
To be held on
Tuesday
May 16, 2023

Notice of 2023 Annual Meeting of Shareholders and Management Proxy Circular



POWER CORPORATION
OF CANADA

Notice of 2023 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 2023 Management Proxy Circular (the “Circular”), and our annual financial statements and related management’s discussion and analysis for the financial year ended December 31, 2022 (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 2023 Annual Meeting of Shareholders.

DATE, TIME AND PLACE

WHEN	May 16, 2023 at 11:00 a.m. (Eastern Time) (the “Meeting”)
WHERE	The Meeting will be held virtually at https://web.lumiagm.com/441350638 password: power2023 (case sensitive)

We are holding the Meeting in virtual format only again this year. Holding the Meeting online enables registered shareholders and duly appointed proxyholders to attend, participate and vote at the Meeting remotely from any location around the world. It also is a more cost-efficient and environmentally friendly arrangement for Power Corporation of Canada (the “Corporation”) and our shareholders. See also the section “Attendance and Participation at the Meeting” of the Circular.

BUSINESS TO BE TRANSACTED AT THE MEETING

1	To receive the consolidated financial statements for the year ended December 31, 2022 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; and
5	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/POWQ2023

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 12, 2023**) 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 4, 2023 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 **+1-514-982-8716**
(Canada and the United States) (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) **+1-303-562-9305** (English)
1-844-973-0593 (French) **+1-303-562-9306** (French)
(Canada and the United States) (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 **+1-303-562-9305** (English)
(Canada and the United States) **+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 **+1-303-562-9305** (English)
(Canada and the United States) **+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., our transfer agent, at

1-800-564-6253 (Canada and the 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, 2023

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 2023 Annual Meeting of Shareholders, to be held at 11:00 a.m., Eastern Time on Tuesday, May 16, 2023 in virtual format (the “Meeting”). 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 2022

In a challenging environment for markets worldwide, 2022 was a year focused on the continued execution of the Corporation’s strategy, building momentum for future earnings growth. The Corporation’s publicly traded operating subsidiaries made significant progress in implementing their respective value creation strategies. At Lifeco, discipline and diversification led to strong performance in the year. The acquisition of the full-service retirement business of Prudential Financial, Inc., together with the integration of the prior acquisitions of Massachusetts Mutual Life Insurance Company’s retirement plan business and Personal Capital Corporation, drove growth at Empower. IGM’s resilient business model and focus on expense management resulted in their second-best annual earnings per share on record. IG Wealth Management saw strong high net worth and mass affluent new client acquisition, and Mackenzie Financial Corporation (“Mackenzie”) continued to execute on its strategy to become Canada’s preferred global asset management solutions provider. Groupe Bruxelles Lambert pursued its asset rotation strategy, favouring private and alternative assets with attractive growth prospects, and made progress in the rollout of Sienna Investment Managers’ new third-party asset management activities. It also executed on key shareholder capital management actions in the form of dividends and share buybacks.

At the holding company level, we continued to manage our financial structure prudently but efficiently, including by returning capital to shareholders when appropriate. Our prudent approach to managing leverage has contributed to strong and stable credit ratings throughout economic cycles, and our conservative capital structure has helped maintain the Corporation’s solid financial position. While adhering to sound financial discipline that targets a positive fee-related earnings contribution, the alternative asset investment platforms, Sagard Holdings Inc. and Power Sustainable Capital (“Power Sustainable”), were focused on growing their respective platforms by attracting third party capital, resulting in fee-bearing capital^[1] increasing by 23.8 per cent and 33.0 per cent, respectively, as the platforms raised \$1.6 billion and \$0.8 billion, respectively, in 2022. The Corporation also continued to execute on its simplification strategy, with the transfer of certain renewable energy assets from the Corporation’s balance sheet to Power Sustainable Energy Infrastructure Partnership, a platform managed by Power Sustainable that invests in renewable energy projects, and with the closing in January 2023 of the previously announced consolidation of the Power Group’s interest in China Asset Management Co., Ltd. under Mackenzie, a wholly owned subsidiary

[1] Refer to the section “Other Measures” on page 99 of the Corporation’s Management Discussion and Analysis for the year ended December 31, 2022, which can be located in the Corporation’s profile on SEDAR at www.sedar.com, for a definition of “fee-bearing capital”, which definition is incorporated herein by reference.



Paul Desmarais, Jr.
Chairman



André Desmarais
Deputy Chairman



R. Jeffrey Orr
President and
Chief Executive Officer

of IGM. The Corporation's fintech strategy continued to deliver strategic benefits through ownership in companies building novel capabilities and by deepening knowledge, and accelerating adoption, of innovations within the Power Group of companies. The strategic partnership between IG Wealth Management and Nesto Inc. ("nesto", a portfolio company of the Sagard ecosystem) to provide next generation white-label mortgage services to IG Wealth Management clients, illustrates the potential of our fintech strategy.

Power recognizes that the effective management of environmental, social and governance (ESG) factors can have a positive impact on the Corporation's profitability, long-term performance and ability to create value in a sustainable manner. As such, the consideration of ESG factors has long been part of the Power Group's responsible management philosophy. As a long-term active shareholder, Power continued throughout the year to engage with its group

companies on ESG matters. In 2022, the Corporation and its publicly traded operating companies each earned the score of A- (Leadership) for their respective responses to the CDP Climate Change questionnaire, and Power continued to be a constituent of the FTSE4Good index. Power's approach to community investment includes the contributions it makes to numerous organizations through corporate donations and investments, and through its support of employee volunteering initiatives. In 2022, the Power Group contributed \$43.85 million to more than 1,800 community organizations across Canada.

In closing, 2022 was a year of continued focus on executing our value creation strategy. Our publicly traded operating subsidiaries saw solid performance in the year considering the multiple headwinds they faced, and we believe that our businesses are well-positioned to navigate the evolving market conditions and continue to deliver long-term value for our shareholders.

We thank you for your support and look forward to engaging with you at the Meeting.

Sincerely,

Signed,

Paul Desmarais, Jr.
Chairman

Signed,

André Desmarais
Deputy Chairman

Signed,

R. Jeffrey Orr
President and Chief Executive Officer

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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 Tuesday, May 16, 2023 at 11:00 a.m. (Eastern Time) (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 and through notice-and-access. 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
Empower Annuity Insurance Company of America	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 SA, 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 SA 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, which 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, 2022. 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, 2022, the Corporation’s Management’s Discussion and Analysis for the year ended December 31, 2022 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, 2023 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, 2023, 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 7.91 per cent, respectively, of the outstanding shares of such classes and 51.34 per cent and 15.47 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 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. and André Desmarais are each a Director 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, 2023:
611,375,633

Voting rights:
1 vote per share

Total voting rights attached
to outstanding shares:
52.71%

PARTICIPATING PREFERRED SHARES

Shares outstanding
as at March 17, 2023:
54,860,866

Voting rights:
10 votes per share

Total voting rights attached
to outstanding shares:
47.29%

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 2022 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 2023 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/POWQ2023, 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 12, 2023**) 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 4, 2023 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

Your shares are registered directly in your name with our transfer agent Computershare.

A form of proxy is included in your package.

You will require a **15-digit Control Number** (located on the front of your form of proxy) to identify yourself.

NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

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”).

Your Intermediary sent you a voting instruction form.

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 envelope provided.

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.

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 12, 2023**.

Your voting instructions must be entered by **11:00 a.m. (Eastern time) on May 12, 2023**.

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 12, 2023 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:

1. Log in at <https://web.lumiagm.com/441350638> at least 15 minutes before the Meeting starts;
2. Click on “I have a login”;
3. Registered shareholders enter their **15-digit Control Number** found on their form of proxy; Non-registered (beneficial) shareholders enter the Control Number provided by Computershare; and
4. Enter the password: “**power2023**” (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.

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” below. Such non-registered shareholders who have duly appointed themselves as proxyholders will receive a control number by email from Computershare and can then participate, vote and ask questions at the Meeting by following the instructions below:

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/441350638> at least 15 minutes before the Meeting starts; and
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 12, 2023** (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 entitled "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 12, 2023** (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; and
2. Submit such legal proxy form to Computershare by e-mail to: uslegalproxy@computershare.com, or by courier at Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, Canada 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 12, 2023**.

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 12, 2023**, or at least 48 hours before any adjournment thereof, at which the proxy is to be used, or by logging in to the Meeting online and accepting the terms and conditions, 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, 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 the Corporation and is a Director and/or 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 the Corporation 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; and
- > the Say-on-Pay Resolution (as defined herein).

The proxy confers discretionary authority in respect of amendments to matters identified in the Notice of 2023 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/POWQ2023, on the Corporation’s website at www.powercorporation.com and on SEDAR at www.sedar.com. For live technical assistance during the Meeting, log in to <https://web.lumiagm.com/441350638>, 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. Submissions may be made in writing by using the relevant dialog box in the messaging tab during the Meeting. Only registered 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 relevant 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, 2022 and the auditors' report thereon are available on our website at www.powercorporation.com and under our profile on SEDAR at www.sedar.com.

2. Elect the Board of Directors

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" below. Unless the shareholder who has submitted a proxy has directed that the Shares be voted "against" the election of the director nominee, **the representatives of the Corporation 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.** Each director nominee will be elected, if the number of votes cast in their favour represents a majority of the votes cast for and against them at the Meeting. At the 2022 Annual Meeting of Shareholders, the Directors received on average 96.49 per cent of votes for their election.

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

3. Appoint the Auditors

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 the Corporation 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 2022 Annual Meeting of Shareholders, the appointment of the Auditors was approved by 95.85 per cent of the votes.

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

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, 2022, 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, 2022 and December 31, 2021 to Deloitte LLP and its affiliates were, respectively, as follows:

Years ended December 31	POWER CORPORATION OF CANADA		POWER FINANCIAL CORPORATION	
	2022	2021	2022	2021
Audit Fees	\$1,628,000	\$1,534,000	\$717,000	\$956,000
Audit-Related Fees ^[2,3]	\$114,000	\$153,000	\$12,000	\$12,000
Tax Fees ^[2,3]	\$455,000	\$693,000	\$11,000	\$23,000
All Other Fees ^[2,3]	–	–	–	–
TOTAL	\$2,197,000	\$2,380,000	\$740,000	\$991,000

[1] Fees payable by Lifeco are described in the section entitled "Audit Committee Information" of Lifeco's Annual Information Form dated February 8, 2023 and fees payable by IGM are described in the section entitled "Audit Committee" of IGM's Annual Information Form dated March 16, 2023.

[2] During the financial year ended December 31, 2022, 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 \$3,047,000 (2021-\$2,131,000), \$2,634,000 (2021-\$1,717,000) and \$151,000 (2021-nil), respectively.

[3] During the financial year ended December 31, 2022, 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 \$1,025,000 (2021-\$988,000), \$580,000 (2021-\$472,000) and nil (2021-nil), 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 2023 annual meeting of shareholders.

Unless the shareholder who has submitted a proxy has directed 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 2022 Annual Meeting of Shareholders, the Corporation's approach to executive compensation was approved by 97.49 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.

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.

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 2022 Annual Meeting of Shareholders ("2022 AGM"), attendance at the Board of Directors and Committee meetings held during the financial year ended December 31, 2022, 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 Performance Share Units ("PSUs") and Performance Deferred Share Units ("PDSUs") of the Corporation and PSUs 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 Board and Senior Management Diversity Policy (the "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 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. Shareholders have the ability to vote for or against 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 Governance and Nominating Committee, a Human Resources Committee and a Related Party and Conduct Review Committee as more fully described in the section entitled "Statement of Corporate Governance Practices" in this Circular.

