	15,791,463
Change (#)	450,000	21,231	471,231
Total Market Value as at March 17, 2022[3]	$621,107,724	$10,535,311	$631,643,035
Minimum Equity Ownership Requirement[4]			$600,000
Total Market Value/Minimum Equity Ownership Requirement			1,052.74
Minimum Equity Ownership Requirement: Meets/On track to meet			✓

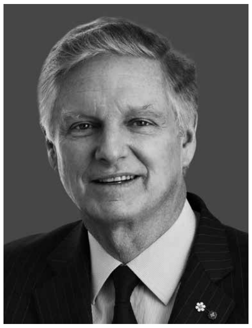
SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)		DSUs (# as at March 17, 2022)	
350,000	Common Shares of Lifeco	243,326	DSUs of Lifeco
		97,112	DSUs of IGM

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
Great-West Lifeco Inc. (1992 – current)	Member of the Governance and Nominating Committee, the Human Resources Committee and the Risk Committee
IGM Financial Inc. (1992 – current)	Member of the Governance and Nominating Committee and the Human Resources Committee
FORMER	
Power Financial Corporation (1988 – 2020)*	
Pargesa Holding SA (1996 – 2020)**	

* PFC's common shares were delisted from the TSX in February 2020. Mr. Desmarais remains a member of the Board and Deputy Chairman of PFC.

** Pargesa's shares were delisted from the SIX Swiss Exchange in November 2020.



Paul Desmarais, Jr., O.C., O.Q.

QUÉBEC, CANADA
AGE: 67

DIRECTOR SINCE MAY 1988

Mr. Desmarais is Chairman of the Corporation since 1996. He also served as Co-Chief Executive Officer of the Corporation from 1996 until his retirement from that position in February 2020, previously having assumed various positions since he joined the Corporation in 1981. He is Chairman of PFC, previsouly having served as Executive Co-Chairman of PFC from 2015 to March 2020, Co-Chairman of PFC from 2008 to 2015 and Chairman of PFC from 1990 to 2005.

From 1982 to 1990, he was a member of the Management Committee of Pargesa; in 1991, he was Executive Vice-Chairman and then Executive Chairman of the Committee, and from 2003 to 2019, he was Co-Chief Executive Officer.

Mr. Desmarais is a member of The Business Council of Canada. He is also active on a number of philanthropic advisory councils.

In 2005, Mr. Desmarais was named an Officer of the Order of Canada, in 2009, an Officer of the *Ordre national du Québec* and, in 2012, *Chevalier de la Légion d'honneur* in France. He has received a number of Honorary Doctorates. Mr. Desmarais is a trustee of the Desmarais Family Residuary Trust.[5]

BOARD/COMMITTEE ATTENDANCE[1]	
Board	12/12
Governance and Nominating Committee	1/1

2021 AGM VOTING RESULTS
Votes For: 89.12%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares[6]	DSUs[2,7]	Total
# as at March 17, 2022	15,161,049	194,508	15,355,557
# as at March 17, 2021	15,106,049	178,992	15,285,041
Change (#)	55,000	15,516	70,516
Total Market Value as at March 17, 2022[3]	$588,855,143	$7,554,691	$596,409,834

Minimum Equity Ownership Requirement[4]	$600,000
Total Market Value/Minimum Equity Ownership Requirement	994.02
Minimum Equity Ownership Requirement: Meets/On track to meet	✓

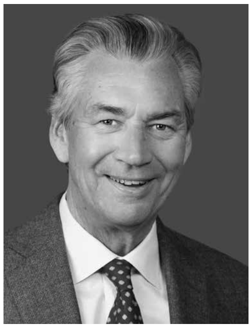
SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)	DSUs (# as at March 17, 2022)
100,000 Common Shares of Lifeco	62,968 DSUs of Lifeco
	49,059 DSUs of IGM

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
Great-West Lifeco Inc. (1986 – current)	Member of the Investment Committee and of the Governance and Nominating Committee
IGM Financial Inc. (1986 – current)	Member of the Governance and Nominating Committee
Groupe Bruxelles Lambert (1990 – current)	Chair of the Board of Directors
SGS SA (2013 – current)	
FORMER	
Power Financial Corporation (1983 – 2020)*	
Pargesa Holding SA (1992 – 2020)**	
Total SA (2002 – 2017)	
LafargeHolcim Ltd. (2008 – 2020)	

* PFC's common shares were delisted from the TSX in February 2020. Mr. Desmarais remains a member of the Board and Chairman of PFC.

** Pargesa's shares were delisted from the SIX Swiss Exchange in November 2020.



Gary A. Doer, O.M.

MANITOBA, CANADA
AGE: 73

DIRECTOR SINCE MAY 2016

Mr. Doer is a Senior Business Advisor to the law firm Dentons Canada LLP since August 2016. From 2009 to 2016, he served as Canada's Ambassador to the United States. He was the Premier of Manitoba from 1999 to 2009 and served in a number of roles in the Legislative Assembly of Manitoba from 1986 to 2009. In 2005, as Premier, Mr. Doer was named by Business Week magazine as one of the top 20 international leaders on climate change. In 2017, Mr. Doer joined the Trilateral Commission as a member of the North American Group.

Mr. Doer is a volunteer Co-Chair of the Wilson Centre's Canada Institute, a non-partisan public policy forum focused on Canada-U.S. relations. In 2010, he became a Member of the Order of Manitoba and, in 2011, he received a distinguished diplomatic service award from the World Affairs Council.

BOARD/COMMITTEE ATTENDANCE [1]	
Board	12/12
Audit Committee	4/4

2021 AGM VOTING RESULTS
Votes For: 99.61%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs [2,7]	Total
# as at March 17, 2022	Nil	47,928	47,928
# as at March 17, 2021	Nil	40,485	40,485
Change (#)	Nil	7,443	7,443
Total Market Value as at March 17, 2022 [3]	Nil	$1,861,524	$1,861,524
Minimum Equity Ownership Requirement [4]			$600,000
Total Market Value/Minimum Equity Ownership Requirement			3.10
Minimum Equity Ownership Requirement: Meets/On track to meet			✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)	DSUs (# as at March 17, 2022)
Nil	22,145 DSUs of Lifeco 15,610 DSUs of IGM

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
Great-West Lifeco Inc. (2016 – current)	Member of the Human Resources Committee and the Risk Committee
IGM Financial Inc. (2016 – current)	Member of the Governance and Nominating Committee
Air Canada (2018 – current)	Member of the Human Resources and Compensation Committee and the Safety, Health, Environment and Security Committee
FORMER	
Power Financial Corporation (2016 – 2020) *	
Barrick Gold Corporation (2016 – 2018)	

* PFC's common shares were delisted from the TSX in February 2020. Mr. Doer remains a member of the Board of PFC.

Anthony R. Graham, LL.D.

ONTARIO, CANADA
AGE: 65

DIRECTOR SINCE MAY 2001

Mr. Graham is Chairman and Chief Executive Officer of Sumarria Inc., an investment management company, since 1984. He was Vice-Chairman from 2014 to 2019 and President from 2000 to 2014 of Wittington Investments, Limited, the principal holding company of the Weston-Loblaw Group. Prior thereto, he held senior positions in Canada and the United Kingdom with National Bank Financial Inc. (formerly Lévesque Beaubien Geoffrion Inc.), a Montréal-based investment dealer.

Mr. Graham is Chairman of the Ontario Arts Foundation, and The Shaw Festival Theatre Endowment Foundation and is Vice-Chair of Business/Arts. He also serves on the Boards of the Art Gallery of Ontario, the Canadian Institute for Advanced Research and Luminato Festival Toronto. In June 2007, he was awarded an Honorary Doctorate of Laws from Brock University.

BOARD/COMMITTEE ATTENDANCE[1]	
Board*	12/12
Human Resources Committee	7/7
Governance and Nominating Committee	1/1

2021 AGM VOTING RESULTS
Votes For: 96.89%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs[2,7]	Total
# as at March 17, 2022	51,250	217,433	268,683
# as at March 17, 2021	51,250	200,934	252,184
Change (#)	Nil	16,499	16,499
Total Market Value as at March 17, 2022[3]	$1,990,550	$8,445,098	$10,435,648
Minimum Equity Ownership Requirement[4]			$600,000
Total Market Value/Minimum Equity Ownership Requirement			17.39
Minimum Equity Ownership Requirement: Meets/On track to meet			✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)	DSUs (# as at March 17, 2022)
Nil	Nil

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
Bombardier Inc. (2019 – current)	Chair of the Human Resources and Compensation Committee and Member of the Audit Committee
FORMER	
Power Financial Corporation (2001 -2020)	
Choice Properties Real Estate Investment Trust (2017 – 2020)	

* Mr. Graham was also appointed Lead Director on March 23, 2018.

Sharon MacLeod

ONTARIO, CANADA
AGE: 53

DIRECTOR SINCE MAY 2021

Ms. MacLeod is a Company Director. She is a marketing and business leader with over 20 years of experience growing brands and businesses within Unilever, where she held the positions of Global Brand Vice-President, North American Vice-President of Personal Care and Vice-President of Unilever Canada from 1998 to 2019. She is best known for her leadership of the Dove brand and has been recognized by Strategy in Canada as Marketer of the Year in 2019.

Ms. MacLeod is a Strategic Board Member for The Carlyle Group and an Advisor to Portag3 Ventures. She previously was a member of the Advertising Standards Canada Council. Catalyst Canada honoured Ms. MacLeod in 2014 as a Business Leader and she was named by Women's Executive Network (WXN) as one of Canada's most powerful women. Ms. MacLeod holds a Bachelor of Commerce and Master of Science in Marketing Management from the University of Guelph, and she is a graduate of the Harvard Business School's Corporate Boards Program.

BOARD/COMMITTEE ATTENDANCE[1]	
Board	8/8*
Human Resources Committee	4/4*

2021 AGM VOTING RESULTS
Votes For: 99.95%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs[2]	Total
# as at March 17, 2022	Nil	2,853	2,853
# as at March 17, 2021	Nil	Nil	Nil
Change (#)	Nil	2,853	2,853
Total Market Value as at March 17, 2022[3]	Nil	$110,811	$110,811
Minimum Equity Ownership Requirement[4]			$600,000
Total Market Value/Minimum Equity Ownership Requirement			0.18**
Minimum Equity Ownership Requirement: Meets/On track to meet			✓**

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)	DSUs (# as at March 17, 2022)
Nil	21,727 DSUs of IGM

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
IGM Financial Inc. (2017 – current)	Member of the Human Resources Committee and of the Audit Committee

* Ms. MacLeod was elected Director on May 14, 2021 and was appointed to the Human Resources Committee on the same date.

** Ms. MacLeod has until May 14, 2026 to meet the Corporation's minimum equity ownership requirement for Directors.

Paula B. Madoff

NEW YORK,
UNITED STATES OF AMERICA

AGE: 54

DIRECTOR SINCE MAY 2020

Ms. Madoff is a Company Director. She has served as an Advisory Director to The Goldman Sachs Group, a global investment banking, securities and investment management firm, since August 2017. She has spent 28 years at Goldman Sachs, where she most recently was a Partner leading Interest Rate Products, Derivatives and Mortgages until her retirement in 2017. Ms. Madoff also held several additional leadership positions at Goldman Sachs, including Co-Chair of the Retirement Committee overseeing 401k and pension plan assets, Chief Executive Officer of Goldman Sachs Mitsui Marine Derivatives Products, L.P., and was a member of its Securities Division Operating Committee and Firmwide New Activity Committee. She has 30 years of experience in investing, risk management and capital markets activities.

Ms. Madoff serves as a Director of Beacon Platform Inc. and ICE Benchmark Administration, where she is also Chair of the ICE LIBOR Oversight Committee.

Ms. Madoff is a 2018 David Rockefeller Fellow, a member of the Harvard Business School Alumni Board, the Harvard Kennedy School Woman and Public Policy Women's Leadership Board, and a Director of Hudson River Park Friends. She received a Masters In Business Administration from Harvard Business School and a Bachelor of Arts degree in Economics from Lafayette College.

BOARD/COMMITTEE ATTENDANCE[1]	
Board	12/12
Related Party and Conduct Review Committee	2/2

2021 AGM VOTING RESULTS
Votes For: 97.25%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs[2]	Total
# as at March 17, 2022	Nil	5,719	5,719
# as at March 17, 2021	Nil	2,924	2,924
Change (#)	Nil	2,795	2,795
Total Market Value as at March 17, 2022[3]	Nil	$222,126	$222,126
Minimum Equity Ownership Requirement[4]			$600,000
Total Market Value/Minimum Equity Ownership Requirement			0.37*
Minimum Equity Ownership Requirement: Meets/On track to meet			✓*

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)	DSUs (# as at March 17, 2022)
Nil	24,272 DSUs of Lifeco

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
Great-West Lifeco Inc. (2018 – current)	Chair of the Investment Committee and a member of the Reinsurance Committee
KKR Real Estate Investment Trust (2018 – current)	Chair of the Affiliate Transactions Committee and member of the Compensation Committee and of the Audit Committee
Tradeweb Markets Inc. (2019 – current)	Lead Independent Director, Member of the Compensation Committee, Nominating & Corporate Governance Committee and of the Audit Committee
Motive Capital Corp. (2020 – current)	Chair of the Compensation Committee

* Ms. Madoff has until May 15, 2025 to meet the Corporation's minimum equity ownership requirement for Directors.

Isabelle Marcoux, O.C.

QUÉBEC, CANADA
AGE: 52

DIRECTOR SINCE MAY 2010

Ms. Marcoux is Chair of the Board of Transcontinental Inc. since 2012, a leader in flexible packaging in North America and Canada's largest printer and a leader in school textbook publishing. Previously, she was Vice Chair of the Board from 2007 to 2012 and Vice-President, Corporate Development, from 2004 to 2012. Between 1998 and 2004, she held the successive roles of Director, Legal Affairs and Assistant Corporate Secretary and Director, Mergers and Acquisitions. Before joining Transcontinental Inc., she was a lawyer at McCarthy Tétrault LLP.

Ms. Marcoux sits on the Board of the Institute for governance of private and public organizations (IGOPP) in addition to being a member of the Board of Scale AI. Since January 2021, she is the Honorary President of the Major Donors Circle of Centraide of Greater Montreal. In addition, she is a member of the Board of the Montréal Children's Hospital Foundation since 2015, and was a member of the Advisory Board of McGill University's Law Faculty from 2018 until 2021.

In 2016, Ms. Marcoux was awarded the Medal of the National Assembly of Québec and, in 2017, she became the first Canadian to win the Visionary Award for Strategic Leadership from the global organization Women Corporate Directors Foundation. Also in 2017, she was inducted into the Women's Executive Network (WXN) Hall of Fame. In 2019, she was appointed Member of the Order of Canada.

Ms. Marcoux holds a Bachelor's degree in Political Science and Economics, and a Bachelor's degree in Civil Law, both from McGill University. She has been a member of the Québec Bar since 1995.

BOARD/COMMITTEE ATTENDANCE [1]	
Board	11/12
Human Resources Committee	6/7
Governance and Nominating Committee	1/1

2021 AGM VOTING RESULTS
Votes For: 98.63%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs [2]	Total
# as at March 17, 2022	Nil	81,064	81,064
# as at March 17, 2021	Nil	72,022	72,022
Change (#)	Nil	9,042	9,042
Total Market Value as at March 17, 2022 [3]	Nil	$3,148,526	$3,148,526
Minimum Equity Ownership Requirement [4]			$600,000
Total Market Value/Minimum Equity Ownership Requirement			5.25
Minimum Equity Ownership Requirement: Meets/On track to meet			✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)	DSUs (# as at March 17, 2022)
Nil	Nil

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
Transcontinental Inc. (2005 – current)	Chair of the Board of Directors
FORMER	
George Weston Limited (2007 – 2019)	
Rogers Communications Inc. (2008 – 2021)	

Christian Noyer

PARIS, FRANCE
AGE: 71

DIRECTOR SINCE MAY 2016

Mr. Noyer is a Company Director. Previously, he served as the Governor of the *Banque de France* (the central bank of France, which is linked to the European Central Bank) from 2003 to 2015. From 1998 to 2002, he was Vice-President of the European Central Bank in Frankfurt. After being appointed to the Treasury in the Ministry of the Economy and Finance of France in 1976, Mr. Noyer held a number of positions before serving as Director of the Treasury from 1993 to 1995, Chief of Staff of the Minister of Economic Affairs and Finance from 1995 to 1997, and Director at the Ministry for Economic Affairs, Finance and Industry from 1997 to 1998.

Mr. Noyer served as a member of the Governing Council and the General Council of the European Central Bank from 1998 to 2015, as a member of the Board of the Bank for International Settlements from 2003 to 2015 and as its Chairman from 2010 to 2015. He was also alternate Governor at the International Monetary Fund from 1993 to 1995 and from 2003 to 2015 and a member of the Financial Stability Board from 2008 to 2015. At various times from 1982 to 1995, he also served as a member of the Boards of many partially state-owned companies as a representative of the French government. Mr. Noyer serves on the Board of Directors of Setl Ltd., a company dedicated to creating blockchain based solutions for financial markets, asset management and payments. From 2018 to 2020, he was a Non-Executive Director of Lloyd's Council and served as an independent Non-Executive Director of Lloyd's Brussels Board.

Mr. Noyer is the Honorary Governor of the *Banque de France* and has been awarded the honours of *Commandeur de la Légion d'Honneur* and *Commandeur des Arts et des Lettres* in France, Commander of the National Order of the Lion in Senegal, Great Cross of the Ordén del Merito Civil in Spain, *Officier de l'Ordre National de la Valeur* in Cameroon and Gold and Silver Star of the Order of the Rising Sun in Japan.

BOARD/COMMITTEE ATTENDANCE[1]	
Board	11/12
Governance and Nominating Committee	1/1
Related Party and Conduct Review Committee	2/2

2021 AGM VOTING RESULTS
Votes For: 98.69%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD	Subordinate Voting Shares	DSUs[2]	Total
# as at March 17, 2022	Nil	36,395	36,395
# as at March 17, 2021	Nil	29,415	29,415
Change (#)	Nil	6,980	6,980
Total Market Value as at March 17, 2022[3]	Nil	$1,413,582	$1,413,582
Minimum Equity Ownership Requirement[4]			$600,000
Total Market Value/Minimum Equity Ownership Requirement			2.36
Minimum Equity Ownership Requirement: Meets/On track to meet			✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)	DSUs (# as at March 17, 2022)
Nil	Nil

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
BNP Paribas SA (2019 – current)	Chair of the Financial Statements Committee
NSIA Banque Côte d'Ivoire SA (2017 – current)	

R. Jeffrey Orr

QUÉBEC, CANADA
AGE: 63

DIRECTOR SINCE MAY 2005

Mr. Orr was appointed President and Chief Executive Officer of the Corporation in February 2020. Prior to that, he was the President and Chief Executive Officer of PFC, a position he has held since May 2005. From May 2001 until May 2005, he was President and Chief Executive Officer of IGM. Prior to joining IGM, he was Chairman and Chief Executive Officer of BMO Nesbitt Burns Inc. and Vice-Chairman, Investment Banking Group of the Bank of Montreal.

Mr. Orr is active in a number of community and business organizations. He holds a Bachelor of Arts—Honours Business Administration (HBA) degree from the Richard Ivey School of Business in London, Ontario. Mr. Orr received an honorary Doctor of Laws from Western University.

BOARD/COMMITTEE ATTENDANCE[1]	
Board	12/12

2021 AGM VOTING RESULTS
Votes For: 98.75%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	# as at March 17, 2022	# as at March 17, 2021	Change (#)	Total Market Value as at March 17, 2022[3]
Subordinate Voting Shares	575,210	515,210	60,000	$22,341,156
DSUs[2,7]	175,366	164,838	10,528	$6,811,215
PSUs[9]	333,627	277,593	56,034	$12,958,073
PDSUs[9]	331,173	316,078	15,095	$12,862,759
Total	1,415,376	1,273,719	141,657	$54,973,204
Minimum Equity Ownership Requirement[8]				$12,500,000
Total Market Value/Minimum Equity Ownership Requirement				4.40
Minimum Equity Ownership Requirement: Meets/On track to meet				✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)		DSUs (# as at March 17, 2022)	
20,000	Common Shares of Lifeco	232,593	DSUs of Lifeco
120,000	Common Shares of IGM	119,345	DSUs of IGM

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
Great-West Lifeco Inc. (2002 – current)	Chair of the Board of Directors and of the Governance and Nominating Committee and Member of the Human Resources Committee, the Investment Committee and the Reinsurance Committee
IGM Financial Inc. (2001 – current)	Chair of the Board of Directors and of the Governance and Nominating Committee and Member of the Human Resources Committee and the Risk Committee
FORMER	
Power Financial Corporation (2005 -2020)*	

* PFC's common shares were delisted from the TSX in February 2020. Mr. Orr remains a member of the Board of PFC.

T. Timothy Ryan, Jr.

FLORIDA,
UNITED STATES OF AMERICA

AGE: 76

DIRECTOR SINCE MAY 2014*

Mr. Ryan is a Company Director. Until October 2014, he was Managing Director, Global Head of Regulatory Strategy and Policy of JPMorgan Chase & Co. ("J.P. Morgan"), a global financial services firm, a position he had held since February 2013. From 2008 to 2013, he was President and Chief Executive Officer of the Securities Industry and Financial Markets Association ("SIFMA"), a trade association representing 680 global financial market participants. Prior to joining SIFMA, he was Vice-Chairman, Financial Institutions and Governments, at J.P. Morgan, where he was a member of the firm's senior leadership. Prior to joining J.P. Morgan in 1993, Mr. Ryan was the Director of the Office of Thrift Supervision, U.S. Department of the Treasury.

Mr. Ryan is Chairman of the Board of Santander Holdings U.S.A., Inc., Santander Bank, N.A. and Banco Santander International. He has served as a Director of Markit Group Limited from April 2013 to October 2014 and of Lloyds Banking Group from March 2009 to April 2013. He was a private sector member of the Global Markets Advisory Committee for the U.S. National Intelligence Council from 2007 to 2011.

BOARD/COMMITTEE ATTENDANCE[1]	
Board	12/12
Audit Committee	4/4

2021 AGM VOTING RESULTS
Votes For: 99.81%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs[2,7]	Total
# as at March 17, 2022	41,251	41,654	82,905
# as at March 17, 2021	39,858	34,498	74,356
Change (#)	1,393	7,156	8,549
Total Market Value as at March 17, 2022[3]	$1,602,189	$1,617,841	$3,220,030

Minimum Equity Ownership Requirement[4]	$600,000
Total Market Value/Minimum Equity Ownership Requirement	5.37
Minimum Equity Ownership Requirement: Meets/On track to meet	✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)	DSUs (# as at March 17, 2022)
Nil	108,917 DSUs of Lifeco

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
Great-West Lifeco Inc. (2014 – current)	Member of the Governance and Nominating Committee, the Human Resources Committee and the Risk Committee
FORMER	
Power Financial Corporation (2011–2013, 2014–2020)**	

* Mr. Ryan also previously served as a Director of the Corporation from May 13, 2011 to May 15, 2013, but did not stand for re-election at the 2013 Annual Meeting of Shareholders.

** PFC's common shares were delisted from the TSX in February 2020. Mr. Ryan remains a member of the Board of PFC.

Siim A. Vanaselja, FCPA, FCA

ONTARIO, CANADA

AGE: 65

DIRECTOR SINCE 2020

Mr. Vanaselja is a Company Director. He served as the Executive Vice-President and Chief Financial Officer of BCE Inc. and Bell Canada, from 2001 to 2015. Prior to joining BCE Inc., he was a Partner with KPMG Canada in Toronto.

Mr. Vanaselja previously served as a Director and Chair of the Audit Committee of Maple Leaf Sports & Entertainment Ltd. He previously served on the Finance Minister's Federal Advisory Committee on Financing, on Moody's Council of Chief Financial Officers and on the Conference Board of Canada's National Council of Financial Executives. Mr. Vanaselja is a Fellow of the Chartered Professional Accountants of Ontario and holds an Honours Bachelor of Business Administration degree from the Schulich School of Business.

BOARD/COMMITTEE ATTENDANCE[1]	
Board	12/12
Audit Committee	4/4

2021 AGM VOTING RESULTS
Votes For: 98.24%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs[2,7]	Total
# as at March 17, 2022	23,000	28,452	51,452
# as at March 17, 2021	23,000	21,327	44,327
Change (#)	Nil	7,125	7,125
Total Market Value as at March 17, 2022[3]	$893,320	$1,105,076	$1,998,396

Minimum Equity Ownership Requirement[4]	$600,000
Total Market Value/Minimum Equity Ownership Requirement	3.33
Minimum Equity Ownership Requirement: Meets/On track to meet	✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)	DSUs (# as at March 17, 2022)
25,000 Common Shares of Lifeco	64,345 DSUs of Lifeco

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
Great-West Lifeco Inc. (2014 – current)	Chair of the Audit Committee and Member of the Risk Committee
RioCan Real Estate Investment Trust (2017 – current)	Lead Trustee Chair of the Audit Committee and Member of the People, Culture and Compensation Committee
TC Energy Corporation (2014 – current)	Chair of the Board and Member of the Governance Committee and of the Human Resources Committee
FORMER	
Power Financial Corporation (2018 – 2020)*	

* PFC's common shares were delisted from the TSX in February 2020. Mr. Vanaselja remains a member of the Board of PFC.

Elizabeth D. Wilson

ONTARIO, CANADA
AGE: 53

DIRECTOR SINCE N/A

Ms. Wilson is Vice-Chair of the Chartered Professional Accountants of Canada, a position held since October 2021. She is the former Chief Executive Officer of Dentons Canada LLP and was a member of the global leadership team, serving on the Global Board and Global Management Committee from July 2017 to January 2022. Prior to this role, Ms. Wilson was an audit partner at KPMG from 2000 to 2016 and served as Managing Partner at KPMG in the Greater Toronto Area from 2009 to 2016. Between 2005 and 2016, she also served as a member of KPMG's Management Committee in various leadership positions, including Canadian Managing Partner Community Leadership, Canadian Managing Partner Regions and Enterprise with responsibility for 24 regional offices across Canada, and Chief Human Resources Officer.

In addition, Ms. Wilson is currently a trustee and Audit Committee Chair at The Hospital for Sick Children, a Director at Woodgreen Foundation and a Director at Toronto CivicAction. She has previously been a Director and Chair of the Toronto Region Board of Trade, director and Vice-Chair at the National Ballet of Canada, a trustee for the Ontario Science Centre, and former Governor and Audit Committee Chair for Trinity College School.

Ms. Wilson was appointed Fellow (FCA) by the Ontario Institute of Chartered Accountants in 2004. She was awarded the Margot Franssen Leadership Award by MicroSkills in 2013, and the YWCA Women of Distinction Award in 2015. She was also named as one of the Women's Executive Network's (WXN) Top 100 Most Powerful Women in 2008, 2011 and 2018 and one of the top 25 Canadian Women of Influence in 2014.

BOARD/COMMITTEE ATTENDANCE [1]	2021 AGM VOTING RESULTS
N/A*	Votes For: N/A*

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs [2]	Total
# as at March 17, 2022	Nil	Nil	Nil
# as at March 17, 2021	Nil	Nil	Nil
Change (#)	Nil	Nil	Nil
Total Market Value as at March 17, 2022 [3]	Nil	Nil	Nil
Minimum Equity Ownership Requirement [4]			N/A*
Total Market Value/Minimum Equity Ownership Requirement			N/A*
Minimum Equity Ownership Requirement: Meets/On track to meet			N/A*

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2022)	DSUs (# as at March 17, 2022)
Nil	16,641 DSUs of IGM

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS	ROLE ON BOARDS AND COMMITTEES
CURRENT	
IGM Financial Inc. (2018 – current)	Member of the Related Party and Conduct Review Committee and of the Risk Committee

* Ms. Wilson is being proposed for election as a Director of the Corporation for the first time.

[1] Director is currently a member of each listed Committee.

