



Power Corporation Announces Final Results of Substantial Issuer Bid

Readers are referred to the section "Forward-Looking Statements" at the end of this release. All figures are expressed in Canadian dollars.

Montréal, Québec, April 17, 2019 – Power Corporation of Canada (the "Corporation" or "PCC") (TSX: POW) today announced that, under the Corporation's substantial issuer bid (the "PCC Offer"), it has taken up and is purchasing for cancellation 40,909,041 of its subordinate voting shares ("Shares") at a purchase price of \$33.00 per Share representing \$1.35 billion of its subordinate voting shares.

Great-West Lifeco Inc. ("Great-West") (TSX: GWO), a subsidiary of Power Financial Corporation ("Power Financial" or "PFC") (TSX: PWF), itself a subsidiary of Power Corporation, announced today that, under Great-West's substantial issuer bid, it will take up and purchase for cancellation 59,700,974 of its common shares at a purchase price of \$33.50 per common share.

Power Financial announced today that it has taken up and is purchasing for cancellation 49,999,973 of its common shares at a purchase price of \$33.00 per common share of Power Financial (the "PFC Shares"). The Corporation supported Power Financial through its participation in the Power Financial substantial issuer bid (the "PFC Offer") by tendering a significant portion of its PFC Shares on a proportionate basis and all remaining tendered PFC Shares on a non-proportionate basis. The Corporation will fund its Offer using the proceeds from the Corporation's participation in the PFC Offer.

Prior to the announcement of the PFC Offer, the Corporation beneficially owned and exercised control over 467,839,296 PFC Shares, representing approximately 65.5% of the issued and outstanding PFC Shares, on a non-diluted basis. As a result of the PFC Offer, the Corporation will beneficially own and exercise control over 425,402,926 PFC Shares, or approximately 64.1% of the issued and outstanding PFC Shares, on a non-diluted basis, after giving effect to the cancellation of PFC Shares pursuant to the PFC Offer.

Power Corporation announced today the final results of its substantial issuer bid. Shares purchased under the PCC Offer represent approximately 9.8% of the issued and outstanding Shares on a non-diluted basis prior to the take-up of Shares. After giving effect to the purchase, the number of issued and outstanding Shares is 376,598,019, on a non-diluted basis.

A total of approximately 45.5 million Shares were properly tendered to the PCC Offer and not withdrawn, including those deposited by shareholders tendering on a proportionate basis. As the PCC Offer was oversubscribed, shareholders who made auction tenders and purchase price tenders will have approximately 90% of their maximum take-up of Shares purchased by the Corporation, other than "odd lot" tenders, which are not subject to proration.

The Desmarais Family Residuary Trust (the "Trust"), the Corporation's ultimate controlling shareholder, did not participate in the PCC Offer.

Following completion of the PCC Offer, the Trust will continue to beneficially own, directly or indirectly, 48,363,392 Shares and 48,697,962 of the Corporation's participating preferred shares (which were not subject to the PCC Offer), which represent, after giving effect to the cancellation of Shares following the Offer, approximately 12.8% and 99.7%, respectively, of the issued and outstanding shares of such classes and 61.9% and 22.8%, respectively, of the votes associated with, and quantity of, the total outstanding shares of the Corporation.

Payment for the purchased Shares will be completed by Computershare Trust Company of Canada, as depositary for the PCC Offer (the "Depositary"), in accordance with the PCC Offer and applicable law. Any Shares tendered and not purchased will be returned to shareholders promptly by the Depositary.



To assist shareholders in determining the tax consequences of the Offer, the Corporation estimates that for the purposes of the *Income Tax Act* (Canada), the paid-up capital per Share was approximately \$1.68 as at the time of cancellation of Shares pursuant to the PCC Offer on April 17, 2019. The “specified amount” (for purposes of subsection 191(4) of the *Income Tax Act* (Canada)) in respect of each Share is \$32.95.

The full details of the PCC Offer are described in the offer to purchase and issuer bid circular dated March 8, 2019, as well as the related letter of transmittal and notice of guaranteed delivery, copies of which were filed with applicable Canadian securities regulatory authorities and made available without charge on SEDAR at www.sedar.com, and currently posted on the Corporation’s website at www.PowerCorporation.com.

This news release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell Shares.

About Power Corporation

Power Corporation of Canada is a diversified international management and holding company with interests in companies in the financial services, asset management, sustainable and renewable energy, and other business sectors in North America, Europe and Asia. To learn more, visit www.PowerCorporation.com.

The Corporation is incorporated under the *Canada Business Corporations Act* and its head office is located at 751 Victoria Square, Montréal, Québec. Power Financial’s head office is also located at 751 Victoria Square, Montréal, Québec.

Forward-Looking Statements

Certain statements in this news release, other than statements of historical fact, are forward-looking statements based on certain assumptions and reflect the Corporation’s current expectations. Forward-looking statements are provided to present information about management’s current expectations and plans relating to the future and the reader is cautioned that such statements may not be appropriate for other purposes. These statements include, without limitation, statements regarding the timing of payment and settlement for Shares purchased under the PCC Offer and the source of funding of the PCC Offer.

By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. 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. These factors include, but are not limited to, the risks of the PCC Offer and/or the PFC Offer not being consummated as, when and on the terms as expected, and the Corporation’s and its subsidiaries’ success in anticipating and managing the risks.

The reader is cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements. Information contained in forward-looking statements is based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management’s perceptions of historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances, including that the list of factors in the previous paragraph, collectively, are not expected to have a material impact on the Corporation and its subsidiaries. While the Corporation considers these assumptions to be reasonable based on information currently available to management, they may prove to be incorrect.

Other than as specifically required by applicable Canadian law, the Corporation undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

Additional information about the risks and uncertainties of the Corporation’s business and material factors or assumptions on which information contained in forward-looking statements is based is provided in its disclosure materials, including its most recent Management’s Discussion and Analysis and Annual Information Form, filed with the securities regulatory authorities in Canada and available at www.sedar.com.



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