



**NOTICE OF ANNUAL MEETING  
OF SHAREHOLDERS  
AND  
MANAGEMENT PROXY CIRCULAR  
2019**

**Tuesday, May 7, 2019 at 11:00 a.m.**

1425, Alexandre-de-Sève Street, Montréal, Québec

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS 2019



**Date:** Tuesday, May 7, 2019  
**Time:** 11:00 a.m.  
**Place:** Studio E of TVA Group Inc.  
1425 Alexandre-de-Sève Street  
Montréal, Québec, Canada

Please note that at the Annual Meeting of the holders of shares of TVA Group Inc. (the "Corporation"), the shareholders will be asked to:

- receive the consolidated financial statements of the Corporation for the year ended December 31, 2018 and the external auditor's report thereon;
- elect the directors;
- appoint the external auditor; and
- transact such other business as may properly be brought before the meeting or any adjournment thereof.

Enclosed are the Corporation's Management Proxy Circular and a form of proxy or a voting instruction form (to be used by holders of Class A Common Shares).

Only persons shown on the register of shareholders of Class A Common Shares at the close of business on March 11, 2019 are entitled to receive notice of the Meeting and to vote.

If you are unable to attend the meeting, you may vote by proxy, by fax or by email. Instructions on how to proceed to vote are described on the form of proxy or on the voting instruction form. To be valid, your instructions must be received by the Corporation's transfer agent, AST Trust Company (Canada), no later than May 3<sup>rd</sup>, 2019 at 5:00 p.m. (EDT).

**BY ORDER OF THE BOARD OF DIRECTORS,**

A handwritten signature in blue ink, appearing to read "Marc Tremblay", written over a horizontal line.

Marc M. Tremblay  
Corporate Secretary

Montréal, Québec  
March 26, 2019

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## GENERAL INFORMATION

### SOLICITATION OF PROXIES

This Management Proxy Circular (the “Circular”) is provided in connection with the solicitation of proxies by the management of TVA Group Inc. (the “Corporation” or “TVA”) for use at the Annual Meeting of shareholders of the Corporation to be held on Tuesday, May 7, 2019 (the “Meeting”) at the time and place and for the purposes mentioned in the Notice of Meeting and at any and all adjournments thereof.

Except as otherwise indicated, the information contained herein is given as at **March 12, 2019**. All dollar amounts appearing in this Circular are in Canadian dollars.

Proxies are solicited primarily by mail. However, proxies may also be solicited by other means of communication or directly by officers and employees of the Corporation, but without additional compensation. In addition, the Corporation shall, upon request, reimburse brokerage firms and other custodians for their reasonable expenses in forwarding proxies and related material to beneficial owners of shares of the Corporation. The cost of soliciting proxies shall be borne by the Corporation. The costs are expected to be nominal.

### RECORD DATE

The holders of Class A Common Shares (the “Class A Shares”) whose names appear on the list of shareholders prepared at the close of business on March 11, 2019 (the “Record Date”) will be entitled to receive notice of the Meeting and to vote at the Meeting and any adjournment thereof if present or represented by proxy thereat.

The holders of Class B Non-Voting Shares (the “Class B Non-Voting Shares”) are entitled to receive notice of the Meeting and to attend and participate at meetings of shareholders of the Corporation but are not entitled to vote.

A transferee of Class A Shares acquired (in total or in part) after the Record Date is entitled to vote those shares at the Meeting and at any adjournment thereof if he produces properly endorsed share certificates for such shares or if he otherwise establishes that he owns the shares and if he requires, no later than ten days before the Meeting, that his name be included on the list of shareholders entitled to vote at the Meeting.

### VOTING SHARES AND MAJOR SHAREHOLDERS

The shares of the Corporation conferring the right to vote at the Meeting are the Class A Shares. Each Class A Share confers the right to one vote.

The Class B Non-Voting Shares are “restricted securities” (within the meaning of the relevant Canadian regulations respecting securities) in that they do not carry any voting rights.

As at March 12, 2019, 4,320,000 Class A Shares and 38,885,535 Class B Non-Voting Shares were issued and outstanding.

To the knowledge of the directors and executive officers of the Corporation, the only person who, on March 12, 2019, beneficially owned or exercised control over more than 10% of the Class A Shares of the Corporation was Quebecor Media Inc. (“QMI”). As of March 12, 2019, QMI directly held 4,318,512 Class A Shares representing 99.97% of all the voting rights attached to the issued and outstanding Class A Shares, and 25,220,852 Class B Non-Voting Shares, representing 64.86% of the issued and outstanding Class B Non-Voting Shares. As of March 12, 2019, QMI was owned directly and indirectly by Quebecor Inc. (“QI”).

QI, Capital d’Amérique Investissements inc. (“CDP Capital”) and QMI entered into a shareholders’ agreement dated October 23, 2000, as consolidated and amended by a shareholders’ agreement dated December 11, 2000 and by an amended agreement dated October 11, 2012, which provided, in particular, their respective rights of representation on the boards of directors and committees of the boards of QMI and of the Corporation, in proportion of their respective shareholding. Following the acquisition by QI of all the QMI shares held by CDP Capital on June 22, 2018, this agreement was terminated.

## **RIGHTS IN THE EVENT OF A TAKE-OVER BID**

In the event that a take-over bid is made for the Class A Shares, there are no provisions in the applicable legislation nor in the Articles of the Corporation pursuant to which an offer must be made for the Class B Non-Voting Shares, and there is no other recourse for holders of Class B Non-Voting Shares pursuant to the Articles of the Corporation. If a take-over bid is made to both Class A Shares and Class B Non-Voting Shares, the offer made for the Class A Shares may be subject to different terms than the offer made to the Class B Non-Voting Shares.

## **VOTING OF SHARES BY CLASS A SHAREHOLDERS**

### **Registered shareholders**

A shareholder is a registered shareholder if his name appears on his share certificate.

A registered shareholder can vote his Class A Shares in one of the following ways:

- in person at the Meeting;
- by proxy;
- by fax or by email.

#### Voting in person at the Meeting

The registered shareholder who intends to be present at the Meeting and who wishes to vote in person should not complete or return the form of proxy. His vote will be taken and considered at the Meeting. The registered shareholder should present himself to a representative of AST Trust Company (Canada) (“AST”) at the registration table before entering the Meeting.

#### Voting by proxy

Whether or not he attends the Meeting, the registered shareholder may appoint another person to attend the Meeting and to vote his shares on his behalf as proxyholder.

**A shareholder may choose anyone to be his proxyholder. The person he chooses does not have to be a shareholder of the Corporation. The shareholder should simply insert the person's name in the blank space provided for such purpose. The shareholder should make sure that this person is attending the Meeting and is aware that he has been appointed to vote his shares. If a name is not inserted in the blank space, then one of the directors named on the form of proxy, being Sylvie Lalande or A. Michel Lavigne, will be appointed to act as proxyholder.**

The appointed proxyholder is authorized to vote and act on behalf of a shareholder at the Meeting, including any adjournment thereof. The shareholder should indicate on the form of proxy how he wants his shares to be voted. Alternatively, he can let his proxyholder decide for him. If the proxyholder does not attend the Meeting and vote in person, the shares will not be voted. Please refer to section "Vote by proxyholders" of this Circular for additional details.

#### *Revocation of a proxy*

A registered shareholder who has given a proxy may revoke it at any time prior to its use, by instrument in writing executed by the shareholder or by his attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized. Such instrument should either be received at the Corporate Secretariat of the Corporation, 612 Saint-Jacques Street, 18<sup>th</sup> floor, Montréal, Québec, Canada, H3C 4M8, at any time up to and including the last business day preceding the Meeting or any adjournment thereof, or deposited with the Chair of such Meeting on the day of the Meeting or any adjournment thereof.

#### Voting by fax or by email

A registered shareholder who wishes to vote by fax or by email should follow the instructions appearing on his form of proxy.

### **Non-registered shareholders (or beneficial shareholders)**

A shareholder is a non-registered shareholder (or a beneficial shareholder) if a bank, trust corporation, securities broker or other financial institution holds shares for him (his nominee). If shares appear in an account statement sent by a broker to the shareholder, such shares are most likely not registered in the name of the shareholder, but rather in the name of a broker or a representative of that broker. As a result, the non-registered shareholder must ensure that his voting instructions are communicated to the appropriate person before the Meeting or any adjournment thereof. Without specific instructions, brokers and their agents or nominees are prohibited from voting their clients' shares.

A shareholder who is not sure whether he is a registered or non-registered shareholder should contact AST, the Corporation's transfer agent, at 1 800 387-0825 or, from outside Canada, at 416 682-3860.

Applicable securities laws and instruments, including *National Instrument 54-101 Respecting Communication with Beneficial Owners of Securities of a Reporting Issuer*, require nominees of non-registered shareholders to seek their voting instructions in advance of the Meeting. Brokers and other intermediaries have their own procedures for sending materials and their own guidelines for the return of documents. Non-registered shareholders should follow these instructions to the letter if the voting rights attached to their shares are to be cast at the Meeting. Most brokers now delegate the responsibility of obtaining their clients' instructions to a third party. A non-registered shareholder who receives a voting instruction form from such third party cannot use such form to vote directly at the Meeting as the voting instruction form must be returned to this third party in advance of the Meeting in order to have his shares voted or to appoint an alternative representative to attend the Meeting in person to vote such shares.

A non-registered shareholder may vote his Class A Shares that are held by its nominee in one of the manners described below:

- in person at the Meeting;
- by proxy (voting instruction form);
- by proxy (voting instruction form) sent by fax or by email.

### Voting in person at the Meeting

A non-registered shareholder who wishes to vote his shares in person at the Meeting must insert his own name in the space provided on the voting instruction form in order to appoint himself as proxyholder and follow the signature and return instructions provided by its nominee. The non-registered shareholder should not complete the form sent to him as his votes will be taken and counted at the Meeting. A non-registered shareholder who appoints himself as proxyholder should present himself at the Meeting to a representative of AST.

### Voting by proxy (voting instruction form)

Whether or not he attends the Meeting, the non-registered shareholder may appoint another person to attend the Meeting and to vote his shares on his behalf as proxyholder.

**A shareholder may choose anyone to be his proxyholder. The person he chooses does not have to be a shareholder of the Corporation. The shareholder should simply insert the person's name in the blank space provided for such purpose. The shareholder should make sure that this person is attending the Meeting and is aware that he has been appointed to vote his shares. If a name is not inserted in the blank space, then one of the directors named on the instruction form, being Sylvie Lalonde or A. Michel Lavigne, will be appointed to act as proxyholder.**

The appointed proxyholder is authorized to vote and to act on behalf of a shareholder at the Meeting, including any adjournment thereof. The non-registered shareholder should indicate on the voting instruction form how he wants his shares to be voted. Alternatively, he can let his proxyholder decide for him. If the proxyholder does not attend the Meeting and vote in person, the shares will not be voted. Please refer to section "Vote by proxyholders" of this Circular for additional details.

### *Revocation of a proxy*

A non-registered shareholder who has given a proxy may revoke it by contacting his nominee in respect of such proxy and by complying with any applicable requirements imposed by such nominee. The nominee may not be able to revoke a proxy if it receives insufficient notice of revocation.

### Voting by fax or by email

A non-registered shareholder who wishes to send a proxy by fax or by email should follow the instructions appearing on the voting instruction form.

### **Vote by proxyholders**

The proxyholders previously designated on the form of proxy or the voting instruction form are directors of the Corporation. If a registered shareholder or a beneficial owner wants to appoint a proxyholder to represent him at the Meeting other than those designated on the form of proxy or voting instruction form, he may do so by striking out the names listed on the form and entering the name of such person in the space provided to that effect.

If the registered shareholder or the beneficial owner is not a natural person, the form of proxy or voting instruction form must be signed by an officer or a duly authorized agent of said registered shareholder or beneficial owner. A proxyholder need not be a shareholder of the Corporation.

### Exercise of voting right

The proxyholders previously designated on the form of proxy or voting instruction form, will vote the shares in respect of which they are appointed on any ballot in accordance with the instructions of the shareholder appointing them, and in compliance with the applicable laws and regulations.

If no instructions are received, the voting rights pertaining to the shares represented by a form of proxy or voting instruction form will be voted as follows:

- **FOR** the election of each of the proposed nominees for directorship; and
- **FOR** the appointment of Ernst & Young LLP (“Ernst & Young”) as external auditor of the Corporation.

The proxy confers discretionary authority upon the persons named therein with respect to all amendments to matters identified in the Notice of Meeting and to any other matter which may properly come before the Meeting. At the time of printing this Circular, management of the Corporation knows of no such amendments, variations or other matters to be brought before the Meeting.

### Date and time limits

The date and time limits to send your form of proxy or to submit your voting instructions, as the case may be, have been fixed at 5:00 p.m. (EDT), on May 3<sup>rd</sup>, 2019, or, if the Meeting is postponed, no later than 5:00 p.m. two business days prior to the day fixed for the postponed Meeting. Shareholders who receive materials from their intermediary should complete the voting instruction form and submit it to them as instructed on the voting instruction form. The proxy voting deadline may be waived or extended by the Chair of the Meeting at his discretion, without notice.

## AGENDA OF THE MEETING

The resolutions submitted to a vote at the Meeting must be approved by a majority of the votes cast at the Meeting, in person or by proxy, by the holders of Class A Shares.

### FINANCIAL STATEMENTS AND EXTERNAL AUDITOR’S REPORT

The audited consolidated financial statements and the external auditor’s report thereon for the financial year ended December 31, 2018 are available on the Corporation’s website at [www.groupetva.ca](http://www.groupetva.ca) and on SEDAR at [www.sedar.com](http://www.sedar.com).

