



POWER CORPORATION
OF CANADA

Computershare

8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

Security Class

Holder Account Number

Fold

Form of Proxy - Annual Meeting to be held virtually on Thursday, May 12, 2022

This Form of Proxy is solicited by and on behalf of management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by management.**
6. The securities represented by this proxy will be voted, or withheld from voting, in accordance with the instructions of the holder on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the accompanying Notice of 2022 Annual Meeting of Shareholders or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying Management Proxy Circular.

Fold

Proxies submitted must be received by 11:00 a.m. (Eastern Time) on May 10, 2022.

VOTE BY PHONE OR BY INTERNET 24 HOURS A DAY, 7 DAYS A WEEK!



To Vote by Phone

- Call the number listed BELOW from a touch tone telephone.

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



To Vote by Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?** Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com.



To Virtually Attend the Meeting

- You can attend the meeting virtually by visiting the URL provided on the back of this proxy.

If you vote by phone or by Internet, DO NOT mail back this form of proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by phone or by Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We, being holder(s) of Power Corporation of Canada voting shares, hereby appoint: Mr. Paul Desmarais, Jr., Chairman of the Board, or, failing him, Mr. André Desmarais, Deputy Chairman of the Board, or failing him, Mr. R. Jeffrey Orr, President and Chief Executive Officer.

OR

Print the name of the person you are appointing if this person is someone other than the officers of the Corporation set forth opposite.

Note: If completing the appointment box above YOU MUST go to <http://www.computershare.com/PowerCorp> prior to May 10, 2022 at 11:00 a.m. (Eastern Time) and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a user name to gain entry to the online meeting.

as my/our proxyholder with full power of substitution and to vote in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual Meeting of Power Corporation of Canada to be held online at <https://web.lumiagn.com/481947403>, on May 12, 2022 at 11:00 a.m. (Eastern Time), and at any adjournment thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

All the proposed nominees **For** **Withhold**

OR

	For	Withhold		For	Withhold		For	Withhold
01. Pierre Beaudoin	<input type="checkbox"/>	<input type="checkbox"/>	06. Anthony R. Graham	<input type="checkbox"/>	<input type="checkbox"/>	11. R. Jeffrey Orr	<input type="checkbox"/>	<input type="checkbox"/>
02. Marcel R. Coutu	<input type="checkbox"/>	<input type="checkbox"/>	07. Sharon MacLeod	<input type="checkbox"/>	<input type="checkbox"/>	12. T. Timothy Ryan, Jr.	<input type="checkbox"/>	<input type="checkbox"/>
03. André Desmarais	<input type="checkbox"/>	<input type="checkbox"/>	08. Paula B. Madoff	<input type="checkbox"/>	<input type="checkbox"/>	13. Siim A. Vanaselja	<input type="checkbox"/>	<input type="checkbox"/>
04. Paul Desmarais, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	09. Isabelle Marcoux	<input type="checkbox"/>	<input type="checkbox"/>	14. Elizabeth D. Wilson	<input type="checkbox"/>	<input type="checkbox"/>
05. Gary A. Doer	<input type="checkbox"/>	<input type="checkbox"/>	10. Christian Noyer	<input type="checkbox"/>	<input type="checkbox"/>			

2. Appointment of Auditors Appointment of Deloitte LLP as Auditors

For **Withhold**

3. Non-binding Advisory Resolution on the Corporation's Approach to Executive Compensation

For **Against**

4. Approve an Amendment to the Power Executive Stock Option Plan

For **Against**

5. Shareholder Proposal 1 – As set out in Schedule A to the Management Proxy Circular

For **Against**

7. Shareholder Proposal 3 – As set out in Schedule A to the Management Proxy Circular

For **Against**

6. Shareholder Proposal 2 – As set out in Schedule A to the Management Proxy Circular

8. Shareholder Proposal 4 – As set out in Schedule A to the Management Proxy Circular

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by management.

Signature(s)

Date

MM / DD / YY

2022 Interim Financial Statements

Mark this box if you would like to receive the 2022 Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

2022 Annual Financial Statements

Mark this box if you would like to receive the 2022 Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