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 of 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 Chief Executive Officer, 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 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 (29 per cent of the Board) are nominated for election to the Board at the 2023 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 perspectives 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

99.49%

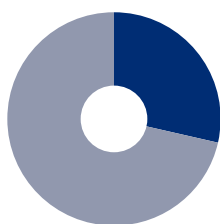
Attendance in 2022

96.49%

Shareholder Approval

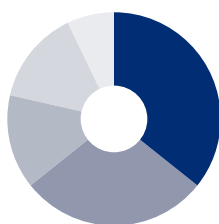
The Corporation's Directors had an average of 96.49 per cent votes **FOR** their election at the 2022 Annual Meeting of Shareholders

Women on the Board



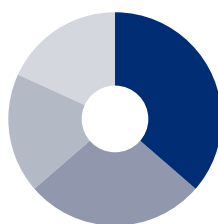
■ Women: 4/14 > 28.57%
■ Men: 10/14 > 71.43%

Geographic Diversity



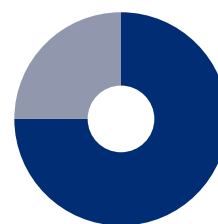
■ Quebec: 5/14 > 35.71%
■ Ontario: 4/14 > 28.57%
■ Western Canada: 2/14 > 14.29%
■ United States: 2/14 > 14.29%
■ Europe: 1/14 > 7.14%

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

QUEBEC, CANADA

AGE: 60

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.

BOARD/COMMITTEE ATTENDANCE^[1]

Board	6/6
Related Party and Conduct Review Committee	3/3

2022 AGM VOTING RESULTS

Votes For: 99.31%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs ^[2]	Total
# as at March 17, 2023	105,169	115,762	220,931
# as at March 17, 2022	75,569	103,590	179,159
Change (#)	29,600	12,172	41,772
Total Market Value as at March 17, 2023 ^[3]	\$3,545,247	\$3,902,337	\$7,447,584
Minimum Equity Ownership Requirement ^[4]			\$675,000
Total Market Value/Minimum Equity Ownership Requirement			11.03
Minimum Equity Ownership Requirement: Meets/On track to meet			✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

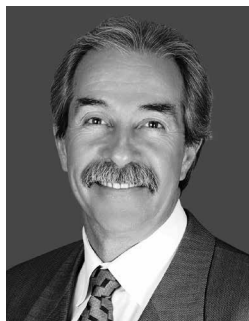
Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
Nil	Nil

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: 69

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 was also a director of 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 (now Western University). 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	6/6
Audit Committee	4/4
Human Resources Committee	7/7

2022 AGM VOTING RESULTS

Votes For: 99.06%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs ^[2]	Total
# as at March 17, 2023	Nil	84,337	84,337
# as at March 17, 2022	Nil	75,184	75,184
Change (#)	Nil	9,153	9,153
Total Market Value as at March 17, 2023 ^[3]	Nil	\$2,843,000	\$2,843,000
Minimum Equity Ownership Requirement ^[4]			\$675,000
Total Market Value/Minimum Equity Ownership Requirement			4.21
Minimum Equity Ownership Requirement: Meets/On track to meet			✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
10,000 Common Shares of Lifeco	118,693 DSUs of Lifeco
900 Common Shares of IGM	35,023 DSUs of IGM

PUBLIC BOARD MEMBERSHIP IN THE LAST 5 YEARS

ROLE ON BOARDS AND COMMITTEES

CURRENT

Brookfield Asset Management Ltd. (2022 – current)	Chair of the Audit Committee and Member of the Governance, Nominating and Compensation Committee
Great-West Lifeco Inc. (2007 – current)	Member of the Governance and Nominating Committee, of the Human Resources Committee and of the Investment Committee
IGM Financial Inc. (2014 – current)	Member of the Human Resources Committee

FORMER

Enbridge Inc. (2014 – 2021)
Brookfield Corporation (previously Brookfield Asset Management Inc.) (2006-2022)



André Desmarais, O.C., O.Q.

QUEBEC, CANADA

AGE: 66

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*. In May 2022, Mr. Desmarais was inducted into the Order of the Canadian Business Hall of Fame. 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	6/6
Governance and Nominating Committee	1/1

2022 AGM VOTING RESULTS

Votes For: 81.50%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares ^[6]	DSUs ^[2]	Total
# as at March 17, 2023	15,991,444	297,441	16,288,885
# as at March 17, 2022	15,991,444	271,249	16,262,693
Change (#)	Nil	26,192	26,192
Total Market Value as at March 17, 2023 ^[3]	\$539,071,577	\$10,026,736	\$549,098,313
Minimum Equity Ownership Requirement ^[4]	\$675,000		
Total Market Value/Minimum Equity Ownership Requirement	813.48		
Minimum Equity Ownership Requirement: Meets/On track to meet	✓		

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
350,000 Common Shares of Lifeco	269,460 DSUs of Lifeco
	107,398 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, of the Human Resources Committee and of the Risk Committee
IGM Financial Inc. (1992 – current)	Member of the Governance and Nominating Committee and of 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. However, PFC remains a reporting issuer as it has preferred shares and debentures outstanding as public securities. 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.

QUEBEC, CANADA

AGE: 68

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, previously 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 Management 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 and serves as Honorary Co-Chair of the Jewish General Hospital's Tomorrows Are Made Here Campaign.

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. In May 2022, Mr. Desmarais was inducted into the Order of the Canadian Business Hall of Fame. 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	6/6
Governance and Nominating Committee	1/1

2022 AGM VOTING RESULTS

Votes For: 85.12%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares ^[6]	DSUs ^[2]	Total
# as at March 17, 2023	15,161,049	213,640	15,374,689
# as at March 17, 2022	15,161,049	194,508	15,355,557
Change (#)	Nil	19,132	19,132
Total Market Value as at March 17, 2023 ^[3]	\$511,078,962	\$7,201,804	\$518,280,766
Minimum Equity Ownership Requirement ^[4]	\$675,000		
Total Market Value/Minimum Equity Ownership Requirement	767.82		
Minimum Equity Ownership Requirement: Meets/On track to meet	✓		

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
100,000 Common Shares of Lifeco	71,478 DSUs of Lifeco
	54,097 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)**	
LafargeHolcim Ltd. (2008 – 2020)***	

* PFC's common shares were delisted from the TSX in February 2020. However, PFC remains a reporting issuer as it has preferred shares and debentures outstanding as public securities. 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.

*** On July 15, 2015, Lafarge S.A. amalgamated with Holcim Ltd. The resulting company was then named LafargeHolcim Ltd. Mr. Desmarais was on the Board of Lafarge S.A. prior to its amalgamation.

**Gary A. Doer, O.M.****MANITOBA, CANADA**

AGE: 74

DIRECTOR SINCE MAY 2016

Mr. Doer is a Senior Business Advisor at Dentons Canada LLP, a global law firm, 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. He is a member of the Canadian American Business Council Advisory Board and a director of The Climate Group, Inc.

In 2010, he received an Honorary Doctorate from the University of Winnipeg and he became a Member of the Order of Manitoba. In 2011, he received a distinguished diplomatic service award from the World Affairs Council and a Honorary Law Degree from the University of Manitoba.

BOARD/COMMITTEE ATTENDANCE^[1]

Board	6/6
Audit Committee	4/4

2022 AGM VOTING RESULTS

Votes For: 99.45%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs ^[2]	Total
# as at March 17, 2023	Nil	56,985	56,985
# as at March 17, 2022	Nil	47,928	47,928
Change (#)	Nil	9,057	9,057
Total Market Value as at March 17, 2023 ^[3]	Nil	\$1,920,964	\$1,920,964
Minimum Equity Ownership Requirement ^[4]			\$675,000
Total Market Value/Minimum Equity Ownership Requirement			2.85
Minimum Equity Ownership Requirement: Meets/On track to meet			✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)	
Nil	28,109	DSUs of Lifeco
	19,583	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 of 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 of 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. However, PFC remains a reporting issuer as it has preferred shares and debentures outstanding as public securities. Mr. Doer remains a member of the Board of PFC.


Anthony R. Graham, LL.D.
ONTARIO, CANADA
AGE: 66
DIRECTOR SINCE MAY 2001

Mr. Graham is Chairman, President and Chief Executive Officer of Sumarria Inc., an investment management company, since 1984. He is also Chairman of Graymont Limited, of which he served on the Board since 1987. 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 of the Shaw Festival Theatre Endowment Foundation and is Vice-Chair of Business/Arts. He serves on the Boards of the Canadian Institute for Advanced Research and Luminato Festival Toronto. He is also a Trustee Emeriti of the Art Gallery of Ontario Inc. In June 2007, he was awarded an Honorary Doctorate of Laws Degree from Brock University.

BOARD/COMMITTEE ATTENDANCE^[1]

Board*	6/6
Human Resources Committee	7/7
Governance and Nominating Committee	1/1

2022 AGM VOTING RESULTS

Votes For: 95.08%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs ^[2]	Total
# as at March 17, 2023	51,250	237,802	289,052
# as at March 17, 2022	51,250	217,433	268,683
Change (#)	Nil	20,369	20,369
Total Market Value as at March 17, 2023 ^[3]	\$1,727,638	\$8,016,305	\$9,743,943
Minimum Equity Ownership Requirement ^[4]	\$675,000		
Total Market Value/Minimum Equity Ownership Requirement	14.44		
Minimum Equity Ownership Requirement: Meets/On track to meet	✓		

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
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
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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: 54

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, a consumer goods company, 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 Advisor for the Carlyle Group and an Advisor to Sagard Holdings. She previously was a member of the Advertising Standards Canada Council. Catalyst Canada honoured Ms. MacLeod in 2014 as a Business Leader and, in 2013 and 2014, 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	6/6
Human Resources Committee	7/7

2022 AGM VOTING RESULTS

Votes For: 99.62%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs ^[2]	Total
# as at March 17, 2023	Nil	7,670	7,670
# as at March 17, 2022	Nil	2,853	2,853
Change (#)	Nil	4,817	4,817
Total Market Value as at March 17, 2023 ^[3]	Nil	\$285,556	\$258,556
Minimum Equity Ownership Requirement ^[4]			\$675,000
Total Market Value/Minimum Equity Ownership Requirement			0.38*
Minimum Equity Ownership Requirement: Meets/On track to meet			✓*

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
Nil	25,046 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
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* Ms. MacLeod has until December 31, 2027 to meet the newly increased minimum equity ownership requirement for Directors.



Paula B. Madoff

NEW YORK,
UNITED STATES OF AMERICA

AGE: 55

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 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	6/6
Related Party and Conduct Review Committee	3/3

2022 AGM VOTING RESULTS

Votes For: 98.62%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs ^[2]	Total
# as at March 17, 2023	Nil	9,088	9,088
# as at March 17, 2022	Nil	5,719	5,719
Change (#)	Nil	3,369	3,369
Total Market Value as at March 17, 2023 ^[3]	Nil	\$306,356	\$306,356
Minimum Equity Ownership Requirement ^[4]			\$675,000
Total Market Value/Minimum Equity Ownership Requirement			0.45*
Minimum Equity Ownership Requirement: Meets/On track to meet			✓*

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
Nil	31,770 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 Finance Trust Inc. (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. II (2021 – current)	Chair of the Compensation Committee

FORMER

Motive Capital Corp. (2020 – 2022)	
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* Ms. Madoff has until December 31, 2027 to meet the newly increased minimum equity ownership requirement for Directors.


Isabelle Marcoux, C.M.
QUEBEC, CANADA
AGE: 53
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 Quebec 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	5/6
Human Resources Committee	7/7
Governance and Nominating Committee	1/1

2022 AGM VOTING RESULTS

Votes For: 98.27%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs ^[2]	Total
# as at March 17, 2023	Nil	92,127	92,127
# as at March 17, 2022	Nil	81,064	81,064
Change (#)	Nil	11,063	11,063
Total Market Value as at March 17, 2023 ^[3]	Nil	\$3,105,601	\$3,105,601
Minimum Equity Ownership Requirement ^[4]			\$675,000
Total Market Value/Minimum Equity Ownership Requirement			4.6
Minimum Equity Ownership Requirement: Meets/On track to meet			✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
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: 72

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, Mr. Noyer held several positions at the European Central Bank, including as Vice-President. 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 at the Ministry.