### ELECTION OF DIRECTORS

The Board of Directors (the “Board”) has set to nine the number of directors to be elected at the Meeting for a term ending at the close of the next annual meeting of shareholders. All the nominees proposed for election have been recommended to the Board by the Human Resources and Corporate Governance Committee (“HRCG”). All director nominees are currently members of the Board of the Corporation.

For additional information concerning the proposed nominees for election as directors, please refer to section “Information on the nominees for election as directors” of this Circular.

It is not contemplated that any of the nominees will be unable, or for any reason, will become unwilling to serve as a director but, should this occur prior to the election, the persons named on the form of proxy, or voting instruction form, reserve the right to vote for another nominee in their discretion, unless the shareholder has specified that his shares are to be withheld from voting on the election of directors.

If no instructions are received, the directors of the Corporation previously designated on the form of proxy, or voting instruction form, intend to vote “**FOR**” the election of each of the nine nominees.



## APPOINTMENT OF THE EXTERNAL AUDITOR

At the Meeting, the shareholders will be called upon to appoint the external auditor of the Corporation to hold office until the next annual meeting of shareholders. The Board and the Audit Committee recommend the appointment of Ernst & Young as external auditor of the Corporation.

If no instructions are received, the directors of the Corporation previously designated on the form of proxy, or voting instruction form, intend to vote “**FOR**” the appointment of Ernst & Young as the external auditor of the Corporation. Ernst & Young has been acting as the external auditor of the Corporation since June 2008.

The Corporation incorporates by reference the information pertaining to the fees paid to Ernst & Young with respect to the two most recently completed financial years contained in the Annual Information Form for the year ended December 31, 2018. The Annual Information Form may be viewed on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation’s website at [www.groupetva.ca](http://www.groupetva.ca).

## OTHER BUSINESS

Management of the Corporation knows of no other matter which should be presented before the Meeting. Should any other matters come before the Meeting and be in order, the persons designated in the accompanying form of proxy or voting instruction form shall vote on such matters in accordance with their best judgement pursuant to the discretionary authority conferred on them by the proxy with respect to such matters.

## INFORMATION ON THE NOMINEES FOR ELECTION AS DIRECTORS

Each of the nominees named hereinafter has held the principal occupation indicated opposite his name for more than five years, except as otherwise indicated, or as disclosed in previous management proxy circulars of the Corporation.

The information on securities held was provided to the Corporation by each of the nominees. The number of shares, deferred share units (“DSU”) and the value of the DSUs are given as of December 31, 2018. For additional information concerning minimum holding requirements, please refer to the section “Policy regarding minimum shareholding by directors” of this Circular.



### MARC A. COURTOIS

Marc A. Courtois is a corporate director.

Mr. Courtois holds a MBA degree and has more than 20 years of experience in capital markets. He has particular expertise in the areas of financing, mergers and corporate acquisitions. He worked for RBC Dominion Securities Inc. from 1980 to 2001.

Mr. Courtois is Chairman of the Board of Directors of NAV Canada and member of the Safety and International Governance Committees. Mr. Courtois has been Chairman of the Board of the Canada Post Corporation from 2007 to 2014 as well as director and member of the Audit Committee of Ovivo Inc. until its privatisation in September 2016.

#### Independent

Director since 2003

Age: 66

Westmount

Québec (Canada)

#### Attendance at

meetings in 2018: 100%

#### Committee of the Board

Chairman of the Audit Committee

#### Other reporting issuer directorship

The GBC American Growth Fund Inc.

Chairman of the Board

Member of the Audit Committee

### Securities of the Corporation held as at December 31, 2018

Shares held	Value of shares <sup>1</sup>	DSUs held	Market value of DSUs <sup>2</sup>	Total value of shares and DSUs held	Minimum holding requirement met (✓) or time limit to meet
6,000 Class B Non-Voting Shares	\$81,954	17,037	\$25,896	\$107,850	✓

1. Being the greater of the total purchase price or the weighted average price of the shares on December 31, 2018 as defined in the Policy regarding minimum shareholding by directors.
2. As defined in the Directors' DSU Plan.



## LISE CROTEAU

FCPA, CPA, ASC

Lise Croteau is a corporate director.

She was, until March 31, 2018, Executive Vice President and Chief Financial Officer of Hydro-Québec since 2015. In this role, her mandate included orienting, developing and overseeing all financial, regulatory and management accounting activities, as well as financial planning, taxation, financial control and risk management. In addition, she is responsible for Hydro-Québec's financial statements and reports. She joined Hydro-Québec in 1986, successively holding management positions, she also served as Acting President and Chief Executive Officer from May to July 2015.

A chartered professional accountant since 1984, Ms. Croteau was named a Fellow of the *Ordre des comptables professionnels agréés du Québec* in 2008.

In 2016, she ranked among Canada's Most Powerful Women: Top 100 Award Winners, a distinction bestowed by the Women's Executive Network (WXN). In 2017, the Québec Chapter of Financial Executives International Canada (FEI Canada) presented her with the Ace of Finance award in the Financial Executive of a Large Corporation category.

She currently serves as a Trustee of the Montréal Museum of Fine Arts and chairs the Audit and Financial Administration Committee. She sits on the Board of Directors of the Montréal Heart Institute Foundation and its Audit Committee and is a director and governor of the *Université de Sherbrooke's Fondation de recherche en administration* (FRAUS).

### Committee of the Board

Member of the Audit Committee

### Other reporting issuer directorship

Boralex Inc.

Member of the Audit Committee

Member of the Investment Committee

### Independent

Director since 2018

Age: 58

Montréal

Québec (Canada)

### Attendance at

meetings in 2018: 100%

## Securities of the Corporation held as at December 31, 2018

Shares held	Value of shares <sup>1</sup>	DSUs held	Market value of DSUs <sup>2</sup>	Total value of shares and DSUs held	Minimum holding requirement met (v) or time limit to meet
None	n/a	5,750	\$8,740	\$8,740	May 3, 2023

1. Being the greater of the total purchase price or the weighted average price of the shares on December 31, 2018 as defined in the Policy regarding minimum shareholding by directors.
2. As defined in the Directors' DSU Plan.



## JACQUES DORION

Jacques Dorion is President of Média Intelligence Inc., a strategic consulting firm for advertisers, agencies and media.

He holds a MBA degree. He has been an active member of the media industry for the past 30 years. In 1979, he founded Stratégem Inc., a media research and analysis company. In 1998, he joined Carat, an international group owned by the British public company Aegis. He has been President and Chief Executive Officer of Aegia Media Canada and previously President and Chief Executive Officer of Carat Canada. Prior to starting his own business, Mr. Dorion worked in the international publishing and the newspaper and magazine distribution industries.

Mr. Dorion has been director of TVA Group Inc. from December 2001 to March 2013.

### Committee of the Board

None

### Other reporting issuer directorship

Mr. Dorion is not a member of the Board of Directors of any other reporting issuer.

#### Non-independent

Director since 2014

Age: 70

Montréal

Québec (Canada)

#### Attendance at

meetings in 2018: 100%

## Securities of the Corporation held as at December 31, 2018

Shares held	Value of shares <sup>1</sup>	DSUs held	Market value of DSUs <sup>2</sup>	Total value of shares and DSUs held	Minimum holding requirement met (v) or time limit to meet
3,400 Class B Non-Voting Shares	\$8,670	17,037	\$25,896	\$34,566	May 5, 2020

1. Being the greater of the total purchase price or the weighted average price of the shares on December 31, 2018 as defined in the Policy regarding minimum shareholding by directors.
2. As defined in the Directors' DSU Plan.



### NATHALIE ELGRABLY-LÉVY

Nathalie Elgrably-Lévy is an economist by training and a full-time lecturer at HEC Montréal since November 2005.

She graduated from HEC Montréal where she obtained her Master of Science in administration, option applied economics. She started her career at the *Centre d'études en administration internationale* (CETAI), HEC Montréal, where she worked for three years as a project manager. Since 1992, she has been teaching economics at HEC Montréal. She also taught at *Université de Montréal* and UQAM until the fall of 2006. In 2005, she joined the Montreal Economic Institute as an economist, a position she held until November 2013. She is the author of *Prendre des libertés, Réinventer le Québec*, *La face cachée des politiques publiques*, and of *Microéconomie*, and writes a weekly column in *Le Journal de Montréal* and *Le Journal de Québec*.

#### Independent

Director since 2008

Age: 50

Côte St-Luc

Québec (Canada)

#### Attendance at

meetings in 2018: 100%

#### Committee of the Board

None

#### Other reporting issuer directorship

Ms. Elgrably-Lévy is not a member of the Board of Directors of any other reporting issuer.

### Securities of the Corporation held as at December 31, 2018

Shares held	Value of shares <sup>1</sup>	DSUs held	Market value of DSUs <sup>2</sup>	Total value of shares and DSUs held	Minimum holding requirement met (v) or time limit to meet
None	n/a	17,037	\$25,896	\$25,896	May 5, 2020

1. Being the greater of the total purchase price or the weighted average price of the shares on December 31, 2018 as defined in the Policy regarding minimum shareholding by directors.
2. As defined in the Directors' DSU Plan.



**SYLVIE LALANDE**

ASC, C.Dir

Sylvie Lalande is Chair of the Board of Directors and a corporate director.

She held several senior positions in the media, marketing, communication marketing and company communications sectors. Until October 2001, she was the Chief Communications Officer of Bell Canada. From 1994 to 1997, she was President and Chief Executive Officer of UBI Consortium, a consortium formed to develop and manage interactive and transactional communication services. From 1987 to 1994, she occupied several senior positions at TVA Group Inc. and at Le Groupe Vidéotron ltée. Ms. Lalande began her career in the radio industry, after which she founded her own consultation firm. In 2006, Ms. Lalande earned a University Certificate in Corporate Governance from the *Collège des administrateurs de sociétés de l'Université Laval* ("CAS"). Ms. Lalande was director, Lead Director and Chair of the Corporate Governance and Human Resources Committee of Ovivo Inc. until its privatisation in September 2016.

Ms. Lalande is also Vice Chair of the Board and Lead Director of Quebecor Media Inc. and a director of Videotron Ltd.

From November 2013 to September 2017, Ms. Lalande was Chair of the Board of the CAS. She was appointed Chair of the Board of *Capital régional et coopératif Desjardins* in April 2017.

**Committee of the Board**

Chair of the Human Resources and Corporate Governance Committee

**Other reporting issuer directorships**

Quebecor Inc.

Vice Chair of the Board and Lead Director

Chair of the Human Resources and Corporate Governance Committee

**Independent**

Director since 2001

Age: 68

Lachute

Québec (Canada)

**Attendance at**

**meetings in 2018: 100%**

**Securities of the Corporation held as at December 31, 2018**

Shares held	Value of shares <sup>1</sup>	DSUs held	Market value of DSUs <sup>2</sup>	Total value of shares and DSUs held	Minimum holding requirement met (v) or time limit to meet
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10,817 Class B Non-Voting Shares

\$82,341

17,037

\$25,896

\$108,237

v

1. Being the greater of the total purchase price or the weighted average price of the shares on December 31, 2018 as defined in the Policy regarding minimum shareholding by directors.
2. As defined in the Directors' DSU Plan.



**Independent**

Director since 2005

Age: 68

Laval

Québec (Canada)

**Attendance at**

**meetings in 2018:** 100%

**A. MICHEL LAVIGNE**

FCPA, FCA

A. Michel Lavigne is a corporate director.

He was, until May 2005, President and Chief Executive Officer of Raymond Chabot Grant Thornton in Montréal, as well as Chairman of the Board of Grant Thornton Canada. He has also been a member of the Board of Governors of Grant Thornton International. Mr. Lavigne is a Fellow Chartered Accountant of the *Ordre des comptables professionnels agréés du Québec* and a member of the Canadian Institute of Chartered Accountants since 1973.

Mr. Lavigne has been a director and Chair of the Pension Committee and a member of the Audit Committee of Canada Post Corporation until May 2018. Mr. Lavigne has been a director and a member of the Audit Committee and Chair of the Human Resources and Compensation Committee of Quebecor Inc. and of Quebecor Media Inc. as well as a director and member of the Audit Committee of Videotron Ltd. until May 2016. He also served on the Board of Directors of, and was a member of the Audit Committee of, the Caisse de dépôt et placement du Québec from 2005 to 2013, and Chair of the Audit Committee and member of the Risk Management Committee from 2009 to 2013.

**Committees of the Board**

Member of the Audit Committee

Member of the Human Resources and Corporate Governance Committee

**Other reporting issuer directorships**

Laurentian Bank of Canada

Chairman of the Human Resources and Corporate Governance Committee

**Securities of the Corporation held as at December 31, 2018**

Shares held	Value of shares <sup>1</sup>	DSUs held	Market value of DSUs <sup>2</sup>	Total value of shares and DSUs held	Minimum holding requirement met (v) or time limit to meet
7,270 Class B Non-Voting Shares	\$62,328	17,037	\$25,896	\$88,224	v

1. Being the greater of the total purchase price or the weighted average price of the shares on December 31, 2018 as defined in the Policy regarding minimum shareholding by directors.
2. As defined in the Directors' DSU Plan.



### JEAN-MARC LÉGER

Jean-Marc Léger is Chief Executive Officer of Leger, the biggest Canadian-owned market research and analytics company with over 400 employees in six North American offices.

Mr. Léger is also President of Leger USA subsidiary and of the digital firms Leger Metrics and Legerweb. He also sits on the Board of the *Fondation de l'entrepreneurship* and of *Capsana*, an organization dedicated to the promotion of health and healthy lifestyles.

Mr. Léger is a recognized expert in consumer behaviour, measuring customer experience and marketing strategy. He is also the author of the bestseller *Cracking the Quebec Code*.

#### Committee of the Board

None

#### Other reporting issuer directorship

Sportscene Group Inc.