[2] The members of the Board of Directors receive all or a portion of their annual retainer in the form of DSUs or in the form of Subordinate Voting Shares of the Corporation. See “Compensation of Directors – Deferred Share Unit Plan and Directors Share Purchase Plan”.

[3] Calculated based on March 17, 2022 closing price on the TSX of $38.84 per Subordinate Voting Share of the Corporation. The value of a DSU of the Corporation and a DSU of PFC are each equal to the value of a Subordinate Voting Share.

[4] See “Compensation of Directors – Minimum Equity Ownership Requirement for Directors”.

[5] Voting control of the Corporation is held by the Desmarais Family Residuary Trust. See “Voting Shares and Principal Holders Thereof”. Through Pansolo, 54,715,456 Participating Preferred Shares and 48,363,392 Subordinate Voting Shares of the Corporation are controlled by the Desmarais Family Residuary Trust. The direct and indirect security holdings of Pansolo, controlled by the Desmarais Family Residuary Trust, constitute at least 10 per cent of the voting rights attached to all voting securities of the Corporation.

[6] Pursuant to a unanimous shareholders agreement among, inter alia, Pansolo, Paul Desmarais, Jr. and André Desmarais, and the securityholders of Pansolo: [a] Paul Desmarais, Jr. (or his designee) has the power to direct Pansolo to sell or pledge up to 15,000,000 Subordinate Voting Shares and so shares control and direction over 15,000,000 Subordinate Voting Shares with the Desmarais Family Residuary Trust; and [b] André Desmarais (or his designee) has the power to direct Pansolo to sell or pledge up to 14,000,000 Subordinate Voting Shares and so shares control and direction over 14,000,000 Subordinate Voting Shares with the Desmarais Family Residuary Trust. Other than as noted in the foregoing, the securities described as being held by Messrs. Paul Desmarais, Jr. and André Desmarais do not include any other securities controlled by the Desmarais Family Residuary Trust, of which they are trustees. See also Note [5].

[7] A portion of the DSUs held by this Director are DSUs of PFC, which were previously granted to the Director by PFC as compensation for services as a Director of PFC. Upon completion of the Reorganization, the terms of the DSUs of PFC were adjusted by the 1.05 exchange ratio applicable to the Reorganization and became payable on the basis of the market price of Subordinate Voting Shares. See “Compensation of Directors – Deferred Share Unit Plan and Directors Share Purchase Plan” below.

[8] See “Executive Compensation – Minimum Equity Ownership Requirement for Current and Former Senior Management” below.

[9] The PDSUs and a significant portion of the PSUs held by Mr. R. Jeffrey Orr are PDSUs and PSUs of PFC, respectively, which were granted to him as compensation for his role as President and Chief Executive Officer of PFC and then, upon completion of the Reorganization, were adjusted by the 1.05 exchange ratio applicable to the Reorganization and became payable on the basis of the market price of Subordinate Voting Shares. See “Compensation of Directors – Deferred Share Unit Plan and Directors Share Purchase Plan” below.

Compensation of Directors

Process for determination of Director compensation

To assist in determining the appropriate compensation for members of the Board of Directors, the Human Resources Committee reviews competitive practices from time to time with the assistance of outside compensation consultants (see "Executive Compensation – Compensation Consultant" below).

The Human Resources Committee reviews compensation data from a Canadian reference group which is the same group used for benchmarking the executive positions (see list of companies included in the Canadian reference group under "Executive Compensation – Benchmarking" below).

The Human Resources Committee's compensation policy is:

> aimed at providing fair, reasonable and competitive total compensation required to attract and retain experienced and competent Directors; and

> designed to directly align the interests of Directors with the long-term interests of the Corporation's shareholders.

Although the Human Resources Committee does not identify a specific percentile within the reference group for determining Director compensation, it aims to fix the compensation at a competitive level within the Canadian reference group considering the role and time commitment of the Directors.

Retainers

For the financial year ended December 31, 2021, the retainers payable by the Corporation to Directors were as follows:

RETAINERS[1]	
Annual Board Retainer (except Chairman and Deputy Chairman)	$200,000
Annual Board Retainer – Chairman and Deputy Chairman[2]	$350,000
Additional Retainer – Chair of Audit Committee	$30,000
Additional Retainer – Chair of Human Resources Committee	$20,000
Additional Retainer – Chair of Committees, except Audit and Human Resources	$15,000
Additional Retainer – Other Members of Audit Committee	$7,500
Additional Retainer – Other Members of Human Resources Committee	$6,000
Additional Retainer – Other Members of Committees, except Audit and Human Resources	$5,000
Additional Retainer – Lead Director	$35,000

[1] In addition to the amounts disclosed in the table, Messrs. André Desmarais, Paul Desmarais, Jr., R. Jeffrey Orr, Gary A. Doer, T. Timothy Ryan, Jr. and Siim A. Vanaselja, as Directors serving on the PFC Board, also receive an additional annual cash retainer of $50,000 from PFC, while Messrs. Doer, Ryan and Vanaselja, as the members and Chair of the PFC Audit Committee, receive an additional annual cash retainer of $5,000 and $15,000, respectively, from PFC.

[2] Messrs. Paul Desmarais, Jr. and André Desmarais are entitled to receive an annual retainer of $350,000 in connection with their roles as Chairman and Deputy Chairman. The compensation for the Chairman and Deputy Chairman was determined by the Board of Directors as approximating the median retainer paid to individuals performing similar roles and functions at a subset of the Canadian reference group used for setting compensation of Messrs. R. Jeffrey Orr, Gregory D. Tretiak and Claude Généreux (see "Executive Compensation – Benchmarking" below) in addition to other family-controlled Canadian companies that have a non-CEO Chairman or Deputy Chairman. This sample of companies was used to reflect the compensation philosophy and practices observed among other comparable family-controlled Canadian listed companies. The Chairman and Deputy Chairman do not receive any additional retainers as members of the Board and of the Governance and Nominating Committee.

Minimum Equity Ownership Requirement for Directors

To further align the interests of Directors with the long-term interest of the Corporation's shareholders, Directors are required to hold Shares or DSUs of the Corporation or DSUs of PFC (payable on the basis of the market value of Subordinate Voting Shares) with a value equivalent to $600,000 within the later of five years of their becoming a Director of the Corporation and December 31, 2024. This requirement has been formalized in the Charter of Expectations for Directors (see "Statement of Corporate Governance Practices – Board of Directors"). All Directors meet, or are on track to meet, the Corporation's equity ownership requirement.

Deferred Share Unit Plan and Directors Share Purchase Plan

For the financial year ended December 31, 2021, all Directors received a basic annual board retainer as specified in the table above. Of this amount, 50 per cent was received by Directors in DSUs under the Corporation's Deferred Share Unit Plan (the "DSU Plan"), described below, or in the form of Subordinate Voting Shares acquired in the market under the Corporation's Directors Share Purchase Plan (the "DSP Plan"), also described below. Participation in the DSU Plan or the DSP Plan is mandatory.

Pursuant to the DSU Plan, the number of DSUs granted is determined by dividing the amount of remuneration payable by the average closing price on the TSX of the Subordinate Voting Shares on the five trading days (the "value of a DSU") preceding the end of the applicable fiscal quarter. A Director who receives DSUs receives additional DSUs in respect of dividends payable on Subordinate Voting Shares, based on the value of a DSU as of the date on which dividends are paid on the Subordinate Voting Shares. A DSU is redeemable any time after a Director's membership on the Board is terminated (provided the Director is not then a Director, officer or employee of the Corporation or an affiliate of the Corporation), or in the event of the death of a Director, after such death, and payable by a lump sum cash payment, based on the value of a DSU as of the date of redemption, no later than December 31st of the year following the year in which termination or death of the Director occurred. In order to promote greater alignment of interests between Directors and the shareholders of the Corporation, Directors are also able to elect to receive all or a portion of the balance of the annual board retainer, committee retainer, committee chair retainer, Chairman and Deputy Chairman retainer and Lead Director retainer, as applicable, in the form of DSUs under the DSU Plan.

Pursuant to the DSP Plan, for participating Directors, Subordinate Voting Shares are acquired in the market by a broker and the Corporation also pays the associated administrative costs and brokerage expenses, excluding fees and expenses associated with the sale of shares and taxes payable by a Director. In order to promote greater alignment of interests between Directors and the shareholders of the Corporation, Directors are also able to elect to receive the balance of the annual board retainer, committee retainer, committee chair retainer, Chairman and Deputy Chairman retainer and Lead Director retainer, as applicable, in the form of Subordinate Voting Shares acquired under the DSP Plan.

In the view of the Human Resources Committee and the Board, these plans further align the interests of Directors with those of the Corporation's shareholders.

Director Compensation Table

The following table shows the compensation paid to individuals (other than Messrs. André Desmarais, Paul Desmarais, Jr. and R. Jeffrey Orr, see "Executive Compensation – Summary Compensation Table" below) for services as a Director of the Corporation during the financial year ended December 31, 2021 and, as applicable, for services as a Director of PFC during the financial year ended December 31, 2021.

COMPENSATION OF DIRECTORS[1,2,3]

Director	Fees earned[4,5] [$]	Share-based awards[6,7] [$]	All other compensation [$]	Total compensation [$]
Pierre Beaudoin	105,000	100,000	Nil	205,000
Marcel R. Coutu	113,500	100,000	Nil	213,500
Gary A. Doer	107,500	100,000	Nil	207,500
Anthony R. Graham	160,000	100,000	Nil	260,000
J. David A. Jackson[8]	107,500	100,000	Nil	207,500
Sharon MacLeod[9]	79,500	75,000	Nil	154,500
Paula B. Madoff	115,000	100,000	Nil	215,000
Isabelle Marcoux	111,000	100,000	Nil	211,000
Christian Noyer	110,000	100,000	Nil	210,000
T. Timothy Ryan, Jr.	107,500	100,000	Nil	207,500
Siim A. Vanaselja	130,000	100,000	Nil	230,000

[1] Table does not include any amounts paid as reimbursement for expenses or DSUs received in respect of dividend equivalents payable on DSUs.

[2] Compensation paid (including compensation paid as a Director of the Corporation and its subsidiaries) to Messrs. André Desmarais, Paul Desmarais, Jr. and R. Jeffrey Orr, who served as Directors of the Corporation is disclosed in the Summary Compensation Table. See "Executive Compensation" below.

[3] In addition to compensation disclosed in the table in respect of services on the PFC Board of Directors, some Directors also receive compensation in their capacity as Directors of other publicly traded subsidiaries of the Corporation, and their subsidiaries, namely: Marcel R. Coutu is also a Director of Lifeco, IGM and certain of their subsidiaries; Gary A. Doer is also a Director of Lifeco, IGM and certain of their subsidiaries; Sharon MacLeod is also a Director of IGM and certain of its subsidiaries, Paula B. Madoff is also a Director of Lifeco and certain of its subsidiaries; T. Timothy Ryan, Jr. is also a Director of Lifeco and certain of its subsidiaries; and Siim A. Vanaselja is also a Director of Lifeco and certain of its subsidiaries. J. David A. Jackson was a Director of Lifeco and certain of its subsidiaries until May 2021. See Lifeco's Management Proxy Circular dated March 3, 2022 and IGM's Management Proxy Circular dated February 18, 2022, as applicable, each of which is available under the applicable issuer's SEDAR profile at www.sedar.com. Compensation received by Directors in their capacity as Directors of such publicly traded subsidiaries of the Corporation is determined solely by the Board or Human Resources Committee of such subsidiaries and not by the Board or Human Resources Committee of the Corporation.

[4] In addition to the fees disclosed, each of the following Directors received the following amounts paid by PFC in respect of service on the PFC Board of Directors: Gary A. Doer: $55,000; T. Timothy Ryan, Jr.: $55,000; and Siim A. Vanaselja: $65,000.

[5] Of the fees disclosed, each of the following Directors elected to receive the following amounts in the form of additional DSUs under the Corporation's DSU Plan: Pierre Beaudoin: $105,000; Marcel R. Coutu: $28,375; Gary A. Doer: $107,500; Anthony R. Graham: $160,000; Sharon MacLeod: $39,750; Isabelle Marcoux: $111,000; Christian Noyer: $110,000; T. Timothy Ryan, Jr.: $107,500; and Siim A. Vanaselja: $130,000. These amounts are in addition to the amounts shown in the "Share-based awards" column above. See also Note [6] below.

[6] Represents the dedicated portion of the annual board retainer that, under the Corporation's DSU Plan and DSP Plan, is required to be paid to Directors in DSUs or Subordinate Voting Shares.

[7] DSU awards are granted on the first day of each fiscal quarter and the grant date fair value of a DSU award is equal to the average closing price on the TSX of the Subordinate Voting Shares on the last five trading days of the preceding fiscal quarter. The grant date fair value of a DSP award is equal to the aggregate price of the Subordinate Voting Shares so acquired in the market.

[8] Mr. J. David A. Jackson will not be standing for re-election at the Meeting. During the financial year ended December 31, 2021, he attended twelve meetings of the Board of Directors (out of twelve) and four meetings of the Audit Committee (out of four).

[9] Ms. Sharon MacLeod was elected to the Corporation's Board of Directors and appointed as a member of the Human Resources Committee on May 14, 2021.

Director Outstanding Options, PDSUs and PSUs

Other than Messrs. André Desmarais, Paul Desmarais, Jr. and R. Jeffrey Orr (see "Executive Compensation – Incentive Plan Awards" below), no Director of the Corporation held options to acquire securities, PDSUs or PSUs of the Corporation or any of its subsidiaries as at December 31, 2021.

The following table shows equity holdings as at December 31, 2021 for each applicable Director (other than Messrs. André Desmarais, Paul Desmarais, Jr. and R. Jeffrey Orr) in respect of DSUs and Subordinate Voting Shares received as compensation under the Corporation's DSU Plan or DSP Plan or historically as applicable, PFC's DSU Plan or DSP Plan.

As at December 31, 2021			
Director	Number of DSP Plan shares[1] [#]	Number of DSUs held under the DSU Plan[2] [#]	Total value of DSP Plan shares and DSUs[3,4] [$]
Pierre Beaudoin	Nil	102,342	4,277,896
Marcel R. Coutu	Nil	74,278	3,104,820
Gary A. Doer	Nil	47,350	1,979,230
Anthony R. Graham	Nil	214,812	8,979,142
J. David A. Jackson[5]	Nil	49,926	2,086,907
Sharon MacLeod	Nil	2,819	117,834
Paula B. Madoff	Nil	5,650	236,170
Isabelle Marcoux	Nil	80,086	3,347,595
Christian Noyer	Nil	35,956	1,502,961
T. Timothy Ryan, Jr.	40,887	41,152	3,429,230
Siim A. Vanaselja	Nil	28,109	1,174,956

[1] Amount includes shares representing the dedicated portion of the annual board retainer, as well as additional retainers, as applicable, Directors elected to receive in Subordinate Voting Shares under the Corporation's DSP Plan and, historically as applicable, PFC's DSP Plan.

[2] Amount includes DSUs representing the dedicated portion of the annual board retainer, as well as additional retainers, as applicable, Directors elected to receive in DSUs under the Corporation's DSU Plan and, historically as applicable, PFC's DSU Plan. Amount also includes DSUs received in respect of dividend equivalents payable on DSUs.

[3] DSUs are payable by a lump sum cash payment only after a Director's membership on the Board is terminated (provided the Director is not then a Director, officer or employee of the Corporation or an affiliate of the Corporation) or in the event of the death of a Director. See "Deferred Share Unit Plan and Directors Share Purchase Plan" above.

[4] Calculated based on December 31, 2021 closing price of $41.80 per Subordinate Voting Share on the TSX.

[5] This Director will not be standing for re-election at the Meeting.

The foregoing table does not disclose all of the equity holdings in the Corporation of members of the Board of the Corporation. Please refer to the biographical information of the Directors presented earlier in this Circular for this information with respect to Directors nominated for election at the Meeting.

Directors of the Corporation are subject to the Corporation's Policy Concerning Insider Trading, which prohibits each Director of the Corporation and of its wholly owned subsidiaries (including PFC) from, among other things, purchasing financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities (or equivalents such as DSUs, the value of which is derived from equity securities) granted by the Corporation or any of its wholly owned subsidiaries as compensation. Directors also may not, directly or indirectly, with respect to any security of the Corporation or a publicly traded subsidiary (as defined in the policy) of the Corporation: [i] make a "short sale" of the security; [ii] sell a "call" or buy a "put", in respect of the security; or [iii] purchase the security for the purpose of selling it at a profit within a short period of time (generally, depending on the circumstances, means the purchaser intends to hold such securities for a minimum of two years).

Under the terms of DSUs held by Directors in the Corporation, the Directors may not receive or obtain any payment for the purpose of reducing the impact of any reduction in the fair market value of the Subordinate Voting Shares relating to such DSUs.

Executive Compensation

Executive Compensation Practices

WHAT WE DO:

- ✓ Qualified, experienced and independent Human Resources Committee
- ✓ Retention of independent compensation consultant
- ✓ Balanced mix of short-, medium- and long-term compensation
- ✓ Cap on PSU and PDSU vesting payouts at 200 per cent
- ✓ Significant portion of long-term incentive compensation delivered in the form of PSUs and/or PDSUs
- ✓ Robust Clawback Policy
- ✓ Annual shareholder advisory vote on executive compensation
- ✓ Cap on the CEO's annual pension benefit payment
- ✓ A portion of each option grant vests over at least four years
- ✓ Require ownership stake by senior management
- ✓ An approach to compensation that does not encourage excessive risk taking

WHAT WE DON'T DO:

- ✗ Directors and employees are prohibited from hedging equity-based compensation
- ✗ No public company CEOs on Human Resources Committee
- ✗ No floor on PSU payouts; minimum threshold level of Corporate performance is required for vesting
- ✗ Named Executive Officers are not permitted to immediately dispose of all their equity interests upon departure from the Corporation
- ✗ No option re-pricing
- ✗ No individual change of control agreements

The Human Resources Committee

The Board of Directors of the Corporation has established a Human Resources Committee (the "Committee"), which is responsible for approving (or, in the case of the Chief Executive Officer, recommending to the Board for approval) the compensation for the executives of the Corporation. The Committee also recommends to the Board for approval the compensation arrangements for the Directors, for the Chairman and Deputy Chairman of the Board, for the Chairs of Board Committees, for the Lead Director and for members of Board Committees. The Committee also approves compensation practices and guidelines applicable to employees; it recommends for approval by the Board such incentive compensation plans, equity compensation plans, registered pension plans, supplementary pension plans and other compensation plans for employees as it deems appropriate; and it oversees the management of the Corporation's incentive compensation plans and equity compensation plans.

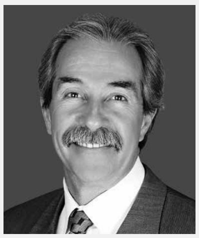
COMPOSITION OF THE COMMITTEE

The members of the Committee are Anthony R. Graham (Chair), Marcel R. Coutu, Sharon MacLeod and Isabelle Marcoux. Each member of the Committee is an independent director within the meaning of the Instruments (as more fully described in the "Statement of Corporate Governance Practices – Independence of Directors" section later in this Circular) and none receives, directly or indirectly, any compensation from the Corporation other than for services as a member of the Board of Directors and its committees. Additionally, none of the members of the Committee currently serves as the Chief Executive Officer of a public company. As described below, all members of the Committee have direct experience that is relevant to their responsibilities in executive compensation and have the skills and experience that contribute to the ability of the Committee to make decisions on the suitability of the Corporation's compensation practices.

RELEVANT EXPERIENCE OF MEMBERS OF THE COMMITTEE

In addition to each Committee member's general business background, senior management experience and involvement with other companies (see biographical information under "About the Directors"), each of the Committee members has many years of experience on human resources committees, or working closely with human resources committees, of other companies. The following is a description of the direct experience of each of the members of the Committee that is relevant to such member's responsibilities in executive compensation. Through the positions described below, the members of the Committee have been involved in the design, implementation or oversight of compensation programs within the financial services industry or other sectors. The members of the Committee draw upon this experience and their business judgment, as well as the skills gained with this experience, to enable the Committee to make decisions on the suitability of the Corporation's compensation practices.

Mr. Graham is Chairman and Chief Executive Officer of Sumarria Inc. He was Vice-Chairman from 2014 to 2019 and President from 2000 to 2014 of Wittington Investments, Limited, the principal holding company of the Weston-Loblaw Group. Prior thereto, he held senior positions in Canada and the United Kingdom with National Bank Financial Inc. (formerly Lévesque Beaubien Geoffrion Inc.), a Montréal-based investment dealer. Mr. Graham also serves on the Boards of Bombardier Inc. since 2019, Graymont Limited since 1987 and Grupo Calidra, S.A. de C.V. since 2003. He formerly served on the Boards of PFC from 2001 to February 2020, George Weston Limited from 1996 to 2016, Loblaw Companies Limited from 1999 to 2015, President's Choice Financial, of which he served as Chairman from 1999 to 2016 and Choice Properties Real Estate Investment Trust, of which he served as Chairman from 2017 to 2020. He has been a member of the Corporation's Human Resources Committee since May 2010 and the Committee's Chair since May 2013.



Mr. Coutu is a Company Director. He is a Director of Brookfield Asset Management Inc. From 2014 to 2021, he was a director of Enbridge Inc. From 2003 to 2014, he was Chairman of Syncrude Canada Ltd and from 2001 to 2014, he was President and Chief Executive Officer of Canadian Oil Sands Limited. He was previously Senior Vice-President and Chief Financial Officer of Gulf Canada Resources Limited and, prior to that, held various positions in the areas of corporate finance, investment banking, and mining and oil and gas exploration and development. Mr. Coutu is a Director and a member of the Human Resources Committees of Lifeco and certain of its subsidiaries, and of IGM and certain of its subsidiaries. He serves on the Calgary Stampede Foundation, and has also held board positions with Gulf Indonesia Resources Limited, TransCanada Power Limited Partnership, Calgary Exhibition and Stampede Board and the Board of Governors of the Canadian Association of Petroleum Producers. He has been a member of the Corporation's Human Resources Committee since May 2012.

Ms. MacLeod has over 20 years of experience within Unilever, where she held the executive positions of Global Brand Vice-President, North American Vice-President of Personal Care and Vice-President of Unilever Canada. Ms MacLeod has served on the executive boards responsible for human resources policies, performance management, compensation strategies, allocations and adjustments for Unilever North America and Global Unilever Personal Care. In addition, she served on the Unilever North America Diversity and Inclusion Board, and in 2008 founded Villa Leadership, an ongoing dedicated women's development initiative for Unilever and the UN World Food Programme. She received Catalyst Canada Honours as a Business Leader championing Diversity and was recognized by WXN as one of Canada's Most Powerful Women as a Diversity Leader. She is a graduate of Compensation Committees: New Challenges, New Solutions, Harvard Business School. She has been a member of the Corporation's Human Resources Committee since May 2021.

Ms. Marcoux is Chair of the Board of Transcontinental Inc. since 2012, in which role she works closely with its Human Resources and Compensation Committee. Previously, she was Vice Chair of the Board from 2007 to 2012 and Vice-President, Corporate Development, from 2004 to 2012. Between 1998 and 2004, she held the successive roles of Director, Legal Affairs and Assistant Corporate Secretary, and Director, Mergers and Acquisitions. Before joining Transcontinental Inc., she was a lawyer at McCarthy Tétrault LLP. Ms. Marcoux was a member of the Board and acting Chair of the Human Resources Committee, and member of the Corporate Governance and Nominating Committee of Rogers Communications Inc. from 2008 to 2021. She was also a member of the Board of George Weston Limited for 12 years, until 2019. Moreover, Ms. Marcoux sits on the Board of the Institute for governance of private and public organizations (IGOPP) and is a member of its Governance and Ethics Committee, in addition to being a member of the Board of Scale AI. She is a member of the Board of the Montreal Children's Hospital Foundation since 2015, and was a member of the Advisory Board of McGill University's Law Faculty from 2018 until 2021. She has been a member of the Corporation's Human Resources Committee since May 2012.

HUMAN RESOURCES COMMITTEE WORK PLAN

The following provides an overview of the Committee work plan for the year ended December 31, 2021, during which the Committee met seven times:

2021 COMMITTEE PRIMARY ACTIVITIES
Consideration of possible risks associated with compensation
Approval of compensation disclosure in the management proxy circular for the 2021 AGM
Review of compensation, retirement and benefit consulting services
Determination of vesting/payout for applicable outstanding grants under the Corporation's Performance Share Unit Plan
Review of the CEO's objectives and compensation arrangements for 2021
Approval of new grants under the Power Executive Stock Option Plan and the Corporation's Performance Share Unit Plan
Approval of performance conditions and vesting schedule applicable to new grants under the Corporation's Performance Share Unit Plan
Approval of the minimum equity ownership requirements for senior management and review of mandatory holdings by Directors and officers
Review of the compensation cost allocation between the Corporation and affiliated companies

2021 COMMITTEE PRIMARY ACTIVITIES
Review of the compensation structure of wholly owned alternative asset investment platforms
Review of the talent management framework for managers and officers
Review of senior management succession planning
Approval of annual incentive plan award and salary increases for members of senior management
Review of report on administration of benefit plans (including pension programs)
Review and recommendation to the Board for approval (where required) of new employment arrangements
Review of existing personal loans to officers and employees of subsidiaries
Consideration of impact of COVID-19 on continuity of operations and employees' health and well-being

Compensation Consultant

Willis Towers Watson (including its predecessors, the "Compensation Consultant") has been retained by the Committee since 2006 to provide executive compensation consulting services. The Compensation Consultant's services typically include advising on the Corporation's approach to compensation and assessing compensation-related market developments for senior executives and directors. In particular, in 2021, the Compensation Consultant provided advice to the Committee on the total compensation structure of the CEO, minimum ownership guidelines for Directors and officers, fair value calculations of options, and possible risks associated with the Corporation's compensation practices, and conducted a compensation market study of total direct compensation of senior and mid-management.

The Committee meets alone without the Compensation Consultant and without management at every meeting. In addition, the Committee regularly consults the Compensation Consultant without management being present. Recommendations and decisions made by the Committee usually reflect other factors and considerations in addition to the information and guidance provided by the Compensation Consultant.

The Compensation Consultant also provides non-executive compensation consulting services to the Corporation, at the request of management, which are mainly comprised of compensation, retirement and benefit consulting services. On an annual basis, the Compensation Consultant discloses to the Committee its full relationship with the Corporation, as well as its consulting structure and other safeguards put in place to avoid conflicts of interest when consulting on executive compensation matters.

The Committee approves all the consulting services provided to the Corporation by the Compensation Consultant.

The Compensation Consultant's fees for the 2020 and 2021 fiscal years for such services were as follows[1]:

	Year ended December 31, 2021 [$]	Year ended December 31, 2020 [$]
Executive Compensation-Related Fees	235,828	373,482
All Other Fees[2]	629,979	610,960

[1] These fees include, in respect of the period in 2020 prior to the completion of the Reorganization, (i) executive compensation-related fees paid by PFC to the Compensation Consultant amounting to $40,972, and (ii) all other fees paid by PFC to the Compensation Consultant amounting to $72,304. If and as required by applicable securities legislation, fees paid to compensation consultants by Lifeco are disclosed in Lifeco's Management Proxy Circular dated March 3, 2022 and fees paid to compensation consultants by IGM are disclosed in IGM's Management Proxy Circular dated February 18, 2022.

[2] These fees relate to non-executive compensation, retirement, group benefits and investment consulting services.

Benchmarking

To assist in determining compensation practices and outcomes for senior executive positions, the Committee reviews data from a reference group that includes large financial services organizations, management holding companies and other large, diversified companies. Because of the international scope and the size of the Power Group, the reference group is composed of Canadian and U.S.-based companies. Companies included in the reference groups are typically publicly traded, operate in the financial services industry and other sectors, have scope in terms of annual revenues comparable to those of the Corporation, and have global span of operations/holdings.