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 Orden 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	6/6
Governance and Nominating Committee	1/1
Related Party and Conduct Review Committee	3/3

2022 AGM VOTING RESULTS

Votes For: 98.61%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs ^[2]	Total
# as at March 17, 2023	Nil	43,121	43,121
# as at March 17, 2022	Nil	36,395	36,395
Change (#)	Nil	6,726	6,726
Total Market Value as at March 17, 2023 ^[3]	Nil	\$1,453,609	\$1,453,609
Minimum Equity Ownership Requirement ^[4]	\$675,000		
Total Market Value/Minimum Equity Ownership Requirement	2.15		
Minimum Equity Ownership Requirement: Meets/On track to meet	✓		

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
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 – 2022)	

*From 2019 to 2021, Mr. Noyer served on the Board of BNP Paribas SA as a non-voting director.



R. Jeffrey Orr

QUEBEC, CANADA

AGE: 64

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 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 6/6

2022 AGM VOTING RESULTS

Votes For: 98.48%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	# as at March 17, 2023	# as at March 17, 2022	Change (#)	Total Market Value as at March 17, 2023 ^[3]
Subordinate Voting Shares	600,210	575,210	25,000	\$20,233,079
DSUs ^[2]	188,458	175,366	13,092	\$6,352,919
PSUs	396,673	333,627	63,046	\$13,371,847
PDSUs	377,735	331,173	46,562	\$12,733,447
Total	1,563,076	1,415,376	147,700	\$52,691,292
Minimum Equity Ownership Requirement ^[7]				\$12,500,000
Total Market Value/Minimum Equity Ownership Requirement				4.22
Minimum Equity Ownership Requirement: Meets/On track to meet				✓

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)		DSUs (# as at March 17, 2023)	
20,000	Common Shares of Lifeco	251,685	DSUs of Lifeco
120,000	Common Shares of IGM	128,440	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, of the Investment Committee and of 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 of the Risk Committee

FORMER

Power Financial Corporation (2005 – 2020)*

* PFC's common shares were delisted from the TSX in February 2020. However, PFC remains a reporting issuer as it has preferred shares and debentures outstanding as public securities. Mr. Orr remains a member of the Board of PFC.



T. Timothy Ryan, Jr.

FLORIDA,
UNITED STATES OF AMERICA

AGE: 77

DIRECTOR SINCE MAY 2014*

Mr. Ryan is a Company Director. He served as Vice-Chairman of Regulatory Affairs of JPMorgan Chase & Co. ("J.P. Morgan"), a global financial services firm, from January 2014 to October 2014. Previously, he was Managing Director, Global Head of Regulatory Strategy and Policy of J.P. Morgan, from April 2013 to January 2014. 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 USA, 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	6/6
Audit Committee	4/4

2022 AGM VOTING RESULTS

Votes For: 99.61%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs ^[2]	Total
# as at March 17, 2023	43,013	50,353	93,366
# as at March 17, 2022	41,251	41,654	82,905
Change (#)	1,762	8,699	10,461
Total Market Value as at March 17, 2023 ^[3]	\$1,449,968	\$1,697,400	\$3,147,368
Minimum Equity Ownership Requirement ^[4]	\$675,000		
Total Market Value/Minimum Equity Ownership Requirement	4.66		
Minimum Equity Ownership Requirement: Meets/On track to meet	✓		

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
Nil	130,016 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, of the Human Resources Committee and of the Risk Committee
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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. However, PFC remains a reporting issuer as it has preferred shares and debentures outstanding as public securities. Mr. Ryan remains a member of the Board of PFC.

**Siim A. Vanaselja, FCPA, FCA****ONTARIO, CANADA**

AGE: 66

DIRECTOR SINCE MAY 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 also 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	6/6
Audit Committee	4/4

2022 AGM VOTING RESULTS

Votes For: 98.16%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs ^[2]	Total
# as at March 17, 2023	23,000	37,078	60,078
# as at March 17, 2022	23,000	28,452	51,452
Change (#)	Nil	8,626	8,626
Total Market Value as at March 17, 2023 ^[3]	\$775,330	\$1,249,899	\$2,025,229
Minimum Equity Ownership Requirement ^[4]	\$675,000		
Total Market Value/Minimum Equity Ownership Requirement	3.00		
Minimum Equity Ownership Requirement: Meets/On track to meet	✓		

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
25,000 Common Shares of Lifeco	76,803 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 Nominating and Environmental, Social and Governance Committee, Member of the Audit Committee and 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)*
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* PFC's common shares were delisted from the TSX in February 2020. However, PFC remains a reporting issuer as it has preferred shares and debentures outstanding as public securities. Mr. Vanaselja remains a member of the Board of PFC.



Elizabeth D. Wilson, FCPA, FCA

ONTARIO, CANADA

AGE: 54

DIRECTOR SINCE MAY 2022

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.

Ms. Wilson is currently a trustee and Audit Committee Chair at The Hospital for Sick Children and a Director at The WoodGreen Foundation and Traferox Technologies Inc. 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, former Governor and Audit Committee Chair for Trinity College School and Director at Toronto CivicAction.

In 2008 and 2011, Ms. Wilson was named as one of the Women's Executive Network's (WXN) Top 100 Most Powerful Women. In 2013, she was awarded the Margot Franssen Leadership Award by MicroSkills. Also in 2013, she was named one of the top 25 Canadian Women of Influence. In 2015, she received the YWCA Women of Distinction Award. Most recently, in 2022, Ms. Wilson was inducted into the WXN's Hall of Fame.

BOARD/COMMITTEE ATTENDANCE^[1]

Board	3/3*
Audit Committee	2/2*
Related Party and Conduct Review Committee	2/2*

2022 AGM VOTING RESULTS

Votes For: 99.93%

SECURITIES AND SHARE UNITS OF THE CORPORATION HELD

	Subordinate Voting Shares	DSUs ^[2]	Total
# as at March 17, 2023	Nil	5,025	5,025
# as at March 17, 2022	Nil	Nil	Nil
Change (#)	Nil	5,025	5,025
Total Market Value as at March 17, 2023 ^[3]	Nil	\$169,393	\$169,393
Minimum Equity Ownership Requirement ^[4]			\$675,000
Total Market Value/Minimum Equity Ownership Requirement			0.25**
Minimum Equity Ownership Requirement: Meets/On track to meet			✓**

SECURITIES AND SHARE UNITS OF THE CORPORATION'S SUBSIDIARIES HELD

Shares (# as at March 17, 2023)	DSUs (# as at March 17, 2023)
Nil	21,691 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 Audit Committee and of the Risk Committee
Thomson Reuters Corporation (2022 – current)	Member of the Audit Committee and of the Human Resources Committee

* Ms. Wilson was elected Director on May 12, 2022 and was appointed to the Audit Committee and to the Related Party and Conduct Review Committee on the same date.

** Ms. Wilson has until December 31, 2027 to meet the newly increased minimum equity ownership requirement for Directors.

- [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, 2023 closing price on the TSX of \$33.71 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] See “Executive Compensation – Minimum Equity Ownership Requirement for Current and Former Senior Management” 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 the Canadian reference group within the 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.

Retainers

For the financial year ended December 31, 2022, the retainers payable by the Corporation to Directors were as follows:

RETAINERS ^[1]	Until December 31, 2022	Since January 1, 2023
Annual Board Retainer (except Chairman and Deputy Chairman)	\$200,000	\$225,000
Annual Board Retainer – Chairman and Deputy Chairman ^[2]	\$350,000	\$350,000
Additional Retainer – Chair of Audit Committee	\$30,000	\$40,000
Additional Retainer – Chair of Human Resources Committee	\$20,000	\$40,000
Additional Retainer – Chair of Committees, except Audit and Human Resources	\$15,000	\$20,000
Additional Retainer – Other Members of Audit Committee	\$7,500	\$9,000
Additional Retainer – Other Members of Human Resources Committee	\$6,000	\$9,000
Additional Retainer – Other Members of Committees, except Audit and Human Resources	\$5,000	\$6,000
Additional Retainer – Lead Director	\$35,000	\$45,000

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.

In August 2022, following a review by WTW, which determined that the retainer was within the lower end of the comparator group, the annual retainer for Directors was increased to \$225,000, effective January 1, 2023. The retainers for the Chair and members of Committees were also increased as specified in the table “Retainers” below. As a result of the changes to the annual retainers, the minimum equity ownership requirement for directors which is equivalent to three times the annual board retainer, also increased to \$675,000 from \$600,000, effective January 1, 2023. Directors have until the later of December 31, 2027 or five years after becoming a Director of the Corporation to meet that requirement.

[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. As of January 1, 2023, the PFC annual Board retainer is \$55,000 and the members and the Chair of the PFC Audit Committee receive an additional \$6,000 and \$20,000, respectively.

[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 G  n  reux (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 three times the annual retainer, being equal to \$675,000 (prior to December 31, 2022: \$600,000)

Deferred Share Unit Plan and Directors Share Purchase Plan

For the financial year ended December 31, 2022, 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 volume-weighted average trading price on the TSX of the Subordinate Voting Shares during the three 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 member retainer, committee chair retainer, Chairman and Deputy Chairman retainer and Lead Director retainer, as applicable, in the form of DSUs under the DSU Plan.

within the later of five years after becoming a Director of the Corporation and December 31, 2027. 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.

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 member 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, 2022 and, as applicable, for services as a Director of PFC during the financial year ended December 31, 2022.

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
Sharon MacLeod	106,000	100,000	Nil	206,000
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
Elizabeth D. Wilson ^[8]	84,375	75,000	Nil	159,375

[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 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; Siim A. Vanaselja is also a Director of Lifeco and certain of its subsidiaries, and Elizabeth D. Wilson is also a Director of IGM and certain of its subsidiaries. See Lifeco’s Management Proxy Circular dated March 8, 2023 and IGM’s Management Proxy Circular dated February 17, 2023, 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: \$56,750; Gary A. Doer: \$107,500; Anthony R. Graham: \$160,000; Sharon MacLeod: \$53,000; Isabelle Marcoux: \$111,000; Christian Noyer: \$55,000; T. Timothy Ryan, Jr.: \$107,500; Siim A. Vanaselja: \$130,000; and Elizabeth D. Wilson: \$84,375. 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 volume weighted average trading price on the TSX of the Subordinate Voting Shares during the three 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] Ms. Elizabeth D. Wilson was elected to the Corporation’s Board of Directors and appointed as a member of the Audit Committee and of the Related Party and Conduct Review Committee on May 12, 2022.

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, 2022.

The following table shows equity holdings as at December 31, 2022 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, 2022			
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	114,192	3,637,015
Marcel R. Coutu	Nil	83,192	2,649,665
Gary A. Doer	Nil	56,212	1,790,352
Anthony R. Graham	Nil	234,576	7,471,246
Sharon MacLeod	Nil	7,566	240,977
Paula B. Madoff	Nil	8,964	285,503
Isabelle Marcoux	Nil	90,877	2,894,432
Christian Noyer	Nil	42,536	1,354,772
T. Timothy Ryan, Jr.	42,575	49,670	2,938,003
Siim A. Vanaselja	Nil	36,575	1,164,914
Elizabeth D. Wilson	Nil	4,957	157,880

[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 30, 2022 (being the last trading day of the year) closing price of \$31.85 per Subordinate Voting Share on the TSX.