#### Non-Independent

Director since 2007

Age: 57

Repentigny

Québec (Canada)

#### Attendance at

meetings in 2018: 100%

### Securities of the Corporation held as at December 31, 2018

Shares held	Value of shares <sup>1</sup>	DSUs held	Market value of DSUs <sup>2</sup>	Total value of shares and DSUs held	Minimum holding requirement met (v) or time limit to meet
4,500 Class B Non-Voting Shares	\$12,303	17,037	\$25,896	\$38,199	May 5, 2020

1. Being the greater of the total purchase price or the weighted average price of the shares on December 31, 2018 as defined in the Policy regarding minimum shareholding by directors.
2. As defined in the Directors' DSU Plan.





**ANNICK MONGEAU**  
ASC

Annick Mongeau is President of *Annick Mongeau, Gestion d'enjeux | Affaires publiques inc.*, a consulting firm specializing in reputation of governance.

Before founding her firm in 2008, Ms. Mongeau was Director of Public Affairs for the *Association québécoise des pharmaciens propriétaires*, mainly performing strategic advisory functions. She previously held a similar position with the Insurance Bureau of Canada and was one of the consultants of the consulting firm Hill & Knowlton Ducharme Perron. She also acted as press attaché for political leaders, both in the House of Commons in Ottawa and at the municipal level.

She holds a B.Sc. (Political Science and Public Relations) from *Université de Montréal* and a University Certificate in Corporate Governance from the *Collège des administrateurs de sociétés de l'Université Laval*.

**Independent**

Director since 2014  
Age: 44  
Montréal  
Québec (Canada)

Attendance at meetings in 2018: 100%

**Committee of the Board**

Member of the Human Resources and Corporate Governance Committee

**Other reporting issuer directorship**

Sportscene Group Inc.  
Chair of the Human Resources and Corporate Governance Committee

**Securities of the Corporation held as at December 31, 2018**

Shares held	Value of shares <sup>1</sup>	DSUs held	Market value of DSUs <sup>2</sup>	Total value of shares and DSUs held	Minimum holding requirement met (v) or time limit to meet
2,600 Class B Non-Voting Shares	\$8,047	17,037	\$25,896	\$33,943	May 5, 2020

- Being the greater of the total purchase price or the weighted average price of the shares on December 31, 2018 as defined in the Policy regarding minimum shareholding by directors.
- As defined in the Directors' DSU Plan.



## DANIEL PAILLÉ

Daniel Paillé is an economist.

He holds a master's degree in economics from the *Université du Québec à Montréal* and a bachelor's degree in business administration (applied economics) from HEC Montréal.

At the beginning of his career, Mr. Paillé held various professional and managerial roles in public sector for nine years, specifically in the management of public sector corporation's portfolios, the privatization program, the Treasury and the public debt of the Government of Quebec. Next, he acted as a financial executive for over twenty years at financial institutions and public companies. Thus, Daniel Paillé found himself at the *Caisse de dépôt et placement du Québec*, the *Société générale de financement*, Quebecor and the Canam Manac Group. Later, he was appointed visiting professor, then associate professor, at HEC Montréal.

Daniel Paillé contributed to public, political and governmental affairs for six years, first as a member of the Legislative Assembly of Quebec and minister for the Government of Quebec, then as a member of parliament in Canada's House of Commons.

He has served on the Board of Directors of fourteen corporations and has chaired numerous audit committees.

### Committee of the Board

Member of the Audit Committee

### Other reporting issuer directorship

Mr. Paillé is not a member of the Board of Directors of any other reporting issuer.

### Independent

Director since 2017

Age: 68

Montréal

Québec (Canada)

### Attendance at

meetings in 2018: 100%

## Securities of the Corporation held as at December 31, 2018

Shares held	Value of shares <sup>1</sup>	DSUs held	Market value of DSUs <sup>2</sup>	Total value of shares and DSUs held	Minimum holding requirement met (v) or time limit to meet
None	n/a	9,121	\$13,864	\$13,864	May 9, 2022

1. Being the greater of the total purchase price or the weighted average price of the shares on December 31, 2018 as defined in the Policy regarding minimum shareholding by directors.
2. As defined in the Directors' DSU Plan.

## Matrix of Skills – Nominees for Election

The HRCG sees to the optimal composition of the Board. To that end, it maintains a matrix of skills to ensure that all board members possess relevant and sufficiently diverse experience, expertise as well as professional and operational knowledge to carry out their responsibilities as directors and see to the efficient administration of the Corporation.

The following table shows the current expertise considered as part of the skills matrix developed by the HRCG and identifies the experience and skills of each nominee for election.

Nominees for election	Entrepreneurship / Mergers / Acquisitions	Corporate Governance	Economics / Communication / Marketing	Finance / Accounting / Risk Management	Legal / Public and Regulatory Affairs	Human Resources / Labor Relations / Compensation	Media / Content / Entertainment	Publishing
Marc A. Courtois	√	√		√	√	√		
Lise Croteau	√	√		√	√	√		
Jacques Dorion	√		√			√	√	√
Nathalie Elgrably-Lévy			√	√	√			
Sylvie Lalande	√	√	√		√	√	√	√
A. Michel Lavigne	√	√		√		√	√	√
Jean-Marc Léger	√		√		√		√	
Annick Mongeau	√	√	√		√	√		
Daniel Paillé	√	√	√	√	√			

### Definition of Areas of Expertise

**Entrepreneurship / Mergers / Acquisitions:** Experience as Chief Executive Officer or senior executive of a public company or of a medium-sized or large organisation and / or experience in important merger and acquisition operations.

**Corporate Governance:** Understanding of the requirements of good corporate governance usually acquired as a senior executive or director of a public company or through training schools, such as the Institute of Corporate Directors (ICD) or the Collège des administrateurs de sociétés (CAS).

**Economics / Communication / Marketing:** Experience as economist, senior executive or director in the communication or marketing industry.

**Finance / Accounting / Risk Management:** Experience with, or understanding of, financial accounting and reporting / International Financial Reporting Standards and/or experience in, or understanding of, internal risk controls, risk assessment, risk management and/or reporting.

**Legal / Public and Regulatory Affairs:** Legal experience and/or experience with relevant government agencies and/or experience in regulatory environment with agencies such as the CRTC or the Competition Bureau.

**Human Resources / Labor Relations / Compensation:** Experience as senior executive or director in the human resources, labor relations and compensations sectors.

**Media / Content / Entertainment:** Experience as senior executive, director or entrepreneur in the media or content sectors (audiovisual, prints) and/or in arts and culture.

**Publishing:** Experience as senior executive or director in the publishing sector.

## Additional disclosure relating to nominees

To the best knowledge of the Corporation, no director of the Corporation, with the exception of the persons listed hereunder, is, as of this date, or has been, within ten years before the date hereof, a director or executive officer of any company that, while the person was acting in such capacity or within a year of that person ceasing to act in such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Based on information provided by A. Michel Lavigne, he was imposed an administrative monetary penalty of \$20,000 by the Financial Markets Administrative Tribunal (the « Tribunal »), which found that the directors of NSTEIN Technologies Inc. (« NSTEIN »), a reporting issuer, had executed a securities transaction by adopting a Board resolution granting NSTEIN stock options to its officers as well as to certain other employees of this reporting issuer, while in possession of privileged information. This ruling by the Tribunal was appealed to the Court of Quebec on September 14, 2016. On October 19, 2017, the Court of Quebec dismissed an application for inadmissibility due to prescription of the appeal instituted against the directors of NSTEIN. On February 26, 2018, the Court of Quebec dismissed the appeal on the merits. On December 5, 2017, the Court of Appeal agreed to hear the appeal on the judgment of the Court of Quebec dismissing the application for inadmissibility. On April 13, 2018, the Court of Appeal agreed to hear the appeal on the merits. The date for the hearing of the appeal has not been determined.

On April 30, 2015, ISOPUBLIC from Switzerland, of which Jean-Marc Léger was a director, instituted proceedings with its creditors.

## GOVERNANCE INFORMATION

The following section provides shareholders and other interested parties with key information about TVA corporate governance practices, in compliance with the information and listing requirements of the Toronto Stock Exchange as well as with the rules regarding governance stated in *National Policy 58-201 Corporate Governance Guidelines* and *National Instrument 58-101 Disclosure of Corporate Governance Policies* (taken together, the “rules regarding governance”).

### BOARD OF DIRECTORS

#### Composition of the Board

The Chair of the Board identifies, according to the needs of the Corporation, director nominees and consults the members of the HRCG in that regard. She reviews the criteria for the selection of directors by assessing, on the one hand, skills, personal qualities, business experience and diversity of experience within the Board, including female representation, and, on the other hand, the needs of the Corporation.

Also, the conditions attached to the broadcasting licences of the Corporation stipulate that a maximum of 40% of the directors of the Corporation can be members, or previous members, of the Board of QI or QMI, or of any Board of a company controlled directly or indirectly by QI or QMI.

The Corporation does not have a policy regarding majority voting for the election of directors which requires that a director who has not received the majority of the votes in favour of his or her election has to resign. The adoption of such a policy is not required since QMI holds substantially all voting shares of the Corporation. For this reason, the Corporation is exempted from the majority voting requirement under the Toronto Stock Exchange rules.

#### Advance notice for the submission of director nominations

The Corporation adopted an Advance Notice By-Law for the submission of director nominations (the “By-Law”), which was ratified by shareholders in May 2015. The By-Law sets the conditions under which holders of record of Class A Shares of the Corporation may exercise their right to submit director nominations by fixing a deadline by which such nominations must be submitted by a shareholder to the Corporation prior to any annual or special meeting of shareholders.

Under the By-Law, any shareholder who wishes to submit director nominations must notify in written form the Corporate Secretary of the Corporation in a timely manner at 612 St-Jacques Street, 18<sup>th</sup> floor, Montréal (Québec) H3C 4M8. To be timely, a shareholder’s notice must be received (i) in the case of an annual meeting of shareholders, not less than 30 days prior to the date of the annual meeting, or of any postponement or adjournment thereof, provided that if the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the annual meeting was made, notice by the shareholder may be made not later than the close of business on the 10<sup>th</sup> day following the public announcement; and (ii) in the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors, not later than the close of business on the 15<sup>th</sup> day following the first public announcement of the date of the special meeting. The form and content of the notice are also prescribed by the By-law. The Board may, in its sole discretion, waive any requirement of the By-Law.

For the purposes of the By-Law, “public announcement” of a meeting shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation on SEDAR at [www.sedar.com](http://www.sedar.com).

## INDEPENDENCE OF NOMINEES FOR ELECTION

Within the meaning of section 1.4 of *National Instrument 52-110 – Audit Committees* of the Canadian Securities Administrators (“CSA”), an independent director is a director who has no direct or indirect material relationship with the Corporation, namely a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director’s independent judgment. For guidance in its analysis, the HRCG, then the Board, refer to the CSA criteria for director independence. To this end, all nominees for election complete each year a detailed questionnaire including their business relationships.

After review of the roles and relations of each nominee, a majority of over 78% of the nominees for election to the Board are independent of the Corporation.

Nominees	Independent	Non-Independent	Reason(s) Explaining the Non-Independence Status
Marc A. Courtois	√		
Lise Croteau	√		
Jacques Dorion		√	Jacques Dorion is not independent because of its business relationship with the Corporation and its affiliates.
Nathalie Elgrably-Lévy	√		
Sylvie Lalande	√		
A. Michel Lavigne	√		
Jean-Marc Léger		√	Jean-Marc Léger is not independent because of its business relationship with the Corporation and its affiliates.
Annick Mongeau	√		
Daniel Paillé	√		

### In Camera Sessions

After each regular meeting of the Board and of its committees, a meeting of the directors is held, at which members of management are not in attendance which encourages free and open discussions between the directors. It is followed by a meeting where only independent directors discuss in private.

## **DIVERSITY AND REPRESENTATION OF WOMEN ON THE BOARD AND IN SENIOR MANAGEMENT**

The Corporation recognizes the benefits of having gender diversity on its Board, in its executive roles and throughout the organization as a whole.

### **Representation of Women on the Board**

The Board has always been sensitive to the question of female representation on the Board, believing that diversity leads to richer exchanges. Four out of nine nominees standing for election are women, a proportion of 44%. This percentage of women, one of them being the Chair of the Board and Chair of the HRCG, is a testament to this.

The selection procedure for candidates encourages the search for a diversity of experience among the nominees. Among the selection criteria identified, the HRCG and the Board recognize the importance of representation of both genders on the Board.

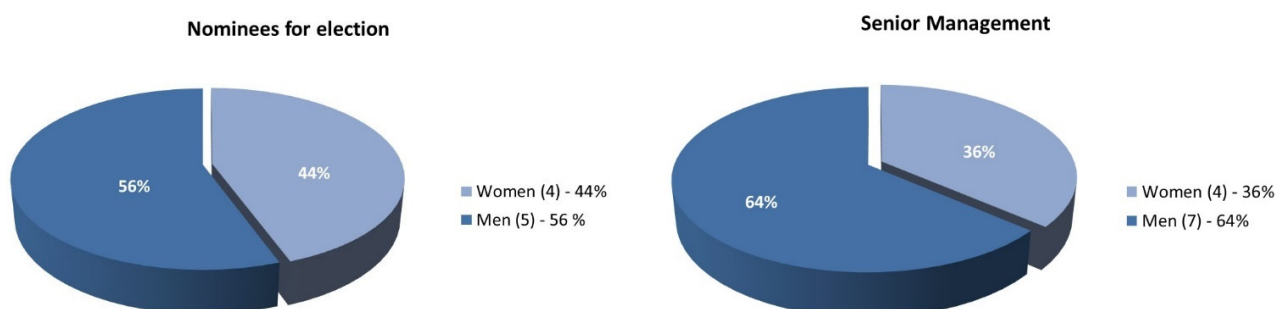
### **Representation of Women in Management**

The Corporation aims to have a significant number of women throughout the organization. As a matter of fact, several women hold senior management positions within the Corporation, one of whom is the President and Chief Executive Officer. As at December 31, 2018, 59% of management position within the Corporation were held by women, which represents a strong succession to senior management.