The following table presents the companies included in the reference group for 2021 and notes the selection criteria for which each benchmark company was considered to be relevant:

Company	Comparable Scope of Revenue	Publicly Traded	Financial Services Industry	Geography		
				Canada	U.S.	Global Operations
Aflac Incorporated	●	●	●		●	●
Air Canada	●	●		●		●
American Express Company	●	●	●		●	●
American International Group, Inc.	●	●	●		●	●
Bank of Montreal	●	●	●	●		●
Bombardier Inc.	●	●		●		●
Brookfield Asset Management Inc.	●	●	●	●		●
Canadian Imperial Bank of Commerce	●	●	●	●		●
Canadian National Railway Company	●	●		●		
Capital One Financial Corporation	●	●	●		●	●
CGI Inc.	●	●		●		●
CIGNA Corporation	●	●	●		●	●
Citigroup Inc.	●	●	●		●	●
Fairfax Financial Holdings Limited	●	●	●	●		●
GE Capital Global Holdings, LLC	●		●		●	●
George Weston Limited	●	●		●		
Honeywell International Inc.	●	●			●	●
Loews Corporation	●	●	●		●	●
Manulife Financial Corporation	●	●	●	●		●
MetLife, Inc.	●	●	●		●	●
National Bank of Canada	●	●	●	●		●
Onex Corporation	●	●		●		●
Prudential Financial Inc.	●	●	●		●	●
Royal Bank of Canada	●	●	●	●		●
SNC-Lavalin Group Inc.	●	●		●		●
State Street Corporation	●	●	●		●	●
Sun Life Financial Inc.	●	●	●	●		●
The Bank of Nova Scotia	●	●	●	●		●
The Hartford Financial Services Group, Inc.	●	●	●		●	●
The Toronto-Dominion Bank	●	●	●	●		●
The Travelers Companies, Inc.	●	●	●		●	●
Thomson Reuters Corporation	●	●		●		●
U.S. Bancorp	●	●	●		●	●

While performing its review, the Committee may consider some or all the companies in the reference group and, in particular, with respect to the total compensation of Mr. Orr as the Corporation's CEO, the Committee considered the total overall compensation provided to the Chief Executive Officers of Bank of Montreal, Canadian Imperial Bank of Commerce, Royal Bank of Canada, The Bank of Nova Scotia, The Toronto-Dominion Bank, Manulife Financial Corporation and Sun Life Financial Inc.

After adjusting for the relative size and scope of the Corporation and accounting for differences in market levels of compensation in the U.S. relative to Canada, the Committee considers the compensation of comparable executive roles and capabilities among companies in the reference group and aims to position the Corporation's NEOs' total compensation approximately between the third quartile of the Canadian comparator companies and the median of the U.S. comparator companies, with exceptional performance allowing for total compensation towards the upper range of the reference group.

Named Executive Officers

Each year, in determining whether an individual is an NEO under applicable securities laws, the senior employees of the Corporation are first assessed to determine if they are "executive officers" under applicable securities laws. The function and role performed by each such employee at the Corporation are considered through this lens. In addition to the Chief Executive Officer of the Corporation and the Chief Financial Officer of the Corporation, it was determined that the Corporation had only one further executive officer, being Mr. Claude Généreux, Executive Vice-President of the Corporation. The Corporation is a management and holding company whose business activities are carried out through its investments in businesses, each of which has its own management team, resulting in the Corporation having fewer "executive officers" as defined under applicable securities laws.

In addition, although Messrs. Paul Desmarais, Jr. and André Desmarais no longer serve as executive officers of the Corporation, under applicable securities laws, they are deemed, in their capacities as Chairman and Deputy Chairman of the Board of Directors, respectively, to be NEOs. However, unless otherwise specified, all subsequent references to NEOs herein shall refer solely the NEOs other than the Chairman and Deputy Chairman, whose cash and share-based compensation are set at fixed levels, as specified earlier in this Circular at "Compensation of Directors – Retainers".

Prior to the Reorganization, the 2020 compensation of the officers of the Corporation, in such capacity and in their capacity as officers of PFC, other than Messrs. Orr and Généreux, was determined by the Human Resources Committee and the Board of the Corporation. For the period prior to the Reorganization, the compensation of Messrs. Orr and Généreux was determined by the Compensation Committee and the Board of PFC. Following the Reorganization, the 2020 compensation of all officers of the Corporation has been determined by the Human Resources Committee and the Board of the Corporation.

Compensation Discussion and Analysis

OVERVIEW

Power is an international management and holding company that focuses on financial services in North America, Europe and Asia. Its core holdings are leading insurance, retirement, wealth management and investment businesses, including a portfolio of alternative asset investment platforms.

The Corporation has a commitment, as articulated in its mission statement, to enhance shareholder value by actively managing operating businesses and investments to generate long-term sustainable growth in earnings and dividends. The Corporation aims to act like an owner with a long-term perspective and a strategic vision anchored in strong core values.

The guiding principles underlying the Corporation's value creation strategy are:

> take a long-term perspective and investment horizon;

> build industry leaders with attractive growth profiles;

> provide active and strong governance oversight of its companies; and

> maintain a strong financial position and prudent approach to risk management.

The Corporation's value creation strategy focuses on three important levers:

LEVERS	DESCRIPTION
1. **Operating company organic levers**	Organic growth strategies at publicly traded operating companies.
2. **Operating company inorganic levers**	Deployment and redeployment of capital at publicly traded operating companies.
3. **Holding company levers**	Building alternative asset management businesses. Managing standalone businesses to realize value over time. Following disciplined cost management practices. Managing financial structure prudently but efficiently, including returning capital to shareholders when appropriate.

Over the long term, operating company organic and inorganic levers can be expected to deliver increased earnings and return on equity, multiple expansion in the price of the shares of the public operating companies and, as a result, growth in net asset value at Power, while holding company levers can be expected to result in increased net asset value and reduction in the holding company discount within the price of the Shares.

ROLE OF NAMED EXECUTIVE OFFICERS

As a management and holding company, the Corporation's business activities are carried out through its investments in businesses, each of which has its own management team and strategies for creating long-term value. Within this context, Messrs. R. Jeffrey Orr, Gregory D. Tretiak and Claude Généreux (the "Named Executive Officers" or "NEOs") perform three distinct sets of roles:

ROLE	RESPONSIBILITIES
1. "Active Owners"	Engaging with operating companies in the Power Group and their management teams to discuss strategy, assist in the execution of key transactions and otherwise support development and creation of long-term value.
2. Members of the Boards of Directors of the key operating companies in the Power Group	Providing governance, oversight and monitoring the performance of such businesses; Contributing to Board and committee deliberations concerning key decisions; and Appropriately accounting for stakeholder interests including shareholders, employees, business partners, communities and clients or customers.
3. Executives of the Corporation	Developing and executing the Corporation's strategy; Allocating and re-allocating capital, including active involvement in important acquisition or divestiture activity; Providing leadership to the Corporation's head office functions, including undertaking investor relation activities and developing talent; and Setting the tone for company culture, including (i) espousing the Corporation's ethics, overall values and approach to environmental, social and governance ("ESG") factors, and (ii) playing a leadership role in the Corporation's approach to risk awareness and management and sustainable business models.

EXECUTIVE COMPENSATION PHILOSOPHY

The Corporation's approach to executive compensation has been designed to support its objectives as a management and holding company (see "Executive Compensation – Compensation Discussion and Analysis – Overview" above). Unlike the Corporation's operating subsidiaries, where compensation may be tied directly to specific operational objectives, compensation at the Corporation is structured to reflect the duties of senior management to deliver long-term, sustainable value-creation, combined with prudent and risk-aware decision-making. The main goals of the Corporation's approach to executive compensation are to:

> attract, retain and motivate key executive talent;

> encourage long-term value creation;

> reward strength of leadership, management vision and entrepreneurial approach;

> recognize success in identifying and managing risk;

> foster a culture of collaboration and talent development; and

> integrate ESG considerations in decision-making.

To achieve these objectives, the Corporation's approach to compensation provides opportunities for significant reward over the long term, based on value creation, while focusing short-term incentives on functional excellence and the quality of the contributions of senior management to strategic initiatives that have the potential to create value over the long term. Performance is evaluated by the Committee and compensation is awarded to NEOs through a flexible, judgment-based process, rather than being designed as a formulaic calculation based on the achievement of short-term operational outputs. In particular, the Board and the Committee believe that the ability to exercise discretion and judgment is critical to ensuring that compensation reflects an assessment of the decisions and actions taken by management, as well as unexpected circumstances or events that have occurred during the year. While these are the objectives and high-level design features for the compensation of all NEOs, the specific arrangements may differ among each of the NEOs.

The Committee recognizes that ESG considerations and the appropriate tone-from-the-top are an integral part of the CEO's and other NEOs' roles. In 2022, the Committee will formalize specific ESG objectives for NEOs on the basis of the Corporation's renewed ESG strategy and will continue to review opportunities to further reflect the importance of ESG objectives in its approach to compensation decision-making and in evaluating the performance of individuals within the senior management group.

EXECUTIVE COMPENSATION COMPONENTS

The various elements of executive compensation, the relative weighting allocated to cash compensation versus equity-based incentives such as PSUs, PDSUs and options, and the mix of annual as opposed to long-term incentives, are not quantified by the Committee based on a rigid approach that integrates specific, weighted performance measures. Rather, as further outlined below, the Committee considers the primary role of each compensation element, as well as the links among compensation elements, to determine overall compensation.

The principal components of the compensation program for the NEOs are listed in the table below. The allocation of these components with regards to total compensation can vary depending on each NEO's role within the Corporation:

ELEMENTS	PRIMARY ROLE	LINK TO OTHER ELEMENTS
Base Salary	Reflects skills, competencies, experience and level of responsibility of the NEO.	For the NEOs (other than the CEO), influences annual incentive, long-term incentive, pension and some benefits.
Annual Incentive (for the NEOs other than the CEO)	Reflects performance for the year, including both functional responsibilities and the identification and successful execution of strategic initiatives that have the potential to create shareholder value in the long-term.	Influences pension.
Long-Term Incentive (Stock Option Plan and Performance Share Unit Plan)	Rewards sustained, long-term value creation and aligns the interests of management with the interests of shareholders.	Does not influence other elements, except that the value of these elements is considered within the total compensation of the NEOs.
Retirement Arrangements	Provides a competitive and appropriate replacement income upon retirement based on years of service with the Corporation.	
Group Benefits	Provides competitive and adequate protection in case of sickness, disability or death.	
Executive Perquisites	Provides a competitive set of complementary perquisites facilitating the effective performance of the NEO's functions.	
Board fees of subsidiary companies as determined by the Board of the respective subsidiary companies	Provides appropriate compensation to the NEOs sitting on the Boards of major subsidiary companies.	

BASE SALARY AND ANNUAL INCENTIVE

Base salary and annual incentive compensation are paid in cash and determined annually.

Base salaries are intended to be stable over time, with total cash compensation competitive, when positioned against the applicable reference group above (see "Executive Compensation – Benchmarking").

In general, the Board has determined that the CEO is not eligible for a regular award of annual incentive compensation (see section "Compensation of the Chief Executive Officer" below). The Committee believes that this approach is appropriate in the context of a management holding company focused on long-term value creation.

The other NEOs receive annual incentive compensation based on functional excellence and the quality and impact of their annual contributions. The NEOs are assessed through a judgment-based process led by the CEO (for the other NEOs) and the Committee, focused on the executive roles of the NEOs and on their specific contributions to transactions or initiatives beyond their formal roles. The process is based on an annual articulation of priorities linked to the performance levers and long-term success of the Corporation and its portfolio companies and investments, including:

> continued excellence in governance, including value-based management, capital allocation, risk management, strategic planning and talent management;

> origination and oversight of performance improvement initiatives in the portfolio of companies and investments;

> realization of value creating transactions in the portfolio of companies and investments;

> optimization of all aspects of the Corporation's operating model and costs;

> continued growth of alternative investment management platforms and monetization of non-core standalone businesses of the Corporation;

> functional excellence, including in corporate finance, treasury, accounting and strategy; and

> establishment, advancement and adherence to ESG objectives.

In addition, all NEOs, including the CEO, are eligible for special bonuses in the context of extraordinary performance and contributions related to material transactions.

LONG-TERM INCENTIVES

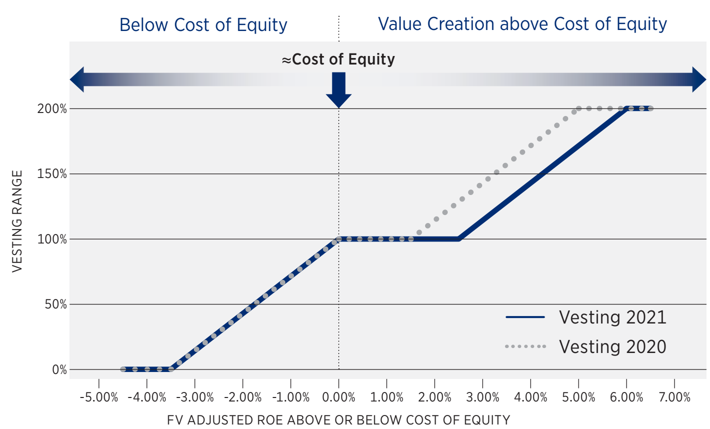
The amount of compensation to be delivered through long-term incentives as a proportion of the overall compensation amount is determined as described above. The NEOs' responsibilities, capabilities and experience and the packages of comparable executives in companies in the reference group above (see "Executive Compensation – Benchmarking") impact the total compensation package and its various components.

Long-term incentives may be in the form of stock options, PSUs and PDSUs, and the Committee periodically evaluates the intended balance amongst such awards. Except for the CEO, for whom the long-term incentive allocation is determined by the Board, the other NEOs may elect to receive up to 50 per cent of their long-term incentive grants in PSUs or PDSUs (approximating up to ⅔ of the grant date fair value), with the remainder received in the form of options.

<table>
<tr><th>AWARD</th><th>EQUITY COMPENSATION PLAN</th><th>PURPOSE</th><th colspan="2">FEATURES AND TYPICAL TERMS OF GRANT</th></tr>
<tr><td>Options</td><td>Power Executive Stock Option Plan</td><td>To encourage a long-term perspective on value creation.</td><td colspan="2">Entitles NEO to acquire a Subordinate Voting Share upon payment of the exercise price following time-vesting.
Exercise Price: set as then-current market price
Term: 10 years
Vesting: generaly 50 per cent after three years and 50 per cent after four years
Further details of the plan can be found in Schedule C.</td></tr>
<tr><td>PSUs</td><td>Performance Share Unit Plan</td><td>To align the NEOs' interests with those of the Corporation's shareholders.</td><td>After vesting, cash settlement and payment occurs shortly after the applicable three-year performance period.</td><td rowspan="2">Entitles NEO to a payment based on the value of a Subordinate Voting Share, subject to performance vesting conditions.
Vesting: Performance vesting conditions relate to the Corporation's fair value adjusted return on equity ("Fair Value Adjusted ROE", a non-IFRS financial measure)[1] over a three-year period, within a range of 0 per cent to 200 per cent.
Forfeited if unvested, in the case of resignation or termination with cause.
Non-completed performance years vest at 100 per cent if unvested, in the case of death or retirement, and prorated for the period of active employment during the performance period, in the case of termination without cause.</td></tr>
<tr><td>PDSUs</td><td>Performance Deferred Share Unit Plan</td><td>To allow for flexibility in granting additional forms of long-term incentives to complement the use of stock options.</td><td>After vesting, cash settlement and payment is deferred until the executive retires or otherwise leaves the employment of the Corporation.</td></tr>
</table>

[1] Fair Value Adjusted ROE, for these purposes, is calculated as (i) the Corporation's net earnings, excluding after-tax impact of any item that in management's judgment, including those identified by management of its publicly traded operating companies, would make the period-over-period comparison of results from operations less meaningful, and adjusted to capture in-period unrealized gains and losses related to changes in the fair value of certain investments, divided by (ii) the Corporation's average participating shareholders' equity adjusted to capture unrealized gains and losses related to changes in the fair value of certain investments. The Fair Value Adjusted ROE metric is designed to timely capture the value creation on the Corporation's investments and further align the interests of the NEOs with those of the shareholders.

The vesting for PSUs and PDSUs at target is set within a range requiring a Fair Value Adjusted ROE above the management's estimate of the Corporation's cost of equity, meaning that vesting below target generally involves a lack of additional value creation and vesting above target requires significant value creation through noticeable performance. The PSUs and PDSUs granted by the Corporation do not have a "floor" or minimum guaranteed level of vesting and therefore may expire without value and without any payout being made to the NEO if the specified minimum Fair Value Adjusted ROE required for vesting is not met. PSUs and PDSUs granted as compensation in 2021 have a widened range and increased performance range at which a target and maximum vesting are now attainable for a higher level of return on equity performance, as compared to PSUs and PDSUs granted as compensation in 2020, thus reinforcing the pay-for-performance linkage.



RETIREMENT ARRANGEMENTS

The Corporation offers retirement arrangements to NEOs, including the Supplementary Executive Retirement Plan ("SERP") and other pension benefit arrangements. The main provisions of the pension benefit arrangements are described in more detail later in this Circular under "Executive Compensation – Retirement Plan Benefits". The purposes of the pension benefit arrangements are to:

> offer an adequate and competitive level of retirement income to the executive officers who have spent a significant portion of their career in service with the Corporation or its subsidiaries;

> provide an incentive for the NEOs to remain in service with the Corporation and to take a long-term view to corporate decision-making, through the vesting provisions of the pension benefit arrangements and their respective benefit accrual formula; and

> supplement registered pension plan benefits to assist in attracting talent.

GROUP INSURANCE BENEFITS

The Corporation offers medical, dental, life, accidental death and dismemberment and short- and long-term disability insurance coverage to all employees of the Corporation, including the NEOs, under the same program.

SHARE PURCHASE PROGRAM

The Corporation offers a share purchase program to all employees of the Corporation, under which employees, including the NEOs, may purchase Subordinate Voting Shares through payroll deductions. Under the program, the Corporation contributes an amount equal to 50 per cent of the participant's contribution, up to a maximum of $30,000, which is used to purchase Subordinate Voting Shares.

EXECUTIVE PERQUISITES

The Corporation currently provides a limited number of perquisites to its NEOs, the nature and value of which, in the view of the Committee, are reasonable and competitive.

COMPENSATION RISK MANAGEMENT

In performing its duties, the Committee considers the implications of the possible risks associated with the Corporation's compensation practices. This includes:

> identifying any such practices (and any proposed changes thereto) that may encourage executive officers to take inappropriate or excessive risks; and

> identifying risks arising from such practices that could have a material adverse effect on the Corporation.

The Committee, with the assistance of the Compensation Consultant, annually reviews and assesses the Corporation's compensation practices in relation to such risks, including assessing such practices in light of practices identified by the CSA as encouraging executive officers to expose the Corporation to inappropriate or excessive risks. It is the Committee's view that the Corporation's compensation practices do not encourage inappropriate or excessive risk-taking.

Non-equity cash incentives, when paid, are not related to specific quantifiable performance targets defined prior to the beginning of the year, and are determined by reference to several factors, including the functional excellence of senior management and the quality of their contributions to strategic initiatives that have the potential to create value in the long term as described above. As such, the Committee believes they do not incent potentially inappropriate short-term risk-taking behaviour by executives. As also described above, a significant portion of the executive officers' compensation is in the form of PSUs and PDSUs which are subject to performance vesting conditions over a three-year period and stock options which typically have a 10-year term and vest over specified numbers of years during the options' term.

In the view of the Committee, officers are not incented to take actions that provide short-term benefits and may expose the Corporation over a longer term to inappropriate or excessive risks since:

> recipients only benefit under PSUs and PDSUs if performance conditions are met over a three-year period;

> the payment of vested PDSUs is deferred until the executive retires or otherwise leaves the employment of the Corporation, and the settlement value of PDSUs is calculated on the basis of the value of Subordinate Voting Shares on the date of settlement; and

> options generally vest over a period of three or four years.

Pursuant to the Corporation's minimum equity ownership requirements, members of senior management are required to hold Shares, DSUs, PSUs and/or PDSUs of the Corporation with at least a specified aggregate minimum value (see "Executive Compensation – Minimum Equity Ownership Requirement for Current and Former Senior Management" below), which also mitigates against such executives taking inappropriate or excessive risks to improve short-term performance. Furthermore, under the Corporation's Policy Concerning Insider Trading, Directors and employees of the Corporation are prohibited from purchasing financial instruments designed to hedge or offset a decrease in market value of equity securities (or equivalents such as DSUs, PSUs and PDSUs, the value of which is derived from equity securities) granted by the Corporation as compensation (See "Equity-based Compensation Anti-hedging Policies" below). Finally, under the Clawback Policy, the Corporation may recoup an officer's incentive-based or equity-based compensation where such officer's misconduct resulted in a financial statement restatement (see "Clawback Policy" below).

Readers are also referred to the Management Proxy Circular of Lifeco dated March 3, 2022 for its disclosure entitled "Compensation Risk Management" and to the Management Proxy Circular of IGM dated February 18, 2022, for its disclosure entitled "Compensation Risk Management".

"CLAWBACK" POLICY

The Corporation's Clawback Policy applies to all officers (the "Subject Officers") of the Corporation who served in such capacities during the relevant financial period. The Clawback Policy provides that, where a Subject Officer's "misconduct" caused, or partially caused, a financial statement restatement, then the Board may require disgorgement of any or all incentive-based or equity-based compensation paid, awarded or granted to, vested in favour of, or exercised or settled by such Subject Officer during or after the financial period covered by the restatement, and after the effective date of the Clawback Policy. "Misconduct" under the Clawback Policy means fraud, gross negligence or intentional misconduct; or wilful breach of the provisions of the Corporation's Code of Business Conduct and Ethics of sufficient gravity to justify the application of the Clawback Policy.

EQUITY-BASED COMPENSATION ANTI-HEDGING POLICIES

Under the Corporation's Policy Concerning Insider Trading, each NEO is prohibited from, among other things, purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities (or equivalents such as DSUs the value of which is derived from equity securities) granted by the Corporation or any of its wholly owned subsidiaries as compensation.

Under the terms of PDSUs held by NEOs and DSUs held by NEOs in their capacity as Directors of the Corporation, the NEOs may not receive or obtain any payments or any additional PDSUs or DSUs for the purpose of reducing the impact of any reduction in the fair market value of the shares of the Corporation.

Minimum Equity Ownership Requirement for Current and Former Senior Management

The Committee believes that members of the executive team should own a significant amount of equity of the Corporation to further align their interests with those of the Corporation's shareholders.

Accordingly, members of the Corporation's senior management, including the NEOs, are required to hold, within five years of their becoming a member of senior management of the Corporation, Shares, DSUs, PSUs and/or PDSUs of the Corporation with at least an aggregate minimum value determined as follows:

	Minimum equity ownership requirement (% of annual base salary, except for the President and Chief Executive Officer)	Equity Ownership as at March 17, 2022 (% of annual base salary, except for the President and Chief Executive Officer) [1]	Holding period following departure from the Corporation
R. Jeffrey Orr President and Chief Executive Officer	$12,500,000	$54,973,204	2 years
Gregory D. Tretiak Executive Vice-President and Chief Financial Officer	300%	1,040%	1 year
Claude Généreux Executive Vice-President	300%	1,219%	1 year
Senior Vice-Presidents	300%	–	–
Vice-Presidents	100%	–	–

[1] Determined based on the higher of the market value or the acquisition value of the Shares (and/or DSUs, PSUs and PDSUs).

All members of the Corporation's senior management meet, or are on track to meet, the Corporation's equity ownership requirement.

Members of the Corporation's senior management that have not attained the minimum equity ownership requirement within the requisite time period must thereafter elect to receive (failing which, they will be deemed to have elected to receive) 50 per cent of any annual long-term incentive grant made to them by the Corporation in the form of PSUs and/or PDSUs (at their discretion), in accordance with the terms of the Corporation's Performance Share Unit Plan.

Each NEO who retires or resigns from their position with the Corporation, shall for a period of one year (or two years in the case of the CEO) following such departure, continue to meet the minimum equity ownership requirement as is applicable immediately prior to his/her retirement or resignation. In such instances, the applicable minimum equity ownership requirement will be calculated based on the individual's annualized base salary for the year during which they retire or resign.

NEO Performance and 2021 Compensation Considerations

2021 was a significant year of value creation for the Corporation:

> total return to shareholders (as measured by Bloomberg) was of 49.9 per cent, 27.0 per cent and 13.1 per cent on a 1-, 3- and 5-year basis, respectively;

> adjusted net asset value (a non-IFRS financial measure [1]) increased by 27 per cent; and

> holding company discount to adjusted net asset value [2] decreased by 7.3 per cent.

In their various roles, the NEOs contributed to these results through continued execution of the Corporation's value creation strategy.

Throughout 2021, the NEOs continued developing and executing on the Corporation's goals, following its guiding principles. The process for achievement of these goals frequently spans time periods longer than just one year, requiring long-term planning and analysis, as well as years of implementation following initial execution.

OPERATING COMPANY LEVERS

The Corporation's publicly traded operating subsidiaries have made significant progress in implementing their value creation strategies. In particular, in 2021:

> Lifeco accelerated its repositioning into the US retirement market and wealth management, while continuing to improve its performance in Canada and Europe.

> IGM continued to implement growth strategies at IG Wealth Management, Mackenzie Financial Corporation and Investment Planning Counsel Inc. and delivered record assets under management and advisement (AUM), assets under administration (AUA) and earnings growth.

> Groupe Bruxelles Lambert continued to actively manage its portfolio companies, rotating into private investments and focusing on consumer health and technologies in pursuit of higher net asset value growth.

The NEOs contributed to these successes through the Corporation's "active ownership" approach; notably through governance oversight, as well as targeted contributions.

The NEOs' ongoing engagement in supporting inorganic value-creation strategies involving acquisitions, divestitures and the deployment and redeployment of capital also continued throughout 2021, through the realization of the benefits from prior year acquisitions (e.g., Personal Capital and Massachusetts Mutual Life Insurance Company), as well as further endeavours that, in certain cases, have culminated in significant transactions and announcements, including Empower's acquisition of Prudential Financial Inc.'s retirement business for a total transaction value of C$4.45 billion which is expected to close in the first half of 2022.

HOLDING COMPANY LEVERS

In 2021, the Corporation made progress on many important priorities:

> **Development of alternative asset management platforms:** Both Sagard Holdings Inc. ("Sagard") and Power Sustainable Capital Inc. launched new investment vehicles and accelerated external funding. The sale, in May 2021, of interests in Wealthsimple Financial Corp. at a valuation representing a multiple on invested capital by the Power Group of 8.3x and a compound annual return on investment of 79 per cent (before expenses and taxes) was early validation of past strategic actions taken by the Corporation in the Fintech sector. Actions were initiated to reposition assets strategically between and among the Corporation and its publicly traded operating companies and investments, including: the acquisition by Sagard of EverWest Real Estate Investors, LLC, a US-based real estate investment platform with US$4.3 billion in assets under management at December 31, 2021, from Lifeco, with Lifeco becoming a committed, minority equity holder in Sagard Holdings Management Inc. (the general partner of Sagard).

> **Optimization of operating costs and financing:** The Corporation achieved its multi-year goal set in 2020 for a $50 million reduction on an annual run-rate basis, together with refinancing actions and a resumption of normal course share buyback programs.

> **Simplification of structure:** The continued simplification of the Power Group structure though the consolidation of the Power Group companies' combined 27.8 per cent equity ownership stake in ChinaAMC at IGM, and the sale by IGM of approximately 15 million Lifeco common shares to a subsidiary of PFC, which are expected to close in the first half of 2022.

[1] For a reconciliation of this non-IFRS financial measure to the most directly comparable IFRS financial measure, please see the section entitled "Non-IFRS Financial Measures" in the Corporation's Management's Discussion and Analysis for the year ended December 31, 2021, as filed under the Corporation profile on SEDAR at www.sedar.com, which disclosure is incorporated herein by reference.