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

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Executive Compensation Practices

WHAT WE DO:	WHAT WE DON'T DO:
✓ Qualified, experienced and independent Human Resources Committee	✗ Directors and employees are prohibited from hedging equity-based compensation
✓ Retention of independent compensation consultant	✗ No public company CEOs on Human Resources Committee
✓ Balanced mix of short-, medium- and long-term compensation	✗ PSUs and PDSUs do not have a “floor” or a guaranteed minimum payout; achievement of a minimum threshold level of corporate performance is required for vesting
✓ Cap on PSU and PDSU vesting payouts at 200 per cent	✗ Named Executive Officers are not permitted to immediately dispose of all their equity interests upon departure from the Corporation
✓ Significant portion of long-term incentive compensation delivered in the form of PSUs and/or PDSUs	✗ No option re-pricing
✓ Robust Clawback Policy	✗ No individual change of control agreements
✓ Annual shareholder advisory vote on executive compensation	
✓ Cap on NEOs’ 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	

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; and oversees the employees’ well-being; 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, President and Chief Executive Officer of Sumarria Inc. He is also the Chairman of Graymont Limited, of which he has served on the Board since 1987. 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, 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 Bank, of which he served as Chairman from 1999 to 2014 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 Ltd. From 2014 to 2021, he was a Director of Enbridge Inc. and from 2006 to 2022, he was a Director of Brookfield Corporation (previously Brookfield Asset Management 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 as a Director of the Calgary Stampede Foundation, and has also held board positions with Gulf Indonesia Resources Limited, 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 Champion, as a Business Leader, and was recognized by WXN as one of Canada's Most Powerful Women. She is a graduate of Harvard Business School's Corporate Boards Program. 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 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. 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, 2022, during which the Committee met seven times:

2022 COMMITTEE PRIMARY ACTIVITIES	2022 COMMITTEE PRIMARY ACTIVITIES
Consideration of possible risks associated with compensation	Review of the compensation cost allocation between the Corporation and affiliated companies
Approval of compensation disclosure in the management proxy circular for the 2022 AGM	Review of the compensation structure of wholly owned alternative asset investment platforms
Review of compensation, retirement and benefit consulting services	Review of the talent management framework for managers and officers
Review of the compensation structure of the Corporation's non-CEO NEOs (as defined herein)	Review of senior management succession planning
Determination of vesting/payout for applicable outstanding grants under the Corporation's Performance Share Unit Plan	Approval of global salary increase budget
Review of the CEO's objectives and compensation arrangements for 2022	Approval of annual incentive plan award and salaries for members of senior management
Review of share reserve under the Power Executive Stock Option Plan	Review of report on administration of benefit plans (including pension programs)
Approval of new grants under the Power Executive Stock Option Plan and the Corporation's Performance Share Unit Plan	Review and recommendation to the Board for approval (where required) of new employment, termination or retirement arrangements
Approval of performance conditions and vesting schedule applicable to new grants under the Corporation's Performance Share Unit Plan	Review of existing personal loans to officers and employees of subsidiaries
Review and approval of changes to the compensation of Directors	Review of employee well-being initiatives
Approval of updated minimum equity ownership requirements for Directors and review of mandatory holdings by Directors and officers	

Compensation Consultant

WTW (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 2022, the Compensation Consultant provided advice to the Committee on compensation disclosure in the management proxy circular for the 2022 AGM, the total compensation structure of the non-CEO NEOs, fair value calculations of options, CEO long-term incentive grants, the appropriate balance of possible risks associated with the Corporation's compensation practices, and conducted a compensation market study of board compensation practices and a total direct compensation study for certain non-NEO head office positions.

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 2021 and 2022 fiscal years for such services were as follows^[1]:

	Year ended December 31, 2021 [\$]	Year ended December 31, 2022 [\$]
Executive Compensation-Related Fees	235,828	203,494
All Other Fees ^[2]	629,979	513,239

[1] 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 8, 2023 and fees paid to compensation consultants by IGM are disclosed in IGM's Management Proxy Circular dated February 17, 2023.

[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 2022 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 Corporation	•	•	•	•		•
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 G  n  reux, 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 Andr   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 to 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”.

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 and performance improvement initiatives 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 of alternative asset management businesses. Managing of standalone businesses to realize value over time. Disciplined cost management practices. Prudent but efficient management of financial structure including return of 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 G  n  reux (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 performance improvement initiatives, 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 Engaging with stakeholders, including shareholders, employees, business partners, communities and clients or customers, as appropriate, and considering their interests.
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 sustainability of 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.

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, influences annual incentive (other than the CEO) and some benefits.
Annual Incentive (for the NEOs other than the CEO)^[1]	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.	Does not influence other elements, except that the value of these elements is considered within the total compensation of the NEOs.
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.	
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.	

[1] For a discussion of changes implemented in 2022 concerning the impact of the Annual Incentive (for the NEOs other than the CEO) on retirement arrangements, see "Executive Compensation – Compensation of Messrs. Tretiak and G  n  reux" below.

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, talent management 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 and performance improvement initiatives.

LONG-TERM INCENTIVES

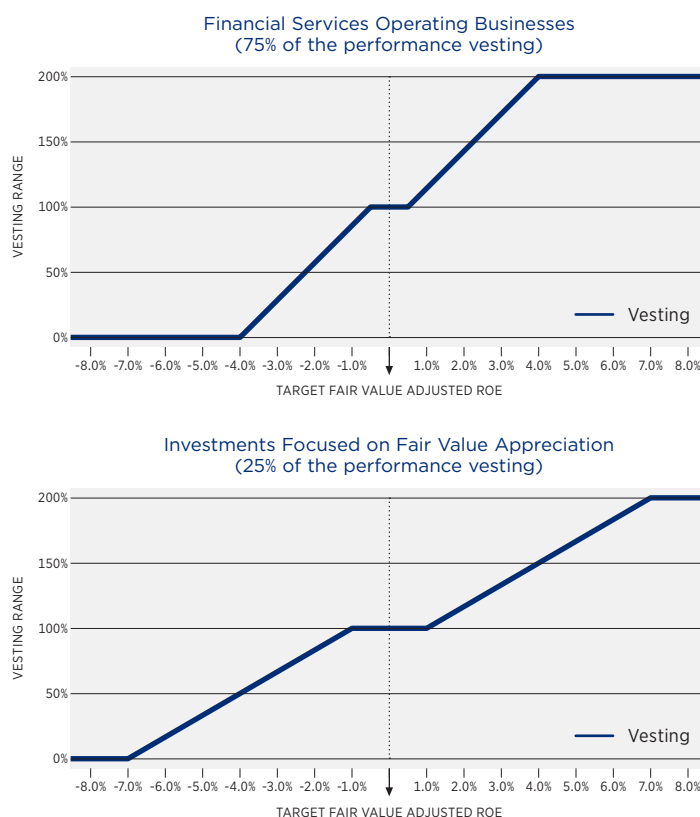
The amount of compensation to be delivered through long-term incentives as a proportion of the overall compensation amount is determined as described above. The NEOs' responsibilities, capabilities and experience and the compensation packages of comparable executives in companies in the reference group 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.

AWARD	EQUITY COMPENSATION PLAN	PURPOSE	FEATURES AND TYPICAL TERMS OF GRANT	
PSUs	Performance Share Unit Plan	To align the NEOs' interests with those of the Corporation's shareholders.	After vesting, cash settlement and payment occurs shortly after the applicable three-year performance period.	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.
PDSUs	Performance Deferred Share Unit Plan		After vesting, cash settlement and payment is deferred until the executive retires or otherwise leaves the employment of the Corporation.	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 are prorated for the period of active employment during the performance period, in the case of termination without cause.
Options	Power Executive Stock Option Plan	To encourage a long-term perspective on value creation.	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: generally 50 per cent after three years and 50 per cent after four years Further details of the plan can be found in Schedule C.	

[1] Fair Value Adjusted ROE, for these purposes, is calculated as (i) the Corporation's net earnings, excluding the 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 capture the value creation on the Corporation's investments and further align the interests of the NEOs with those of the shareholders.

As shown in the following charts, the vesting for PSUs and PDSUs at target is set within a range requiring the overall 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. Beginning with fiscal year 2022, the Corporation has modified the calculation of Fair Value Adjusted ROE by applying it separately to (i) financial services operating businesses (75% of the performance vesting); and (ii) investments focused on fair value appreciation (25% of the performance vesting). This modified calculation reflects the relative contribution of each component to the Corporation's earnings and net asset value, recognizes the different value creation objectives of the assets included in each component, and establishes separate targets for each component based on their distinctive characteristics. 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 if the specified minimum Fair Value Adjusted ROE required for vesting is not met.



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 an annual 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 8, 2023 for its disclosure entitled “Compensation Risk Management” and to the Management Proxy Circular of IGM dated February 17, 2023, for its disclosure entitled “Compensation Risk Management”.

“CLAWBACK” POLICY

The Corporation’s Clawback Policy applies to all officers (the “Subject Officers”, and individually, the “Subject Officer”) 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 (i) fraud, gross negligence or intentional misconduct; or (ii) 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.

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, 2023 (% 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	\$52,691,292	2 years
Gregory D. Tretiak Executive Vice-President and Chief Financial Officer	300%	1,153%	1 year
Claude Généreux Executive Vice-President	300%	1,479%	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).

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.

All members of the Corporation’s senior management meet, or are on track to meet, the Corporation’s minimum 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 2022 Compensation Considerations

In a historically challenging environment for capital markets worldwide, in 2022 the Corporation focussed on the continued execution of its long-term value creation strategy, based on the prudent and efficient management of the Corporation's financial structure and on a resilient business model. Within this context, the NEOs continued developing and executing on the Corporation's goals, ensuring the Corporation is well positioned to successfully navigate the evolving market and deliver long-term value to the Corporation's shareholders. 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 made significant progress in implementing their value creation strategies. In particular, in 2022:

- > Lifeco's balance sheet and operational optimization activities and diversification led to strong performance in the year, as the acquisition of the full-service retirement business of Prudential Financial Inc., together with the integration of the prior acquisitions of Massachusetts Mutual Life Insurance Company's retirement plan business and Personal Capital Corporation, resulted in growth at Empower.
- > IGM's resilient business model and focus on expense management delivered their second best annual earnings per share on record, while restructuring their mortgage business and entering into a strategic mortgage operations partnership with nesto, a portfolio company of the Sagard Holdings Inc. ("Sagard") ecosystem, to bring innovative tools and digital capabilities to advisors and a leading-edge mortgage experience to clients.
- > Groupe Bruxelles Lambert ("GBL") pursued its asset rotation strategy, favouring private and alternative assets, with two strategic acquisitions in the growing and resilient healthcare sector, and made progress on the rollout Sienna Investment Managers' new third-party asset management activities. GBL also executed on key shareholder capital management actions in the form of dividends and share buybacks.

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

HOLDING COMPANY LEVERS

In 2022, the Corporation made progress on many important priorities:

- > **Development of alternative asset management platforms:** Medium-term plans and compensation programs for Sagard and Power Sustainable Capital Inc. ("Power Sustainable") were updated, as their focus continued on growing their respective platforms by attracting third party capital – fee bearing capital^[1] at Sagard and Power Sustainable increased by 23.8 per cent and 33.0 per cent, respectively, as the platforms raised \$1.6 billion and \$0.8 billion, respectively – while adhering to sound financial discipline that targets a positive fee-related earnings contribution.
- > **Long-term view on FinTech:** The Power Group's fintech investments have continued to deliver strategic benefits through ownership in companies building novel capabilities and by deepening knowledge, and accelerating adoption, of innovations. The new partnership between IGM and nesto is a very good example of digital emerging leaders helping to accelerate the transformation of large leading incumbents.
- > **Simplification of structure:** The simplification of the Power Group structure continued through the closing of the previously commenced consolidation of the Power Group companies' combined 27.8 per cent equity ownership stake in China Asset Management Co., Ltd. at IGM, and the sale by IGM of approximately 15 million Lifeco common shares to a subsidiary of PFC.
- > **Further optimization of location of asset holdings within structure:** Certain renewable energy assets were transferred from the Corporation's balance sheet to Power Sustainable Energy Infrastructure Partnership, a platform managed by Power Sustainable, that invests in renewable energy projects.
- > **Enhanced investor relations and stakeholder communications:** The Corporation continued its increased investor relations activities, including meetings with 86 investors and analysts and enhanced investment platform and non-consolidated disclosure in the Corporation's Management's Discussion and Analysis.
- > **Talent management:** In the current highly competitive environment for attracting and retaining talent, the Corporation initiated a talent strategy leveraging its broad corporate group ecosystem and continued to enhance its employee value proposition.