For all these reasons, targets or specific percentage with respect to diversity are not currently set for senior managements positions given that such appointments are based on a set of criteria, including the merits, experience and skills of the person. However, appointments to senior management positions consider, inter alia, the representation of women.

Within the Corporation and its subsidiaries, four out of eleven senior management positions are held by women, a proportion of 36%.

The first chart hereunder indicates the ratio of the representation of women and men among the nominees for election to the Board and the second chart indicates the ratio of the representation of women in senior management of TVA and its subsidiaries.



## BOARD INTERLOCKS

The Board does not limit the number of its directors who sit on the same board of another reporting issuer but reviews interlocking board memberships and believes disclosing them is important.

The following table sets out interlocking board memberships of another reporting issuer of the Corporation's directors. The Board has determined that this Board interlock does not impair the ability of these directors to exercise independent judgment as members of the Board.

Corporation	Nominee	Committee
Sportscene Group Inc.	Jean-Marc Léger	n/a
	Annick Mongeau	Chair of the Human Resources and Corporate Governance Committee

## MANDATE OF THE BOARD

The mandate of the Board of the Corporation is to assume stewardship of the Corporation's overall administration and to oversee the management of the Corporation's operations. The Corporation's Board has approved and adopted an official mandate that describes the composition, responsibilities and operation of the Board (the "Mandate of the Board"). The Mandate of the Board is reviewed annually by the HRCH who, when it deems it appropriate, recommends to the Board that changes be made.

The Mandate of the Board provides that the Board is responsible for supervising the management of the Corporation's business and affairs, with the objective of increasing value for the shareholders. Although management manages the Corporation's day-to-day operations, the Board is responsible for stewardship of the Corporation and, as such, it must efficiently and independently supervise the business of the Corporation.

A copy of the Mandate of the Board is annexed hereto as Schedule "A", and is also available on the Corporation's website at [www.grouperva.ca](http://www.grouperva.ca).

## POSITION DESCRIPTIONS

### Chair of the Board / Vice Chair of the Board / Committee Chair

The Board has developed detailed position descriptions for the Chair of the Board, Vice Chair of the Board and for the Chair of each Board committee. They are reviewed annually by the HRCG who, if deemed appropriate, recommends to the Board that changes be made.

The Chair of the Board is responsible for the operation of the Board. She ensures that the Board fully executes its mandate and that the directors clearly understand and respect the boundaries between the responsibilities of the Board and the responsibilities of management. The Vice Chair of the Board performs all the functions of the Chair of the Board during her absence or inability to act.

If the Chair of the Board is not an independent director, a Lead Director is designated from among the independent directors. The Lead Director provides an independent leadership within the Corporation's Board and maintains or improves the quality of the Corporation's governance practices. He works in cooperation with the Chair of the Board to ensure the good operation and efficiency of the Board.

According to the position description for each committee Chair, the principal role of the committee Chair is to ensure that the committee fully executes its mandate. Committee Chairs must report on a regular basis to the Board regarding the activities of the committee.

## STRATEGIC PLAN

The Board supervises and directs the Corporation's strategic planning process so as to ensure that management establishes and implements appropriate strategies. Responsibility for submitting and recommending the strategic plan, and for explaining the strategy options available to the Board as well as the key aspects of the plan, lies mainly with management.

## SUCCESSION PLAN

The Board, supported by the HRCG, ensures that a succession plan is in place for the Corporation's executive officers. Annually, the HRCG reviews the succession plan of TVA in close cooperation with the Human Resources Services of QMI in order to identify potential successors coming from all subsidiaries of the group. This does not prevent seeking an external candidate for certain positions. The annual succession planning process includes three components: senior management succession, positions deemed critical and promising candidates.

During this process, the profile of the persons occupying positions deemed critical and their potential successors are analyzed thoroughly by the HRCG. Promising candidates are identified, and management ensures that an appropriate development plan is in place for each of them. The Chair of the HRCG reports to the Board on the succession plan.

## ORIENTATION AND CONTINUING EDUCATION

Each director has access at any time, via the electronic portal dedicated to directors, to a Guide for directors (the "Guide") which is updated continuously. The Guide contains, among other things, the mandates and working plans of the Board and the committees, as well as useful information about the Corporation.

Upon their appointment, the new directors are invited to an orientation session to receive training on the Corporation's electronic portal, allowing them to identify any useful information about TVA contained in the Guide. The Chair of the Board, together with the Corporate Secretary, assist them in their learning process as directors of the Corporation and inform them of the governance practices of the Corporation and particularly of the role of the Board, of its committees and of each director. Senior management of TVA also provides historical and forward-looking information regarding the Corporation's market position, operations and financial situation, so as to ensure that the directors understand the nature, functioning and positioning of the Corporation.

Board members are expected to inform themselves on questions that are likely to have repercussions on the activities and governance system of the Corporation and on other relevant questions. Members of senior management regularly make presentations to the Board regarding TVA's principal business sectors and on the major trends related to its main activities. In 2018, directors received presentations on cybersecurity and data governance.

Each year, the directors attend the strategic meeting of the Board where the main orientations and strategic plans of the Corporation and its subsidiaries are presented and approved.

Moreover, aware of the importance for the directors of keeping their knowledge and skills up to date, of improving themselves and of acquiring new competencies relevant to board service, and after evaluating the different means that would allow the directors to always remain well informed about the regulatory environment and the latest trends in corporate governance, the Corporation offers all directors the possibility of attending training sessions organized by specialized firms on topics of interest, for which TVA cover the expenses. Such trainings may deal with strategic management, risk management, performance measurement and management, financial information and management, human resources, succession management and compensation, and are aimed at helping the directors to fully play their role. In 2018, directors took part in a number of events in a variety of relevant fields to fulfill their roles.

In addition, many directors participate on their own initiative in various training events on topics related to their roles on the Board, given by academic institutions, professional orders and similar bodies, or act as guest speakers on topics related to their duties as corporate directors.

Directors have also access, through the electronic portal, to analyst reports, relevant media reports and other documentation to keep them informed of any changes within the Corporation, the industry or the regulatory. In addition, directors can communicate at any time with senior management to discuss presentations made to the Board or any other questions of interest.



## ETHICAL BUSINESS CONDUCT AND VARIOUS INTERNAL POLICIES

The Corporation's reputation and the trust and confidence of those with whom it deals are an integral part of its success. TVA is committed to managing its business in accordance with a set of values that adhere to the highest standards of integrity and excellence.

In this context, the Corporation has adopted a Code of Ethics (the "Code") to ensure that its directors, officers and employees and those of its subsidiaries, act in accordance with those values. The Code is given to all employees at the time of their hiring and they undertake to abide by the Code.

The Human Resources manager jointly with the Vice President, Internal Audit, QMI, are responsible for sending the Code to all employees each year and for obtaining their confirmation that they have taken note of it. Every two years, the Corporation completely revises the Code to ensure that it reflects the evolution of the Corporation's industry. A new edition of the Code is made available to employees whenever any changes have been made.

The Code was updated in 2018, in order to make visual improvements that made it easier to consult. The Code may be consulted on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.grouperva.ca](http://www.grouperva.ca). The HRCG reviews and approves all amendments made to the Code.

The Vice President, Internal Audit of QMI reports on a quarterly basis to the Audit Committee on all ethics complaints (related to conflicts of interest, files and registers, assets of the Corporation and confidential information), insider trading transactions, the Corporation's funds and its conduct in competition matters reported to him through the ethics' line and/or directly by the Human Resources department and the steps taken by the Corporation to correct them, if required. The Chair of the Audit Committee reports to the Board at each regular meeting. The Vice President, Internal Audit of QMI also reports annually to the HRCG on all complaints received.

Neither the Board nor the HRCG have allowed departures from the Code by a director or an executive officer over the past twelve months or during any part of 2018. Accordingly, no material change report was needed or filed.

The Audit Committee reviews related party transactions. Every year, directors and executives of the Corporation must declare in a questionnaire any conflict of interests and have the obligation to inform the Corporation of any changes that might occur thereafter. The Corporate Secretary of the Corporation reviews the questionnaires of the directors. He also reports to the HRCG. If a director is in a situation of conflict of interests during any discussions occurring at a meeting of the Board or one of its committees, he must declare his interest and withdraw from the meeting so as not to participate in the discussions or in any decisions which may be made. This is noted in the minutes of the meeting.

In addition to monitoring compliance with the Code, the Board has adopted various internal policies to encourage and promote a culture of ethical business conduct.

In particular, The Board has approved a Policy relating to the use of privileged information and insider trading transactions which reminds directors, senior executives and employees of the Corporation who have access to confidential information likely to affect the market price or value of the Corporation's securities or of any third party, party to significant negotiations, that they may not trade in shares of TVA or of the third party involved as long as the information has not been fully made public and as long as a reasonable period of time has not elapsed since the public disclosure. Furthermore, the directors and officers of the Corporation and all other persons who are insiders of TVA may not trade in securities of TVA during certain periods set forth in the said policy. In 2016, the Corporation modified this policy to include a prohibition for insiders from purchasing securities as more fully described in the section entitled "Compensation-Related Risk Management Practices" of the Compensation Analysis of this Circular.

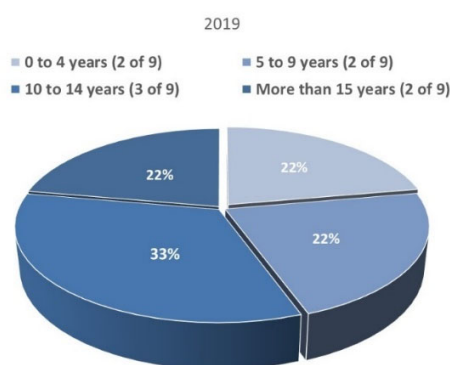
Finally, the Disclosure Policy ensures that disclosure to the investing public regarding the Corporation is made in a timely manner, in keeping with the facts, accurately and widely, in accordance with the applicable statutory and regulatory requirements.

## TERM LIMIT FOR DIRECTORSHIP AND AGE LIMIT TO SIT ON THE BOARD

The Corporation has not set an age limit to sit on the Board or established a term limit for directors' mandate. The HRCG and the Board are of the opinion that requiring directors to retire at a certain age would deprive the Board of valuable inputs from directors who have acquired experience, expertise, and extensive knowledge of the Corporation over the years. We believe that a director may act independently from management even if he has been on the Board for several years.

The Corporation considers that the criteria that should prevail in the selection of nominees for director positions are the nominees' knowledge and experience. However, the Corporation endeavors to strike a balance between the need to include members with extensive experience of the Corporation on one hand, and the need to renew and have new perspectives on the other.

The following chart indicates the number of years of service of the directors who are nominated for election, for an average of 9.3 years.



Average: 9.3 years

If we consider the 12 years during which Jacques Dorion was a director, from 2001 to 2013, this average would be of 10.7 years.

## ASSESSMENT

The Mandate of the Board provides that it has the responsibility for assessing the committees. Each Committee Chair reports to the Board annually on the work carried out during the most recently completed fiscal year and provides the Board with a certification indicating whether the committee has covered the required elements of its mandate.

The Chair of the Board evaluates the effectiveness of the Board in cooperation with the directors.

## COMMITTEES

In order to facilitate the performance of its duties and responsibilities and meet the requirements of applicable laws and regulations, the Board has established two standing committees, the Audit Committee and the HRCG, both composed of independent directors.

The Board normally appoints the members of these committees for a one-year term following the annual meeting of shareholders. For information on the new composition of the committees following the Meeting, please refer to the Governance section on the Corporation's website at [www.groupetva.ca](http://www.groupetva.ca).

## Audit Committee

The Audit Committee assists the Board in overseeing the financial controls and reporting of the Corporation. The Audit Committee also oversees TVA's compliance with financial covenants and legal and regulatory requirements governing financial disclosure matters and financial risk management.

In 2018, the Audit Committee was composed exclusively of independent directors, namely:

Chairman: Marc A. Courtois  
 Members: Lise Croteau  
 A. Michel Lavigne  
 Daniel Paillé

All the minutes of the Audit Committee are submitted to the Board of the Corporation for information, and the Committee Chair also reports to the Board on its activities. A copy of the mandate of the Audit Committee is available on the Corporation’s website at [www.groupe TVA.ca](http://www.groupe TVA.ca).

The Corporation hereby incorporates by reference the additional information on its Audit Committee set out in its Annual Information Form for the fiscal year ended December 31, 2018. The Annual Information Form is available on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Corporation’s website at [www.groupe TVA.ca](http://www.groupe TVA.ca).

### Human Resources and Corporate Governance Committee

Please refer to “Information on the Human Resources and Corporate Governance Committee” of this Circular which gives details on the composition of the HRCG and its.

### ATTENDANCE AT BOARD AND COMMITTEE MEETINGS

The following table sets forth the attendance of directors at meetings of the Board and of its committees held during the financial year ended December 31, 2018.

Directors	Board of Directors and Committees	Attendance at meetings
<b>Marc A. Courtois</b>	Board Audit Committee	5 out of 5 5 out of 5
<b>Pierre Dion</b> <sup>1</sup>	Board	2 out of 3
<b>Lise Croteau</b> <sup>2</sup>	Board Audit Committee	3 out of 3 2 out of 2
<b>Jacques Dorion</b>	Board	5 out of 5
<b>Nathalie Elgrably-Lévy</b>	Board	5 out of 5
<b>Sylvie Lalande</b>	Board Human Resources and Corporate Governance Committee	5 out of 5 6 out of 6
<b>A. Michel Lavigne</b>	Board Audit Committee Human Resources and Corporate Governance Committee	5 out of 5 5 out of 5 6 out of 6
<b>Jean-Marc Léger</b>	Board	5 out of 5
<b>Annick Mongeau</b>	Board Human Resources and Corporate Governance Committee	5 out of 5 6 out of 6
<b>Daniel Paillé</b>	Board Audit Committee	5 out of 5 2 out of 2
<b>Overall rate of attendance</b>	<b>Board meetings</b> <b>Committee meetings</b>	<b>98%</b> <b>100%</b>

<sup>1</sup> Ceased to be a director on May 3, 2018.