[2] Discount to adjusted net asset value is a non-IFRS ratio that does not have a standard meaning and may not be comparable to similar measures to be used by other entities. Discount to adjusted net asset value is defined as the percentage difference (expressed in relation to the adjusted net asset value) between the market capitalization of the Corporation and the adjusted net asset value.

> **Monetization of other investments:** The Corporation proceeded with the monetization of certain investments, including certain standalone businesses, producing $0.8 billion in pre-tax proceeds, and the listing of The Lion Electric Company through a merger with a special purpose acquisition company ("SPAC") recognized significant value creation while preparing future monetization of this asset.

> **Enhanced investor relations and stakeholder communications:** The Corporation undertook increased investor relations activities, including meetings with 114 investors and analysts, the adoption of enhanced alternative investment platform disclosure, and the publication of an annual ESG data supplement including an ESG Index, informed by international standards of ESG reporting, which includes the Global Reporting Initiative ("GRI") Standards, Sustainability Accounting Standards Board ("SASB"), World Economic Forum ("WEF") "Measuring Stakeholder Capitalism, Towards Common Metrics and Consistent Reporting of Sustainable Value Creation", and the Task Force on Climate-Related Financial Disclosures ("TCFD") recommendations.

FURTHER CONSIDERATIONS

The Corporation has long considered responsible management as an intrinsic component of its long-term profitability and value creation, as an employer, issuer, corporate citizen and investor. In 2021, amidst the continued uncertainty presented by the COVID-19 pandemic, the NEOs also prioritized the health and well-being of employees and Power Group company clients and regularly engaged as a supportive shareholder regarding the broadening of ESG strategies and initiatives at Power Group companies.

Compensation of the Chief Executive Officer

R. Jeffrey Orr

As President and CEO of the Corporation, Mr. Orr is ultimately responsible to the Corporation's Board of Directors for the development and successful execution of the Corporation's strategy. Mr. Orr focuses on certain key value drivers at each of the Corporation and its principal operating companies, with an emphasis on strategy, leadership and talent management, capital allocation, corporate culture, and risk awareness and management. As a management and holding company, the Corporation's business activities are carried out through its publicly traded operating companies and investments. As such, Mr. Orr's responsibilities extend beyond his role as President and CEO of the Corporation, through various Power Group Board of Director roles and active engagement with senior leadership across the Power Group.

2021 COMPENSATION

In early 2021, the Committee undertook an extensive review of Mr. Orr's compensation package with a view to further enhancing the alignment of his compensation with the long-term performance of the Corporation, reflecting competitive practices while providing a similar level of total compensation to which Mr. Orr was entitled before his appointment as CEO of the Corporation. The Committee viewed 2020, during which he became the CEO of the Corporation in connection with the completion of the Reorganization, as a transitional period at the Corporation and looked to establish the CEO's total compensation package for 2021 in a manner consistent with the Corporation's objectives.

Therefore, the Board approved changes to the compensation structure of the CEO for 2021, which are intended to reduce Mr. Orr's cash compensation and increase his "at-risk" long-term incentive compensation to further promote a pay-for-performance philosophy. As such, the following compensation changes were implemented in 2021:

> base salary reduced by approximately 6 per cent to $4,500,000;

> as before, no expectation of a regular award of short-term cash incentive compensation;

> greater weight on long-term incentives, with an increased emphasis on performance-based awards in the form of PSUs representing two-thirds of future grants with the remaining one-third being in stock options;

> reduce and cap future annual pension payments; and

> maintained minimum ownership requirement of $12,500,000 for two years following termination of employment, including retirement.

Mr. Orr's compensation is aligned with that of the CEOs in the applicable reference group above (see "Executive Compensation – Benchmarking"), with one significant difference: Mr. Orr's annual cash compensation is generally delivered solely through base salary, with no targeted annual incentive component, although he is eligible to receive special bonuses in the context of extraordinary performance and contributions related to material transactions. The Board and the Committee believe that this approach is appropriate in the context of a management and holding company focused on long-term sustainable value creation.

BASE SALARY

Mr. Orr's base salary for 2021 was set at $4,500,000, being lower than his 2020 base salary and his base salary previously received from PFC in 2019.

ANNUAL INCENTIVES

Mr. Orr's compensation for 2021 did not include an annual incentive component.

LONG-TERM INCENTIVES

The long-term incentive allocation of the CEO is determined by the Board. The Board believes in rewarding the CEO for focussing on long-term value creation for shareholders primarily through grants of share-based compensation.

For 2021, an increased proportion of the CEO's overall compensation comprised performance-based awards, with two-thirds of the aggregate value of long-term incentive grants being in the form of PSUs.

PSUs granted to the CEO in 2021 had a grant date fair value of $4,734,987. In early 2022, the Committee recommended, and the Board approved, a grant to the CEO of PDSUs with a grant date fair value of $1,000,000 in recognition of his performance and the successful execution of strategic initiatives in 2021. The PSUs and PDSUs are subject to performance vesting conditions relating to the Corporation's Fair Value Adjusted ROE over a three-year period pursuant to which PSUs and PDSUs may vest within a range of 0 per cent to 200 per cent. For an explanation of Fair Value Adjusted ROE, see Note 1 to the table under "Compensation Discussion and Analysis – Executive Compensation Components – Long-Term Incentives".

The Board approved a grant of stock options to Mr. Orr for 2021 with a grant date value of $2,367,500, a significant decrease from the grant date fair value of the 2020 special grant and slightly below the grant date fair value of the 2019 award. Stock options granted to the CEO in 2021 vest as to 50 per cent on the third anniversary of their date of grant and as to 50 per cent on the fourth anniversary of their date of grant.

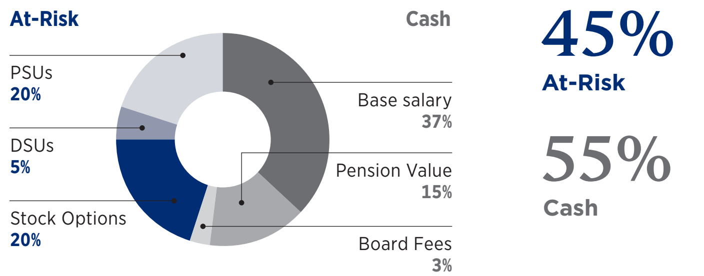
RETIREMENT ARRANGEMENTS

Mr. Orr did not benefit from any incremental increase in the value of his retirement benefits in 2021 since amendments to his supplementary pension benefit arrangement, approved by the Board with effect as of December 31, 2020, reduced and capped his total pension amount.

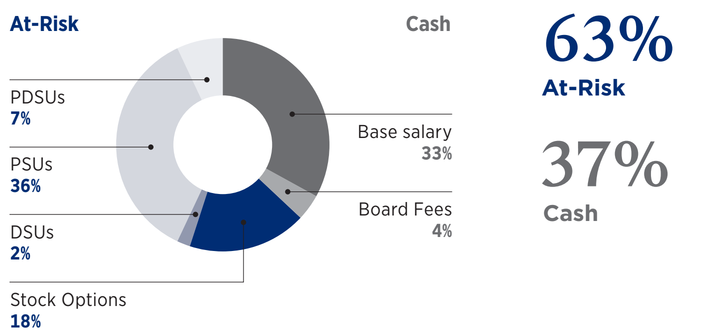
AT-RISK AND PERFORMANCE COMPENSATION ANALYSIS

The following graphs illustrate the total compensation mix of Mr. Orr's 2019 compensation in his previous role as CEO of PFC compared with the 2021 total compensation mix in his role as CEO of the Corporation (as 2020 was a transitional year for Mr. Orr's compensation arrangements, as further described in the Corporation's Management Proxy Circular dated March 17, 2021):

2019



2021



COMPENSATION LOOK-BACK ANALYSIS

Through Mr. Orr's previous role as CEO of PFC, as well as his current role as CEO of the Corporation, the Board considers that Mr. Orr's total compensation has been well aligned with shareholders' interests, as demonstrated by the following five-year look back pay-for-performance analysis. This analysis shows that, despite strong positive returns for shareholders over the last five years, Mr. Orr's realizable compensation has grown at a slower pace:

CEO			VALUE OF $100		
Year	Total Direct Compensation Awarded (000s)[1] [$]	Current Value (Realizable) as of December 31, 2021 (000s)[2] [$]	Periods ended December 31	CEO[3] [$]	Shareholder[4] [$]
2017	10,602	14,196	2016 to 2021	134	185
2018	10,588	17,871	2017 to 2021	169	164
2019	10,832	15,533	2018 to 2021	143	205
2020	14,468	20,539	2019 to 2021	142	143
2021	13,494	17,577	2020 to 2021	130	150
			Average	**144**	**169**

[1] Includes salary, board fees and value of long-term incentives (options, PSUs and PDSUs) on the date of grant.

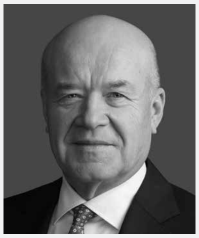
[2] Includes salary, board fees, value of PSUs and PDSUs (inclusive of dividend equivalents) at the earlier of the payout date or at December 31, 2021 (based on an assumption of 100 per cent vesting for unvested awards) and "in-the-money" value of options based on the closing share price as of December 31, 2021 ($41.80).

[3] Represents the realized and realizable value achieved at the end of the period for $100 awarded in direct compensation.

[4] Represents the value of $100 investment in shares made on the first trading day of the period indicated, including reinvested dividends.

Compensation of Messrs. Tretiak and Généreux

When determining the compensation of Messrs. Tretiak and Généreux, the Committee considers several factors, including individual and corporate performance, the experience and competencies of the NEO and the ability of the executive to perform their functional roles, provide oversight of the Corporation's investments and execute the Corporation's strategies. The Corporation must count on the skillset, expertise and experience of its key leaders to support and contribute to the successful execution of its value-creation strategy.



Gregory D. Tretiak, Executive Vice-President and Chief Financial Officer

Mr. Tretiak has been Executive Vice-President and Chief Financial Officer of Power and Power Financial since 2012. Among his different roles, he is responsible for finance, taxation, treasury, capital management, corporate finance, investor relations and oversight of risk, and participates actively in strategic transactions.

He is also a Director of a number of Power subsidiaries, including Lifeco, Canada Life, Empower, Putnam Investments, LLC, PanAgora Asset Management Inc., IGM, IG Wealth Management and Mackenzie Inc.

Mr. Tretiak joined Investors Group in 1984 and was Executive Vice-President and Chief Financial Officer of IGM until 2012. In this role, he was responsible for all financial functions at IGM and its subsidiaries.

He holds a Bachelor of Arts in Economics and Political Science from the University of Winnipeg and is a Chartered Professional Accountant, a Fellow of the Institute of Chartered Accountants and a Certified Financial Planner.

Throughout his career, Mr. Tretiak has been an active member in professional industry groups including the Institute of Chartered Accountants, Financial Executives International, the Certified Financial Planners, and the Institute of Internal Auditors. He has served with national organizations such as the Investment Funds Institute of Canada, the Canadian Chamber of Commerce Economic and Taxation Committee and the Canadian Institute of Chartered Accountants.

Claude Généreux, Executive Vice-President

Mr. Généreux has been Executive Vice-President of Power since 2015. Among his different roles, he is responsible for strategy, business development and optimization, and talent management.

He is also a Director of Lifeco, Canada Life, Empower, Putnam Investments, LLC, IGM, IG Wealth Management, Mackenzie Inc. and Groupe Bruxelles Lambert. He was Executive Vice-President of Power Financial from 2015 to 2020.

Mr. Généreux is Senior Partner Emeritus of McKinsey & Company, a global management consulting firm. During his 28 years with the firm, he focused on serving leading global companies in the Financial Services, Energy and Resources sectors. He has held various leadership positions including Global Sector Leadership in energy, Office Leadership in Montréal, Global Personnel Committees for partner election and evaluation, and Global Recruiting for Advanced University Degrees candidates. Mr. Généreux helped launch McKinsey's office in Montréal in 1991 and was also posted in its Paris, Toronto and Stockholm offices.

Mr. Généreux graduated from McGill University and Oxford University, where he studied as a Rhodes Scholar.

BASE SALARY

The Committee reviews and approves the base salary for Messrs. Tretiak and Généreux considering each executive's responsibilities, experience and performance assessment. During the review, the Committee considers the total compensation of each NEO (including, where applicable, compensation received by the NEO from publicly traded subsidiaries of the Corporation in such NEO's capacity as a Director of the subsidiary, which compensation is determined solely by the Board or the Compensation/Human Resources Committee of such subsidiaries and not by the Committee) to ensure it remains aligned with the Corporation's approach to total compensation.

The Committee believes the increases in Messrs. Tretiak's and Généreux's base salary (2.0 per cent) for 2021 were in line with general increases granted in the market at such time and with market competitive salaries for comparable positions, considering the total compensation for comparable positions at the applicable companies in the reference group above (see "Executive Compensation – Benchmarking").

ANNUAL INCENTIVES

As described in the "Executive Compensation Philosophy" section above, in awarding annual incentives to Messrs. Tretiak and Généreux, the Committee reviewed their performance considering both their functional responsibilities and specific contributions to the following areas:

- supporting and coordinating with companies in the Power Group in their goal to create and maintain sustainable, resilient and financially strong businesses;
- oversight of significant financial transactions and organic initiatives by operating company subsidiaries;
- oversight of efforts to reposition private investments into alternative asset investment platforms with related monetization of non-core investments; and
- leadership of other transformation efforts of the Corporation following the Reorganization.

Objectives for each NEO were set at the beginning of 2021, and judgment was applied by the Committee to determine the value of their contributions, while also recognizing that priorities can change over the course of a year. The annual incentives for the NEOs cannot exceed two times the target incentive unless otherwise determined by the Committee. The target annual incentive for each of Messrs. Tretiak and Généreux is set at 200 per cent of base salary.

In 2021, the Committee believed it was appropriate that Messrs. Tretiak and Généreux each receive $2,600,000 of incentive compensation in recognition of, among other things, their oversight of value-creation transactions and initiatives undertaken by the Power Group, including with respect to the progress of the Corporation's value creation agenda at the publicly traded operating companies, alternative asset investment platforms and standalone businesses.

LONG-TERM INCENTIVES

In 2020, Messrs. Tretiak and Généreux received a special three-year grant of stock options to recognize their contributions to the successful execution of the Reorganization and to provide a strong incentive for delivering on the strategic financial benefits expected to result therefrom. Since the size of the special option grants to Messrs. Tretiak and Généreux in 2020 was the equivalent of three times the normal annual grant provided by the Corporation to such NEOs (see "Summary Compensation Table – Presented with 3-year Option Grant Annualized" below) no stock options were granted to such NEOs in 2021 and there is currently no intention to grant stock options to such NEOs in 2022.

An annual grant of PSUs and PDSUs to Messrs. Tretiak and Généreux was maintained in 2021, established as a multiple of base salary (62.5-125 per cent), taking into consideration their level of responsibilities and their contribution to the success of the Corporation. PSUs and PDSUs granted to the NEOs in 2021 are subject to performance vesting conditions relating to the Corporation's Fair Value Adjusted ROE over a three-year period pursuant to which PSUs and PDSUs may vest within a range of 0 per cent to 200 per cent. For an explanation of Fair Value Adjusted ROE, see Note 1 to the table under "Compensation Discussion and Analysis – Executive Compensation Components – Long-Term Incentives".

2022 COMPENSATION STRUCTURE

In 2022, the Committee undertook an extensive review of the compensation packages for Messrs. Tretiak and Généreux with a view to further enhance the alignment of their compensation with the long-term performance of the Corporation, reflecting peer group competitive practices while maintaining their current total compensation level.

In line with the CEO compensation structure changes made in early 2021, the Committee approved changes to the compensation structure of Messrs. Tretiak and Généreux which are intended to reduce their fixed compensation and increase their "at-risk" long-term incentive compensation in order to further promote a pay-for-performance philosophy. The following compensation changes have been approved by the Committee for 2022:

- greater weight on long-term incentives, composed of PSUs and PDSUs representing two-thirds of the value of future grants with the remaining one-third in value being in stock options; and
- accrued annual pension cap and reduction of future pension accruals.

SUMMARY COMPENSATION TABLE – PRESENTED WITH 3-YEAR OPTION GRANT ANNUALIZED

Pursuant to applicable securities laws, the three-year allotment of options in 2020 to Messrs. Tretiak and Généreux results in a larger compensation value for 2020 and no compensation value in 2021 (see "Summary Compensation Table") as the Corporation is required to state, for the year of grant, the entire grant date fair value of options awarded during that year, irrespective of whether part or all of the award relates to multiple financial years, and irrespective of whether this actually reflects the compensation value which the Board intended to provide to the NEO in a given year. To reflect a better and more consistent comparison, the following table restates the summary compensation table showing the annualized value of the three-year allotment of options granted to Messrs. Tretiak and Généreux in 2020:[1]

Name and principal position held as at December 31, 2021	Year	Salary ('000) [$]	Share-based Awards ('000) [$]	Option-based Awards ('000) [$]	Annual Incentive plans ('000) [$]	Additional Incentive Payments ('000) [$]	Pension Value ('000) [$]	All Other Compensation ('000) [$]	Total Compensation ('000) [$]	Total Compensation Year over Year Increase
Gregory D. Tretiak Executive Vice-President and Chief Financial Officer	2021 (annualized)	765	697	675	2,100	500	942	392	6,071	1.4%
	2020 (annualized)	750	687	675	1,800	800	878	398	5,988	-1.8%
	2019	631	416	851	2,000	–	1,776	425	6,099	
Claude Généreux Executive Vice-President	2021 (annualized)	824	1,249	485	2,250	350	1,439	372	6,969	5.1%
	2020 (annualized)	808	1,228	485	1,800	600	1,322	387	6,630	2.9%
	2019	788	1,204	600	2,125	–	1,319	405	6,441	

[1] All the figures in the table corresponds to the figures in the Summary Compensation Table, except for the 2021 and 2020 option-based awards, each of which represents a third of the three-year option grant value.

Summary Compensation Table

The Summary Compensation Table and notes below describe the total compensation paid, awarded or earned by each of the NEOs, and Messrs. Paul Desmarais, Jr. and André Desmarais for services rendered in all capacities to the Corporation and its subsidiaries, during the financial years indicated. Although Messrs. Paul Desmarais, Jr. and André Desmarais no longer serve as executive officers of the Corporation, under applicable securities laws, they are deemed, in their capacities as Chairman and Deputy Chairman of the Board of Directors, to be executive officers for purposes of the Summary Compensation Table.

Name and principal position held as at December 31, 2021	Year	Salary [$]	Share-based awards[1] [$]	Option-based awards [$]	Annual Incentive plans [$]	Pension value[2] [$]	All other compensation[3] [$]	Total compensation [$]
R. Jeffrey Orr[4] President and Chief Executive Officer	2021	4,500,000	6,053,737[5]	2,367,500[6]	–	7,000	572,500	13,500,737
	2020	4,776,000	3,034,062	6,067,270	–	(1,413,000)[7]	590,589	13,054,921
	2019	4,776,000	2,890,015	2,546,248	–	1,861,000	619,534	12,692,797
Gregory D. Tretiak Executive Vice-President and Chief Financial Officer	2021	765,000	696,881	–	2,600,000	942,000[8]	391,701	5,395,582
	2020	750,000	687,496	2,025,006	2,600,000	878,000	397,556	7,338,057
	2019	630,500	415,777	851,175	2,000,000	1,776,000	425,200	6,098,652
Claude Généreux[9] Executive Vice-President	2021	823,900	1,248,612	–	2,600,000	1,439,000[10]	371,848	6,483,360
	2020	807,700	1,228,369	1,453,864	2,400,000	1,322,000	386,722	7,598,655
	2019	788,000	1,203,743	600,850	2,125,000	1,319,000	404,544	6,441,137
Paul Desmarais, Jr. Chairman	2021	–	393,750	–	–	–[11]	538,009	931,759
	2020	240,385[12]	393,750	1,694,509	–	(2,000)	560,454[12]	2,887,098
	2019	1,250,000	343,750	4,543,694	2,000,000	54,000	583,535	8,774,979
André Desmarais Deputy Chairman	2021	–	393,750	–	–	–[11]	535,206	928,956
	2020	240,385[12]	393,750	1,694,509	–	(2,000)	545,093[12]	2,871,737
	2019	1,250,000	343,750	4,543,694	2,000,000	(287,000)	573,534	8,423,978

[1] Share-based awards in 2021 include the portion of the annual board retainer that, under the DSU Plan and DSP Plan of the Corporation, is required to be paid to certain individuals in DSUs or Subordinate Voting Shares in their capacity as Directors of the Corporation. See "Compensation of Directors – Deferred Share Unit Plan and Directors Share Purchase Plan" above. These amounts were $100,000 for Mr. Orr, $175,000 for Mr. Paul Desmarais, Jr. and $175,000 for Mr. André Desmarais. DSU awards are granted by the Corporation to its Directors, as applicable, on the first day of each fiscal quarter and the grant date fair value of a DSU award is equal to the average closing price on the TSX of the Subordinate Voting Shares on the last five trading days of the preceding fiscal quarter. The grant date fair value of a DSP award is equal to the aggregate price of the Subordinate Voting Shares so acquired in the market. Share-based awards in 2021 also include the portion of the annual board retainer that, under plans of the Corporation's subsidiaries that are similar to the DSU Plan and DSP Plan of the Corporation, is required to be paid to individuals in DSUs or shares in their capacity as Directors of the Corporation's subsidiaries. See Lifeco's Management Proxy Circular dated March 3, 2022, and IGM's Management Proxy Circular dated February 18, 2022, as applicable, each of which is available under the applicable issuer's SEDAR profile at www.sedar.com. Compensation received by individuals in their capacity as Directors of publicly traded subsidiaries of the Corporation (including at PFC) was determined solely by the Board or Human Resources/Compensation Committee of such subsidiaries and not by the Board or Human Resources Committee of the Corporation. The amounts paid by the Corporation's subsidiaries (including PFC) in the form of DSUs or shares were $218,750 for each of Messrs. Orr, Tretiak, Généreux, Paul Desmarais, Jr. and André Desmarais. In addition, share-based awards in 2021 include PSUs granted to Mr. Orr having grant date fair values of $4,734,987 and PDSUs granted by the Corporation to Messrs. Tretiak and Généreux having grant date fair values of $478,131 and $1,029,862, respectively. The grant date fair value of a PSU and PDSU is equal to the average of the high and low prices on the TSX of the Subordinate Voting Shares on the preceding trading day. The PSUs and PDSUs are subject to performance vesting conditions over a three-year period pursuant to which PSUs and PDSUs may vest within a range of 0 per cent to 200 per cent. The aggregate grant date fair value for the PSUs and PDSUs reflects the amount of the grant intended for compensation purposes based on an assumption of 100 per cent vesting. This amount is the same as the accounting fair value.

[2] Represents, for Mr. Orr, his Supplementary Executive Retirement Plan ("Orr SERP"), which reflects service with PFC and from and after February 13, 2020, with the Corporation, and the portion of the compensatory value of the annual pension benefits under the Corporation's basic pension plan. Represents, for all other individuals, the portion of the compensatory value of the annual pension benefits under the Corporation's basic pension plan, the SERP, Mr. Tretiak's pension benefit arrangement and Mr. Généreux's pension benefit arrangement, as applicable.

[3] A substantial portion of this compensation represents board fees payable in cash or DSUs for services as a Director of the Corporation and its subsidiaries. Amounts for 2021 include the following fees: Mr. Orr: $572,500 (including $100,000 for service on the Corporation's Board); Mr. Tretiak: $368,750; Mr. Généreux: $351,250; Mr. Paul Desmarais, Jr.: $523,524 (including $175,000 for service on the Corporation's Board); and Mr. André Desmarais: $517,500 (including $175,000 for service on the Corporation's Board). See "Compensation of Directors – Retainers". This compensation also includes the amounts contributed by the Corporation (and, prior to the Reorganization, by PFC) to proportionately supplement contributions by employees to acquire Shares under the Corporation's Employee Share Purchase Program, which is offered to all employees of the Corporation (and, prior to the Reorganization, PFC). These amounts do not include the portion of the annual board retainer required to be paid in Subordinate Voting Shares or DSUs which are disclosed in the "Share-Based Awards" column in the table above. The dedicated annual board retainer is more fully described above in this Circular. Compensation received by individuals in their capacity as Directors of publicly traded subsidiaries of the Corporation (including, prior to the Reorganization, PFC) is determined solely by the Board or the Human Resources Committee of such subsidiaries, as applicable, and not by the Board or the Human Resources Committee of the Corporation. See Lifeco's Management Proxy Circular dated March 3, 2022 and IGM's Management Proxy Circular dated February 18, 2022, as applicable, each of which is available under the applicable issuer's SEDAR profile at www.sedar.com.

[4] As of February 13, 2020, following the Reorganization, Mr. Orr was appointed President and Chief Executive Officer of the Corporation. Prior to the Reorganization, Mr. Orr served as President and Chief Executive Officer of PFC but was not an executive officer of the Corporation and did not receive compensation from the Corporation other than in respect of his service on the Corporation's Board of Directors (see Notes [1] and [3]). Accordingly, the amounts disclosed for 2019 were determined by PFC, paid or credited to Mr. Orr by PFC and such amounts were not reimbursed by the Corporation to PFC.

[5] Includes the grant to Mr. Orr of $1,000,000 in PDSUs approved by the Board in 2022 in recognition of his performance and the successful execution of strategic initiatives in 2021, as described on page 47.

[6] Amount represents the entire grant date fair value of options awarded to Mr. Orr in 2021. The grant date fair value for such options was calculated using a standardized methodology that reflects a fair and reasonable estimation of the options' compensation value that the Human Resources Committee or the Board, as applicable, intended to provide to Mr. Orr. The use of an adjusted factor methodology is also employed by several companies in the reference group for competitive total compensation comparison purposes for similar positions. The fair value of such option grants was calculated using a normalized Black-Scholes factor based on forward-looking assumptions considered reasonable for the Corporation given the current economic context and the future economic outlook as of the applicable grant date. The normalized Black-Scholes factor used to calculate the fair value of options awarded to Mr. Orr was 12.00 per cent of the exercise price based on the following assumptions: an average volatility of 20.00 per cent, a dividend yield of 4.00 per cent, a risk-free interest rate of 2.00 per cent and an expected life of 10 years. For accounting purposes, the fair value of the options granted to Mr. Orr was estimated with the Black-Scholes model using assumptions that are different than those used for compensation purposes: a 9-year average volatility of 18.00 per cent at the date of grant, a three-year dividend yield of 5.94 per cent, and a risk-free interest rate of 1.45 per cent, being equal to the implied yield of Government of Canada bonds with a term equal to the expected life of the options on date of grant. The compensation value of the options granted to Mr. Orr was $2,367,500, being $1,384,093 greater than the Corporation's accounting value of $983,407.

[7] Mr. Orr participates in the Corporation's basic pension plan and has the Orr SERP. See "Retirement Plan Benefits". The negative pension value for 2020 is the result of the service cost for the year of $2,372,000, minus $3,785,000 representing the reduction in the accrued obligation resulting from the amendment to the Orr SERP capping his annual benefit at $2,500,000 effective December 31, 2020.

[8] Mr. Tretiak participates in the Corporation's basic pension plan and has a pension benefit arrangement with the Corporation. See "Retirement Plan Benefits".

[9] Prior to the Reorganization, Mr. Généreux's compensation was determined by PFC.

[10] Mr. Généreux participates in the Corporation's basic pension plan and has a pension benefit arrangement with the Corporation. See "Retirement Plan Benefits".

[11] Messrs. Paul Desmarais, Jr. and André Desmarais have started receiving payments under their pension plans in 2020. As their retirement occurred prior to the beginning of 2021, their compensatory change for the 2021 accrued benefit obligation is nil.

[12] Amounts differ from amounts shown in the Corporation's Management Proxy Circular dated March 17, 2021 as $131,250 and $131,250 of the respective annual retainer paid to Messrs. Paul Desmarais, Jr. and André Desmarais in 2020 in connection with their roles as Chairman and Deputy Chairman, respectively, was previously noted under the "Salary" column and is now more properly included under the "All Other Compensation" column. See also Note [3].