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 2022, the NEOs continued to prioritize the health and well-being of employees and Power Group company clients, remained focused on talent and succession management, and advanced on ESG strategies and initiatives.

[1] Refer to the section "Other Measures" on page 99 of the Corporation's Management's Discussion and Analysis for the year ended December 31, 2022, which can be located in the Corporation's profile on SEDAR at www.sedar.com, for a definition of "fee-bearing capital", which definition is incorporated herein by reference.

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, 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.

2022 COMPENSATION

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 2022 was set at \$4,500,000, being the same as his 2021 base salary.

The Board, upon recommendation from the Committee, reviews and approves the base salary for Mr. Orr considering his responsibilities, experience and performance assessment. During the review, the Committee considers the total compensation of Mr. Orr (including compensation received from publicly traded subsidiaries of the Corporation in his 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 of the Corporation) to ensure it remains aligned with the Corporation’s approach to total compensation.

The Committee did not increase Mr. Orr’s base salary and believes that adjustment to his total compensation is best provided through long-term incentives.

ANNUAL INCENTIVES

Mr. Orr’s compensation for 2022 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 2022, the Board determined to award the aggregate value of long-term incentive grants as follows: two-thirds in share units with performance vesting metrics (same proportion as 2021), all in PSUs; and one-third in stock options (same proportion as 2021).

PSUs awarded to Mr. Orr for 2022 had a grant date fair value of \$5,275,701, approximately 8.0 per cent lower than the aggregate value of share units awarded to Mr. Orr in 2021. The PSUs are subject to performance vesting conditions relating to the Corporation’s Fair Value Adjusted ROE over a three-year period pursuant to which the PSUs 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”.

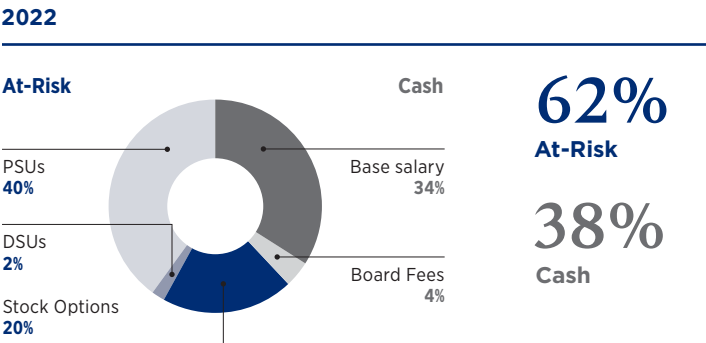
Stock options awarded to Mr. Orr for 2022 had a grant date value of \$2,637,851, approximately 11.4 per cent greater than the grant date value of the options awarded to Mr. Orr in 2021 and a significant decrease from the grant date fair value of the 2020 special grant. Such stock options vest as to 50 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 2022 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 graph illustrates Mr. Orr’s 2022 total compensation mix:



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 the relative levels of Mr. Orr's realizable compensation over time have consistently been below the levels of returns to the Corporation's shareholders:

Year	CEO		Periods ended December 31	VALUE OF \$100	
	Total Direct Compensation Awarded (000s) ^[1] [\$]	Current Value (Realizable) as of December 31, 2022 (000s) ^[2] [\$]		CEO ^[3] [\$]	Shareholder ^[4] [\$]
2018	10,588	12,291	2018 to 2022	116	132
2019	10,832	11,729	2019 to 2022	108	166
2020	14,468	8,647	2020 to 2022	60	115
2021	13,494	11,206	2021 to 2022	83	121
2022	13,305	9,963		75	81
			Average	88	123

[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, 2022 (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 30, 2022 (being the last trading day of the year) of \$31.85.

[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 G  n  reux

When determining the compensation of Messrs. Tretiak and G  n  reux, 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.

In early 2022, the Committee undertook an extensive review of the compensation packages for Messrs. Tretiak and G  n  reux with a view to further enhancing 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.

The Committee approved changes to the compensation structure of Messrs. Tretiak and G  n  reux 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 align with aspects of the previous changes made to Mr. Orr's compensation structure in 2021:

- > greater weight on long-term incentives, composed of PSUs and/or PDSUs representing (commencing 2023 – see discussion of three-year option grant in 2020 at "Long-term Incentives" below) 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.



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 (approximately 2.8 per cent) for 2022 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 G  n  reux, 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, organic growth strategies and performance improvement 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.

Objectives for each NEO were set at the beginning of 2022, 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 G  n  reux is set at 200 per cent of base salary.

In 2022, the Committee believed it was appropriate that Messrs. Tretiak and G  n  reux each receive \$2,400,000 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 G  n  reux 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 G  n  reux 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 2022 (nor in 2021).

For 2022, the Committee determined to award the aggregate value of long-term incentive grants to Messrs. Tretiak and G  n  reux in PSUs and PDSUs (all in PDSUs in 2021). PDSUs awarded to Messrs. Tretiak and G  n  reux for 2022 had a grant date fair value of \$491,301 and \$1,058,238, respectively, established as a multiple of base salary (62.5 and 125 per cent respectively), taking into consideration their level of responsibilities and their contribution to the success of the Corporation. Additional long-term incentive grants in PSUs were also awarded to Messrs. Tretiak and G  n  reux, with a grant date fair value of \$983,676 and \$1,257,120, respectively, in order to achieve market levels of overall compensation within the context of the other structural changes made to their compensation as described above. PSUs and PDSUs granted to the NEOs in 2022 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”.

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 G  n  reux results in a larger compensation value for 2020 and no compensation value in 2022 or 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 G  n  reux in 2020^[1]:

Name and principal position held as at December 31, 2022	Year	Salary	Share-based	Option-based	Annual	Pension	All Other	Total Compensation	
		(‘000) [\$]	Awards (‘000) [\$]	Awards (‘000) [\$]	Incentive plans (‘000) [\$]	Value (‘000) [\$]	Compensation (‘000) [\$]	(‘000) [\$]	Year-over-Year Increase
Gregory D. Tretiak Executive Vice-President and Chief Financial Officer	2022	786	1,694	675	2,400	51	392	5,998	-1.2%
	2021	765	697	675	2,600	942	392	6,071	1.4%
	2020	750	687	675	2,600	878	398	5,988	
Claude G��n��reux Executive Vice-President	2022	847	2,534	485	2,400	150	372	6,788	-2.6%
	2021	824	1,249	485	2,600	1,439	372	6,969	5.1%
	2020	808	1,228	485	2,400	1,322	387	6,630	

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

Certain New Compensation Matters for 2023

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. ESG objectives based on the Corporation's ESG strategy are now a specific category of objectives that form part of the overall annual objectives of the CEO and the other NEOs.

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, 2022	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	2022	4,500,000	5,594,451	2,637,851 ^[5]	–	7,000	572,500	13,311,802
	2021	4,500,000	6,053,737	2,367,500	–	7,000	572,500	13,500,737
	2020	4,776,000	3,034,062	6,067,270	–	(1,413,000) ^[6]	590,589	13,054,921
Gregory D. Tretiak Executive Vice-President and Chief Financial Officer	2022	786,100	1,693,727	–	2,400,000	51,000 ^[7]	392,333	5,323,160
	2021	765,000	696,881	–	2,600,000	942,000	391,701	5,395,582
	2020	750,000	687,496	2,025,006	2,600,000	878,000	397,556	7,338,057
Claude Généreux ^[8] Executive Vice-President	2022	846,600	2,534,107	–	2,400,000	150,000 ^[9]	372,415	6,303,122
	2021	823,900	1,248,612	–	2,600,000	1,439,000	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
Paul Desmarais, Jr. Chairman	2022	–	393,750	–	–	– ^[10]	520,622	914,372
	2021	–	393,750	–	–	– ^[10]	538,009	931,759
	2020	240,385 ^[11]	393,750	1,694,509	–	(2,000)	560,454 ^[11]	2,887,098
André Desmarais Deputy Chairman	2022	–	393,750	–	–	– ^[10]	520,829	914,579
	2021	–	393,750	–	–	– ^[10]	535,206	928,956
	2020	240,385 ^[11]	393,750	1,694,509	–	(2,000)	545,093 ^[11]	2,871,737

[1] Share-based awards in 2022 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 2022 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 8, 2023, and IGM's Management Proxy Circular dated February 17, 2023, 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 2022 include PSUs granted to Messrs. Orr, Tretiak and Généreux having grant date fair values of \$5,275,701, \$983,676 and \$1,257,120, respectively, and PDSUs granted by the Corporation to Messrs. Tretiak and Généreux having grant date fair values of \$491,301 and \$1,058,238, respectively. The grant date fair value of a PSU and PDSU is determined based on 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 2022 include the following fees: Mr. Orr: \$572,500 (including \$100,000 for service on the Corporation's Board); Mr. Tretiak: \$368,750; Mr. G  n  reux: \$351,250; Mr. Paul Desmarais, Jr.: \$500,000 (including \$175,000 for service on the Corporation's Board); and Mr. Andr   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 8, 2023 and IGM's Management Proxy Circular dated February 17, 2023, 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.
- [5] Amount represents the entire grant date fair value of options awarded to Mr. Orr in 2022. 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 Board 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 nine-year average volatility of 17.67 per cent at the date of grant, a three-year dividend yield of 5.72 per cent, and a risk-free interest rate of 2.38 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 \$2,637,851, being \$1,227,235 greater than the Corporation's accounting value of \$1,410,616.
- [6] 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, subject to an actuarial adjustment if retirement occurs after age 65.
- [7] Mr. Tretiak participates in the Corporation's basic pension plan and has a pension benefit arrangement with the Corporation. See "Retirement Plan Benefits". The pension value for 2022 is the result of a one-time pension accrual (service cost) for the year of \$51,000, resulting from the amendment to his pension benefit arrangement with the Corporation capping his annual benefit at \$1,500,000 effective January 1, 2022, subject to an actuarial adjustment if retirement occurs after age 67.
- [8] Prior to the Reorganization, Mr. G  n  reux's compensation was determined by PFC.
- [9] Mr. G  n  reux participates in the Corporation's basic pension plan and has a pension benefit arrangement with the Corporation. See "Retirement Plan Benefits". The pension value for 2022 is the result of the service cost for the year of \$1,027,000, minus \$877,000 representing the reduction in the accrued obligation resulting from the amendment to his pension benefit arrangement with the Corporation, effective January 1, 2022, capping his annual benefit at \$575,000 with a limited future benefit accrual of \$70,000 per year up to age 65, with an actuarial adjustment to his pension benefits if retirement occurs after age 65.
- [10] Messrs. Paul Desmarais, Jr. and Andr   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 2022 and 2021 accrued benefit obligations are nil.
- [11] Amounts differ from amounts shown in the Corporation's Management Proxy Circular dated March 17, 2021 as \$131,250 of the respective annual retainer paid to Messrs. Paul Desmarais, Jr. and Andr   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.

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 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, 2022.