<sup>2</sup> Was elected on May 3, 2018.

## COMPENSATION OF DIRECTORS

All the directors who are not executive officers of the Corporation received, during the financial year ended December 31, 2018, the following compensation:

Annual Compensation	\$
Chair of the Board <sup>1</sup>	135,000 + 15,000 DSU <sup>2</sup>
Directors	40,000 + 15,000 DSU <sup>2</sup>
Vice Chair of the Board	5,000
Chair of the Audit Committee	9,000
Chair of the Human Resources and Corporate Governance Committee	5,000
Members of the Audit Committee (except Chair)	3,000
Members of the Human Resources and Corporate Governance Committee (except Chair)	2,000
Attendance Fees (per meeting)	\$
Board meetings	1,500
Audit Committee meetings	2,000
Human Resources and Corporate Governance Committee meetings	1,500
Special Board and Committee meetings held by conference call	Half attendance fee

<sup>1</sup> The Chair of the Board does not receive additional compensation for acting as director nor for acting as Chair or member of a committee. Also, she receives no attendance fees for attending Board or committee meetings.

<sup>2</sup> When the required minimum shareholding described in the section entitled "Policy regarding minimum shareholding by director" of this Circular is reached, the director may elect to reduce to a minimum of \$10,000 per year the amount he receives in DSU and increase by the same amount that he receives in cash.

### Directors' DSU Plan

In order to further align the interests of directors with those of its shareholders, the Corporation has implemented a Directors' DSU Plan (the "DSU Plan"). Under the DSU Plan, as long as a director who is not a member of senior management has not reached the minimum shareholding requirement, he must receive at least \$15,000 per year of his compensation as director in the form of units ("mandatory portion"). When the required minimum shareholding described in the section entitled "Policy regarding minimum shareholding by director" of this Circular is reached, the mandatory portion is reduced to a minimum of \$10,000 per year. Subject to certain conditions, each director may elect to receive in the form of units any percentage, up to 100%, of the total fees payable for his or her services as a director.

Directors are credited, on the last day of each fiscal quarter of the Corporation, a number of units determined on the basis of the amounts payable to such director in respect of such fiscal quarter, divided by the value of a unit. The value of a unit corresponds to the weighted average trading price of the Class B Non-Voting Shares on the Toronto Stock Exchange over the five trading days immediately preceding such date. The units take the form of a credit to the account of the director who may not convert such units into cash as long as he remains a director. Units are not transferable other than through a will or other testamentary instrument, or in accordance with succession laws.

Units entitle holders thereof to dividends paid in the form of additional units at the same rate applicable to dividends paid from time to time on Class B Non-Voting Shares.

Under the DSU Plan, all or part of the units credited to a director are redeemed by the Corporation at the director's request and the value thereof paid upon the director ceasing to serve as a director of the Corporation. The redemption of such units must occur no later than December 15 of the first calendar year after the year in which the participant ceased to qualify as a participant in the DSU Plan. During the past fiscal year, no units were redeemed by the Corporation. For purposes of the redemption of units, the value of a unit corresponds to the market value of a Class B Non-Voting Share on the redemption date, being the closing price of Class B Non-Voting Shares on the Toronto Stock Exchange on the last trading day preceding such date.

## Policy Regarding Minimum Shareholding by Directors

The Board of the Corporation approved a policy regarding minimum shareholding by directors which came into force on May 5, 2015. Since that date, each director of the Corporation who is not an executive officer is required, within five years of (i) the time when he becomes a director of the Corporation or (ii) the adoption of the policy regarding minimum shareholding by directors, whichever is later, to hold shares or DSUs of the Corporation, with a value of at least twice the basic annual fee received in cash (which currently stands at \$40,000) as a director (the “minimum shareholding requirement”) and, in the case of the Chair of the Board, a value equivalent to the minimum shareholding requirement for directors.

Once the five-year period has expired, each director who is not an executive officer of the Corporation shall hold such value throughout his mandate. The following table set forth the details of the annual compensation and attendance fees paid to the directors for the year 2018.

## Directors Compensation Table

Name	Compensation					Share-based Awards	Total Compensation Paid (\$)
	Annual Compensation (\$)	Attendance fees (\$)	Compensation Chair of Committee (\$)	Compensation Committee Member (\$)	Total Compensation (\$)	Awards under DSU Plan <sup>1</sup> (\$)	
Marc A. Courtois	40,000	16,500	9,000	—	65,500	15,000	<b>80,500</b>
Lise Croteau <sup>2</sup>	26,484	8,500		1,986	36,970 <sup>3</sup>	9,931	<b>46,901</b>
Jacques Dorion	40,000	7,500	—	—	47,500	15,000	<b>62,500</b>
Nathalie Elgrably-Lévy	40,000	7,500	—	—	47,500	15,000	<b>62,500</b>
Sylvie Lalande	135,000	—	—	—	135,000	15,000	<b>150,000</b>
A. Michel Lavigne	45,000 <sup>4</sup>	24,000	—	5,000	74,000	15,000	<b>89,000</b>
Jean-Marc Léger	40,000	7,500	—	—	47,500	15,000	<b>62,500</b>
Annick Mongeau	40,000	15,000	—	2,000	57,000	15,000	<b>72,000</b>
Daniel Paillé	40,000	16,500	—	3,000	59,500	15,000	<b>74,500</b>
<b>TOTAL</b>	<b>446,484</b>	<b>103,000</b>	<b>9,000</b>	<b>11,986</b>	<b>570,470</b>	<b>129,931</b>	<b>700,401</b>

1. Represents the mandatory portion under the DSU Plan.
2. Was elected on May 3, 2018.
3. Of this amount, Ms. Croteau elected to receive \$1,848 in DSUs.
4. This amount includes the compensation received as Vice Chair of the Board.

## Share-Based Awards

The following table sets forth for each director all DSU awards outstanding as at December 31, 2018. No stock options of the Corporation were held by directors at that date.

Directors	Share-based Awards		
	Number of DSUs that have not vested (#)	Market or payout value of DSUs that have not vested <sup>1</sup> (\$)	Minimum holding requirement met (√) or time limit to meet
Marc A. Courtois	17,037	25,896	√ <sup>2</sup>
Lise Croteau	5,750	8,740	May 3, 2023
Jacques Dorion	17,037	25,896	May 5, 2020
Nathalie Elgrably-Lévy	17,037	25,896	May 5, 2020
Sylvie Lalande	17,037	25,896	√ <sup>2</sup>
A. Michel Lavigne	17,037	25,896	√ <sup>2</sup>
Jean-Marc Léger	17,037	25,896	May 5, 2020
Annick Mongeau	17,037	25,896	May 5, 2020
Daniel Paillé	9,121	13,864	May 9, 2022

1. The value of the DSUs is based on the weighted average price of the Class B Non-Voting Shares on the Toronto Stock Exchange over the five trading days immediately preceding December 31, 2018, which was established at \$1.52 per share. According to the DSU Plan, the units only vest after the director ceases to be a member of the Board.
2. Minimum holding requirement met taking into account the shares of the Corporation held - see biographic notes of the director for details concerning securities held as of December 31, 2018.

As at December 31, 2018, the directors held 117,093 DSUs for a total value of \$203,878 in DSUs of the Corporation.

## INFORMATION ON THE HUMAN RESOURCES AND CORPORATE GOVERNANCE COMMITTEE



Chair : Sylvie Lalande

Members : A. Michel Lavigne et Annick Mongeau

The HRCG supports the Board in its responsibilities relating to the appointment, evaluation and compensation of senior management and for supervising the process of succession planning; and in developing the approach to corporate governance issues and in identifying new Board nominees.

### Members

The HRCG is composed of three independent directors within the meaning of the CSA's regulations, being Sylvie Lalande, Chair of the committee, A. Michel Lavigne and Annick Mongeau. Based on their professional background, education and involvement on boards of directors, all members, individually and collectively, have the required experience to ensure that the HRCG effectively fulfils its mandate.

Throughout her career, Sylvie Lalande has held several management positions including one at the Corporation that led her to monitor various aspects of executive compensation. Ms. Lalande is Vice Chair of the Board and Lead Director and Chair of the HRCG of QI and QMI, and Chair of the Governance Committee of *Capital régional et coopératif Desjardins*. She was also Chair of the Corporate Governance and Human Resources Committee of Ovivo Inc. until September 9, 2016. In addition, she attended the Corporate Governance University Certification Program of the CAS with respect to various topics relating to talent management and executive compensation as well as the governance program relating to pension plans.

As for Mr. Lavigne, he was President and Chief Executive Officer of Raymond Chabot Grant Thornton for many years. As such, he has acquired a relevant experience in managing and monitoring compensation programs. In addition, Mr. Lavigne is a corporate director since many years and was Chair of the Pension Committee of Canada Post Corporation until May 2018. Mr. Lavigne is also Chair of the Human Resources and Corporate Governance Committee of Laurentian Bank. He was Chair of the Human Resources and Compensation Committees of QI and QMI until May 2016. In addition, he attended the Corporate Governance University Certification Program of the CAS.

For her part, Ms. Mongeau holds a University Certificate in Corporate Governance from the CAS and is Chair of the Human Resources and Corporate Governance Committee of Sportscene Group Inc. Ms. Mongeau also acts as consultant for risk management organizations, mainly related to compensation and strategic planning.

### Meetings

The HRCG holds at least three meetings per year. The Chair of the HRCG reports the committee's proceedings and recommendations to the Board. At each meeting, the HRCG has the opportunity to meet privately with the President and Chief Executive Officer and the Vice President, Human Resources. At each meeting, the committee also holds an in-camera session without executives being present.

## 2018 Highlights

In 2018, the HRCG held six meetings. As stated in the committee's mandate, in these meetings the HRCG focused on the following key components:

- Review of the Corporation's succession plan.
- Review of the compensation package for executive officers of the Corporation and its subsidiaries.
- Approval of, and for the President and Chief Executive Officer and the Chief Financial Officer, recommendation to the Board to approve, grants of stock options of the Corporation.
- 2017 performance review and recommendation to the Board of annual incentives to be paid to the Corporation's President and Chief Executive Officer and to the Chief Financial Officer.
- Review of the Corporation's President and Chief Executive Officer's and Chief Financial Officer's 2018 performance objectives and recommendation to the Board.
- Review of directors' compensation.
- Review of the equity committee's progress, including on diversity.

## Risk Assessment

The HRCG has assessed the risks associated with the executive officer compensation plans and envisions no incentive for executive officers to take excessive risks for personal financial gain. A detailed examination of the risk assessment is included in the "Compensation-Related Risk Management Practices" section of this Circular.

## Mandate

Among the HRCG's responsibilities, the following are included:

- Review annually the organizational structure and ensure the establishment of a succession plan for senior management;
- Recommend to the Board the appointment of senior management of TVA and approve the terms and conditions of their hiring or termination.
- Review annually the objectives that the Chief Executive Officer is expected to reach, evaluate him in light of those objectives and other factors deemed relevant by the HRCG, and report annually to the Board on the results of this evaluation, and recommend the Chief Executive Officer's total compensation and overall objectives to the Board;
- Review and recommend to the Board the Chief Financial Officer's compensation or any person performing similar functions;
- Determine and approve grants of stock options, PSUs and DSUs and make appropriate recommendations to the Board when required;
- Ensure that TVA has a competitive compensation structure so as to attract, motivate and retain qualified individuals that the Corporation requires to meet its business objectives;
- Ensure that the policies and compensation programs in place do not encourage executives to take excessive risks or do not encourage them to make profitable short-term decisions that could undermine the long-term viability of TVA;
- Recommend to the Board the corporate governance practices it deems appropriate; and
- Supervise disclosure of the Corporation's corporate governance practices and consider the independence of directors.

The HRCG carries out its mandate, which is available on the Corporation's website, within the parameters of compensation policies implemented by TVA which provide a framework for the overall compensation structure described in the next section.



## COMPENSATION ANALYSIS

### 2018 Highlights in Executive Compensation

In 2018, the HRCG and the Board revised the short- and long-term incentive program for executive officers of the Corporation and its subsidiaries. The short-term program was adjusted so as to align with the priorities of financial 2018. Our long-term incentive approach, meanwhile, has undergone more significant changes. Specifically, in 2018, the Corporation's executive officers were granted stock options in lieu of performance share units (PSUs) and DSUs. The practices of the Corporation with respect to base salary, benefits, retirement benefits, and other benefits remained unchanged.

The main objectives of this shift in approach are to:

1. Maintain a significant proportion of executive compensation at risk;
2. Reward sustained operational performance that creates long-term value for the Corporation's shareholders;
3. Simplify the short- and long-term incentive program; and
4. Lengthen the vesting period for options to five years to ensure that optionees have no financial interest in assuming undue risk over the short term that might have harmful consequences over the long term; this measure also enhances the stock option exercise hold aspect.

In addition, the stock options are used prudently. To that end, we have introduced the obligation for participants to obtain the Corporation's consent before exercising their right to purchase the Class B Shares of the Corporation underlying the stock options vested.

Lastly, the Corporation continues to keep target total compensation for executive officers at the reference market median. Each year, the HRCG analyzes the appropriateness of granting stock options and, as necessary, they are granted considering the individual's level of responsibility, performance and contribution, as well as the Corporation's performance.