Incentive Plan Awards

OUTSTANDING OPTION AWARDS AND SHARE-BASED AWARDS

The table below shows information for each NEO, and Messrs. Paul Desmarais, Jr. and André Desmarais, for all unexercised options, DSP Plan shares and DSUs of the Corporation and, except to the extent indicated in Note [9], its subsidiaries held by the NEOs, Messrs. Paul Desmarais, Jr. and André Desmarais (as well as PSUs and PDSUs, as applicable, of the Corporation and of PFC in the case of each of the NEOs) as at December 31, 2021.

OPTION AWARDS[1]								SHARE-BASED AWARDS		
	Number of securities underlying unexercised options [#]		Option exercise price [$]	Option expiration date	Value of unexercised in-the-money options[2] [$]		Value of options exercised during the year [$]	Number of shares or units of shares that have not vested[3] [#]	Market or payout value of share-based awards that have not vested[4] [$]	Market or payout value of vested share-based awards not paid out or distributed[5,6] [$]
Name	Vested	Unvested			Vested	Unvested[7]				
R. Jeffrey Orr		592,414	33.303	March 21, 2031		5,033,742	9,644,151	329,606	13,967,384	35,124,283
		1,476,976[8]	34.2325	February 20, 2030		11,177,016				
		545,485	31.12	April 16, 2029		5,825,780				
	280,424	280,424	30.27	March 27, 2028	3,233,289	3,233,289				
	528,342		33.68	March 28, 2027	4,290,137					
	493,535		30.03	February 28, 2026	5,808,907					
	454,071		31.79	August 11, 2025	4,545,251					
	592,072		32.78	August 12, 2024	5,340,489					
	737,848		31.03	August 7, 2023	7,946,623					
					31,164,696	25,269,826				
						Total: 56,434,522				
Paul Desmarais, Jr.[9]		446,020	31.835	April 16, 2029		4,444,589	547,113	Nil	Nil	12,633,238
		486,700	31.12	April 16, 2029		5,197,956				
	243,996	243,995	28.505	March 27, 2028	3,243,927	3,243,914				
	245,114	245,113	30.27	March 27, 2028	2,826,164	2,826,153				
	315,152		31.475	March 28, 2027	3,253,944					
	353,512		33.68	March 28, 2027	2,870,517					
	339,486		29.725	March 28, 2026	4,099,293					
	394,705		30.79	March 28, 2026	4,345,702					
	350,000		33.815	March 22, 2025	2,794,750					
	324,041		36.53	March 22, 2025	1,707,696					
		450,000[8]	34.2325	February 20, 2025		3,405,375				
	450,000		29.905	May 20, 2024	5,352,750					
	415,469		32.40	May 20, 2024	3,905,409					
	1,020,000		28.24	May 20, 2023	13,831,200					
	975,000		27.245	May 16, 2022	14,191,125					
					62,422,478	19,117,987				
						Total: 81,540,465				

OPTION AWARDS[1]								SHARE-BASED AWARDS		
	Number of securities underlying unexercised options [#]		Option exercise price [$]	Option expiration date	Value of unexercised in-the-money options[2] [$]		Value of options exercised during the year [$]	Number of shares or units of shares that have not vested[3] [#]	Market or payout value of share-based awards that have not vested[4] [$]	Market or payout value of vested share-based awards not paid out or distributed[5,6] [$]
Name	Vested	Unvested			Vested	Unvested[7]				
André Desmarais[9]		446,020	31.835	April 16, 2029		4,444,589	4,476,375	Nil	Nil	24,813,819
		486,700	31.12	April 16, 2029		5,197,956				
	243,996	243,995	28.505	March 27, 2028	3,243,927	3,243,914				
	245,114	245,113	30.27	March 27, 2028	2,826,164	2,826,153				
	315,152		31.475	March 28, 2027	3,253,944					
	353,512		33.68	March 28, 2027	2,870,517					
	339,486		29.725	March 28, 2026	4,099,293					
	394,705		30.79	March 28, 2026	4,345,702					
	350,000		33.815	March 22, 2025	2,794,750					
	324,041		36.53	March 22, 2025	1,707,696					
		450,000[8]	34.2325	February 20, 2025		3,405,375				
	450,000		29.905	May 20, 2024	5,352,750					
	415,469		32.40	May 20, 2024	3,905,409					
	1,020,000		28.24	May 20, 2023	13,831,200					
	975,000		27.245	May 16, 2022	14,191,125					
					62,422,478	19,117,987				
					Total: 81,540,465					
Gregory D. Tretiak[10]		492,954[8]	34.2325	February 20, 2030		3,730,429	775,474	37,360	1,583,167	8,610,301
		74,270	31.835	April 16, 2029		740,101				
		101,304	31.12	April 16, 2029		1,081,927				
	26,969	26,969	28.505	March 27, 2028	358,553	358,553				
	25,399	25,398	30.27	March 27, 2028	292,850	292,839				
	47,657		31.475	March 28, 2027	492,059					
	44,548		33.68	March 28, 2027	361,730					
	47,168		29.31	February 28, 2026	589,128					
	46,046		30.03	February 28, 2026	541,961					
	39,849		33.815	March 22, 2025	318,194					
	36,893		36.53	March 22, 2025	194,426					
	43,973		29.905	May 20, 2024	523,059					
	40,598		32.40	May 20, 2024	381,621					
	34,061		28.24	May 20, 2023	461,867					
	43,949		29.19	May 20, 2023	554,197					
	50,274		24.87	May 22, 2022	851,139					
					5,920,785	6,203,848				
					Total: 12,124,633					

OPTION AWARDS[1]								SHARE-BASED AWARDS		
Name	Number of securities underlying unexercised options [#] Vested	Number of securities underlying unexercised options [#] Unvested	Option exercise price [$]	Option expiration date	Value of unexercised in-the-money options[2] [$] Vested	Value of unexercised in-the-money options[2] [$] Unvested[7]	Value of options exercised during the year [$]	Number of shares or units of shares that have not vested[3] [#]	Market or payout value of share-based awards that have not vested[4] [$]	Market or payout value of vested share-based awards not paid out or distributed[5,6] [$]
Claude Généreux		353,919[8]	34.2325	February 20, 2030		2,678,282	Nil	101,421	4,297,816	10,203,061
		30,941	31.835	April 16, 2029		308,327				
		94,957	31.12	April 16, 2029		1,014,141				
	32,560	32,560	28.505	March 27, 2028	432,885	432,885				
	32,853	32,853	30.27	March 27, 2028	378,795	378,795				
	59,571		31.475	March 28, 2027	615,071					
	55,685		33.68	March 28, 2027	452,162					
	23,627		29.31	February 28, 2026	295,101					
	23,065		30.03	February 28, 2026	271,475					
	5,988		33.815	March 22, 2025	47,814					
	49,899		36.53	March 22, 2025	262,968					
	37,142		33.655	March 1, 2025	302,522					
	318,267		35.35	March 1, 2025	2,052,822					
					5,111,615	4,812,430				
					Total: 9,924,045					

[1] On February 13, 2020, in connection with the Reorganization, the Corporation assumed the PFC's Employee Stock Option Plan and each PFC option then outstanding was exchanged for an option entitling the holder thereof to purchase Subordinate Voting Shares (details of the Power Financial Employee Stock Option Plan can be found in Schedule C). The number of Subordinate Voting Shares that each holder of a PFC option became entitled to purchase under such options is such number of Subordinate Voting Shares as is equal to the product obtained when (i) 1.05 is multiplied by (ii) the number of PFC Common Shares subject to such option immediately prior to the Reorganization (rounded down to the nearest whole number of Subordinate Voting Shares). The exercise price per Subordinate Voting Share for each holder of a PFC option became the quotient obtained when the exercise price per PFC Common Share payable under such option immediately prior to the Reorganization was divided by 1.05 (rounded up to the nearest whole cent).

[2] Calculated based on December 31, 2021 closing price on the TSX of $41.80 per Subordinate Voting Share. In accordance with CSA requirements, the total amount includes values for unvested (non-exercisable) options as well as vested (exercisable) options.

[3] Represents the number of PDSUs held by Messrs. Orr, Tretiak and Généreux and PSUs held by Mr. Orr, in each case, that were not vested as at December 31, 2021.

[4] Represents unvested PDSUs held by Messrs. Orr, Tretiak and Généreux and PSUs held by Mr. Orr. The fair value of each of a PDSU and a PSU is equal to the five-day average closing price on the TSX of Subordinate Voting Shares, immediately preceding December 31, 2021, being $42.376 per Subordinate Voting Share. The PSUs and PDSUs awarded by the Corporation in 2020 are subject to performance vesting conditions over a three-year period pursuant to which the PSUs and PDSUs, as applicable, may vest within a range of 0 per cent to 200 per cent (0 per cent to 150 per cent for PSUs granted prior to 2020). The amount shown assumes 100 per cent vesting, but as such PSUs and PDSUs are unvested and/or, in the case of PDSUs, are not payable until the retirement or other termination of employment of the NEO, the amount shown is not available to the NEOs.

[5] This amount includes the value of DSP Plan shares and DSUs received in respect of the portion of annual retainers that, under the DSU Plan and DSP Plan of the Corporation, and similar plans of the Corporation's subsidiaries (including PFC), Directors are required to be paid in DSUs or in shares. This amount includes the fees that the individuals, in their capacity as Directors of the Corporation or its subsidiaries (including PFC), elected to receive as DSUs or shares. This amount also includes DSUs granted by the Corporation and PFC to Messrs. Tretiak and Généreux. The amount is calculated based on the following December 31, 2021 closing prices on the TSX: PCC Subordinate Voting Shares: $41.80, Lifeco Common Shares: $37.96 and IGM Common Shares: $45.62.

[6] DSUs are payable at the time a Director's membership on the Board is terminated (provided the Director is not then a director, officer or employee of the Corporation or an affiliate of the Corporation), or in the event of the death of a Director, by a lump sum cash payment, based on the value of the DSUs at that time. Vested PDSUs are redeemable at the time the NEO's employment on behalf of the Corporation or PFC, as the case may be (or another corporation related to such issuer) is terminated, or in the event of the death of the NEO, by a lump sum cash payment, based on the value of the vested PDSUs at that time. The amount also includes 23,593 DSUs for Mr. Tretiak and 1,021 DSUs for Mr. Généreux that were vested on December 31, 2021.

[7] These values are related to non-exercisable options and are therefore not available to the individuals.

[8] For Messrs. Orr, Tretiak and Généreux, these options have a 10-year term, and one-third of these options vest on the third anniversary of the award, one-third vest on the fourth anniversary of the award and the remaining one-third vest on the fifth anniversary of the award. For Messrs. Paul Desmarais, Jr. and André Desmarais, these options have a 5-year term, and one-half of these options vest on the third anniversary of the award and the remaining one-half vest on the fourth anniversary of the award.

[9] Messrs. Paul Desmarais, Jr. and André Desmarais did not hold any PSUs or PDSUs of the Corporation or PFC as at December 31, 2021.

[10] Mr. Tretiak also holds options of IGM previously granted to him as an officer of IGM which are disclosed in IGM's Management Proxy Circular dated February 18, 2022.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The table below shows information for each NEO and Messrs. Paul Desmarais, Jr. and André Desmarais for the year ended December 31, 2021. The Power Financial Employee Stock Option Plan was assumed by the Corporation on February 13, 2020 (details of the Power Financial Employee Stock Option Plan can be found in Schedule C).

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[3] [$]
R. Jeffrey Orr	949,602	5,910,201	Nil
Paul Desmarais, Jr.	2,109,696	Nil	Nil
André Desmarais	2,109,696	Nil	Nil
Gregory D. Tretiak[4]	239,094	1,836,409	2,600,000
Claude Généreux	296,700	2,263,763	2,600,000

[1] Summarizes for each of the individuals, the aggregate value that would have been realized if the options under the Power Executive Stock Option Plan and the Power Financial Employee Stock Option Plan (assumed by the Corporation) had been exercised on the vesting date during the financial year ended December 31, 2021.

[2] Summarizes for each of the NEOs, the aggregate value that would have been realized if PSUs and PDSUs of the Corporation and PFC had been redeemed on the vesting date during the financial year ended December 31, 2021. Vested PDSUs are redeemable at the time the NEO's employment on behalf of the Corporation or PFC, as the case may be (or another corporation related to such issuer) is terminated, or in the event of the death of the NEO, by a lump sum cash payment, based on the value of the vested PDSUs at the date of redemption. Vested PSUs are settled and paid by a lump sum cash payment shortly after the applicable three-year performance period.

[3] These are the same amounts as disclosed under the "Annual Incentive Plans" column in the Summary Compensation Table earlier in this Circular.

[4] Mr. Tretiak also holds options of IGM, previously granted to him as an officer of IGM, which vested during the year ended December 31, 2021. See disclosure in IGM's Management Proxy Circular dated February 18, 2022.

2018 PSU AND PDSU VESTING

The vesting percentage for PSUs and PDUs granted in 2018 that vested during the year ended December 31, 2021 was 150 per cent based on the average Fair Value Adjusted ROE, over the three-year performance period from 2018 to 2020 inclusively.

Equity Compensation Plan Information

The following table shows the number of securities authorized for issuance under equity compensation plans of the Corporation as at December 31, 2021. The only equity compensation plans under which Shares of the Corporation may now be issued from treasury are the Power Executive Stock Option Plan and the Power Financial Employee Stock Option Plan, which was assumed by the Corporation on February 13, 2020 as part of the Reorganization. Details of these plans can be found in Schedule C.

At December 31, 2021	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans [excluding securities reflected in column [A]]
PLAN CATEGORY	[A]	[B]	[C]
Equity compensation plans approved by securityholders	27,556,547	$31.30	2,394,328[1]
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	27,556,547	$31.30	2,394,328

[1] Represents the number of securities remaining available for future issuance under the Power Executive Stock Option Plan only. No more options may be issued under the Power Financial Employee Stock Option Plan.

Retirement Plan Benefits

The Corporation has a Supplementary Executive Retirement Plan (the "SERP") pursuant to which pension benefits may become payable, in addition to the pension benefits payable from the Corporation's basic pension plan, to certain of the executive officers of the Power Group, as may be designated for participation by the Human Resources Committee of the Board of Directors.

Messrs. Paul Desmarais, Jr. and André Desmarais participate in the SERP, the main provisions of which, as applicable to them, are summarized in the following table:

Provision	Description
Member contributions	None permitted
Credited service	Years of service with the Power Group while an executive officer designated by the Corporation for participation in the SERP
Pensionable compensation	Salary and bonuses received in respect of all Power Group positions
Average compensation	Average of the highest three years of compensation out of the final 10 years of credited service
Normal retirement age	62 years
Pension formula	Maximum annual pension equal to 60 per cent of the average compensation less offset (see below)
Offset	Amount of benefits payable under the Canada Pension Plan or the Québec Pension Plan and the Corporation's basic pension plan

Mr. Orr participates in the Corporation's basic pension plan and the Orr SERP, the main provisions of which, as applicable to him, are summarized in the following table:

Provision	Description
Member contributions	None permitted
Credited service	Includes service with the Corporation, PFC and IGM recognized under the Corporation's basic pension plan
Pensionable compensation	Salary and certain qualifying bonuses received in respect of all Power Group positions
Average compensation	Average of the highest three years of compensation out of the final 10 years of credited service
Normal retirement age	62 years
Pension formula	Maximum annual pension equal to 60 per cent of the average compensation less offset (see below)
Offset	Amount of benefits payable under the Canada Pension Plan or the Québec Pension Plan and any benefits payable under his IGM Supplementary Executive Retirement Plan (for prior service with IGM, a subsidiary of the Corporation)
Cap	Annual pension benefit has been limited to $2.5 million
Retirement after 65	In the event Mr. Orr retires after reaching age 65, his pension benefits will be actuarially adjusted

Mr. Tretiak participates in the Corporation's basic pension plan and a further pension benefit arrangement, the main provisions of which, as applicable to him, are summarized in the following table:

Provision	Description
Member contributions	None permitted
Credited service	Includes service with the Corporation and IGM recognized under the Corporation's basic pension plan
Pensionable compensation	Salary and qualifying bonuses received in respect of all Power Group positions
Average compensation	Average of the highest three years of compensation out of the final 10 years of credited service
Normal retirement age	62 years
Pension formula	Maximum annual pension equal to 60 per cent of the average compensation less offset (see below)
Offset	Amount of benefits payable under the Canada Pension Plan or the Québec Pension Plan and any benefits payable under his IGM Supplementary Executive Retirement Plan (for prior service with IGM, a subsidiary of the Corporation)

Mr. Généreux participates in the Corporation's basic pension plan and a further pension benefit arrangement, the main provisions of which, as applicable to him, are summarized in the following table:

Provision	Description
Member contributions	None permitted
Credited service	Years of service with the Power Group
Pensionable compensation	Salary and qualifying bonuses received in respect of all Power Group positions
Average compensation	Average of the highest three years of compensation out of the final 10 years of credited service
Normal retirement age	62 years
Pension formula	Maximum annual pension equal to 60 per cent of the average compensation less offset (see below). Given that he is a mid-career hire, his pension benefit upon his retirement will not reach the maximum benefit set under his pension arrangement and should be significantly below such maximum
Offset	Amount of benefits payable under the Canada Pension Plan or the Québec Pension Plan

The following table presents information on the pension benefits offered to each NEO calculated as of the end of 2021 for the Corporation's basic pension plan, and the SERP, the Orr SERP in the case of Mr. Orr, Mr. Tretiak's pension benefit arrangement and Mr. Généreux's pension benefit arrangement (all together called "SERPs") for services rendered in all capacities to the Corporation and its subsidiaries.

Name[1]	Number of years of credited service[2] [#]	Annual benefits payable [$] At year-end[3]	At age 65[3]	Accrued obligation at start of year[4] [$]	Compensatory change[5] [$]	Non-compensatory change [$]	Accrued obligation at year-end[4] [$]
R. Jeffrey Orr	20.6[6]	2,500,000	2,500,000	43,368,000[7]	7,000	(2,267,000)[8]	41,108,000[9]
Paul Desmarais, Jr.[10]	42.8[11]	1,841,448	1,841,448	34,892,000[12]	Nil	(3,486,000)[13]	31,406,000[14]
André Desmarais[10]	36.8[11]	1,841,340	1,841,340	37,249,000[12]	Nil	(3,835,000)[13]	33,414,000[14]
Gregory D. Tretiak	33.5[15]	1,404,233	1,404,233	24,389,000[7]	942,000	(1,261,000)[8]	24,070,000[9]
Claude Généreux	6.8[16]	574,282	1,034,083	8,543,000[7]	1,439,000	(699,000)[8]	9,283,000[9]

[1] At the end of 2021, the percentages attributable to the Corporation and PFC are, respectively, 3 per cent and 97 per cent for R. Jeffrey Orr, 41 per cent and 59 per cent for Paul Desmarais, Jr., 58 per cent and 42 per cent for André Desmarais, 50 per cent each for Gregory D. Tretiak and 23 per cent and 77 per cent for Claude Généreux.

[2] Regardless of the number of years of credited service, the annual benefits are limited to 60 per cent of the NEO's respective average compensation. In the case of the CEO, the annual benefits are further limited to his annual pension cap, as disclosed on page 57.

[3] The annual benefits payable at year-end and at age 65 represent the estimated pension earned for all service to date, and based on total service projected to age 65, respectively, assuming benefits are fully vested. This estimated pension is calculated based on actual pensionable earnings as at the end of the financial year ended December 31, 2021 and on the terms of the current retirement arrangements. The benefits payable at year end, as shown above, do not include any reduction that may apply if a NEO retires prior to the normal retirement age. For NEOs who have already attained age 65, the annual benefits payable at age 65 correspond to the annual benefits payable at year end. Effective December 31, 2020, the annual benefits payable to Mr. Orr are capped at $2,500,000 as a result of an amendment to the Orr SERP.

[4] The accrued obligation represents the value of the projected pension benefits from all pension plans of the Corporation, earned for all service to date.

[5] Includes service cost for the year, the impact on the accrued obligation of the difference between actual and estimated earnings and the impact of amendments to the applicable plans or arrangements, if any.

[6] Mr. Orr's credited service under the Corporation's basic pension plan and the Orr SERP as at 2021 year-end is 20.6 years (including four years of credited service with IGM, a subsidiary of the Corporation).

[7] The estimated accrued obligation values are calculated each year, based on the same method and assumptions used in the Corporation's financial statements. The key assumptions include a discount rate of 2.80 per cent per year for the basic pension plan and a discount rate of 2.60 per cent per year for the SERPs to calculate the accrued obligation at the start of the year and the annual service cost, and a rate of increase in future compensation of 3.50 per cent per year (not applicable in the case of Mr. Orr).

[8] Includes the impact on the accrued obligation of the change in the discount rate from 2.80 per cent to 3.30 per cent for the basic pension plan and from 2.60 per cent to 3.20 per cent for the SERPs, non-pay related experience such as mortality and retirement, and increase in the obligation due to interest and changes in other assumptions, if any.

[9] The estimated accrued obligation values are calculated each year, based on the same method and assumptions used in the Corporation's financial statements. The key assumptions include a discount rate of 3.30 per cent per year for the basic pension plan and a discount rate of 3.20 per cent per year for the SERPs to calculate the accrued obligation at year-end and the annual service cost, and a rate of increase in future compensation of 3.50 per cent per year (not applicable in the case of Mr. Orr).

[10] Messrs. Paul Desmarais, Jr. and André Desmarais retired from the Corporation effective February 13, 2020 and started their pension benefits on March 1, 2020.

[11] Represents the total years of credited service with the Corporation (including PFC).

[12] The estimated accrued obligation values are calculated each year, based on the same method and assumptions used in the Corporation's financial statements. The key assumptions include a discount rate of 2.40 per cent per year for the basic pension plan and a discount rate of 2.30 per cent per year for the SERP to calculate the accrued obligation at the start of the year.

[13] Includes the impact on the accrued obligation of the change in the discount rate from 2.40 per cent to 3.00 per cent for the basic pension plan and from 2.30 per cent to 3.00 per cent for the SERP, non-pay related experience such as mortality, increase in the obligation due to interest, decrease in the obligation due to benefits paid and changes in other assumptions, if any.

[14] The estimated accrued obligation values are calculated each year, based on the same method and assumptions used in the Corporation's financial statements. The key assumptions include a discount rate of 3.00 per cent per year for the basic pension plan and the SERP to calculate the accrued obligation at year-end.

[15] Represents the total years of credited service with the Corporation (including PFC) and IGM.

[16] Mr. Généreux's credited service under the Corporation's basic pension plan is 6.3 years due to the plan's waiting period. Credited service under Mr. Généreux's supplemental pension arrangement began on his first day of employment and totals 6.8 years as at December 31, 2021.

Retirement, Termination and Change of Control Benefits

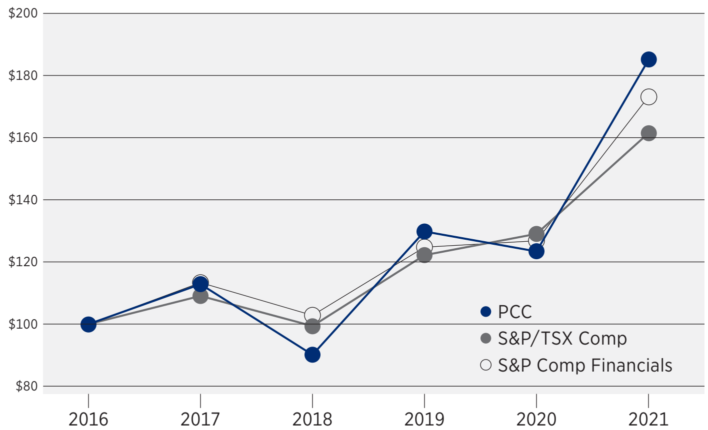
There are not any contracts, agreements, plans or arrangements that provide for incremental payments to any NEOs at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in an NEO's responsibilities.

Performance Graph

The following Performance Graph shows the yearly change in the cumulative total shareholder return on the Corporation's Subordinate Voting Shares compared with the S&P/TSX Composite Index, over the five-year period ended December 31, 2021. The year-end values of each investment are based on share appreciation plus dividends paid in cash, with the dividends reinvested on the date they were paid.

Five-year cumulative total returns

Value of $100 invested on December 31, 2016:



	2016 [$]	2017 [$]	2018 [$]	2019 [$]	2020 [$]	2021 [$]
Subordinate Voting Shares (POW)	100.00	112.81	90.15	129.81	123.38	184.97
S&P/TSX Composite total return index	100.00	109.08	99.39	122.14	128.99	161.43
S&P Composite Financials	100.00	113.32	102.77	124.74	126.79	173.21

For each NEO who has been with the Corporation throughout the last five years, the trend of the NEO's cumulative total direct compensation is consistent with the trend of cumulative value earned by the Corporation's shareholders over the five-year period; however, the Corporation's determination of executive compensation is based upon the policies and procedures described above and is not based upon the total return of the Corporation's shares relative to any particular stock index.

Indebtedness of Directors and Executive Officers

The following table presents the aggregate outstanding indebtedness, as at February 28, 2022, of all current and former executive officers, Directors and employees of the Corporation or any of its subsidiaries (other than Lifeco and IGM and their respective subsidiaries), to the Corporation or its subsidiaries, or to other entities if the indebtedness to such other entities is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, in each case other than "routine indebtedness" as defined under applicable securities law.

AGGREGATE INDEBTEDNESS

Purpose	To the Corporation or its subsidiaries [$]	To another entity [$]
Share Purchases	Nil	Nil
Other	14,502,238[1]	Nil

[1] Reflects loans to certain executive employees of subsidiaries of the Corporation.

If and as required by applicable securities law, the aggregate outstanding indebtedness of all current and former executive officers, directors and employees of Lifeco and its subsidiaries to Lifeco and its subsidiaries is disclosed in Lifeco's Management Proxy Circular dated March 3, 2022 and the aggregate outstanding indebtedness of all current and former executive officers, directors and employees of IGM and its subsidiaries to IGM and its subsidiaries is disclosed in IGM's Management Proxy Circular dated February 18, 2022.

Other than as disclosed in the foregoing table, as at February 28, 2022, no current or former executive officers, directors or employees of the Corporation or any of its subsidiaries (other than Lifeco and IGM and their respective subsidiaries), was indebted to the Corporation or any of its subsidiaries, or to other entities if the indebtedness to such other entities is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, in each case other than "routine indebtedness" as defined under applicable securities law.

Statement of Corporate Governance Practices

The Corporation believes in the importance of good corporate governance and the central role played by directors in the governance process. The Corporation believes that sound corporate governance is essential to the well-being of the Corporation and its shareholders.

Power is an international management and holding company. It has had controlling shareholders since its beginnings in 1925. The Honourable Paul G. Desmarais held control of Power from 1968 until his death in October 2013, upon which control of the Corporation passed to the Desmarais Family Residuary Trust. As at March 17, 2022, the Desmarais Family Residuary Trust exercised, through holding entities, control over shares carrying approximately 50.98 per cent of the votes. See "Voting Shares and Principal Holders Thereof". Power is not an operating company and a substantial portion of its interests are located outside Canada, specifically in the United States, Europe and Asia.

The foregoing characteristics are important in any consideration of governance philosophy and practices as they apply to the Corporation.

In 2005, the CSA adopted *National Policy 58-201 – Corporate Governance Guidelines* (the "Policy") which sets forth a number of suggested guidelines on corporate governance practices (the "CSA Guidelines"). Under the Policy, issuers are encouraged to consider the CSA Guidelines in developing their own corporate governance practices.

In the Board's view, no single corporate governance model is superior or appropriate in all respects. The Board's approach reflects its belief that governance must be focused on substance rather than the application of generic processes and standardized rules and guidelines that do not account for the particular context of the issuer. Rigid, externally generated checklists cannot replace real care, responsibility and personal engagement. Furthermore, any review of governance practices should include consideration of long-term returns to shareholders, as the Board believes this to be an important indicator of the effectiveness of a governance system.