OPTION AWARDS ^[1]							SHARE-BASED AWARDS			
Name	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] [\$]
	Vested	Unvested			Vested	Unvested ^[7]				
R. Jeffrey Orr		573,421	38.335	March 21, 2032		Nil	1,625,910	418,499	13,490,734	29,590,181
		592,414	33.303	March 21, 2031		Nil				
		1,476,976 ^[8]	34.2325	February 20, 2030		Nil				
	272,743	272,742	31.12	April 16, 2029	199,102	199,102				
	560,848		30.27	March 27, 2028	886,140					
	528,342		33.68	March 28, 2027	Nil					
	493,535		30.03	February 28, 2026	898,234					
	454,071		31.79	August 11, 2025	27,244					
	592,072		32.78	August 12, 2024	Nil					
	587,848		31.03	August 25, 2023	482,035					
					2,492,755	199,102				
					Total: 2,691,857					
Paul Desmarais, Jr. ^[9]	223,010	223,010	31.835	April 16, 2029	3,345	3,345	13,840,125	Nil	Nil	10,967,196
	243,350	243,350	31.12	April 16, 2029	177,646	177,646				
	487,991		28.505	March 27, 2028	1,632,330					
	490,227		30.27	March 27, 2028	774,559					
	315,152		31.475	March 28, 2027	118,182					
	353,512		33.68	March 28, 2027	Nil					
	339,486		29.725	March 28, 2026	721,408					
	394,705		30.79	March 28, 2026	418,387					
	350,000		33.815	March 22, 2025	Nil					
	324,041		36.53	March 22, 2025	Nil					
		450,000 ^[8]	34.2325	February 20, 2025		Nil				
	450,000		29.905	May 20, 2024	875,250					
	415,469		32.40	May 20, 2024	Nil					
	1,020,000		28.24	May 20, 2023	3,682,200					
				8,403,307	180,991					
				Total: 8,584,298						

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]	223,010	223,010	31.835	April 16, 2029	3,345	3,345	10,701,074	Nil	Nil	21,786,522
	243,350	243,350	31.12	April 16, 2029	177,646	177,646				
	487,991		28.505	March 27, 2028	1,632,330					
	490,227		30.27	March 27, 2028	774,559					
	315,152		31.475	March 28, 2027	118,182					
	353,512		33.68	March 28, 2027	Nil					
	339,486		29.725	March 28, 2026	721,408					
	394,705		30.79	March 28, 2026	418,387					
	350,000		33.815	March 22, 2025	Nil					
	324,041		36.53	March 22, 2025	Nil					
		450,000 ^[8]	34.2325	February 20, 2025		Nil				
	450,000		29.905	May 20, 2024	875,250					
	415,469		32.40	May 20, 2024	Nil					
	1,020,000		28.24	May 20, 2023	3,682,200					
					8,403,307	180,991				
					Total: 8,584,298					
Gregory D. Tretiak		492,954 ^[8]	34.2325	February 20, 2030		Nil	853,011	71,878	2,317,060	7,768,979
	37,135	37,135	31.835	April 16, 2029	557	557				
	50,652	50,652	31.12	April 16, 2029	36,976	36,976				
	53,938		28.505	March 27, 2028	180,423					
	50,797		30.27	March 27, 2028	80,259					
	47,657		31.475	March 28, 2027	17,871					
	44,548		33.68	March 28, 2027	Nil					
	47,168		29.31	February 28, 2026	119,807					
	46,046		30.03	February 28, 2026	83,804					
	39,849		33.815	March 22, 2025	Nil					
	36,893		36.53	March 22, 2025	Nil					
	43,973		29.905	May 20, 2024	85,527					
	40,598		32.40	May 20, 2024	Nil					
	34,061		28.24	May 20, 2023	122,960					
	43,949		29.19	May 20, 2023	116,904					
					845,088	37,533				
					Total: 882,621					

OPTION AWARDS ^[1]							SHARE-BASED AWARDS				
Name	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] [\$]	
	Vested	Unvested			Vested	Unvested ^[7]					
Claude G��n��reux		353,919 ^[8]	34.2325	February 20, 2030		Nil	Nil	131,377	4,235,067	10,905,915	
	15,471	15,470	31.835	April 16, 2029	232	232					
	47,479	47,478	31.12	April 16, 2029	34,660	34,659					
	65,120		28.505	March 27, 2028	217,826						
	65,706		30.27	March 27, 2028	103,815						
	59,571		31.475	March 28, 2027	22,339						
	55,685		33.68	March 28, 2027	Nil						
	23,627		29.31	February 28, 2026	60,013						
	23,065		30.03	February 28, 2026	41,978						
	5,988		33.815	March 22, 2025	Nil						
	49,899		36.53	March 22, 2025	Nil						
	37,142		33.655	March 1, 2025	Nil						
	318,267		35.35	March 1, 2025	Nil						
						480,863	34,891				
						Total: 515,754					

[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 30, 2022 (being the last trading day of the year) closing price on the TSX of \$31.85 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 PSUs and PDSUs held by Messrs. Orr, Tretiak and G  n  reux, in each case, that were not vested as at December 31, 2022.

[4] Represents unvested PSUs and PDSUs held by Messrs. Orr, Tretiak and G  n  reux. 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, 2022, being \$32.236 per Subordinate Voting Share. The PSUs and PDSUs awarded by the Corporation in 2020 and thereafter 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 (i) DSUs granted by the Corporation and PFC to Messrs. Tretiak and G  n  reux and (ii) vested PDSUs held by Messrs. Orr, Tretiak and G  n  reux. PDSUs are not payable until the retirement or other termination of employment of the NEO. The amount is calculated based on the following December 30, 2022 closing prices on the TSX (being the last trading day of the year): PCC Subordinate Voting Shares: \$31.85, Lifeco Common Shares: \$31.30 and IGM Common Shares: \$37.80.

[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 48,238 DSUs for Mr. Tretiak and 4,220 DSUs for Mr. G  n  reux that were vested on December 31, 2022.

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

[8] For Messrs. Orr, Tretiak and G  n  reux, 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 Andr   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 Andr   Desmarais did not hold any PSUs or PDSUs of the Corporation or PFC as at December 31, 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, 2022. 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	4,526,864	5,591,437	Nil
Paul Desmarais, Jr.	8,096,140	Nil	Nil
André Desmarais	8,096,140	Nil	Nil
Gregory D. Tretiak	1,145,024	429,231	2,400,000
Claude Gagnéux	1,097,289	2,158,669	2,400,000

[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, 2022.

[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, 2022. 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.

2019 PSU AND PDSU VESTING

The vesting percentage for PSUs and PDSUs granted in 2019 that vested during the year ended December 31, 2022 was 150 per cent based on the average Fair Value Adjusted ROE, over the three-year performance period from 2019 to 2021, inclusive.

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, 2022. 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, 2022	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	25,567,243	\$31.86	6,700,589 ^[1]
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	25,567,243	\$31.86	6,700,589

[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 below:

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. 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 below:

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)
Cap	Annual pension benefit has been limited to \$1.5 million
Retirement after 67	Pension benefits will be actuarially adjusted

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 below:

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	Pension benefits will be actuarially adjusted

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 below:

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
Cap	Annual pension benefit capped at \$575,000 as at January 1, 2022, increasing by \$70,000 per year up to age 65
Offset	Amount of benefits payable under the Canada Pension Plan or the Québec Pension Plan
Retirement after 65	Pension benefits will be actuarially adjusted

The following table presents information on the pension benefits offered to each NEO calculated as of the end of 2022 for the Corporation's basic pension plan, the SERP and the supplemental pension arrangements for each of Messrs. Orr, Tretiak and G  n  reux (all together called "SERPs") for services rendered in all capacities to the Corporation and its subsidiaries.

The amounts shown below represent the annual pension benefits payable and the accrued obligation that are shared by the Corporation and PFC. As at the end of 2022, the percentages attributable to the Corporation and PFC are, respectively, 5 per cent and 95 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 Andr   Desmarais, 50 per cent each for Gregory D. Tretiak and 24 per cent and 76 per cent for Claude G  n  reux.

Name	Number of years of credited service ^[1] [#]	Annual benefits payable [\$]		Accrued obligation at start of year ^[3] [\$]	Compensatory change ^[4] [\$]	Non-compensatory change [\$]	Accrued obligation at year-end ^[3] [\$]
		At year-end ^[2]	At age 65 ^[2]				
R. Jeffrey Orr	21.6 ^[5]	2,500,000	2,500,000	41,108,000 ^[6]	7,000	-7,536,000 ^[7]	33,579,000 ^[8]
Paul Desmarais, Jr. ^[9]	42.8 ^[10]	1,841,448	1,841,448	31,406,000 ^[11]	Nil	-6,843,000 ^[12]	24,563,000 ^[13]
Andr�� Desmarais ^[9]	36.8 ^[10]	1,841,340	1,841,340	33,414,000 ^[11]	Nil	-7,669,000 ^[12]	25,745,000 ^[13]
Gregory D. Tretiak	34.5 ^[14]	1,517,511	1,517,511	24,070,000 ^[6]	51,000	-3,721,000 ^[7]	20,400,000 ^[8]
Claude G��n��reux	7.8 ^[15]	645,000	948,100	9,283,000 ^[6]	150,000	-2,227,000 ^[7]	7,206,000 ^[8]

[1] With respect to Mr. R. Jeffrey Orr, a maximum of 20 years of credited service are recognized under the SERP. With respect to Messrs. Paul Desmarais, Jr. and Andr   Desmarais, a maximum of 15 years of credited service are recognized under the SERP. With respect to Mr. Gregory D. Tretiak, a maximum of 30 years of credited service are recognized under the SERP.

[2] 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, 2022 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, with an actuarial adjustment to his pension benefits if retirement occurs after age 65, as a result of an amendment to Mr. Orr's supplemental pension arrangement. Effective January 1, 2022, the annual benefits payable to Mr. Tretiak are capped at \$1,500,000, with an actuarial adjustment to his pension benefits if retirement occurs after age 67, as a result of an amendment to Mr. Tretiak's supplemental pension arrangement. Effective January 1, 2022, the annual benefits payable to Mr. G  n  reux are capped at \$575,000, with a limited future benefit accrual of \$70,000 per year up to age 65, with an actuarial adjustment to his pension benefits if retirement occurs after age 65, as a result of an amendment to Mr. G  n  reux's supplemental pension arrangement.

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

[4] 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.

[5] Mr. Orr's credited service under the Corporation's basic pension plan and the Orr SERP as at 2022 year-end is 21.6 years (including four years of credited service with IGM, a subsidiary of the Corporation).

[6] 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 SERP 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).

[7] Includes the impact on the accrued obligation of the change in the discount rate from 3.30 per cent to 5.30 per cent for the basic pension plan and from 3.20 per cent to 5.30 per cent for the SERP, non-pay related experience such as mortality and retirement, and increase in the obligation due to interest and changes in other assumptions, if any.

[8] 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 5.30 per cent per year for the basic pension plan and for the SERP to calculate the accrued obligation at year-end.

[9] Messrs. Paul Desmarais, Jr. and Andr   Desmarais retired from the Corporation effective March 1, 2020.

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

[11] 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 both the basic pension plan and the SERP to calculate the accrued obligation at the start of the year.

[12] Includes the impact on the accrued obligation of the change in the discount rate from 3.00 per cent to 5.30 per cent for both the basic pension plan and 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.

[13] 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 5.30 per cent per year for the basic pension plan and the SERP to calculate the accrued obligation at year-end.

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

[15] Mr. G  n  reux's credited service under the Corporation's basic pension plan is 7.3 years due to the plan's waiting period. Credited service under Mr. G  n  reux's supplemental pension arrangement began on his first day of employment and totals 7.8 years as at December 31, 2022.