### Compensation principles

Executive compensation is based on a compensation principle that is linked to performance. This contributes to long-term value for shareholders through the implementation and achievement of the business strategy of the Corporation and its subsidiaries. The Corporation must continually ensure it offers competitive compensation to not only attract, but also retain, talented employees, who are a key to its success.

TVA also believes that compensation must link personal involvement of executives to the change in the Corporation's share price.

In addition, compensation components offered to the holder of a position must be consistent with that person's scope of influence. As such, the higher a position is in the Corporation and the bigger the influence this position has on the Corporation's consolidated results, the larger the portion of this person's compensation envelope that will be at risk (variable), dependent on the achievement of consolidated corporate objectives and aligned with the total shareholder return.

TVA considers performance and skills fundamental factors for its employees' salary growth and determination of their overall compensation. Thus, overall executive compensation is also based on principles of fairness in recognizing attitudes, abilities and skills, such as:

Internal equity	Determines the relative value of positions and their classification in the salary structure which meets internal pay equity requirements between officers.
External equity	Offers compensation that is commensurate with that offered for equivalent positions in the reference market.
Individual equity	Considers the employee's individual performance and contribution in the determination of individual compensation.

## Objectives of compensation components

Compensation for the President and Chief Executive Officer of TVA, the Chief Financial Officer and the other three most highly compensated executives who held their positions as at December 31, 2018 (collectively the "Named Executive Officers") may consist of one or more of the following components according to the objectives to prioritize:

	Compensation Components	Description	Reasons	Eligibility
Fixed	Base salary	Annual cash compensation commensurate with skills, responsibilities, individual performance and the reference market	<ul style="list-style-type: none"> <li>Attract, retain, motivate and provide financial security</li> <li>Recognize individuals' attitudes, abilities, skills and accomplishments</li> </ul>	All employees
At risk (variable)	Short-term incentive	Annual cash incentive if financial and strategic objectives are achieved	<ul style="list-style-type: none"> <li>Motivate to achieve, or even exceed, short-term strategic and business objectives</li> </ul>	Professionals and senior positions
	Long-term incentive	Stock option plan of the Corporation, QMI and QI, as the case may be. Compensation value varies depending on the position occupied within the organization and the impact of the individual's contribution on results as well as establishment and deployment of the strategy. This compensation component is at risk.	<ul style="list-style-type: none"> <li>Provide a retention tool for participants</li> <li>Align participants' interests with those of the shareholders</li> <li>Promote behaviours and decision-making required for the Corporation to continue on a trajectory of cautious long-term growth</li> <li>Link total long-term compensation to performance or share value growth</li> </ul>	Certain senior managers and executive officers
Indirect	Non-wage benefits	Flexible plan that may differ among subsidiaries	<ul style="list-style-type: none"> <li>Support and promote employee health and well-being (both physical and financial)</li> </ul>	All employees
	Pension	Defined benefit pension plan for senior executives including a supplementary plan (closed to new entrants since October 31, 2012) or a defined contribution pension plan for other employees hired before June 30, 2016 and a RRSP/DPSP for the other employees	<ul style="list-style-type: none"> <li>Provide financial security during retirement</li> </ul>	All employees
	Perquisites	Car allowance and a complete annual medical evaluation	<ul style="list-style-type: none"> <li>Promote optimization of workdays</li> <li>Promote health on a competitive basis</li> </ul>	Senior managers and certain general managers

## Horizon and Objectives of Direct Compensation Components

Under current program, almost a third of the compensation of the Corporation's executive officers is linked to the growth in the share price of the Corporation. The Corporation believes that personal involvement of executive officers in the Corporation's shareholding allows for aligning long-term interests of executive officers with those of the shareholders and that it discourages excessive risk-taking.

Beyond salary, at-risk compensation components balance several priorities. In the short term, the compensation is linked to the achievement of annual individual and group priorities and the long-term compensation is aligned with the cumulative total shareholder return. Thus, a portion of the Named Executive Officers' compensation is at-risk, deferred and aligned with share price.

	2018	2019	2020	2021	2022	2023	2024	2025	2026			
Base salary	<table border="1"> <tr> <td>Cash</td> <td>▪ Fixed portion of direct compensation</td> </tr> </table>									Cash	▪ Fixed portion of direct compensation	
Cash	▪ Fixed portion of direct compensation											
Short-term incentive	<table border="1"> <tr> <td>Cash</td> <td> <ul style="list-style-type: none"> <li>▪ Payable after one year, depending on the adjusted EBITDA<sup>1</sup> of the Corporation and its subsidiaries, where applicable, the profit margin and the year's prioritized strategic objectives</li> <li>▪ Maximum payment varying from 1.00 times and 1.6 times the short-term incentive target depending on the position held and the objective</li> </ul> </td> </tr> </table>									Cash	<ul style="list-style-type: none"> <li>▪ Payable after one year, depending on the adjusted EBITDA<sup>1</sup> of the Corporation and its subsidiaries, where applicable, the profit margin and the year's prioritized strategic objectives</li> <li>▪ Maximum payment varying from 1.00 times and 1.6 times the short-term incentive target depending on the position held and the objective</li> </ul>	
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Long-term incentive	<table border="1"> <tr> <td>TVA and/or Quebecor options</td> <td rowspan="2"> <ul style="list-style-type: none"> <li>▪ Options vest over five years as follows: ⅓ after three years, ⅔ after four years and 100% after five years of the date of the grant. Options expire after 10 years</li> <li>▪ To prevent excessive dilution, beneficiaries of options have committed to obtaining TVA and/or QI consent, as the case may be, before exercising their right to purchase the shares for which they wish to exercise their options</li> </ul> </td> </tr> <tr> <td>Stock options</td> </tr> </table>									TVA and/or Quebecor options	<ul style="list-style-type: none"> <li>▪ Options vest over five years as follows: ⅓ after three years, ⅔ after four years and 100% after five years of the date of the grant. Options expire after 10 years</li> <li>▪ To prevent excessive dilution, beneficiaries of options have committed to obtaining TVA and/or QI consent, as the case may be, before exercising their right to purchase the shares for which they wish to exercise their options</li> </ul>	Stock options
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Stock options												

The HRCG may enhance any of these components, as it sees fit, to reward a promotion, improve retention, show recognition or balance out the other compensation components.

No policy prevents the HRCG from awarding or, when applicable, recommending to the Board a bonus even if one or more performance objectives have not been reached or from increasing or decreasing an award or payment.

## Reference Market

The HRCG periodically reviews the competitiveness of executive officer compensation. Compensation offered by the Corporation is defined based on (i) the reference market, (ii) the target positioning in the desired market, (iii) the employee's performance and (iv) the Corporation's financial resources. Hexarem Inc. ("Hexarem"), an independent consulting firm recognized for its executive compensation expertise, collaborated on creating personalized and reliable comparison groups that were approved by the HRCG.

<sup>1</sup> Adjusted EBITDA is a financial measure that is not consistent with IFRS. For the definition of this measure and its reconciliation with the financial measure established in accordance with IFRS in the Corporation's financial statements, please refer to Management's Discussion and Analysis for the year ended December 31, 2018, which is available on our website and on SEDAR at [www.sedar.com](http://www.sedar.com).

In 2018, no benchmarking was made. In 2017, the following comparison group was revised and approved for benchmarking purposes of the Corporation's executive positions. This group is made up of the following corporations:

Canadian corporations in the media sector	
BCE Inc.	Postmedia Network Canada Corp.
Canadian Broadcasting Corporation	Rainmaker Entertainment Inc.
Cineplex Inc.	Rogers Communications inc.
Corus Entertainment Inc.	Sirius XM Canada Holdings Inc.
DHX Media Ltd.	Stingray Digital Group Inc.
Entertainment One Ltd.	Télé-Québec
Glacier Media Inc.	theScore, Inc.
IMAX Corporation	Torstar Corporation
Mood Media Corporation	Transcontinental Inc.
Newfoundland Capital Corporation Limited	Yellow Pages Limited

Market data may be adjusted by Hexarem to reflect sales and the scope of each position compared to similar positions in the comparison groups.

### Independent External Compensation Consultant

As stipulated in its mandate, the HRCG has the authority to hire its own external advisor, and approve its compensation thereof, in connection with consulting services concerning the compensation of the Named Executive Officers. The HRCG, in collaboration with management, determine and approve all mandates that are given to its independent compensation consultant.

In 2017, Hexarem also shared its expertise on the review of the compensation analysis section of the circular.

The fees paid to Hexarem during the last two financial years were as follows:

Type of fees	2018	2017
Executive Compensation – Related Fees	\$—	\$—
All other fees	\$—	\$900

### Compensation-Related Risk Management Practices

The Corporation must take certain risks to remain competitive and encourage executive officers to achieve growth objectives expected by shareholders. However, the HRCG ensures that policies and compensation plans in place do not encourage executives to take excessive risks. It is therefore important for senior executives' objectives to not encourage them to make decisions that are profitable in the short term but that could undermine the Corporation's long-term viability. For this purpose, the following measures have been implemented:

#### 1. Cap on Payments Related to Short- and Medium-Term Incentive Plans

Payments of short-term incentive bonuses are capped, depending on the objectives and the role of the person holding the position, at 1.0 times and 1.6 times the target.

#### 2. Long-Term Incentive Based on Share Price

The options vest over a five-year period as follows:  $\frac{1}{3}$  after three years,  $\frac{2}{3}$  after four years, and 100% after five years of the original grant. Options expire after ten years after the original grant. This long-term horizon discourages individuals from taking excessive risks that could cause participants to lose the shareholding value accumulated since the award.

### 3. Clawback Policy

Effective January 1<sup>st</sup>, 2015, the Board of the Corporation adopted a compensation clawback policy for certain members of Senior Management. Under this policy, which applies to the President and Chief Executive Officer and to the Chief Financial Officer or to any person performing similar functions (“member of management”), the Board must, to the full extent permitted by governing laws and to the extent it determines that it is in the Corporation’s best interest to do so, require reimbursement of all or a portion of any bonus or incentive compensation received by a member of management or to proceed with the cancellation of any unvested grants made to a member of management if:

- I. the amount of the bonus or incentive compensation was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of or affected by a restatement of all or a portion of the Corporation’s financial statements;
- II. the member of management engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; and
- III. the bonus or incentive compensation which would have been paid to the member of management, or the profit he would have made, had the financial results been properly reported, would have been lower than the bonus or incentive compensation received.

In these circumstances, the Board has the discretion to recover from the member of management all or a portion of any incentive compensation paid up to three years preceding the date the Corporation had to proceed with a restatement of its financial statements.

### 4. Trading and Hedging Restrictions

In 2016, the Corporation modified its confidential information usage policy to prohibit the Corporation’s directors, executives and employees from purchasing securities, subject to obtaining prior approval from the HRCG including futures, equity swaps, exchange fund shares or options, which are designed to cover or compensate a decrease in the market value of equity securities (or equivalents, such as DSUs or PSUs, for which the value results from that of the equity securities) that were granted to them as compensation.

### 5. Policy on Minimum Executive Shareholding

Executive shareholding encourages cautious management of the shareholders’ equity. On July 10, 2016, the Board approved the implementation of new shareholding requirements. Since that date, all participants in the medium- and long-term incentive plan must, within a period of four years, meet the requirements of the minimum executive shareholding policy, equalling to a predetermined multiple of base salary. To give effect to the changes made on October 10, 2018, a participant’s total shareholding is calculated as being the fair market value of the sum of the following securities and security equivalents held by the participant:

- Class A Shares;
- Class B Non-Voting Shares;
- Vested and non-vested DSUs linked to Class B Non-Voting Shares;
- Class A Shares of QI;
- Class B Shares of QI;
- Vested and non-vested DSUs linked to Class B Shares of QI.

It should be noted that the Board reserves the right to extend the required period for reaching the minimum shareholding threshold in the event of extraordinary circumstances.

As of December 31, 2018, the applicable multiples and the shareholding of the Named Executive Officers was as follows:

	France Lauzière	Denis Rozon	Serge Fortin	Michel Trudel	Daniel Boudreau
Multiple of Salary	2.25	0.75	1.5	0.75	0.75
Multiple of Salary (\$)	1,125,000	217,500	591,090	318,750	195,075
Total Shareholding (\$)	476,959	107,474	181,495	155,315	97,748
Status <sup>1</sup>	In progress	In progress	In progress	In progress	In progress

<sup>1</sup> The Named Executive Officers have until July 10, 2020 to meet the requirement of the Minimum Shareholding Policy.

## Cost of The Management Services of the President and Chief Executive Officer and Certain Executive Officers

France Lauzière, President and Chief Executive Officer of the Corporation, also combines the role of Chief of Content of Quebecor Content, a division of QMI created in 2013, which is dedicated to the creation, development, acquisition, broadcasting and distribution of audiovisual content. Because France Lauzière shares her work time between her functions carried out for the benefit of TVA and those for Quebecor Content, it was agreed, by means of a management services agreement signed with QMI (the “F. Lauzière Service Agreement”), that TVA would be responsible for 66.67% of the compensation paid by QMI to France Lauzière.

The services of Denis Rozon, who was Vice President and Chief Financial Officer of the Corporation until January 21, 2019 <sup>1</sup>, and, from August 1, 2014 to December 31, 2017, Vice President and Chief Financial Officer of Quebecor Media Group, were also made available to QMI under the terms of a management services agreement between TVA and QMI (the “D. Rozon Service Agreement”) which stipulated that TVA would be responsible, for the year 2017, for 75% of the compensation paid to Denis Rozon, and QMI would be responsible for the other 25%, with the exception of TVA stock options for which TVA was 100% responsible. Following an internal reorganization, the parties have terminated the D. Rozon Service Agreement as of December 31, 2017. Since January 1<sup>st</sup>, 2018, 100% of the annual compensation of Denis Rozon is paid by TVA.