The Board believes that the Corporation's governance system is effective and is appropriate to its circumstances, and that there are in place proper structures and procedures to ensure the Board's independence from management and to ensure that actual or potential conflicts of interest between the Corporation and its controlling shareholder are dealt with appropriately.

Dual-Class Share Structure

The Board is confident that, as further detailed below, the Corporation's governance practices and performance history reflect a consistent consideration for the interests of shareholders and other stakeholders, notwithstanding the different voting rights inherent in the Corporation's capital structure and, further, believes that this structure continues to serve the best interests of the Corporation.

The Corporation's dual class share structure is a feature that is well known to investors. Management believes that such a structure, in combination with a long-term controlling shareholder, provides for a significant positive impact on a corporation's long-term returns. Such benefits are realized by permitting management and the Board to focus on long-term strategy and value creation and to make decisions without the need to satisfy short-term financial expectations that can be detrimental and result in the incurrence of disproportionate risks (relative to expected rewards) for stakeholders.

Further, in most situations, the best interests of the Corporation and the interests of its minority shareholders are consistent with the interests of the Corporation's controlling shareholder. Where such interest may diverge, the Corporation has established governance practices to protect holders of both classes of Shares, including:

> 78 per cent of the Directors are independent of both the Corporation and its controlling shareholder (see "Statement of Corporate Governance Practices – Independence of Directors" below);

> Audit Committee and Human Resources Committee are composed solely of independent Directors; and

> The Corporation has established a Related Party and Conduct Review Committee composed entirely of Directors who are independent of management and independent of the Corporation's controlling shareholder in the view of the Board. The mandate of this Committee is to review proposed transactions with related parties of the Corporation (including the controlling shareholder) and to approve only those transactions that it deems appropriate. The Committee ensures that any transactions between the Corporation and a related party are done at least at market terms and conditions.

The approval of the holders of each class of shares, voting separately as a class, is required for certain fundamental actions by the Corporation, including any amendments to the Articles of the Corporation to add, change or remove any rights, privileges, restrictions and conditions in respect of all or any of its shares.

Independence of Directors

A–CURRENT APPLICABLE STANDARDS

The CSA Guidelines and *National Instrument 52-110 – Audit Committees* and *National Instrument 58-101 – Disclosure of Corporate Governance Practices* (the "Instruments") currently provide that a director is "independent" of an issuer if he or she has no direct or indirect relationship with the issuer which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of the director's independent judgment. The Corporation's Board of Directors agrees with this approach to assessing director independence.

However, in the context of our majority holdings in Lifeco and IGM, the Instruments further provide that a director is deemed to have such a direct or indirect relationship with an issuer (and thus not to be independent) if, among other things, the director is, or has been within the last three years, an executive officer or an employee of the issuer's parent corporation (i.e., the controlling shareholder). The determination of director independence is a question of fact that should be decided by the issuer's board of directors on a case-by-case basis based on actual relationships with an issuer's management (not relationships with an issuer's controlling shareholder) and without reference to any presumptions such as those which are currently contained in the Instruments. The provisions in the Instruments concerning independence determinations are overly-broad, as they encompass directors who have no direct or indirect relationship with the issuer which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of the director's independent judgment. The provisions deeming directors that are related to an issuer's controlling shareholder to be non-independent are not an appropriate response to any potential governance concerns they are intended to address. Any concerns which may exist in a controlled company situation about conflicts of interest or self-dealing should be resolved directly through a committee of directors who are independent of the controlling shareholder. The governance model at the Corporation and at Lifeco and IGM includes such a committee, the Related Party and Conduct Review Committee, which is discussed below in the section entitled "Resolution of Conflicts".

B–ASSESSMENT OF INDEPENDENCE

The Board of the Corporation is currently composed of 14 Directors. In the Board's view, 11 Directors (constituting a 78 per cent majority of the Board) are independent within the meaning of the Instruments and have no other relationships that could reasonably interfere with the exercise of their independent judgment in discharging their duties to the Corporation.

The following table shows which Directors are independent and which are non-independent within the meaning of the Instruments, and the reason for non-independence of individual Directors, as applicable.

Director	Independent from management	Independent [1]	Non-Independent [1]
Pierre Beaudoin	✓	✓	
Marcel R. Coutu	✓	✓	
André Desmarais	✓		✓ Former Executive Officer within past three years (Former President and Co-Chief Executive Officer of Power)
Paul Desmarais, Jr.	✓		✓ Former Executive Officer within past three years (Former Co-Chief Executive Officer of Power)
Gary A. Doer	✓	✓	
Anthony R. Graham	✓	✓	
J. David A. Jackson	✓	✓	
Sharon MacLeod	✓	✓	
Paula B. Madoff	✓	✓	
Isabelle Marcoux	✓	✓	
Christian Noyer	✓	✓	
R. Jeffrey Orr			✓ Executive Officer of Power (President and Chief Executive Officer of Power)
T. Timothy Ryan, Jr.	✓	✓	
Siim A. Vanaselja	✓	✓	

[1] Within the meaning of the Instruments.

Mr. J. David A. Jackson will not be standing for re-election at the Meeting. Ms. Elizabeth D. Wilson, who is being proposed for election as a Director of the Corporation for the first time at the Meeting, is independent within the meaning of the Instruments. Of the 14 individuals nominated for election at the Meeting, 11 Directors (constituting more than 78 per cent of the Board) are independent within the meaning of the Instruments and have no other relationships that could reasonably interfere with the exercise of their independent judgment in discharging their duties to the Corporation.

C–MEETINGS OF INDEPENDENT DIRECTORS

The Chairman of the Board is responsible for ensuring that the Directors who are independent of management have opportunities to meet without management present. Such discussions are led by the Corporation's Lead Director, Mr. Anthony R. Graham, who provides feedback subsequently to the Chairman and Deputy Chairman of the Board. All independent Directors are encouraged by the Chairman and the Deputy Chairman of the Board to have open and candid discussions with the Lead Director, the Chairman, the Deputy Chairman or with the Chief Executive Officer.

Pursuant to a policy relating to meetings of independent Directors at Board and Committee meetings, the Directors on the Board who are independent of management meet at every regularly scheduled Board meeting without members of management present. Accordingly, there were five such meetings held during 2021. The Audit Committee, the Related Party and Conduct Review Committee, and the Human Resources Committee are composed entirely of Directors who are independent while the Governance and Nominating Committee is entirely composed of Directors who are not members of management of the Corporation. Each of these committees have scheduled in-camera meetings without members of management at every meeting.

D–CHAIRMAN OF THE BOARD

Since February 13, 2020, following the Reorganization, the positions of Chief Executive Officer and Chairman of the Board are held by separate individuals. The role of the Chairman of the Board is to seek to ensure that the Board can fulfill its duties and responsibilities in an effective manner in accordance with the laws, regulations and policies governing the Corporation and, in doing so, the Chairman shall (in consultation with the Deputy Chairman), among other things: provide leadership to foster the effectiveness of the Board; chair meetings of the Board and of shareholders; ensure that the quality and timeliness of information that goes to the Board is appropriate; ensure that delegated Committee functions are carried out and reported as necessary; facilitate, together with the Chairs of the Board Committees and the CEO, effective and transparent interaction between the Board and management; and ensure that the Corporation's business is conducted with a view to the best interests of the Corporation. To that end, the Chairman and Deputy Chairman are invited to attend the meetings of Committees of which they are not members, except for meetings of the Related Party and Conduct Review Committee. Should they attend meetings of Committees of which they are not members, the Chairman and Deputy Chairman do not attend the in-camera sessions of such meetings.

As the positions of Chairman and Deputy Chairman are held by former executive officers of the Corporation, the Board has implemented structures and procedures to provide assurance that the Board can act independently of management. In particular, the Board has a Lead Director and 78 per cent of the members of the Board are independent both within the meaning of the Instruments and in the Board's view. See also "C – Meetings of Independent Directors" for a discussion on the independence of the Committees of the Board.

E–LEAD DIRECTOR

Mr. Anthony R. Graham serves as the Lead Director of the Corporation. In fulfilling his responsibilities, the Lead Director chairs the meetings of independent Directors, provides input to the Chairman and Deputy Chairman of the Board regarding the planning and organizing of the activities of the Board and provides input to the Chair of the Governance and Nominating Committee on the composition and structure of the Board and the formation and composition of Committees. The Lead Director is also responsible for reporting to the Chairman of the Board on the discussions of the independent Directors and facilitating the effective interaction between the independent Directors and management, in addition to any other functions as may be requested by the Chairman or Deputy Chairman of the Board.

Resolution of Conflicts

It is the duty of the Board to supervise the management of the business and affairs of the Corporation with a view to the best interests of the Corporation, including its shareholders as a whole. In discharging this duty, the Board establishes procedures for the identification and resolution of conflicts that might arise between the interests of Power and the interests of its controlling shareholder.

Power has established a Related Party and Conduct Review Committee composed entirely of Directors who are independent of management and independent of the Corporation's controlling shareholder. The mandate of the Related Party and Conduct Review Committee is to review proposed transactions, if any, with related parties of the Corporation (including the controlling shareholder) and to approve only those transactions that it deems appropriate. The Committee ensures that any transactions between the Corporation and a related party are done at least at market terms and conditions.

For a more detailed description of the Related Party and Conduct Review Committee's mandate, see "Committees' Mandates and Membership".

Canada Life, a subsidiary of Lifeco, is a regulated financial institution. As such, Canada Life is prohibited from entering into any transaction with a related party unless the transaction is permitted under the *Insurance Companies Act*. Canada Life has therefore established a conduct review committee that has implemented procedures for the review of permitted related party transactions. In accordance with these procedures, Canada Life's conduct review committee reviews certain permitted proposed related party transactions to ensure that any such transactions are on terms and conditions at least as favourable to those companies as market terms and conditions. Canada Life's conduct review committee is composed of Directors who are independent of Canada Life's management and who are neither directors, officers nor employees of the Corporation, PFC or any of their affiliates. Similarly, Lifeco and IGM have also established their own conduct review committees composed entirely of Directors who are independent of management and who are neither officers, employees nor Directors of Power or PFC.

For a description of the Board's procedures in respect of transactions involving Directors or officers of Power, see also "Ethical Business Conduct".

Board of Directors

The mandate of the Board, which it discharges directly or through one of the four Board Committees, is to supervise the management of the business and affairs of the Corporation, and includes responsibility for approving strategic goals and objectives, review of operations, disclosure and communication policies, oversight of financial reporting and other internal controls, corporate governance, Director orientation and education, senior management compensation and oversight, and Director nomination, compensation and assessment. The Board Charter is attached as Schedule B.

The Board has also adopted a Charter of Expectations for Directors setting out the expectations towards directors serving on the Board of the Corporation which includes a Director position description as well as provisions on minimum attendance (i.e., absent extraordinary reasons, such as health issues, to attend at least 75 per cent of regularly scheduled Board meetings and committee meetings on which they serve on a yearly basis), on overlaps on boards of directors outside the Power Group (i.e., without the consent of the Chair of the Governance and Nominating Committee, no more than two Directors may sit on the board of directors of the same publicly traded company outside the Power Group) and on minimum equity ownership requirements for Directors (see "Compensation of Directors – Minimum Equity Ownership Requirement for Directors").

As part of the Directors' position description, each Director is expected to: understand the Corporation's vision, strategies, objectives and associated risks; be generally knowledgeable of the Corporation's, and its subsidiaries' and investees', services and operations and the industries and regulatory environments within which they operate; act independently of management (for Directors who are not members of management) and work constructively and effectively with other Directors; apply their knowledge, skills, experience and business judgment to matters considered by the Board and its committees; prepare thoroughly for each Board and applicable committee meeting by reviewing the provided meeting material and requesting clarification or additional information as required to make informed decisions; devote the necessary time and attention to be able to participate in Board deliberations and make an informed decision on issues; attend Board and applicable committee meetings and participate fully in the deliberations and discussions of the Board and applicable committees, and be informed of significant matters discussed at meetings not attended; identify and disclose actual, potential or perceived conflicts of interest to allow appropriate review; respect confidentiality; act in the highest ethical manner and with integrity in all personal, business and professional dealings, and comply with the Corporation's policies and applicable laws, including the Corporation's Code of Business Conduct and Ethics and the Disclosure Policy; and when appropriate, communicate with, and be available as a resource to, the Chairman and the Deputy Chairman, as well as the Chief Executive Officer and other members of management between formal meetings.

Committees' Mandates and Membership

The mandates of the Board's four standing committees are summarized below, together with each committee's membership and the number of meeting held during the year ended December 31, 2021:

AUDIT COMMITTEE

Membership		
Siim A. Vanaselja (Chair)	✓	O
Marcel R. Coutu	✓	O
Gary A. Doer	✓	O
J. David A. Jackson	✓	O
T. Timothy Ryan, Jr.	✓	O

Number of meetings: 4

The primary mandate of the Audit Committee is to review the financial statements of the Corporation and public disclosure documents containing financial information and to report on such review to the Board, to be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure documents that contain financial information, to oversee the work and review the independence of the external auditors, and to review any evaluation of the Corporation's internal control over financial reporting. The Audit Committee is also responsible for monitoring the implementation of, and compliance with a number of policies of the Corporation, including the Global Anti-Bribery Policy and the Policy Regarding Pre-Approval of Services Provided by the External Auditor. In performing its duties and exercising its powers, the Audit Committee considers and addresses the risks related to the establishment, maintenance and implementation of disclosure controls and procedures and internal control over financial reporting and the risks related to cyber security that would reasonably be expected to have a material effect on the Corporation.

HUMAN RESOURCES COMMITTEE

Membership		
Anthony R. Graham (Chair)	✓	O
Marcel R. Coutu	✓	O
Isabelle Marcoux	✓	O
Sharon MacLeod	✓	O

Number of meetings: 7

The primary mandate of the Human Resources Committee is to approve compensation policies and guidelines for employees of the Corporation, to approve compensation arrangements for executives of the Corporation, to recommend to the Board compensation arrangements for the Directors and for the Chief Executive Officer, to oversee the management of incentive compensation plans and equity compensation plans, to consider the implications of any risks associated with the Corporation's compensation policies and practices, and to review succession plans for senior management, taking into account the objectives of the Corporation's Diversity Policy.

✓ Independent within the meaning of the Instruments
O Not a member of management

GOVERNANCE AND NOMINATING COMMITTEE

Membership

André Desmarais (Chair)		○
Paul Desmarais, Jr.		○
Anthony R. Graham	✓	○
Isabelle Marcoux	✓	○
Christian Noyer	✓	○

Number of meetings: 1

The primary mandate of the Governance and Nominating Committee is to oversee the Corporation's approach to governance issues, to recommend to the Board corporate governance practices consistent with the Corporation's commitment to high standards of corporate governance and to address potential risk related to governance matters. The Governance and Nominating Committee is responsible for identifying new candidates for Board nomination and, after considering the objectives of the Corporation's Diversity Policy, for recommending to the Board those candidates who possess the qualifications, competencies, skills, experience and level of commitment required to fulfill Board and Board Committees responsibilities. The Governance and Nominating Committee is also responsible for assessing at least annually the performance and effectiveness of the Board, Board Committees, and individual Directors to ensure that they are fulfilling their respective responsibilities and duties. It also oversees Director orientation and education.

The Committee has responsibility for monitoring the implementation of the Corporation's policy and strategy with respect to corporate social responsibility which includes environmental, social and governance matters. The Committee is also responsible for periodically reviewing the Corporation's mission statement and, after discussion with management, recommending any changes to the Board of Directors that it deems appropriate.

The Board believes that it is normal and appropriate, especially in the case of a holding company with a controlling shareholder, to include Directors who are associated to the controlling shareholder (in this case, Paul Desmarais, Jr. and André Desmarais) as members of the Governance and Nominating Committee, comprising less than a majority of the Committee's members, to provide the knowledge and perspective of the controlling shareholder with respect to the matters under the responsibility of the committee. Messrs. Paul Desmarais, Jr. and André Desmarais are no longer members of management since February 13, 2020 when they retired as Co-Chief Executive Officers of the Corporation.

RELATED PARTY AND CONDUCT REVIEW COMMITTEE

Membership

Paula B. Madoff (Chair)	✓	○
Pierre Beaudoin	✓	○
Christian Noyer	✓	○

Number of meetings: 2

The primary mandate of the Related Party and Conduct Review Committee is to recommend to the Board procedures for the consideration and approval of transactions with related parties of the Corporation and to review and, if deemed appropriate, to approve such transactions.

The Related Party and Conduct Review Committee considers transactions between the Corporation and the following parties: (i) Directors and officers of the Corporation or any of its affiliates; (ii) the Corporation's controlling shareholder; and (iii) any entity, other than a subsidiary of the Corporation, in which a party listed in (i) above beneficially owns or controls (A) securities representing more than 10 per cent of the voting interests, or (B) securities representing more than 25 per cent of the equity interests. Generally, the Corporation and its subsidiaries are prohibited from entering into a related party transaction if the transaction is not on terms and conditions at least as favourable as market terms and conditions.

In performing its duties and exercising its powers, the Related Party and Conduct Review Committee considers and addresses risks related to any proposed transactions with related parties of the Corporation.

✓ Independent within the meaning of the Instruments
○ Not a member of management

Risk Oversight

As a holding company, the Corporation has the risks associated with being a significant shareholder in its subsidiary operating companies. The subsidiaries' Boards are responsible for the risk oversight function at those companies. Some officers of the Corporation are members of these Boards and Board Committees and therefore participate in the risk oversight function at the operating company level in their role as directors of those companies. As an indirect shareholder of companies operating in the financial services sector (including subsidiaries regulated and supervised by the Office of the Superintendent of Financial Institutions and provincial regulators), the Corporation is well aware of the particular necessity for robust risk identification and risk management oversight.

As for risk oversight at the Corporation's level, the Board considers identifying and managing risk, and taking a long-term view when making investments and managing the assets of the Corporation, to be of imperative importance. This approach is inextricably engrained within the culture of the Corporation and is supported by the Corporation's controlling shareholder, which has placed a premium on enduring viability, stability, diversification and cash flow, rather than on quarterly results. The Corporation believes that value is best achieved through a prudent approach to risk and through a governance model that focuses on the active oversight of our investments. The Board has overall responsibility for monitoring the implementation and maintenance by management of appropriate policies and controls to manage the risks associated with the Corporation's businesses as a holding company.

Additionally, while risk management is a general responsibility of each Committee of the Board, specifically in performing their respective duties, the Audit Committee addresses risks related to financial reporting, the Human Resources Committee considers risks associated with the Corporation's compensation policies and practices, the Governance and Nominating Committee oversees the Corporation's approach to appropriately addressing potential risks related to governance matters, and the Related Party and Conduct Review Committee considers risks related to any proposed transactions with related parties of the Corporation.

The Board has also delegated to the Audit Committee the oversight of risks related to cybersecurity. The Vice-President, General Counsel and Secretary is responsible for providing oversight of data privacy programs as well as training and compliance regarding the Corporation's policies and procedures. The Vice-President and Controller is responsible for administering the Corporation's Cybersecurity Policy. The Vice-President and Controller periodically updates the Audit Committee on cybersecurity matters, including on the Corporation's cybersecurity systems' robustness and related testing and auditing. The Corporation has established a comprehensive information and cybersecurity program, benchmarked its capabilities to sound industry practices and has implemented threat and vulnerability assessments and response capabilities, including an Information Technology Security Incident Response Protocol, which is administered and implemented by both the Vice-President and Controller and the Information Technology Director. Through an external specialist firm, the Corporation periodically conducts an assessment of the maturity of its cybersecurity. The Corporation's information technology defences are continuously monitored and adapted to both prevent and detect cyber-attacks, and then recover and remediate. Through a continuous employee training program, the Corporation also provides cybersecurity awareness training and ensures that all employees are aware and comply with its policies and procedures related to cybersecurity.

Strategic Planning

The Chief Executive Officer is responsible for developing the Corporation's proposed strategic plans, in light of emerging opportunities and risks and with a view to the Corporation's sustained profitable growth and long-term value creation, and for implementing the approved strategic plans. The Board of Directors is responsible for approving the long-term goals and objectives for the Corporation; and, after considering alternatives, approving the strategic plans developed by the Chief Executive Officer. The Board of Directors also monitors senior management's implementation of the approved plans; assesses the achievement of the Corporation's goals and objectives; reviews and approves on at least an annual basis management's financial plan; and reviews and approves any significant transactions and strategic capital management decisions regarding the Corporation.

Director Affiliations and Attendance

Additional information relating to Directors standing for election, including a list of all public companies and certain private companies for which they serve as board members, as well as their attendance records for all Board and Committee meetings for the year ended December 31, 2021, can be found in the section entitled "About the Directors – Nominees for Election to the Board" earlier in this Circular.

Each Director is expected to attend a minimum of 75 per cent of the aggregate of all regularly scheduled Board meetings and meetings of committees on which they serve, held during the year. Those Directors who fail to meet this requirement must meet with the Chair of the Governance and Nominating Committee to discuss the reasons contributing to the Director's attendance record and the Chair will make a recommendation to the Governance and Nominating Committee, as necessary, with respect to the Director's continued service on the Board. In the absence of personal circumstances beyond the Director's control having prevented the Director from attending the requisite minimum proportion of applicable meetings, such as health reasons, the Governance and Nominating Committee will not recommend the Director for re-election at the next meeting of shareholders of the Corporation at which Directors are to be elected.

Without the consent of the Governance and Nominating Committee, no more than two Directors may sit on the board of directors of the same publicly traded company (excluding the Corporation and any other companies in the Power Group). Outside of the Power Group, there is only one board of directors of a publicly traded company on which Directors of the Corporation serve together. Messrs. Pierre Beaudoin and Anthony R. Graham both serve on the board of directors of Bombardier Inc.

Nomination of Directors

The Board has established a Governance and Nominating Committee, which has a number of responsibilities relating to governance and the nomination of candidates for election as Directors. The Committee is responsible for identifying new candidates for Board nomination and, after considering the objectives of the Corporation's Diversity Policy, for recommending to the Board those candidates who possess the qualifications, competencies, skills, business and financial experience, leadership roles, level of commitment and available time required of a Director to fulfill Board responsibilities.

Members of the Governance and Nominating Committee maintain an evergreen list of potential candidates and employ a skills matrix to assist with reviewing the skills and experience of director candidates and of the Board as a whole. The matrix, which is set forth below, outlines a complement of diverse qualifications, attributes, skills and experience that are viewed as being relevant to the proper functioning of the Board. This is not intended to be an exhaustive list of each Director's skills.

Director	Financial Literacy	Financial Services – Insurance	Financial Services–Investment/ Asset Management	Accounting/Audit	Compliance Oversight	Risk Management	Strategic Planning/ Mergers & Acquisitions	Finance/Capital Markets	International Business and Markets	Public Sector	Academia	Legal/Regulatory	Governance	Human Resources/ Executive Compensation	Communications/ Shareholder Relations	Sustainability/ Corporate Social Responsibility	National or International Public Policy Developments or Trends
Pierre Beaudoin	✓			✓		✓	✓	✓	✓				✓	✓	✓	✓	
Marcel R. Coutu	✓	✓	✓	✓	✓	✓	✓	✓	✓				✓	✓	✓	✓	✓
André Desmarais	✓	✓	✓	✓		✓	✓	✓	✓	✓			✓	✓	✓		✓
Paul Desmarais, Jr.	✓	✓	✓			✓	✓	✓	✓		✓		✓	✓	✓	✓	✓
Gary A. Doer	✓				✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓
Anthony R. Graham	✓	✓	✓		✓	✓	✓	✓	✓		✓		✓	✓			
Sharon MacLeod	✓		✓	✓		✓	✓		✓	✓	✓		✓	✓	✓	✓	✓
Paula B. Madoff	✓		✓			✓	✓	✓	✓				✓	✓			
Isabelle Marcoux	✓					✓	✓	✓				✓	✓	✓	✓	✓	
Christian Noyer	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
R. Jeffrey Orr	✓	✓	✓			✓	✓	✓	✓				✓	✓	✓	✓	✓
T. Timothy Ryan, Jr.	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Siim A. Vanaselja	✓	✓	✓	✓		✓	✓	✓	✓				✓	✓	✓	✓	
Elizabeth D. Wilson	✓		✓	✓	✓	✓	✓	✓	✓				✓	✓		✓	

The Committee recognizes that each Director will contribute differently to the Board and will each bring particular strengths in different areas of qualification. While the skills matrix is an important tool in assessing Board candidates, the Committee does not limit itself to considering only the specified areas of expertise or attributes in selecting Board members.

Diversity of the Board of Directors

The Board also believes that diversity is important to ensure that Board members provide the necessary range of perspectives required to achieve effective stewardship of the Corporation.

The Corporation has adopted a Diversity Policy, which includes provisions relating to diversity and the identification and nomination of directors. For purposes of the Diversity Policy, diversity includes, but is not limited to: age, experience, education, geography, gender, sexual orientation, disability, race, nationality, culture, language and other ethnic distinctions, including Indigenous people. The Diversity Policy further provides that in fulfilling its role in recommending to the Board candidates for Director nominations, members of the Governance and Nominating Committee consider candidates that are highly qualified based on their experience, education, expertise, judgment, personal qualities, and general and sector specific knowledge; consider diversity criteria (but not the level of representation of any particular Designated Group (as defined below) beyond women among other relevant criteria), when determining the optimum composition and balance for the Board; review potential candidates from a variety of backgrounds and perspectives, having in mind the Corporation's diversity objectives; and, in order to support the specific objective of gender diversity, ensure that appropriate efforts are made to include women in the list of candidates being considered for a Board position.

The Board recognizes that gender diversity is a significant aspect of diversity and acknowledges the important role of women in contributing to diversity of perspective in the Boardroom. As such, the Corporation's Diversity Policy includes an objective of having not less than 30 per cent of the seats on the Corporation's Board of Directors held by women by the completion of the Corporation's annual shareholder meeting to be held in 2025. The Corporation has not adopted an objective regarding the representation of members of the other Designated Groups on the Board.

There are currently three women (21.43 per cent), no "members of visible minorities" (0 per cent), no "persons with disabilities" (0 per cent) and no "Aboriginal peoples" (0 per cent) (each as defined in the *Employment Equity Act* (Canada), the "Designated Groups") on the Board. Out of the individuals nominated for election at the Meeting, four (28.57 per cent) are women and there are no nominees part of the other Designated Groups. The Diversity Policy provides that the Committee will assess the effectiveness of the Board nomination process at achieving the Corporation's diversity objectives on an annual basis. The Corporation's publicly traded subsidiaries, Lifeco and IGM, have publicly disclosed that there were 5 women (out of 18) and 5 women (out of 15) being nominated for election to their respective Board of Directors representing in total 30.30 per cent of their combined nominees.

Nomination of Directors and Tenure

The Governance and Nominating Committee and the Board believe that, in addition to the factors discussed above, continuity of membership is critical to the Board's efficient operation. Accordingly, the Board has not adopted policies imposing an arbitrary term or retirement age limit in connection with individuals nominated for election as Directors of the Corporation, as it does not believe that such limits are in the best interests of the Corporation. Such limits fail to take into account the special characteristics of issuers such as Power and its group companies, that operate in a highly complex and technical environment. In such a context, the Corporation believes that a lengthy Board tenure, not limited by arbitrary determinations, is vital to the Directors' understanding of the Corporation's diverse businesses, and those of its group companies, and to their bringing a substantive contribution to the Board. The Corporation's Governance and Nominating Committee annually reviews the composition of the Board, including the age and tenure of individual directors. The Board strives to achieve a balance between the desirability to have a depth of institutional experience from its members on the one hand, and the need for renewal and new perspectives on the other hand.