Retirement, Termination and Change of Control Benefits

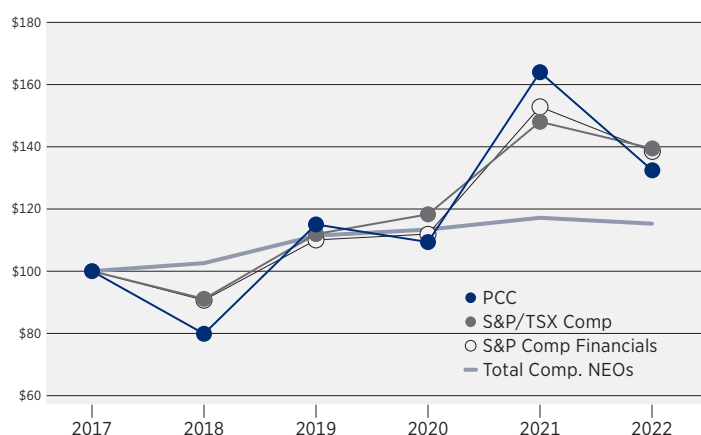
There are not any contracts, agreements, plans or arrangements that provide for incremental payments to any NEOs at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in an NEO's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

Performance Graph

The graph below compares the cumulative total shareholder return on \$100 invested in Subordinate Voting Shares (POW) with the cumulative annual total return of the S&P/TSX Composite Index and the S&P Composite Financials Index over the five-year period ended December 31, 2022 (assuming all cash dividends and distributions were reinvested on the date they were paid). The graph also shows the Corporation's total compensation of Messrs. Orr, Tretiak and G  n  reux (with the three-year allotment of options in 2020 to Messrs. Tretiak and G  n  reux annualized for the years 2020 through 2022 (see "Executive Compensation – Compensation of Messrs. Tretiak and G  n  reux – Summary Compensation Table – Presented with 3-year Option Grant Annualized" above)) over the same period. Although the Corporation's determination of executive compensation is based upon the philosophy and objectives described above and is not based upon the total return of the Subordinate Voting Shares relative to any particular stock index, the trend of such executive officers' total compensation is consistent with the trend of cumulative value earned by the holders of Subordinate Voting Shares over the five-year period. Considering that a significant portion of the total compensation of the NEOs is delivered in the form of PSUs, PDSUs and options, their actual realized and realizable compensation is even further aligned with shareholders' interests (e.g., see "Executive Compensation – Compensation of the Chief Executive Officer – Compensation Look-Back Analysis" above).

Five-year cumulative total returns

Value of \$100 invested on December 31, 2017:



	2017 [\$]	2018 [\$]	2019 [\$]	2020 [\$]	2021 [\$]	2022 [\$]
Subordinate Voting Shares (POW)	100.00	79.91	115.06	109.36	163.96	132.44
S&P/TSX Composite total return index	100.00	91.12	111.97	118.25	147.99	139.48
S&P Composite Financials	100.00	90.68	110.07	111.89	152.84	138.51
Total Compensation NEOs	100.00	102.56	111.44	113.38	117.21	115.26

Indebtedness of Directors and Executive Officers

The following table presents the aggregate outstanding indebtedness, as at February 28, 2023, 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	9,445,622 ^[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 8, 2023 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 17, 2023.

Other than as disclosed in the foregoing table, as at February 28, 2023, 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

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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, 2023, the Desmarais Family Residuary Trust exercised, through holding entities, control over shares carrying approximately 51.34 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);
- > The Audit Committee and Human Resources Committee are composed solely of independent Directors and no members of management are members of the Governance and Nominating Committee; 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	✓		✓ Immediate family member is an executive officer of a subsidiary of Power ^[2]
Paul Desmarais, Jr.	✓		✓ Immediate family member is an executive officer of a subsidiary of Power ^[3]
Gary A. Doer	✓	✓	
Anthony R. Graham	✓	✓	
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	✓	✓	
Elizabeth D. Wilson	✓	✓	

[1] Within the meaning of the Instruments.

[2] Mr. Olivier Desmarais, son of André Desmarais, is an executive officer of Power Sustainable Capital Inc., a wholly owned subsidiary of Power.

[3] Mr. Paul Desmarais III, son of Paul Desmarais, Jr. is an executive officer of Sagard Holdings Inc., a wholly owned subsidiary of Power.

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 2022. 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 have been 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 Audit Committee and 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 Canada Life 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 directors, officers nor employees of the Corporation 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 meetings held during the year ended December 31, 2022:

AUDIT COMMITTEE

Membership

Siim A. Vanaselja (Chair)	✓	○
Marcel R. Coutu	✓	○
Gary A. Doer	✓	○
T. Timothy Ryan, Jr.	✓	○
Elizabeth D. Wilson	✓	○

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)	✓	○
Marcel R. Coutu	✓	○
Sharon MacLeod	✓	○
Isabelle Marcoux	✓	○

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, to oversee human resources management strategies relating to employee health and well-being 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
○ Not a member of management

GOVERNANCE AND NOMINATING COMMITTEE**Membership**

Paul Desmarais Jr. (Chair)	<input type="radio"/>
André Desmarais	<input type="radio"/>
Anthony R. Graham	<input checked="" type="radio"/> <input type="radio"/>
Isabelle Marcoux	<input checked="" type="radio"/> <input type="radio"/>
Christian Noyer	<input checked="" type="radio"/> <input type="radio"/>

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)	<input checked="" type="radio"/> <input type="radio"/>
Pierre Beaudoin	<input checked="" type="radio"/> <input type="radio"/>
Christian Noyer	<input checked="" type="radio"/> <input type="radio"/>
Elizabeth D. Wilson	<input checked="" type="radio"/> <input type="radio"/>

Number of meetings: 3

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.

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 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 robustness 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. 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.

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, 2022, 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. In addition to the skills below, all directors are financially literate and have expertise in governance.

Director	Financial Services	Accounting/Audit	Risk Management	Strategic Planning/ Mergers & Acquisitions	Finance/Capital Markets	International Business and Markets	Government Relations/ Public Policy	Legal/Regulatory/ Compliance	Human Resources/ Executive Compensation	Corporate Sustainability	Technology/Cyber
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.

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

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

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 four women (29 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. 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 six women (out of 19) and five women (out of 15) being nominated for election to their respective Board of Directors representing in total 32 per cent of their combined nominees.

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.

Following amendments to the *Canada Business Corporations Act* effective August 31, 2022, shareholders will be asked to vote "for" or "against" each Director nominee and only nominees receiving a majority of the votes cast in their favour will be elected, subject to specific circumstances. However, if an incumbent director is not elected by a majority of "for" votes, such director will still be permitted to continue in office until the earlier of (a) the 90th day after the day of the election; and (b) the day on which their successor is appointed or elected.

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.

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. Although the scope and focus of such review may vary from year to year, the review conducted in early 2023 included a confidential Board effectiveness survey, which was administered by the Corporation's external legal counsel and completed by each of the Directors, soliciting feedback from Directors on matters, that included the operation of the Board and its Committees, the effectiveness of Board processes and the Board's relationship to management, the integration of Environmental, Social and

Specifically, throughout 2022, Directors participated in continuing education presentations that included, among other topics, updates and presentations on: accounting standards, taxation rules, value creation, talent management, the Corporation's operations and results and overviews, the Corporation and its subsidiaries' priorities, 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.

Governance considerations into discussions and decisions, the oversight of risk management at the Corporation, including with respect to cybersecurity risk, the adherence by the Board and the Governance and Nominating Committee to the Diversity Policy in nominating individuals for election to the Board, the adequacy of information provided to Directors, the Board structure and agenda planning for the Board and Committee meetings. The aggregated, anonymous survey results are reviewed by the Governance and Nominating Committee. The Chair of the Committee reports the findings, including key recommendations, to the full Board for discussion.

In addition, the Board engages an independent consultant every few years to conduct an assessment of the effectiveness and performance of the Board and its standing committees, including through confidential interviews with each Director to discuss governance processes and practices. This was most recently done in early 2022.

Chair, Lead Director and CEO 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, having in mind the Corporation's diversity objectives. 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. As at December 31, 2022, women did not occupy positions (0 per cent) of Executive Officers or Officers at the Corporation, however, 52 per cent of positions at the management level at the Corporation were held by women.

The Corporation's publicly traded subsidiaries, Lifeco and IGM, have publicly disclosed that women currently hold five and six executive officer positions at such respective subsidiaries (including their respective principal subsidiaries). As a result, women hold a total of 11 executive officer positions within the Corporation's group companies (including its publicly traded subsidiaries and their respective principal subsidiaries), representing 31 per cent of the total number of executive officer positions at such entities. Currently, there are four "members of visible minorities" (representing 11 per cent of the executive officers of the Corporation and its publicly traded subsidiaries), one "person with disabilities" (representing 3 per cent of the executive officers of the Corporation and its publicly traded subsidiaries 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 Proposals

The Shareholder Association for Research & Education (SHARE) submitted one shareholder proposal to the Corporation on behalf of the Mississaugas of the New Credit First Nation Community Trust and the *Mouvement d'éducation et de défense des actionnaires* (MÉDAC) submitted three proposals to the Corporation. Following discussions with SHARE and the MÉDAC, these proposals were subsequently withdrawn and are not submitted to shareholder vote. Each of the four proposals as well as the Corporation's responses thereto, are set out in Schedule A.

The period during 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 2024 is within the 60-day period that begins on December 18, 2023 and ends on February 16, 2024.

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	<p>The Chairman of the Board, or in certain cases, the Lead Director, may communicate from time to time with various stakeholders, including shareholders, regulators and corporate governance groups in connection with governance-related matters.</p> <p>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, Quebec, Canada H2Y 2J3.</p>
Management	<p>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.</p> <p>In 2022, the Corporation met with 86 investors.</p>
Investor Relations	<p>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.</p> <p>Shareholders can contact Power’s investor relations team by email at: investor.relations@powercorp.com.</p>
Live Webcast	<p>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.</p> <p>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.</p>
Corporate Secretary	<p>The Corporate Secretary interacts with shareholders regarding shareholder proposals and corporate governance matters.</p> <p>Shareholders can communicate with the Corporate Secretary at: corporate.secretary@powercorp.com.</p>

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 United States) or
 +1-514-982-7555

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, including temporary, part-time and contractual 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). All 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 (“CSR”) 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 a Global 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 all officers and 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, CSR

Statement, Environmental Policy, Responsible Procurement Policy Statement and Third-Party Code of Conduct, among others. The online training course contains testing to demonstrate understanding of the Code of Conduct and the other policies of the Corporation. At the end of the training, all are required to certify their compliance with the Code of Conduct and key corporate policies. In 2022, all of the Corporation’s officers, directors and employees acknowledged compliance.

Sustainability Approach

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 a long-term active shareholder, and as an employer and contributor to the communities in which it operates. The Corporation’s sustainability approach is rooted in this philosophy, as well as in its mission statement, CSR Statement and Code of Conduct and is 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, 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 nine out of 14 director nominees have corporate sustainability 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 ESG objectives based on the Corporation’s ESG strategy are now a specific category of objectives that form part of the overall annual objectives of the NEOs.

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 2022, the Corporation earned the score of A- (Leadership). 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 A (on a scale of AAA-CCC) in the MSCI ESG ratings assessment.

ESG STEWARDSHIP AS A LONG-TERM ACTIVE SHAREHOLDER

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 a long-term active shareholder, 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 2022, the conference focused on the future of ESG, the scope of auditing in sustainability and human capital management trends.

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 GBL, as well as several of their own portfolio companies, are also supporters of the Task Force on Climate-Related Financial Disclosures. Furthermore, Lifeco, IGM and GBL are part of the global climate transition movement.

Additional Information

Upon request to the Secretary of the Corporation at 751 Victoria Square, Montréal, Quebec, 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, Quebec

March 17, 2023

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 Shareholder Association for Research & Education (SHARE), Suite 440, 789 West Pender Street, Vancouver, BC V6C 1H2 and Unit 412, 401 Richmond Street West, Toronto, ON M5V 3A8, has submitted the following shareholder proposal on behalf of the Mississaugas of the New Credit First Nation Community Trust for consideration at the Meeting. However, following discussions with the Corporation, SHARE has agreed not to submit this shareholder proposal to a vote.