A management services agreement (the “Officers Service Agreement”) is also in effect between TVA and QMI for the services of certain executive officers based on a percentage that varies depending on the responsibilities of each officer. Of the Named Executive Officers, only Serge Fortin (TVA is responsible for 75% of his compensation) and Daniel Boudreau (TVA is responsible for 80% of his compensation) were affected by the Officers Service. As for Serge Fortin, his additional responsibilities with QMI ended on June 30, 2018 and, since that date, TVA is responsible for 100% of his compensation.

The percentages presented above are calculated based upon the amount of time that France Lauzière and the other officers spend on activities for TVA. These services agreements were subject to a review by the HRCG and, because it is a transaction between related parties, to a review by the Corporation's Audit Committee. These two committees made a recommendation to the Board and these management services agreements were approved by the directors who determined that the percentages of compensation paid by TVA reflected reality and that these agreements were reasonable or no less advantageous for the two parties than what could have been negotiated and concluded at current market conditions. The percentage of time that these executive officers spend for the benefit of TVA is reviewed by the Audit Committee and updated regularly to reflect the actual time that these officers devote to the Corporation. The portion of their compensation covered by TVA will be adjusted accordingly, as necessary.

<sup>1</sup> Since January 21, 2019, Mr. Rozon holds the position of Vice President, Productions, Operations and technologies of TVA and Chief Operating Officer of Mels.

For the year 2018, the compensation of France Lauzière (assumed both by the Corporation and by QMI) is composed of:

- A base salary of \$500,000 of which TVA will assume 66.67%, being \$333,350.
- The short-term portion of the incentive plan equivalent to 88% of her base salary, some components may reach up to 1.6 times the target. For additional information, please refer to the “Short-term Incentive” section of this Circular.
- The long-term portion of the incentive plan through stock options of the Corporation and of QI, according to defined vesting conditions. For additional information, please refer to the “Short-term Incentive” section of this Circular.

## Named Executive Officers’ Direct Compensation

The compensation for the Named Executive Officers is determined and approved by the Corporation’s HRCG, except for the President and Chief Executive Officer and for the Chief Financial Officer (or any person performing similar functions) of the Corporation, whose compensation is recommended and subsequently approved by the Board.

Details regarding different direct compensation components for the Named Executive Officers are included on the following pages of this Circular.

### Base Salary

The annual base cash compensation is commensurate with skills, responsibilities, individual performance and the reference market.

Increases in the base salary awarded to members of senior management are based on performance, competitive market compensation data, their experience in their role, the importance of the position occupied, and their compensation compared with the Corporation’s other senior managers. Adjustments to base salary generally take effect on January 1<sup>st</sup>.

### Short-Term Incentive

The goal of the short-term incentive program is to attract and develop the loyalty of the executive officers and encourage them to achieve or exceed the Corporation’s short-term strategic and business objectives.

For the short-term incentive program, although the financial objectives based on adjusted EBITDA of the Corporation and its business units and the profit margin remain the key performance indicators, individual objectives are also set for each Named Executive Officer. The individual strategic objectives are fixed annually to ensure alignment with the Corporation's business objectives.

The short-term incentive plan targets are determined based on the base salary, the executive officers’ roles and their impact on the Corporation. Short-term incentives are calculated using a formula that considers the following elements:

- The short-term incentive target, expressed as a percentage of base salary, for each role;
- Adjusted EBITDA of the Corporation or business unit to which the Named Executive Officer is related, for one third of the target;
- The profit margin of the Corporation for one third of the target;
- Individual strategic objectives for one third of the target.

For the purposes of the short-term incentive program for financial 2018, the targets as a percentage of base salary for each Named Executive Officer were between 37.5% and 88%. For additional information, please refer to the “Summary of 2018 Named Executive Officers’ Target Direct Compensation” section of this Circular.

Incentive amounts may be up to 1.6 times the short-term incentive target, for certain components, depending on the Corporation’s performance, that of the business unit, and that of the individual. Each target is independent of the others and payable separately. The following table lists the weighting of the performance objectives and the multiplying factors applicable to it.

Weighting	Objectives		Under threshold	Threshold	Target	Maximum
33.33%	Adjusted EBITDA <sup>1</sup>	Level of achievement	N.A.	N.A.	100%	100%
		Multiplier	0.00x	0.00x	1.00x	1.00x
33.33%	Profit margin	Level of achievement	Under 75%	75%	100%	125% and more
		Multiplier	0.00x	0.50x	1.00x	1.25x
33.33%	Strategic	Level of achievement	N.A.	N.A.	100%	160%
		Multiplier	0.00x	0.00x	1.00x	1.60x

1- Adjusted EBITDA of the Corporation, except in the case of France Lauzière, for whom objective refers to adjusted EBITDA of the Corporation, Quebecor Content and Videotron, for Michel Trudel for whom objective refers to adjusted EBITDA of the Corporation and Mels and for Daniel Boudreau to adjusted EBITDA of the Corporation and Media Group of QMI.

The objectives related to the Corporation President and Chief Executive Officer's and that of the Chief Financial Officer or any person performing similar functions strategic are reviewed annually by the HRCG and submitted to the Board for approval. The HRCG reviews and approves the objectives of the Named Executive Officers set by the President and Chief Executive Officer. Payment of any incentive further to the level of achievement of both financial and strategic objectives is also subject to the HRCG's pre-approval.

The Corporation will not give further details on the performance objectives of executive officers, because it believes that the disclosure of this information would be seriously detrimental to its interests in the extremely competitive sector in which it operates, because this is confidential, strategic information.

Given that the financial objectives set by the Corporation, being the adjusted EBITDA of the Corporation and its business units and, when applicable, the profit margin of the Corporation, take into account various sensitive strategic components of the Corporation, subsidiaries and business units, the Corporation is of the opinion that disclosing this information is not in its interest.

The performance objectives set and approved by the HRCG, both for financial and strategic, are aimed and directed to meet the philosophy encouraging incentives to be tied to performance. The portion of total compensation of each of the Named Executive Officers tied to objectives that were only partially shared is 26% for France Lauzière, 13% for Denis Rozon, 22% for Serge Fortin and 7% for Michel Trudel.

### Long-Term Incentive

Long-term incentive compensation, which since 2018 has been in the form of grants of stock options, allows the Corporation to reach several objectives over a longer period of time. The primary objective is to provide an incentive for participants to take the proper actions, sometimes difficult over the short term, so that the Corporation can carry out its business plan and build for the long term. The second objective of this compensation component is to align the interests of senior executives with those of shareholders. The third objective is to act as a retention factor. No target as a percentage of salary has been established for the long-term incentive portion.

The HRCG approves, and for the President and Chief Executive Officer and the Chief Financial Officer, recommends to the Board of the Corporation or of QI, as the case may be, awards stock options of the Corporation or of QI based on the individual's level of responsibility and impact on the Corporation. The key characteristics of the Corporation's Stock Option Plan are outlined in the "Equity Compensation Plans" section of this Circular.

### 2018 Short-Term

For financial 2018, the HRCG and the Board, if applicable, approved the payment of annual incentives ranging from 0% to 35.7% of base salary under the short-term portion of the incentive plan, subject to achievement of financial and strategic objectives. In the latter case, a maximum of 100% achievement was recognized for all the Named Executive Officers.



## 2018 Long-Term

For financial 2018, the HRCG and the Board, where applicable, approved the grants of stock options of the Corporation that take the participant's level of responsibility and contribution into account. They have also recommended to the human resources and corporate governance committee and the board of directors of QI, when deemed appropriate, the grants of stock options of QI to executive officers of the Corporation.

With respect to the long-term compensation, the HRCG and the Board retain full discretion on the value of annual allotments awarded to each participant.

For more details on the Named Executive Officers' total compensation refer to the "Summary Compensation Table" of this Circular.

## Summary of 2018 Named Executive Officers Target Direct Compensation

Direct compensation is made of base salary as well as short- and long-term portions of the incentive plan.

	Base Salary 2018	2018 Short-Term % of Base Salary		2018 Long-Term <sup>1</sup> % of Base Salary	2018 Direct Compensation	
		Target	Paid	Granted	Target <sup>2</sup>	Paid <sup>3</sup>
France Lauzière	\$333,350	88%	35,7 %	129%	\$626,698	\$881,007
Denis Rozon	\$294,230	43%	14 %	62%	\$420,749	\$519,755
Serge Fortin	\$344,803	75%	27 %	49%	\$603,404	\$608,288
Michel Trudel	\$425,000	45%	8 %	28%	\$616,250	\$574,775
Daniel Boudreau <sup>4</sup>	\$208,080	37.5%	0 %	49%	\$286,110	\$310,960

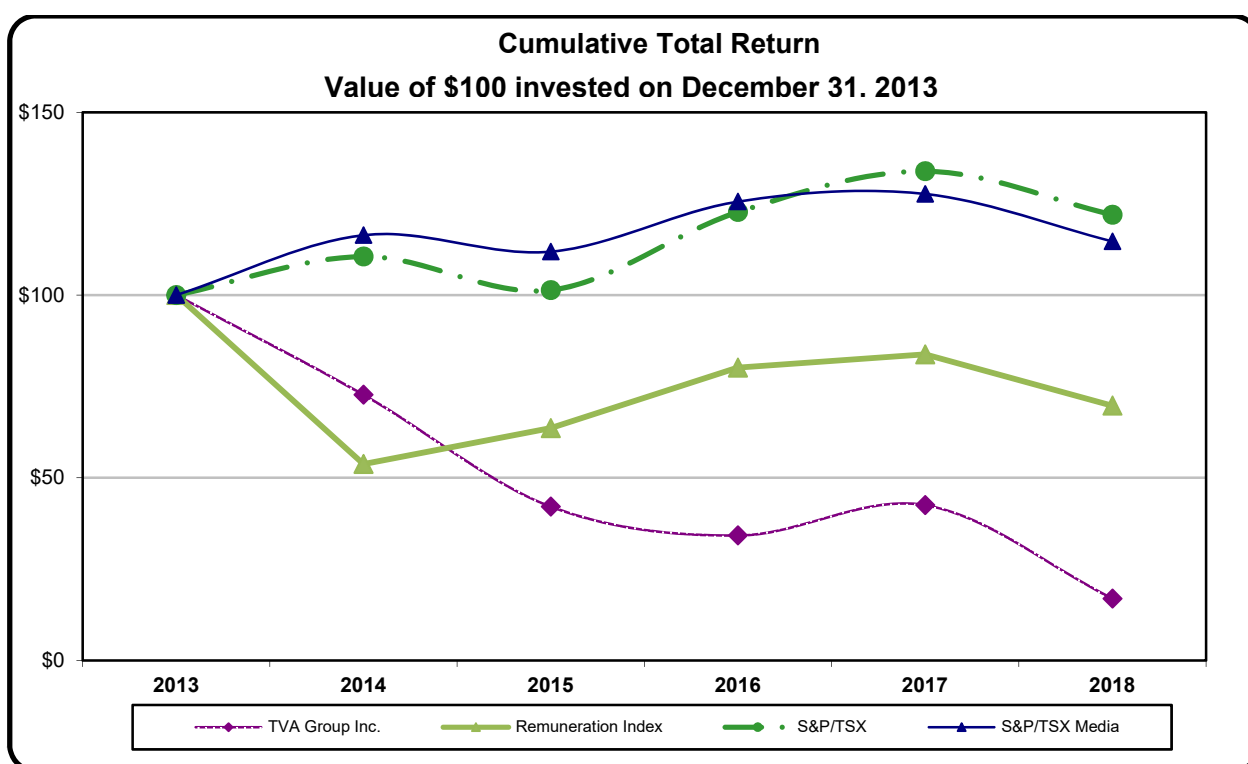
1. No target as a percentage of base salary has been set for the long-term incentive portion. The Board, and the board of directors of QI, upon recommendation of the HRCG, grants stock options of the Corporation and of QI taking into the participant's level of responsibility, performance and individual's contribution on results of the Corporation.
2. Represents the base salary and short-term target, in dollars.
3. Represents the direct compensation paid in 2018, being the base salary and short-term incentive, to which has been added the estimated value of the stock options calculated at the time of the grant according to the Black-Scholes valuation model. Refer to the « Black-Scholes Value of Stock Options » table of this Circular.
4. Daniel Boudreau left the Corporation on January 18, 2019.

## PERFORMANCE GRAPH

The performance graph set out below illustrates the cumulative total return, over a period of five years, of a \$100 investment in the Class B Non-Voting Shares as compared to the S&P/TSX Composite Index and the TSX “Media” Sub-index.

The year-end value of each investment is based on share appreciation plus dividends paid in cash, the dividends having been reinvested on the date they were paid. The calculations exclude brokerage fees and taxes. Total shareholder returns from each investment may be calculated from the year-end investment values shown below the graph.

The graph also includes an index reflecting the trend in total compensation of the Named Executive Officers over the past five years. The remuneration index is composed of the base salary and the awards made according to existing incentive plans in effect for a given year. For the purpose of this index, the information presented in the “Total Compensation” column of the Summary Compensation Table has been annualized.



	2013	2014	2015	2016	2017	2018
TVA Group Inc.	\$100	\$73	\$42	\$34	\$43	\$17
Remuneration Index	\$100	\$54	\$64	\$80	\$84	\$70
S&P/TSX Index	\$100	\$111	\$101	\$123	\$134	\$122
S&P/TSX Media Index	\$100	\$116	\$112	\$126	\$128	\$115

Like the Corporation's shareholders, the Named Executive Officers have been affected by the decline in the Corporation's stock price. During the past five years, except for financial 2014 during which the Corporation had to deal with organizational changes, total compensation of the Named Executive Officers has followed the trend in the value of the Corporation's Class B non-voting shares.