After considering the appropriate size of the Board and the qualifications and attributes that the existing Directors possess, including the level of representation on the Board by Directors who are independent, and after giving consideration to the Diversity Policy, the Governance and Nominating Committee may determine that it would be in the best interests of the Corporation to nominate an individual that is not already a director of the Corporation, for election to the Board. In such situations, the Governance and Nominating Committee identifies a list of targeted qualifications and attributes and conducts its own search by inviting suggestions for potential candidates from the Directors of the Corporation. The Committee also engages one or more external advisors to identify further qualified candidates, and requires that any such external advisor take account of the objectives of the Corporation's Diversity Policy.

The Committee has recommended that the 14 individuals set out under "About the Directors – Nominees for Election to the Board" above be nominated for election as Directors of the Corporation at the Meeting.

The Corporation has adopted a form of proxy which gives shareholders the ability to vote for or withhold from voting for each individual Director proposed for election to the Board of Directors of the Corporation. The Board has not adopted a "Majority Voting Policy" (as defined by the TSX) for the election of Directors. The Board strongly believes that sound corporate governance is essential to the well-being of the Corporation. The adoption of measures such as a Majority Voting Policy, however, may be inappropriate when such measures do not recognize differences among companies, such as the presence of a controlling shareholder. It is the Board's view that a Majority Voting Policy for the election of Directors does not serve a useful purpose for the shareholders of a controlled company, like the Corporation. This view has been accepted by the TSX, which permits controlled companies, like the Corporation, to rely on an exemption from the requirement for TSX-listed companies to adopt majority voting policies. In addition, the current process for the election of Directors of the Corporation complies with corporate and securities laws.

Orientation and Continuing Education

Director orientation and education is conducted under the aegis of the Chairman of the Board. Newly elected Directors are provided with a comprehensive orientation as to the nature and operation of the business and affairs of the Corporation and the Corporation's major operating subsidiaries, as to the role of the Board and its Committees, and as to the contributions that individual Directors are expected to make. In order to orient new Directors as to the nature and operation of the Corporation's business, they are also given the opportunity to meet with members of the Corporation's executive management team and with members of the executive management teams of the Corporation's major operating subsidiaries to discuss the Corporation's businesses and activities.

Directors are periodically updated in respect of these matters including by way of quarterly presentations to the Board (from time to time, these presentations are made by an operating subsidiary's executive officer) at Board and Committee meetings, and working Board dinners (when public health requirements allow), regarding the Corporation's major operating subsidiaries and operating segments thereof in addition to the presentations by the Corporation's auditors and other speakers.

Throughout the year, Directors receive:

> presentations by senior executives of the Corporation on different aspects of the Corporation and its subsidiaries or affiliated companies' operations, strategic direction, capital management, finance, human capital, technology initiatives, cybersecurity and key risks; and

> presentations and reports summarizing significant regulatory and market developments.

Specifically, throughout 2021, Directors participated in continuing education presentations that included updates on ESG trends and disclosure expectations, presentations on the Corporation's operations and results and overviews, updates on and overviews of the Corporation's value creation strategy, the alternative asset management industry, merger and acquisition activity globally and in the Power Group and the Corporation's investors relations program.

Also, Directors receive a comprehensive package of information prior to each Board and Committee meeting. The Corporation maintains a secure electronic platform that includes a comprehensive resource center for Directors. The resource center contains corporate governance documents, including the Corporation's constituting documents, its policies and procedures, the Board and committee charters, position descriptions and the Corporation's incentive plan documents. As noted above, certain of the Corporation's Directors also serve as Directors of the Corporation's public and private company investments. Finally, Directors have access to the Corporation's senior management and employees on an ongoing basis throughout their mandate.

Assessment of Directors

The Governance and Nominating Committee is responsible for assessing the performance and effectiveness of the Board, Board Committees, and individual Directors from time to time, with a view to ensuring that they are fulfilling their respective responsibilities and duties. An evaluation is conducted at least annually to assist in assessing the overall performance of the Board and the Board Committees. While this evaluation is usually administered by the Corporation's external legal counsel, in early 2022, the Board engaged an independent consultant to conduct an assessment of the effectiveness and performance of the Board and its standing committees. The independent consultant met individually with each Director to conduct confidential interviews to discuss governance processes and practices. The interviews covered, among other matters, the effectiveness of the Board, Board Committees and the operations of the Board, the adequacy of information provided to directors, Board structure, agenda planning for Board meetings, and oversight of strategic direction. The Directors were asked to consider what the Board did well and what opportunities there may be to improve the value that the Board adds to the Corporation's business. The independent consultant synthesized its findings which were subsequently presented to the Governance and Nominating Committee and the Board. The Governance and Nominating Committee will monitor and periodically update the Board on these findings. The Board currently plans on engaging an independent consultant to conduct this assessment every few years, and otherwise having the Corporation's external legal counsel conduct a confidential Board effectiveness survey annually.

Chair, Lead Director and CEO's Position Descriptions

The Board has approved written position descriptions for the Chairman of the Board and for the Chair of each Board Committee. In general terms, the Chairman of the Board, in consultation with the Deputy Chairman, and the Chairs of the Board Committees are responsible for ensuring that the Board or the Committee is able to fulfill its duties and responsibilities in an effective manner, for planning and organizing the activities of the Board or of the Committee, for ensuring that delegated Committee functions are carried out and reported as necessary, for facilitating effective interaction with management, and for engaging outside advisers where necessary.

The Board has approved a written position description for the Chief Executive Officer. In general terms, the Chief Executive Officer is responsible for managing the strategic and operational performance of the Corporation in accordance with the goals, policies and objectives set from time to time by the Board, including developing for the Board's approval the Corporation's strategic plans and initiatives with a view to the Corporation's long-term profitable growth and success and presenting the Corporation's annual financial plan to the Board. The Chief Executive Officer is also responsible for overseeing the Corporation's investments in its subsidiaries and affiliates, facilitating, together with the Chairs of the Board and its Committees, effective and transparent interaction between management and the Board, for managing the operations of the Corporation, for assisting the Board with succession planning, and for representing the Corporation to its major stakeholders.

The Board has also approved a written position description for the Lead Director (see "Statement of Corporate Governance Practices – Independence of Directors – Lead Director") and a Charter of Expectations for Directors which includes a position description for Directors (see "Statement of Corporate Governance Practices – Board of Directors").

Succession Planning

The Board is responsible for overseeing the succession planning processes of the Corporation with respect to senior management positions. The Corporation's succession planning process, which is tailored to its particular circumstances as a holding company with a relatively small management team, includes the identification and consideration of suitable short- and long-term candidates to hold the applicable roles, on both an interim and permanent basis. The Board has mandated the Human Resources Committee to review at least annually, together with the Chief Executive Officer, and approve, the succession plans for the Chief Executive Officer, and the other NEOs and certain other designated officers of the Corporation, with a view to ensuring the continuity of leadership required by the Corporation for the future. Candidates are considered based on various factors, including (where relevant) executive experience, market and industry expertise, geographic location, familiarity with the Corporation's and its subsidiaries' businesses, past performance with the Corporation, as well as past successes in achieving particular corporate goals. The Human Resources Committee also maintains a contingency plan for emergency situations related to illness, disability or other unplanned absences with respect to the Chief Executive Officer and other NEO positions. In addition, the Human Resources Committee periodically reviews the Corporation's talent management initiatives and monitors the development certain employees identified to the Human Resources Committee by the Board, in accordance with succession plans.

Executive Officer Diversity

The Corporation has adopted a Diversity Policy that outlines the Corporation's approach to achieving and maintaining greater diversity on the Corporation's senior management team. The policy provides that in fulfilling his role of considering candidates for senior management appointments, the Chief Executive Officer of the Corporation considers candidates that are highly qualified based on their experience, education, expertise, judgment, personal qualities, and general and sector-specific knowledge; and reviews potential candidates from a variety of backgrounds and perspectives, having in mind the Corporation's diversity objectives, including the specific objective of gender diversity. The Corporation's Diversity Policy provides that the Chief Executive Officer of the Corporation will assess the effectiveness of the senior management appointment process at achieving the Corporation's diversity objectives on an annual basis. Furthermore, the policy provides that the Corporation will engage, from time to time, with senior management of the Corporation's publicly traded subsidiaries, through its representation on their boards, on the implementation of their respective diversity policies relating to the senior management appointment process.

The Corporation is committed to cultivating a diverse and inclusive culture, selecting the best person to fulfill senior management roles based on merit and suitability. The Corporation has not adopted a target regarding members of the Designated Groups in executive officer positions as such arbitrary targets are not in the best interests of the Corporation. The Board believes that diversity is important to ensure that the profiles of senior management provide the necessary range of perspectives, experience and expertise required to achieve effective management. The Board recognizes that gender diversity is a significant aspect of diversity and acknowledges the important role of women in contributing to diversity of perspective in senior management roles. Accordingly, the Corporation offers a variety of internal initiatives to its female employees such as career advancement counselling and sponsors the participation of its high performing female employees in external programs, including conferences and higher education programs, in order to prepare female employees for advancement to senior positions.

Women, "members of visible minorities", "persons with disabilities" and "Aboriginal peoples" (each as defined in the *Employment Equity Act* (Canada)) do not currently occupy any of the executive officer positions with the Corporation, although the Corporation has three officers who are members of visible minorities. Furthermore, as at December 31, 2021, 43 per cent of management roles at the Corporation were held by women. The Corporation's publicly traded subsidiaries, Lifeco and IGM, have each publicly disclosed that women currently hold five executive officer positions at such subsidiaries (including their respective principal subsidiaries). As a result, women hold a total of 10 executive officer positions within the Corporation's group companies (including its publicly traded subsidiaries and their respective principal subsidiaries), representing 31.25 per cent of the total number of executive officer positions at such entities. Currently, there are four "members of visible minorities" (representing 12.5 per cent of the executive officers of the Corporation and its publicly traded subsidiaries), no "persons with disabilities" and no "Aboriginal peoples" (each as defined in the Employment Equity Act (Canada)) in executive officer positions at the Corporation and its publicly traded subsidiaries.

Shareholder Engagement

Power engages with its shareholders on an ongoing basis, in a variety of ways, tailored to its particular context as a holding company. By engaging with a broad range of stakeholders through open dialogue, both formally and informally, senior management gains a better understanding of key topics and can make better decisions on important issues.

There are many ways for stakeholders to engage with the Corporation:

Board of Directors	The Chairman of the Board may communicate from time to time with various stakeholders, including shareholders, regulators and corporate governance groups in connection with governance-related matters. Stakeholders can communicate with the Chairman of the Board by writing to the Corporate Secretary at: **corporate.secretary@powercorp.com** and indicating "Attn: Chairman of the Board" in the subject line or by writing to the Corporation at: Power Corporation of Canada, 751 Victoria Square, Montréal, Québec, Canada H2Y 2J3.
Management	The Chief Executive Officer and other executive officers and members of senior management meet regularly with investors and other stakeholders, including in the context of one-on-one discussions with investors to discuss specific matters, industry conferences and investor roadshows and with analysts in the context of quarterly earnings calls. In 2021, the Corporation met with 114 investors.
Investor Relations	The investor relations team is responsible for communications with investors and analysts. A section devoted to investor relations can be found on the Corporation's website. Shareholders can contact Power's investor relations team by email at: **investor.relations@powercorp.com**.
Live Webcast	Management conducts live webcasts of quarterly earnings release calls and they are archived on our website until the following quarterly earnings release call. The presentation documents are also archived on our website. Shareholders can participate in our annual shareholder meeting via a live webcast where they have the ability to ask questions. The presentations used and speeches delivered during our annual shareholder meetings are archived on our website for at least five years.
Corporate Secretary	The Corporate Secretary interacts with shareholders regarding shareholder proposals and corporate governance matters. Shareholders can communicate with the Corporate Secretary at: **corporate.secretary@powercorp.com**.

In addition, Power's website provides extensive information about the Board, the Board Committees and their charters, and Power's governance framework.

For shareholder questions relating to the payment of dividends, change of address and share certificates, registered shareholders can contact Computershare, the Corporation's transfer agent and registrar at:

Computershare Investor Services Inc.
Shareholder Services
100 University Avenue, 8th Floor
Toronto, Ontario, Canada M5J 2Y1

Telephone: 1-800-564-6253 (toll-free in Canada and the U.S.) or
514-982-7555

Non-registered shareholders should contact their Intermediary.

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Ethics (the "Code of Conduct") that governs the conduct of the Corporation's and its wholly owned subsidiaries' Directors, officers and employees. A copy of the Code of Conduct is available on SEDAR (www.sedar.com) and on the Corporation's website, or may be obtained by contacting the Corporation's General Counsel and Secretary.

The Board oversees compliance with the Code of Conduct through the Corporation's General Counsel and Secretary who monitors compliance with the Code of Conduct. Directors, officers and employees who believe that a violation of the Code of Conduct or any law, rule or regulation has been or is likely to be committed have an obligation to promptly report the relevant information to an appropriate supervisor or, in the case of Directors and senior officers, to the General Counsel and Secretary. Alternatively, in any case, the violation or potential violation may be reported to the Chairman, the Chief Executive Officer or any member of the Audit Committee, as appropriate, in accordance with the Corporation's procedures.

Directors of the Corporation are required to confirm annually their understanding of, and agreement to comply with the Code of Conduct (which contains the Corporation's conflict of interest policy). Officers and employees of the Corporation are required to complete annually an online training course on the Code of Conduct and its related policies and procedures (see "ESG Awareness and Training" below). In order to ensure that Directors exercise independent judgment in considering transactions and agreements in respect of which a Director or an executive officer has a material interest, the Director or executive officer having a conflict of interest must declare his/her interest and, if requested by any other Director, excuse himself or herself from the meeting during the consideration of that particular matter. Such Director may not vote on such a matter.

There have been no material change reports filed that pertain to any conduct of a Director or executive officer that constitutes a departure from the Code of Conduct.

The Corporation has also a Third Party Code of Conduct to set forth its expectations of all third parties in their dealings with, or on behalf of the Corporation, as well as a Corporate Social Responsibility Statement and an Environmental Policy which, together with the Third Party Code of Conduct, are available on its dedicated sustainability microsite at www.powercorporationsustainability.com. The Corporation has also adopted an Anti-Bribery Policy and a Lobbying Policy.

In addition, the Corporation has a Related Party and Conduct Review Committee, the role of which is described earlier in this Circular.

ESG Awareness and Training

As the Code of Conduct covers a broad range of topics, Power uses the mandatory annual training session on its Code of Conduct to raise awareness and educate its employees on key ESG themes, with the training session also covering the application of the Corporation's Respectful Workplace Policy, Global Anti-Bribery Policy, Cybersecurity Policy, Lobbying Policy, Corporate Social Responsibility ("CSR") Statement, Environmental Policy, Responsible Procurement Policy Statement and Third-Party Code of Conduct, among others. The online training course contains testing to demonstrate that employees understand the Code of Conduct and the other policies of the Corporation. At the end of the training, employees are required to certify their compliance with the Code of Conduct and key corporate policies. In 2021, all of the Corporation's officers, directors and employees acknowledged compliance with the Code of Conduct.

Sustainability Approach and Environmental and Social Matters

Sustainability and CSR are fundamental to the way the Corporation and the Power Group as a whole do business—what the Corporation refers to as responsible management. At the core of the Corporation's investment philosophy, responsible management has enabled the Corporation to build a resilient and sustainable business through its roles as an investor, and as an employer and contributor to the communities in which it operates. The Corporation's ESG approach is rooted in this philosophy, as well as in its mission statement, CSR Statement and Code of Conduct and supported by several key corporate policies and statements including the Respectful Workplace Policy, the Environmental Policy and the Responsible Procurement Policy Statement. In addition, Power is a signatory to the United Nations Global Compact ("UNGC"), formally adhering to the UNGC's Ten Principles on human rights, labour, environment, and anti-corruption.

Each year, based on a series of factors listed on its sustainability microsite as well as on engagement with a broad range of stakeholders — which include the Power Group companies, shareholders, employees, suppliers, local communities, responsible investment organizations as well as ESG and governance rating organizations — the Corporation conducts a review to ensure it is focusing on the right sustainability priorities within the five following themes: governance, investments, employees, environment, and society.

While 11 out of 14 director nominees have sustainability and CSR skills and experience, responsibility for CSR at the Board level, including ESG risks and opportunities, is assigned to the Governance and Nominating Committee. The Corporation's executive compensation policy specifically includes ESG considerations in decision-making, and a portion of the NEOs' performance incentives are tied to the Corporation's progress in integrating ESG into all facets of its business, including ESG factors.

At the executive level, while the CEO plays an active role in reviewing and approving the CSR strategy, performance and reporting, the Vice-President, General Counsel and Secretary has been appointed as the Corporation's CSR Lead. CSR and ESG risks and opportunities are reviewed by the Governance and Nominating Committee through the updates and progress reports provided annually by the CSR Lead, or more frequently as appropriate.

ENVIRONMENTAL AND SOCIAL REPORTING AND PERFORMANCE

The Corporation reports on its sustainability performance, including ESG factors, through its sustainability microsite and annual ESG Data Supplement, Communication on Progress to the UNGC and response to the CDP Climate questionnaire.

In 2021, for the second consecutive year, the Corporation earned the score of A (Leadership) and was one of only three Canadian companies listed on the CDP Climate Change A List. This score demonstrates the Corporation's commitment to environmental performance and reporting. The Corporation also continued to be a constituent of the FTSE4Good Index, and received rating of AA (on a scale of AAA-CCC) in the MSCI ESG ratings assessment.

ESG STEWARDSHIP AS AN INVESTOR

Guided by its CSR Statement, the Corporation incorporates the analysis of ESG factors into its investment process, investing in quality companies with sustainable franchises and attractive growth prospects that demonstrate they are managed in a responsible manner. As an active owner, officers of the Corporation sit on the boards of its portfolio companies and engage with their management teams to discuss strategy and support the creation of sustainable, long-term value. The Corporation also holds an annual Power Group conference on sustainability. In 2021, the conference focused on sustainable investing, climate reporting and sustainable Indigenous investment.

The Corporation is proud of the achievements of its publicly traded operating companies and alternative asset investment platforms, all of which are signatories of the Principles for Responsible Investment, either directly or through their operating companies. Lifeco, IGM and Groupe Bruxelles Lambert, as well as several of their own portfolio companies, are also supporters of the Task Force on Climate-Related Financial Disclosures. Furthermore, Lifeco committed to net zero greenhouse gas emissions by 2050, IGM released their climate commitments to become carbon neutral and support the transition to net zero, and Groupe Bruxelles Lambert's recently adopted climate targets were approved by the Science Based Targets initiative. For a third consecutive year, IGM was also recognized in January 2022 as one of the world's most sustainable organizations in Corporate Knights' 2022 Global 100 Most Sustainable Corporations ranking.

Additional Information

Upon request to the Secretary of the Corporation at 751 Victoria Square, Montréal, Québec, Canada H2Y 2J3, the Corporation shall provide to any person or company, one copy of: [i] the Corporation's annual information form ("AIF"), together with any document, or the pertinent pages of any document, incorporated therein by reference; [ii] the financial statements of the Corporation for its most recently completed financial year in respect of which such financial statements have been issued, together with the report of the auditors thereon, management's discussion and analysis ("MD&A") and any interim financial statements of the Corporation issued subsequent to the annual financial statements together with the related MD&A; and [iii] the information circular of the Corporation in respect of the most recent Annual Meeting of its Shareholders. The Corporation may require the payment of a reasonable charge when the request is made by someone who is not a securityholder thereof, unless securities of the Corporation are in the course of a distribution pursuant to a short-form prospectus, in which case such documents will be provided free of charge.

Financial information is provided in the Corporation's financial statements and MD&A for its most recently completed financial year.

Information relating to the Audit Committee can be found in the section of the AIF entitled "Audit Committee".

Additional information relating to the Corporation is available on SEDAR at **www.sedar.com**.

You can also communicate with the Corporate Secretary at **corporate.secretary@powercorp.com**.

Approval by Directors

The contents and the sending of this Management Proxy Circular have been approved by the Board of Directors.

Signed,

Stéphane Lemay
Vice-President, General Counsel and Secretary

Montréal, Québec
March 17, 2022

Schedule A: Shareholder Proposals

Power Corporation of Canada

The Corporation is required by applicable law to attach the following proposals, and the related supporting statements, to the Management Proxy Circular. The Corporation has, and assumes, no responsibility for the content of such proposals and related supporting statements, including the opinions expressed or the accuracy of any statements contained therein.

The Mouvement d'éducation et de défense des actionnaires ("MÉDAC"), 82 Sherbrooke Street West, Montréal, Québec, H2X 1X3 had submitted the following four shareholder proposals for consideration at the Meeting. All four shareholder proposals are being submitted to a shareholder vote.

Shareholder Proposal 1

FORMAL EMPLOYEE REPRESENTATION IN STRATEGIC DECISION-MAKING (TRANSLATION)

It is proposed that the board of directors evaluate ways to increase employee participation in board decision-making. It is suggested that the findings be reported at the next annual meeting in 2023.

ARGUMENTS

The health and economic crisis has reminded us of the importance of health and well-being at the workplace. Some of the benefits are obvious: higher job satisfaction, a greater sense of belonging, higher engagement, increased productivity, reduced absenteeism, lower insurance costs, and lower risk of workplace accidents and occupational illnesses. Over the next few years, boards will face several issues related to talent management and development.

In recent years, boards of directors have made it a point to increase the quality of their decision-making by drawing on a variety of experiences and skills and involving, as much as possible, people of all genders, ages, backgrounds and religions. Although most board members are independent directors, they lack the employee perspective, which could provide an alternative view of the organization's operational and strategic issues, better oversight of the decisions made by senior management and a better balance of decisions made with short- and long-term perspectives, as employees tend to favour the long term[1].

The most recent edition of the UK Corporate Governance Code (2018)[2] includes an invitation to consider different initiatives to increase employee participation in highly strategic organizational decisions, including the following: creating a formal workforce advisory panel, designating a board member to liaise with workers, or appointing at least one employee other than the CEO as a director.

We are entirely convinced that direct and formal employee input into strategic decision-making is of great value, particularly for decisions with significant management and talent development components. We are therefore presenting this proposal and are confident that at the next annual meeting in 2023, the company will be able to propose ways to ensure employee insight and participation.

BOARD AND MANAGEMENT STATEMENT

Power is a holding company with less than 100 full-time employees.

The Board and management take very seriously their fiduciary duty to act honestly and in good faith with a view to the best interests of the Corporation which may include the environment and the interests of shareholders, employees, retirees and pensioners, creditors, consumers, and governments. An integral part of the Corporation's responsible management approach is a constant effort to promote understanding and trust with its stakeholders.

In this context, the Corporation works diligently to ensure that its workforce is valued, supported and empowered to be successful both personally and professionally, actively supporting a culture of development and performance, creating flexible, balanced workplaces that recognize the value of diversity and personal well-being.

The Corporation engages with employees through a variety of communications, training, awareness sessions, and other employee activities. Its strategy is discussed within and across its functional teams and employees have direct access to senior management. The Corporation also regularly holds employee "town hall" meetings, where the President and Chief Executive Officer directly engages with our workforce and answers questions they may have.

The Corporation's Chief Executive Officer is management's representative on the Board. In addition, members of management and other employees are regularly called upon to present and make recommendations to the Board and/or its committees. And when public health requirements allow, all officers are invited to attend the Board dinners that precede every Board meeting so that they can interact with Directors.

[1] Andreas KOKKINIS and Konstantinos SERGAKIS, "A flexible model for efficient employee participation in UK companies" (2020) 20-2 J. Corp. Law Stud. 453-493, DOI: 10.1080/14735970.2020.1735161.

[2] Financial Reporting Council–2018–The UK Corporate Governance Code https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UK-Corporate-Governance-Code-FINAL.PDF

Considering that Power is a holding company with a very small team, it is relatively easy for employees to have access to senior management and to provide their views on various matters regarding the Corporation. Our current structure is appropriate and tailored to our particular circumstances as a holding company of our size, and is compliant with all applicable requirements. In addition, the Board of Directors already has regular interactions with company officers and certain key employees. Therefore, the Board is of the view that there is already active employee participation in the affairs of the Corporation, and the MÉDAC's proposal would not be in the best interest of the Corporation.

The Board recommends that you vote **AGAINST** this proposal.

In light of the foregoing, the Board recommends that shareholders vote "Against" this proposal.

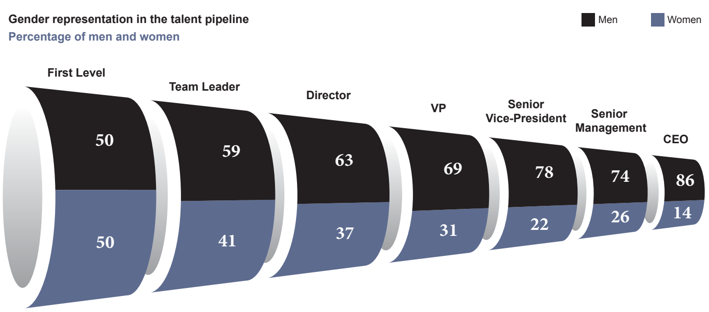
Shareholder Proposal 2

WOMEN MANAGERS: PROMOTIONS, ADVANCEMENT AND UPWARD MOBILITY (TRANSLATION)

It is proposed that the Corporation publish annually, in a form it considers suitable, a report on the representation of women in its management, from entry level to top level, reporting directly to the President.

ARGUMENTS

The pandemic has completely disrupted our economy and workplaces. Women have been hit particularly hard, with millions having to leave their jobs, go part-time or simply been laid off, due to the nature of their work or the economic sector in which they worked. As a result, companies now have far fewer women in management or on the road to becoming future managers. This development will only exacerbate an existing situation. According to a survey conducted by McKinsey[1], while women accounted for 50% of entry-level employees in the organizations surveyed, they accounted for only 31% of vice-presidents and 14% of CEOs, as the following graph illustrates.



There are measures to "help women lessen the career and financial impacts of unpaid parental leave and part-time work,"[2] as women are still more likely than men to find themselves in such employment situations, which are barriers that hinder their advancement.

Companies cannot risk losing more women in management positions. The report we are proposing will take stock of the situation at these different levels, encourage senior management to set gender-diversity targets for each level and inform all stakeholders of the strategies that will be put in place to ensure a robust recovery, particularly in the wake of the health crisis.

BOARD AND MANAGEMENT STATEMENT

The Corporation is committed to supporting an inclusive and diverse workforce, promoting diversity on the Board and among its employees, including senior management, and to providing a work environment of equal opportunities in employment, appointments and advancement, based on appropriate qualifications, requirements and performance.

As part of this commitment, the Board recognizes the benefit of having a diverse set of perspectives in its deliberations. In furtherance of this, Power has adopted a Board and Senior Management Diversity Policy that sets forth, among other things, the Corporation's approach to achieving and maintaining diversity, including gender diversity, in its senior management team, as well as an objective of having not less than 30 per cent of the seats on the Board held by women by 2025.

The Corporation offers a variety of internal initiatives aimed at its female employees, such as career advancement counselling, and sponsors the participation of its high performing female employees in external programs, including higher education programs, to prepare them for advancement to senior positions. When considering candidates for senior management roles, the CEO reviews potential candidates from a variety of backgrounds and perspectives, giving consideration to the specific objective of gender diversity.

The Corporation already reports on the representation of women on its Board of directors, among its executive officers and also in management roles in the "Executive Officer Diversity" section of this Circular on page 69. Considering the small size of the Corporation's employee base (less than 100 employees), the Corporation is of the view that its current disclosure is adequate and that providing a detailed breakdown of diversity at all levels of its workforce will not provide meaningful additional information to shareholders.

The Board recommends that you vote **AGAINST** this proposal.

In light of the foregoing, the Board recommends that shareholders vote "Against" this proposal.

[1] The present and future of women at work in Canada https://www.mckinsey.com/~/media/mckinsey/featured%20insights/gender%20equality/the%20present%20and%20future%20of%20women%20at%20work%20in%20canada/the-present-and-future-of-women-at-work-in-canada-vf.pdf

[2] Ibid. Among other examples, see the Shared Care initiative of Aurizon, an Australian company.