Shareholder Proposal 1

NOT SUBMITTED TO A SHAREHOLDER VOTE

Resolved that: The board of directors report to shareholders on the extent to which our company's policies, plans, and practices regarding Indigenous reconciliation (including Indigenous community relations, the recruitment and advancement of Indigenous employees, internal Indigenous cultural awareness education, and procurement from Indigenous-owned businesses) compare to, or are certified by external Indigenous-led standards of practice.

ARGUMENTS

To be responsive to the regulatory and reputational pressure related to Indigenous reconciliation, many companies have developed internal policies, plans, and programs on Indigenous relations, the recruitment and advancement of Indigenous employees, Indigenous cultural awareness training for employees, and procurement from Indigenous-owned businesses.

For investors, however, the breadth, depth, and content of these policies, plans, and programs is impossible to determine. Facing inconsistent disclosure, the extent to which a company has effectively incorporated and implemented steps to address Indigenous reconciliation and inclusion is impossible to measure.

There are, however, externally-verified options for corporations to demonstrate that their programs meet standards developed by qualified Indigenous organizations, such as the Progressive Aboriginal Relations (PAR) program of the Canadian Council for Aboriginal Business, which provides independent certification to corporations in Canada. Within Canada's financial sector, this is already an established best practice: BMO, Scotiabank, CIBC, Deloitte, EY, ATB Financial, and Accenture have all achieved certification under the PAR program, and others have committed to achieving certification.

BOARD AND MANAGEMENT STATEMENT

Power Corporation of Canada, a holding company, as well as its group companies are committed to creating workplaces that reflect the diversity and vibrancy of the Canadian mosaic, including Indigenous employees. We believe that promoting diversity and inclusion will elevate our performance, grow our business, and help us learn from one another. The Corporation is dedicated to supporting an inclusive and diverse workforce, promoting diversity on the Board and among its employees. In furtherance of this, Power has adopted a Board and Senior Management Diversity Policy which considers Indigenous Peoples, as well as other underrepresented groups, as part of its diversity objectives.

Power is also committed to advancing Indigenous reconciliation, including through partnerships (e.g., our partnership, formed in 2021, with the National Centre for Truth and Reconciliation) and various community investments that build better understanding of this important topic and also strengthen reconciliation, community capacity and well-being in Indigenous communities. The Corporation's dedicated Corporate Social Responsibility website (www.powercorporationcsr.com) publicly outlines our initiatives in this respect. In addition, our sustainability report, published annually, describes our priorities, practices, and programs, including on Indigenous reconciliation matters. Power's most recent report is available at: https://www.powercorporationcsr.com/media/uploads/reports/bpcc-sustainability-website_-_november-2022-final.pdf.

Power's two largest operating subsidiaries, Lifeco (through its subsidiary Canada Life) and IGM, have also publicly stated their commitment to Indigenous reconciliation by, in particular, their endorsement of the Canadian Truth and Reconciliation Commission's Call to Action #92, which asks companies to ensure that Indigenous Peoples are included in and benefit from their business activities and by being signatories of the Winnipeg Indigenous Accord. Lifeco's and IGM's sustainability reports are available at <https://www.canadalife.com/content/dam/canadalife/documents/corporate/pas/canada-life-public-accountability-statement-2021.pdf> and <https://www.igmfinancial.com/content/dam/igm/en/corpresp/assets/docs/igm-financial-2021-sustainability-report.pdf>, respectively.

Power is committed to developing positive and sustainable relationships with Indigenous people and communities and to engaging with its stakeholders in this regard. Power is also committed to increasing employee education and public disclosure in connection with Indigenous reconciliation, and Power's initiatives in this regard.

The Corporation believes that its current policies and practices in connection with indigenous reconciliation are appropriate and tailored to its particular circumstances as a holding company.

As agreed with SHARE, this proposal has been withdrawn and is not being submitted to a shareholder vote.

The *Mouvement d'éducation et de défense des actionnaires* ("MÉDAC"), 82 Sherbrooke Street West, Montréal, Quebec H2X 1X3 has submitted the following three shareholder proposals for consideration at the Meeting. However, following discussions with the Corporation, MÉDAC has agreed not to submit these shareholder proposals to a vote.

Shareholder Proposal 2

NOT SUBMITTED TO A SHAREHOLDER VOTE

WOMEN IN MANAGEMENT: BREAKDOWN ACCORDING TO EXECUTIVE POSITIONS (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

Last year, this proposal attracted a great deal of interest from numerous shareholders. Two companies, Industrial Alliance and Transat Inc., agreed to supplement their disclosure on women in the workplace by indicating the percentage of women holding management positions in their organization, which was a notable achievement.

We would like to submit this proposal once again. On the one hand, because we believe that increasing the representation of women at all levels of an organization broadens decision-making through the contribution of the complementary vision of all genders and, on the other hand, because it allows for the development of the mechanisms needed to ensure succession for strategic positions. The publication of such data also allows us to assess the efforts made by leaders to develop a gender-balanced culture where the contribution of women and men is recognized equally. As Peter Drucker said, "What gets measured gets improved," and it is in this context that we are asking for this disclosure.

The presence of women in the workforce has been weakened over the past two years as a result of the pandemic. As a matter of fact, the United Nations has highlighted this in a document on sustainable development goals, one of which deals specifically with gender equality. We quote: "With the spread of the COVID-19 pandemic, even limited progress on gender equality and women's rights could be undone. COVID-19 is increasing existing inequalities that affect women and girls in all areas, from health to economy, to safety and social protection".

It is therefore important that shareholders be able to monitor this issue closely to ensure that both women and men can achieve their potential at all levels of the organization.

BOARD AND MANAGEMENT STATEMENT

The Corporation already reports annually on the representation of women in its management from entry level to top level. In the "Executive Officer Diversity" section of this Circular on page 70, the percentage of women that are (i) executive officers, (ii) officers and (iii) managers are presented. As Power is a holding company with fewer than 100 full-time employees, this reporting covers the only levels of management at the Corporation. Therefore, the Corporation is already fulfilling the request set-out in this proposal. With respect to the representation of women in management at our publicly traded operating subsidiaries Great-West Lifeco Inc. and IGM Financial Inc., whose employee base constitutes the vast majority of the workforce within the Power Group of companies, we refer shareholders to their respective public disclosure.

The Corporation is committed to supporting an inclusive and diverse workforce, promoting diversity on the Board and among its employees. In furtherance of this, Power has adopted a Board and Senior Management Diversity Policy. This Policy specifically acknowledges the important role of women in contributing to diversity of perspective at the Board level and in senior management roles.

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. Information regarding the Corporation's Board and Senior Management Diversity Policy can also be found on page 70 of this Circular.

As agreed with the MÉDAC, this proposal has been withdrawn and is not being submitted to a shareholder vote.

Shareholder Proposal 3

NOT SUBMITTED TO A SHAREHOLDER VOTE

DISCLOSURE OF LANGUAGE FLUENCY OF DIRECTORS (TRANSLATION)

It is proposed that the language fluency of the directors be disclosed in their skills and expertise grid in the circular.

ARGUMENTS

In recent years, a number of public controversies about language have tainted the reputation of prominent public companies in terms of their social responsibility and their interpretation of their duties and obligations with respect to diversity^[1], an inherent component of our societies. Language is at the heart of our democratic institutions and is a fundamental attribute of the community.

The recurrence of such situations, which are harmful from any standpoint, must be prevented. For this reason – and indeed for several others – it is appropriate for all interested parties (stakeholders) to be informed, through a formal and official disclosure, of the language fluency of the company's directors. Obviously, "fluency" is meant to be understood as a level of language sufficient to allow its widespread use in all spheres of activity of individuals and entities; a level of language sufficient to allow each director to execute his or her duties and functions fully and completely.

BOARD AND MANAGEMENT STATEMENT

The Board has determined to accept the shareholder proposal presented by MÉDAC and, commencing with the Management Proxy Circular of the Corporation for its annual meeting of shareholder to be held in 2024, will provide skills matrix disclosure on each Directors' language fluency.

As agreed with the MÉDAC, this proposal has been withdrawn and is not being submitted to a shareholder vote.

Shareholder Proposal 4

NOT SUBMITTED TO A SHAREHOLDER VOTE

UPGRADING THE ROLE OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE (TRANSLATION)

It is proposed that the Board of Directors review the mandate of the Human Resources Committee in order to include more responsibilities with respect to the health and well-being of employees.

ARGUMENTS

Upon reviewing the work of the Human Resources committee as disclosed in the 2022 Management Information Circular, it is not possible to ascertain how important matters unrelated to compensation are to members of the committee. These matters relate to institutional strategies aimed at promoting employee wellness, safety and mental health, as well as their engagement and comfort level with regard to new work arrangements, skills development in the digital age, the type of organizational culture encouraged by the institution and other aspects that allow shareholders and stakeholders alike to ensure that human resources management is being carried out with a view to address future challenges.

We propose that the Board of Directors revise the mandate of this committee so that the latter can play a role in overseeing key strategies with regard to organizational culture, human resources, engagement, health, well-being, equity, diversity and employee inclusion, and can ensure that these strategies and organizational culture incorporate principles related to environmental, social and governance (ESG) factors.

BOARD AND MANAGEMENT STATEMENT

The Human Resources Committee (the "Committee") of the Corporation already plays an oversight role in connection with the well-being of the Corporation's employees. To formalize this existing role and practice, in March 2023, the Committee Charter was amended to include the following: "The Committee shall oversee the human resources management strategies relating to employee health and well-being."

As agreed with the MÉDAC, this proposal has been withdrawn and is not being submitted to a shareholder vote.

[1] medac.qc.ca/2045

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, 2022.

	Number of subordinate voting shares	% of outstanding Shares of the Corporation
(a) Issuable pursuant to options outstanding	14,665,550	2.17%
(b) Issuable pursuant to options available for granting	6,700,589	0.99%
(c) Reserved for issuance (a+b)	21,366,139	3.15% ^[1]
Issuable pursuant to options granted during year ended December 31, 2022	668,739	0.10% ^[2]
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	3,991,630	0.62% ^[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 670,642,910 (being the total of 615,782,044 Subordinate Voting Shares and 54,860,866 Participating Preferred Shares) for the fiscal year ended December 31, 2022, 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, and 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.

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, it is not less than the market value of Subordinate Voting Shares on the date of the grant. It is calculated by taking the volume-weighted average trading price of the shares on the TSX during the immediately preceding three trading days.
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: <ul style="list-style-type: none"> > 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: <ul style="list-style-type: none"> > 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 volume weighted average trading price of Subordinate Voting Shares on the TSX during the immediately preceding three trading days. 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	<p>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:</p> <ol style="list-style-type: none"> 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]
Amendments implemented during the last financial year	The Board of Directors, on March 17, 2022, authorized an amendment to the Plan to increase the number of Subordinate Voting Shares issuable pursuant to the Plan by an additional 4,000,000 Subordinate Voting Shares, which increase was approved by shareholders at the 2022 Annual Meeting of Shareholders.

[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, 2022, 10,901,693 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 volume-weighted average trading price of the shares on the TSX during the immediately preceding three trading days.
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	<p>The number of Subordinate Voting Shares:</p> <ul style="list-style-type: none"> > 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	<p>Upon the earlier of the date first established by the Human Resources Committee and:</p> <ul style="list-style-type: none"> > 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 volume weighted average trading price of Subordinate Voting Shares on the TSX during the immediately preceding three trading days. 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	<p>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:</p> <ol style="list-style-type: none"> 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	<p>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]</p>

[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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