Shareholder Proposal 3

FRENCH AS AN OFFICIAL LANGUAGE (TRANSLATION)

It is proposed that the corporation's language be French, the language of work in Quebec, including the language at annual meetings. Its official status should be formally indicated, in writing, in the corporation's letters.

ARGUMENTS

The corporation's head office is in Quebec, a French language State.

The State of Quebec has been in existence for over 400 years. French is also the official language of Quebec.

The State of Quebec is the only French-language State in America.

A language of a people is most essential and fundamental to its identity. It is an existential attribute.

The diversity of the world cannot boil down to issues relating strictly to the biological nature of individuals or the arbitration of individual privileges.

The diversity of the world is first and foremost a collective issue based essentially on the culture of peoples.

Through its territorial State and public institutions, starting with the National Assembly, constitution and charters, the people of Quebec protect linguistic diversity in the world by rigorously protecting the collective and public nature of its language. The spirit of the Law is clear[1], including that of the federal[2] and Quebec legislative reforms[3].

Respecting and promoting global diversity is a matter of corporate social responsibility.

It is in the interest of all stakeholders, starting with society as a whole, regardless of background.

Sustainable development and long-term performance are inconceivable otherwise.

The corporation has a duty to act in strict compliance with these sacred principles.

Moreover, it is entirely possible to do business anywhere in the world with headquarters operating in the language of the State in which they are located[4].

For example, the annual general meeting of shareholders of Samsung[5] (Suwon) is in Korean, Heineken[6] (Amsterdam) in Dutch, Nissan[7] (Yokohama) in Japanese, Foxconn[8] (Taiwan) in Mandarin, Volkswagen[9] (Wolfsbourg) in German and L'Oréal[10] (Clichy), Danone[11] (Paris), Christian Dior[12] (Paris) and LVMH[13] (Paris) in French. The content is translated into other languages. The principle is simple and clear.

Speaking French is not a choice. It is a collective communication tool. For foreign languages there is simultaneous or consecutive interpretation and translation.

French is our common language.

It is a collective issue of fairness, justice and dignity—a national issue.

BOARD AND MANAGEMENT STATEMENT

Incorporated in 1925, the Corporation is headquartered in Montréal, Québec and the Power Group's activities are conducted throughout Canada, the United States, Europe and Asia. In the course of its business activities and operations in Québec, the Corporation is subject to and complies with the Charter of the French language and other language laws and regulations applicable in Quebec. We are committed to ensuring our stakeholders, including our employees, suppliers and shareholders can work and communicate with us in French.

As an international management and holding company, the Corporation has a diverse and multilingual shareholder base located across the world. As such, in an effort to foster useful dialogue with all of its shareholder base, the Corporation conducts its annual shareholders meetings in both French and English and any portion conducted in English is simultaneously translated into French. Therefore, the entirety of the Meeting can be listened to in French, at the option of the shareholder. As was the case with in-person meetings, when using the virtual meeting platform, shareholders can ask questions either in French or English. Our President and CEO, Mr. R. Jeffrey Orr, our Chairman, Mr. Paul Desmarais, Jr., and our Deputy Chairman, Mr. André Desmarais, are all bilingual and may address shareholders in French. Furthermore, all documents sent to shareholders are sent in the language of their choice and presentations used during the Meeting are available in French.

The Board recommends that you vote **AGAINST** this proposal.

For the reasons set forth above, the Board is of the view that shareholders can adequately communicate with, and receive information from the Corporation in the French language, including during or after the Meeting, and does not believe that amending its constating documents to include French as the official language of the Corporation is necessary.

In light of the foregoing, the Board recommends that shareholders vote "Against" this proposal.

[1] La Charte de la langue française: une entrave […] http://hdl.handle.net/11143/10216

[2] Bill C-32 https://parl.ca/DocumentViewer/en/43-2/bill/C-32/first-reading

English and French: Towards a substantive equality […] https://www.canada.ca/en/canadian-heritage/corporate/publications/general-publications/equality-official-languages.html

[3] Bill 96 http://assnat.qc.ca/en/travaux-parlementaires/projets-loi/projet-loi-96-42-1.html

[4] Comment se conclut un "deal" en français? […] http://collections.banq.qc.ca/ark:/52327/1832243

[5] AAA 2021 Samsung https://www.youtube.com/watch?v=v8l9iOOv58A

[6] AAA 2021 Heineken https://www.theheinekencompany.com/sites/theheinekencompany/files/Downloads/PDF/AGM%202021/20210609%20Heineken%20N.V.%20Notulen%20AvA.pdf

[7] AAA 2021 Nissan https://www.youtube.com/watch?v=OS9Sm3Rgt9k

[8] AAA 2021 Foxconn https://www.youtube.com/watch?v=pPNJ37Rt3Q0

[9] AAA 2021 Volkswagen https://www.volkswagenag.com/de/InvestorRelations/annual-general-meeting.html

[10] AAA 2021 L'ORÉAL https://www.loreal-finance.com/fr/assemblee-generale-2021

[11] AAA 2021 DANONE https://www.danone.com/fr/investor-relations/shareholders/shareholders-meeting.html

[12] AAA 2021 Christian DIOR https://voda.akamaized.net/dior/1520614_605ded3e38389/

[13] AAA 2021 LVMH https://www.lvmh.fr/actionnaires/agenda/assemblee-generale-2021/

Shareholder Proposal 4

HIGH WITHHOLD RATE AMONG SUBORDINATE SHAREHOLDERS DURING VOTE FOR TWO DIRECTORS (TRANSLATION)

It is proposed that the Board of Directors adopt a policy stating that any nominee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election by subordinate shareholders (a "majority withhold vote") be deemed not to have received the support of shareholders of *Power* and must tender his or her resignation to the Chair of the Board of Directors and the Chair of the Governance and Nomination Committee promptly, such resignation to be effective upon acceptance by the Board of Directors.

ARGUMENTS

At the past two annual meetings, two directors, André Desmarais and Paul Desmarais Jr., received a significantly high percentage of withhold votes by subordinate shareholders, as shown in the following table:

Withhold vote by subordinate shareholders

Director's name	2021	2020
André Desmarais	23.77%	17.00%
Paul Desmarais Junior	26.47%	46.01%

It is important that corporate directors with multiple voting shares be able to count on majority support from both classes of shareholders, as a matter of legitimacy and credibility and as a way of providing assurance of good governance to all shareholders and stakeholders.

BOARD AND MANAGEMENT STATEMENT

The Board strongly believes that sound corporate governance is essential to the long-term well-being of the Corporation.

The Corporation provides a form of proxy that gives shareholders the ability to vote for or withhold from voting for each individual Director proposed for election to the Board of Directors of the Corporation. While not required by applicable rules and regulations, the Corporation also publicly discloses a breakdown of the voting results for election to the Board of Directors of the Corporation according to class of voting shares.

However, the Board has not adopted a Majority Voting Policy for the election of Directors. It is the Board's view that a Majority Voting Policy for the election of Directors does not serve a useful purpose for the shareholders of a controlled company, like the Corporation. This view has been accepted by the Toronto Stock Exchange (TSX), which permits controlled companies, like the Corporation, to rely on an exemption from the requirement for TSX-listed companies to adopt majority voting policies.

The fact that the Corporation is a controlled company is well known to investors. To require that any nominee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election by subordinate shareholders to tender his or her resignation would inappropriately disenfranchise the holders of Participating Preferred Shares, interfering with their economic bargain by unilaterally expropriating power and transferring it to holders of Subordinate Voting Shares.

Furthermore, Directors have a duty to act in the best interests of the Corporation and, therefore, absent unique circumstances, it is not clear on what basis the Board would accept any such director resignation where the nominee has in fact received the support of an overwhelming majority of the votes cast for their election.

The current process for the election of Directors of the Corporation complies with corporate and securities laws and the proposed change would not be in the best interests of the Corporation.

The Board recommends that you vote **AGAINST** this proposal.

In light of the foregoing, the Board recommends that shareholders vote "Against" this proposal.

Schedule B: Board of Directors Charter

Power Corporation of Canada

1. Membership

The Board of Directors (the "Board") shall consist of such number of directors, not greater than the maximum nor less than the minimum set out in the articles of Power Corporation of Canada (the "Corporation"), at least a majority of whom shall be, at the time of each Director's election or appointment, resident Canadians.

2. Procedural Matters

In connection with the discharge of its duties and responsibilities, the Board shall observe the following procedures:

2.1 **Meetings >** The Board shall meet at least four times every year, and more often if necessary, to discharge its duties and responsibilities hereunder. The Board may meet at any place within or outside of Canada.

2.2 **Advisers >** The Board may, at the Corporation's expense, engage such outside advisers as it determines necessary or advisable to permit it to carry out its duties and responsibilities.

2.3 **Quorum >** A quorum at any meeting of the Board shall be as fixed from time to time by the Board, but unless so fixed a majority of the Directors shall constitute a quorum.

2.4 **Secretary >** The Chair (or, in the absence of the Chair, the acting Chair) of the Board shall appoint a person to act as secretary of meetings of the Board.

2.5 **Calling of Meetings >** A meeting of the Board may be called by the Chair of the Board, a Deputy Chair, the President or a majority of the Directors, on not less than 48 hours' notice to the members of the Board, unless otherwise provided in the by-laws specifying the place, date and time of the meeting. Meetings may be held at any time without notice if all members of the Board waive notice. If a meeting of the Board is called by anyone other than the Chair of the Board, the person(s) calling such meeting shall so advise the Chair of the Board.

2.6 **Board Meeting Following Annual Meeting >** As soon as practicable after each annual meeting of shareholders there shall be held, without notice, a meeting of such of the newly elected Directors as are then present, provided that they constitute a quorum, at which meeting the Directors may appoint officers, may appoint the Chair of the Board, may appoint members to and the Chair of each Board Committee, and may transact such other business as comes before the meeting.

2.7 **In-Camera Sessions >** At every regularly-scheduled meeting, the members of the Board who are independent of the Corporation's management shall meet without members of management present, with such in-camera session to be chaired by the Lead Director.

3. Duties and Responsibilities

The Board shall supervise the management of the business and affairs of the Corporation and shall exercise, as appropriate, the powers vested in and exercisable by the Board pursuant to applicable laws and regulations. Without limiting the generality of the foregoing, the Board shall have the following duties and responsibilities, which it may discharge either directly or indirectly through one or more Committees of the Board. In fulfilling its duties and responsibilities, the Board will rely on the information, advice and recommendations provided to it by management, but will exercise independent judgment:

3.1 **Strategic Planning >** The Board shall approve strategic goals and objectives for the Corporation and shall consider management's financial plan, which will be subject to approval by the Board.

3.2 **Review of Operations >** The Board shall:

a. monitor the implementation by management of the approved financial plan and shall monitor financial and operating results and other material developments;

b. monitor the implementation and maintenance by management of appropriate systems, policies, procedures and controls to manage the risks associated with the Corporation's businesses and operations;

c. approve significant acquisitions and dispositions, financings and other capital market transactions, capital management decisions, and other significant business and investment decisions and transactions; and

d. review and monitor those operational issues, including those of a regulatory nature, which, in the view of management or the Board may have a potential material impact on the Corporation's ongoing business, affairs and/or reputation.

3.3 **Disclosure and Communication Policies >** The Board shall:

a. approve policies with respect to the accurate, timely and full public disclosure of material information while maintaining confidentiality where necessary and permitted, and shall, where required, review specific disclosure documents; and

b. approve appropriate communication policies respecting the communication of information to the Corporation's stakeholders and regulators.

3.4 Financial Control > The Board shall monitor the integrity of the Corporation's financial reporting systems and the effectiveness of the Corporation's internal controls and management information systems by:

a. overseeing the establishment and maintenance by management of appropriate financial control systems;

b. reviewing reports provided by management on material deficiencies in, or material changes to, internal controls;

c. reviewing and approving the Corporation's annual and interim financial statements and annual Management's Discussion and Analyses, the Corporation's Annual Information Forms, and other public disclosure documents containing financial information requiring board approval; and

d. overseeing compliance with applicable audit, accounting and reporting requirements.

3.5 Corporate Governance > The Board shall oversee the development of the Corporation's approach to corporate governance, including the development of corporate governance policies, principles and guidelines, and shall approve such policies, principles and guidelines, as it deems appropriate.

3.6 Senior Management > The Board shall:

a. approve a position description for, and the appointment of, the President and Chief Executive Officer and approve his or her compensation in accordance with the Charter of the Human Resources Committee;

b. approve the appointment of senior management (taking into account the objectives of the Corporation's Diversity Policy), approve their compensation, and oversee the evaluation of their performance;

c. approve incentive compensation plans, equity compensation plans and other compensation plans for senior management, as appropriate; and

d. oversee the succession planning and talent management processes of the Corporation with respect to senior management.

3.7 Clawback Policy > The Board shall administer the Corporation's Clawback Policy.

3.8 Director Orientation and Education > All newly appointed Directors shall be provided with an orientation as to the nature and operation of the business and affairs of the Corporation and as to the role of, and expectations as to the contributions to be made by, the Board, of Board Committees and of each Director, and existing Directors shall be periodically updated in respect of the foregoing.

3.9 Code of Conduct > The Board shall support management in seeking to maintain a culture of integrity throughout the Corporation. The Board shall adopt, and subsequently oversee the implementation of, a code of business conduct and ethics (the "Code") to promote integrity and deter wrongdoing that is applicable to Directors, officers and employees of the Corporation and wholly owned subsidiaries and that addresses, among other things, conflicts of interest (including procedures to identify and resolve conflicts and potential conflicts), protection and proper use of corporate assets and opportunities, confidentiality and use of confidential information, accounting complaints, fair dealing with all parties, compliance with applicable laws, rules and regulations and the reporting of illegal or unethical behaviour. The Board shall also require management to establish processes and procedures to monitor compliance with the Code.

3.10 Chair of the Board > The Board shall approve a position description for the Chair of the Board.

3.11 Lead Director > The Board shall approve a position description for the Lead Director, if any.

3.12 Board Committees > The Board shall:

a. establish an Audit Committee, a Related Party and Conduct Review Committee, a Human Resources Committee, and a Governance and Nominating Committee, and may establish such other committees as it deems advisable to assist it in discharging its duties under this Charter, and may establish committee charters and otherwise delegate to those committees such duties and responsibilities as may be permitted by law and as it deems necessary or advisable; and

b. approve position descriptions for the Chair of each Board Committee.

3.13 Director Nomination, Compensation and Assessment > The Board shall:

a. nominate and recommend to the shareholders candidates for election to the Board, taking into account the objectives of the Corporation's Diversity Policy;

b. approve compensation arrangements for the Directors, for the Chair of the Board, for the Lead Director and for the Chairs and members of Board Committees; and

c. assess, on a regular basis, the structure, composition, size, independence, effectiveness and contribution of the Board, of all Committees of the Board, and of the Directors.

4. Access to Information

The Board shall have access to all information, documents and records of the Corporation that it determines necessary or advisable to permit it to carry out its duties and responsibilities.

5. Review of Charter

The Board shall periodically review this Charter, and approve any changes that it deems appropriate, and be responsible for approving any changes to Committee Charters recommended by the relevant Committee.

Schedule C: Stock Option Plans

Power Executive Stock Option Plan

The Power Executive Stock Option Plan was accepted by the TSX and was approved by shareholders on May 10, 1985. Amendments to the number of shares available for issuance under the Power Executive Stock Option Plan and other provisions have also been approved by the Corporation's shareholders from time to time.

The following table provides information regarding the Power Executive Stock Option Plan, as at December 31, 2021.

	Number of subordinate voting Shares	% of outstanding Shares of the Corporation
(a) Issuable pursuant to options outstanding	16,375,705	2.42%
(b) Issuable pursuant to options available for granting	2,394,328	0.35%
(c) Reserved for issuance (a+b)	18,770,033	2.77%[1]
Issuable pursuant to options granted during year ended December 31, 2021	659,112	0.10%[2]
Issuable pursuant to options granted during year ended December 31, 2020	3,994,258	0.62%[2]
Issuable pursuant to options granted during year ended December 31, 2019	1,325,223	0.30%[2]

[1] Commonly referred to as the "overhang".

[2] Commonly referred to as the annual "burn rate". The percentage is obtained by dividing the total number of Subordinate Voting Shares of the previous column by the weighted average number of total number of outstanding Shares for the applicable fiscal year. The weighted average number of total Shares outstanding was 676,771,025 (being the total of 621,910,159 Subordinate Voting Shares and 54,860,866 Participating Preferred Shares) for the fiscal year ended December 31, 2021), 647,516,782 (being the total of 593,345,140 Subordinate Voting Shares and 54,171,642 Participating Preferred Shares) for the fiscal year ended December 31, 2020, and of 437,511,762 (being the total of 388,656,990 Subordinate Voting Shares and 48,854,772 Participating Preferred Shares) for the fiscal year ended December 31, 2019.

The following table summarizes the key terms and conditions of the Power Executive Stock Option Plan.

Eligibility	Certain officers, key employees and key associates of Power and its subsidiaries, as designated by the Human Resources Committee.
Maximum term	10 years (a shorter period may be established by the Human Resources Committee).
Exercise price	Set by the Human Resources Committee, is not less than the market value of Subordinate Voting Shares on the date of the grant. The market value of Subordinate Voting Shares for this purpose is calculated by taking the average of the high and low prices of Subordinate Voting Shares on the TSX on the immediately preceding trading day or, if two or more sales of Subordinate Voting Shares have not been reported for that day, the average of the bid and ask for the Subordinate Voting Shares on such day.
Vesting and exercise of options	Generally vest on the basis of 50 per cent on each of the third and fourth anniversaries of the grant date. Options may be exercised earlier in the event of death, disability or a change of control of the Corporation.
Individual and insider limits	The number of Subordinate Voting Shares: > issuable to insiders, at any time, under all security-based compensation arrangements of the Corporation shall not exceed 10 per cent of the total issued and outstanding Shares; > issued to insiders within any one-year period under all security-based compensation arrangements of the Corporation shall not exceed 10 per cent of the total issued and outstanding Shares; and > reserved for issuance to any one person pursuant to options is limited to 5 per cent of the outstanding Shares.

Termination	Upon the earlier of the date first established by the Human Resources Committee and: > three years from termination of employment by reason of death; > three years from the date of death in the event of the death of a retiree holding stock options; > 12 months from termination of employment other than by reason of death, disability, retirement or dismissal for fraud or wilful fault or neglect; > the date of termination of employment by reason of dismissal for fraud or wilful fault or neglect; and > the date of termination of employment for any cause other than death or disability, in the case of an employee with less than one year's service at the date of grant.
Blackout period extension	If options would otherwise expire during a blackout period or within 10 business days of the end of such period, the expiry date of the option will be extended to the tenth business day following the end of the blackout period.
Assignment	Options are not assignable other than by will or succession law, except, if and on such terms as the Human Resources Committee may determine, options can be transferred to certain of the optionee's family members, or trusts or holding companies controlled by the optionee.
Change of control	In the event of a change of control of the Corporation, all outstanding options shall be exercisable and shall terminate on the termination date of the option as first established by the Human Resources Committee.
Tandem Share Appreciation Rights (TSAR)	The Plan provides for the granting of TSARs in connection with options granted thereunder, at or after the time of grant of such options. A TSAR entitles the optionee to surrender to the Corporation, unexercised, the right to subscribe for a Subordinate Voting Share pursuant to the related option and to receive from the Corporation cash in an amount equal to the excess of the market value of a Subordinate Voting Share over the subscription price under the related option, net of any applicable withholding taxes and other required source deductions. For this purpose, the Power Executive Stock Option Plan defines "market value" as the average of the high and low prices of Subordinate Voting Shares on the TSX on the immediately preceding trading day, or if two or more sales of Subordinate Voting Shares have not been reported for that day, the average of the bid and ask for the Subordinate Voting Shares on such day. TSARs may be granted in an amount equal to the number of Subordinate Voting Shares covered by the applicable option. Each exercise of a TSAR in respect of a Subordinate Voting Share covered by the option to which the TSAR is connected shall cancel that option in respect of such Subordinate Voting Share. Unexercised TSARs terminate when the related option is exercised or, if the option is not exercised, when such option ceases to be exercisable under the Power Executive Stock Option Plan.
Shareholder approval	A majority of votes cast by voting shareholders present or represented by proxy at a meeting, is required for the following amendments to the Plan: 1. increasing the number of shares that can be issued under the Plan; 2. reducing the subscription price of an outstanding option, including a cancellation and re-grant of an option in conjunction therewith constituting a reduction of the subscription price of the option; 3. extending the term of any outstanding option; 4. permitting the grant of an option with an expiry date of more than 10 years from the grant date; 5. expanding the authority of the Board to permit assignability of options beyond that currently contemplated by the Plan; 6. adding non-employee Directors to the categories of participants eligible to participate in the Plan; 7. amending the Plan to provide for other types of compensation through equity issuance; 8. increasing or deleting the percentage limit on Shares issuable or issued to insiders under the Plan; 9. increasing or deleting the percentage limit on Shares reserved for issuance to any one person under the Plan; and 10. amending the amendment provisions other than as permitted under TSX rules.
Anti-dilution provisions	In the event of any change in the outstanding Subordinate Voting Shares by reason of any stock dividend, split, recapitalization, merger, consolidation, combination or exchange of shares, or a special dividend out of the ordinary course of the Corporation, an equitable adjustment shall be made in the subscription price of outstanding options and notwithstanding anti-dilution provision or otherwise, any adjustment to an option issued to a US Taxpayer shall be made in accordance with the requirements of Section 409A of the Code.[1]

[1] For these purposes, "Code" means the U.S. Internal Revenue Code of 1986, as amended from time to time, or any successor thereto, and the applicable rulings and regulations thereunder and "US Taxpayer" means an optionee who is a citizen or permanent resident of the United States for purposes of the Code or an optionee for whom the compensation under this Plan would otherwise be subject to income tax under the Code.

Power Financial Employee Stock Option Plan (assumed by the Corporation)

The Power Financial Employee Stock Option Plan was assumed by the Corporation on February 13, 2020, at which time all the outstanding stock options granted thereunder were exchanged for stock options of the Corporation (each a "Replacement Option"), under the Power Financial Employee Stock Option Plan. The Power Financial Employee Stock Option Plan is therefore now administered by the Human Resources Committee of the Corporation. The number of Subordinate Voting Shares which the holder of such outstanding options became entitled to purchase under such Replacement Option was such number of Subordinate Voting Shares as is equal to the product obtained when (i) 1.05 is multiplied by (ii) the number of PFC Common Shares subject to such option immediately prior to the exchange (such product rounded down to the nearest whole number of Subordinate Voting Shares). The exercise price per Subordinate Voting Share for each Replacement Option is the quotient obtained when the exercise price per PFC Common Share payable under such option immediately prior to the exchange was divided by 1.05 (such quotient rounded up to the nearest whole cent). Accordingly, as at December 31, 2021, 11,180,842 Subordinate Voting Shares were issuable pursuant to the exercise of Replacement Options, while the same quantity of Subordinate Voting Shares was reserved for issuance under the Power Financial Employee Stock Option Plan. No future stock options may be issued under the Power Financial Employee Stock Option Plan.

Eligibility	Certain officers, key employees and key associates of Power Financial and its subsidiaries. Since February 2020, options are no longer granted under this Plan.
Maximum term	10 years.
Exercise price	Set by the Human Resources Committee, it is not less than the market value of Subordinate Voting Shares on the date of the grant. It is calculated by taking the average of the high and low prices of the shares on the TSX on the immediately preceding trading day, or if two or more sales of shares have not been reported for that day, the average of the bid and ask for the shares on such day.
Vesting and exercise of options	Vest on a delayed basis over periods beginning no earlier than one year from date of grant and no later than five years from date of grant.
Individual and insider limits	The number of Subordinate Voting Shares: > issuable to insiders, at any time, under all security-based compensation arrangements of the Corporation shall not exceed 10 per cent of the total issued and outstanding Shares; > issued to insiders within any one-year period under all security-based compensation arrangements of the Corporation shall not exceed 10 per cent of the total issued and outstanding Shares; and > reserved for issuance to any one person pursuant to options is limited to 5 per cent of the outstanding Shares.
Termination	Upon the earlier of the date first established by the Human Resources Committee and: > 36 months from termination of employment by reason of death; > seven years from termination of employment by retirement; > 12 months from termination of employment other than by reason of death, retirement or dismissal for fraud or wilful fault or neglect; > the date of termination of employment by reason of dismissal for fraud or wilful fault or neglect; and > the date of termination of employment in the case of an employee with less than one year's service at the date of grant.
Blackout period extension	If options would otherwise expire during a blackout period or within 10 business days of the end of such period, the expiry date of the option will be extended to the tenth business day following the end of the blackout period.
Assignment	Options are not assignable other than by will or succession law, except, if and on such terms as the Human Resources Committee may determine, options can be transferred to certain of the optionee's family members, or trusts or holding companies controlled by the optionee.
Tandem Share Appreciation Rights (TSAR)	The Power Financial Employee Stock Option Plan provides for the granting of TSARs in connection with options granted thereunder, at or after the time of grant of such options. A TSAR entitles the optionee to surrender to the Corporation, unexercised, the right to subscribe for a Subordinate Voting Share pursuant to the related option and to receive from the Corporation cash in an amount equal to the excess of the market value of a Subordinate Voting Share over the subscription price under the related option, net of any applicable withholding taxes and other required source deductions. For this purpose, the Power Financial Employee Stock Option Plan defines "market value" as the average of the high and low prices of Subordinate Voting Shares on the TSX on the immediately preceding trading day, or if two or more sales of Subordinate Voting Shares will not have been reported for that day, the average of the bid and ask for the Subordinate Voting Shares on such day. TSARs may be granted in an amount equal to the number of Subordinate Voting Shares covered by the applicable option. Each exercise of a TSAR in respect of a Subordinate Voting Share covered by the option to which the TSAR is connected shall cancel that option in respect of such Subordinate Voting Share. Unexercised TSARs terminate when the related option is exercised or, if the option is not exercised, when such option ceases to be exercisable under the Power Financial Employee Stock Option Plan.

Shareholder approval	A majority of votes cast by voting shareholders present or represented by proxy at a meeting, is required for the following amendments to the Plan: 1. increasing the number of Subordinate Voting Shares that can be issued under the Power Financial Employee Stock Option Plan; 2. reducing the subscription price of an outstanding option, including a cancellation and re-grant of an option in conjunction therewith constituting a reduction of the subscription price of the option; 3. extending the term of any outstanding option; 4. permitting the grant of an option with an expiry date of more than 10 years from the grant date; 5. expanding the authority of the Board to permit assignability of options beyond that currently contemplated by the Power Financial Employee Stock Option Plan; 6. adding non-employee Directors to the categories of participants eligible to participate in the Power Financial Employee Stock Option Plan; 7. amending the Power Financial Employee Stock Option Plan to provide for other types of compensation through equity issuance; 8. increasing or deleting the percentage limit on shares issuable or issued to insiders under the Power Financial Employee Stock Option Plan (being 10 per cent of the Corporation's total issued and outstanding Subordinate Voting Shares); 9. increasing or deleting the percentage limit on shares reserved for issuance to any one person under the Power Financial Employee Stock Option Plan (being 5 per cent of the Corporation's total issued and outstanding Subordinate Voting Shares); and 10. amending the amendment provisions other than as permitted under TSX rules.
Anti-dilution provisions	In the event of any change in the outstanding Subordinate Voting Shares by reason of any stock dividend, split, recapitalization, merger, consolidation, combination or exchange of shares, or a special dividend out of the ordinary course of the Corporation, an equitable adjustment shall be made in the subscription price of outstanding options and notwithstanding anti-dilution provision or otherwise, any adjustment to an option issued to a US Taxpayer shall be made in accordance with the requirements of Section 409A of the Code.[1]

[1] For these purposes, "Code" means the U.S. Internal Revenue Code of 1986, as amended from time to time, or any successor thereto, and the applicable rulings and regulations thereunder and "US Taxpayer" means an optionee who is a citizen or permanent resident of the United States for purposes of the Code or an optionee for whom the compensation under this Plan would otherwise be subject to income tax under the Code.

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