The HRCG believes that the trading price is also affected by external factors on which the Corporation has little control, and which do not necessarily reflect the Corporation's performance, in particular low trading volume. The five-year cumulative total return for shareholders with Class B Non-Voting Shares from the Corporation was -83%, compared to 22% for the S&P/TSX Composite Index and 68% for the S&P/TSX Media Composite Index, as shown in the return graph above.

## SUMMARY COMPENSATION TABLE

The following table shows certain selected compensation information for the President and Chief Executive Officer, the Vice President and Chief Financial Officer and the three other most highly compensated executive officers of the Corporation during the financial year ended December 31, 2018 for their services rendered during the financial years ended December 31, 2018, 2017 and 2016. The compensation shown in the following table is the compensation assumed by the Corporation.

Name and principal position	Year	Salary (\$)	Share-based awards <sup>1</sup> (\$)	Option-based awards <sup>2</sup> (\$)	Non-equity incentive plan compensation		Pension value <sup>3</sup> (\$)	All other compensation <sup>4</sup> (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
France Lauzière President and Chief Executive Officer	2018	333,350	—	428,688 <sup>5</sup>	118,969	—	27,468	—	908,475 <sup>6</sup>
	2017	58,978	125,006 <sup>7</sup>	—	70,531	20,937	5,334	—	280,786 <sup>8</sup>
	2016	—	—	—	—	—	—	—	— <sup>9</sup>
Denis Rozon <sup>10</sup> Vice President and Chief Financial Officer	2018	294,230	—	192,900 <sup>5</sup>	42,438	—	113,600	—	643,168
	2017	210,000	105,000 <sup>7</sup>	—	108,596	—	60,375	—	483,971 <sup>11</sup>
	2016	192,500	96,250 <sup>7</sup>	—	59,290	—	78,890	—	426,930 <sup>11</sup>
Serge Fortin Vice President, TVA News – TVA Sports	2018	344,803	—	168,788 <sup>5</sup>	94,698	—	103,513	—	711,801 <sup>12</sup>
	2017	289,755	289,755 <sup>7</sup>	—	218,762	—	75,675	—	873,947 <sup>12</sup>
	2016	285,469	85,641 <sup>7</sup>	—	158,435	—	75,150	—	604,695 <sup>12</sup>
Michel Trudel President Mels	2018	425,000	—	117,900 <sup>5</sup>	31,875	—	—	—	574,775
	2017	400,000	200,000 <sup>7</sup>	—	—	—	—	—	600,000
	2016	400,000	200,000 <sup>7</sup>	—	—	—	—	—	600,000
Daniel Boudreau <sup>13</sup> Vice President, TVA Productions, Operations and technologies	2018	208,080	—	102,880 <sup>5</sup>	—	—	66,960	—	377,920 <sup>14</sup>
	2017	191,250	95,625 <sup>5</sup>	—	93,044	—	56,550	—	436,469 <sup>14</sup>
	2016	175,000	87,500 <sup>5</sup>	—	53,900	—	55,510	—	371,910 <sup>14</sup>

1. For PSUs and DSUs, the compensation value corresponds to the target based on the fair market value of underlying securities at the time of grant.
2. The compensation value included herein represents the estimated value of the stock options granted as determined by using the Black-Scholes valuation model which is based on various assumptions.
3. Please refer to the "Pension Benefits" section of the Circular for additional details.
4. Perquisites and other personal benefits which do not exceed the lesser of \$50,000 or 10% of the annual salary are not disclosed.
5. Underlying securities: Class B Non-Voting Shares of the Corporation and Class B shares of QI. The amount indicated represents the Black-Scholes value of the options at the time of grant. Please refer to the "Black-Scholes Value of Stock Options" table for details concerning the calculation of values provided under the "Option-based awards" column of the above table.
6. France Lauzière also acts as Chief of Content, Quebecor Content. Consequently, the total compensation of France Lauzière, including compensation costs assumed by QMI, amounted to \$1,362,644 in 2018.
7. Value corresponding to the total allotment targets for PUSs and DSUs from TVA and Quebecor.
8. Since her appointment on October 13, 2017, France Lauzière also acts as Chief of Content, Quebecor Content. Consequently, the total compensation of France Lauzière, including compensation costs assumed by QMI, amounted to \$1,567,121 in 2017.
9. In 2016, France Lauzière was Vice-President, Programming of the Corporation and Senior Vice-President, Quebecor Content. For these functions, her total compensation, assumed by QMI, amounted to \$1,400,489.
10. Since January 21, 2019, Denis Rozon acts as Vice President, Productions, Operations and technologies of TVA and Chief Operating Officer of MELS.
11. Until December 31, 2017, Denis Rozon acted as Vice President and Chief Executive Officer of Quebecor Media Group. These functions were in addition to his then current position within the Corporation. Consequently, Denis Rozon's total compensation, including compensation costs assumed by QMI, amounted to \$645,295 in 2017 and \$609,900 in 2016. In 2018, 100% of his compensation was paid by TVA.
12. Until June 30, 2018, a portion of Serge Fortin's compensation was reimbursed by QMI for his duties with respect to QMI Agency. The total compensation of Serge Fortin amounted to \$815,105 in 2018, \$1,165,262 in 2017 and \$806,260 in 2016.
13. Daniel Boudreau left the Corporation on January 18, 2019.
14. A portion of Daniel Boudreau's compensation was reimbursed by QMI for his duties with respect to QMI. The total compensation of Daniel Boudreau amounted to \$472,400 in 2018, \$581,958 in 2017 and \$531,300 in 2016.

**The total compensation value includes the estimated value of the stock options granted as determined by using the Black-Scholes value which is based on various assumptions as shown in the table below. It only represents an estimated value of the stock options granted and does not represent cash received by the Named Executive Officer. This amount is at risk and may even be equal to zero. Accordingly, the total compensation value does not represent the real cash compensation earned by the Named Executive Officer.**

## Black-Scholes Value of Stock Options

For purposes of properly illustrating the calculation of the Black-Scholes value of the options granted to the Named Executive Officers in 2018, the key assumptions and estimates are set out below.

Date of grant	Exercise price (\$)	Dividend yield (% / year)	Volatility (%)	Expected life (years)	Risk-free rate (%)	Black- Scholes Value (\$)
October 10, 2018 <sup>1</sup>	2.16	0.00	45.99	6.00	2.503	1.07
October 10, 2018 <sup>2</sup>	26.5246	0.85	18.12	6.00	2.503	5.36

<sup>1</sup> Underlying securities: Class B non-voting shares of the Corporation. Options vest as follows: 1/3 after three years, 2/3 after four years, and 100% after five years of the original grant.

<sup>2</sup> Underlying securities: Class B Shares of QI. Options vest as follows: 1/3 after three years, 2/3 after four years, and 100% after five years of the original grant.

**Note:** In accordance with IFRS 2, *Share-Based Payment*, the liabilities related to these options are recorded in the Corporation's financial statements based on their fair value at the end of each financial reporting period using the Black-Scholes model. At the time of the grant, the fair value of these options is calculated by using the same model. As a result, the fair value at the time of grant for accounting purposes or for purposes of section 3.1 (5) of Form 51-102F6 are the same.

## Outstanding Share- and Option-Based Awards

The table below indicates all outstanding stock options, PSUs and DSUs awards for each of the Named Executive Officers and their values as of December 31, 2018.

Name	Units and/or underlying shares	Option-based Awards				Share-based Awards		
		Number of securities underlying unexercised options (#)	Option exercise price <sup>1</sup> (\$)	Option expiration date	Value of unexercised in-the-money options <sup>2</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested <sup>3</sup> (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
France Lauzière	TVA <sup>4</sup>	100,000	2.16	October 10, 2028	0			
	QI <sup>5</sup>	100,000	26.5246	October 10, 2028	221,540			
	QMI <sup>6</sup>	15,000	57.639	August 7, 2023	811,080			
	QMI <sup>7</sup>	5,000	70.558	March 18, 2025	205,765			
	PSU-TVA					87,604	141,042	0
	DSU-TVA					65,703	105,782	0
	PSU-QI					14,350	412,419	0
DSU-QI					12,915	371,177	0	
Denis Rozon	TVA <sup>4</sup>	30,000	2.16	October 10, 2028	0			
	TVA <sup>8</sup>	10,000	6.85	February 2, 2025	0			
	QI <sup>5</sup>	30,000	26.5246	October 10, 2028	66,462			
	QMI <sup>7</sup>	1,600	63.498	April 28, 2024	77,141			
	QMI <sup>7</sup>	6,000	70.558	March 18, 2025	246,918			
	PSU-TVA					19,127	30,794	0
	DSU-TVA					14,344	23,094	0
PSU-QI					3,270	93,980	0	
DSU-QI					2,936	84,381	0	
Serge Fortin	TVA <sup>4</sup>	30,000	2.16	October 10, 2028	0			
	TVA <sup>8</sup>	15,000	6.85	February 2, 2025	0			
	QI <sup>5</sup>	30,000	26.5246	October 10, 2028	66,462			
	QMI <sup>7</sup>	4,000	57.639	August 7, 2023	216,288			
	QMI <sup>6</sup>	9,750	63.498	April 28, 2024	470,077			
	QMI <sup>7</sup>	5,000	64.885	September 4, 2024	234,130			
	QMI <sup>7</sup>	11,000	70.558	March 18, 2025	452,683			
PSU-TVA					33,086	53,268	0	
DSU-TVA					24,814	39,951	0	
PSU-QI					5,476	157,380	0	
DSU-QI					4,925	141,545	0	
Michel Trudel	TVA <sup>4</sup>	10,000	2.16	October 10, 2028	0			
	QI <sup>5</sup>	20,000	26.5246	October 10, 2028	44,308			
	PSU-TVA					27,589	44,418	0
	DSU-TVA					20,692	33,314	0
PSU-QI					4,721	135,682	0	
DSU-QI					4,245	122,001	0	
Daniel Boudreau	TVA <sup>4</sup>	20,000	2.16	October 10, 2028	0			
	TVA <sup>8</sup>	10,000	6.85	February 2, 2025	0			
	QI <sup>5</sup>	20,000	26.5246	October 10, 2028	44,308			
	QMI <sup>7</sup>	1,200	63.498	April 28, 2024	57,856			
	QMI <sup>7</sup>	2,400	70.558	March 18, 2025	98,767			
	PSU-TVA					17,403	28,019	0
	DSU-TVA					13,051	21,012	0
PSU-QI					2,969	85,320	0	
DSU-QI					2,670	76,736	0	

<sup>1</sup> The exercise price of options of the Corporation may not be less than the closing price of a board lot of Class B Non-Voting Shares on the Toronto Stock Exchange on the last trading day before the date of grant. The exercise price of QMI options is the market value of the common shares at the time of grant, as determined on a quarterly basis by the external expert retained by QMI's Board.

<sup>2</sup> The value of unexercised in-the-money options of the Corporation is the difference between the option exercise price and the closing price of the underlying security on the Toronto Stock Exchange on December 31, 2018 or the difference between the option exercise price and the value of the common shares of the QMI options as at December 31, 2018 as determined by an external expert retained by QMI's Board. **This amount has not been, and may never be, realized. The options have not been, and may never be exercised; and actual gains, if any, on exercise will depend on the value of the aforesaid shares on the date of exercise.** On December 31, 2018, the closing price of the Class B Non-Voting Shares of the Corporation on the Toronto Stock Exchange was \$1.61, and the closing price of the Class B shares of QI was \$28.74. For purposes of stock option grants, the external expert retained by QMI's Board has established the value of the common shares of QMI, as at December 31, 2018, at \$111.711 per share.

- <sup>3</sup> The market or payout value of share-based awards that have not vested is established by multiplying the number of share units (PSUs or DSUs) by the closing price of the underlying shares (see note 2 above).
- <sup>4</sup> Options of the Corporation. Options vest as follows: 1/3 after three years, 2/3 after four years, and 100% after five years of the original grant.
- <sup>5</sup> QI options - Options vest as follows: 1/3 after three years, 2/3 after four years, and 100% after five years of the original grant.
- <sup>6</sup> QMI options – 3-year horizon. Options can be exercised equally over four years with the first 25% vesting on the second anniversary of the date of the grant.
- <sup>7</sup> QMI options – one-year horizon. Options can be exercised equally over five years with the first 20% vesting on the first anniversary of the date of the grant.
- <sup>8</sup> Options of the Corporation – One-year horizon. Options can be exercised equally over five years with the first 20% vesting on the first anniversary of the date of the grant.

## Incentive plan awards – Value vested or earned during the year

The following table sets forth, for each Named Executive Officer, the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date that occurred in 2018 and the bonus earned during the 2018 financial year.

Name	Option-based awards – Value vested during the year <sup>1</sup> (\$)	Share-based awards – Value vested during the year <sup>2</sup> (\$)	Non-equity incentive plan compensation– Value earned during the year <sup>3</sup> (\$)
France Lauzière	671,817 <sup>4</sup>	0	118,969
Denis Rozon	126,381 <sup>4-5</sup>	0	42,438
Serge Fortin	572,180 <sup>4-5</sup>	0	94,698
Michel Trudel	—	0	31,875
Daniel Boudreau	109,071 <sup>4-6</sup>	0	—

- <sup>1</sup> The value vested is the difference between the market value of the underlying securities at the vesting date and the exercise price of the options contemplated by the option-based award. The market value is defined: (i) in the case of options of the Corporation, by the average closing market price of the Class B Non-Voting Shares on the Toronto Stock Exchange for the five trading days immediately preceding the date on which the option became vested; and (ii) in the case of the QMI options, the market value of the common shares on the vesting date, as determined on a quarterly basis by the external expert retained by QMI's Board.
- <sup>2</sup> The PSU and DSU plans started in 2016. The first PSUs granted in 2016 will become vested and payable in 2019 and the first DSUs granted in 2016 will become vested on December 31, 2021.
- <sup>3</sup> Corresponds to the sum, for 2018, of the columns "Annual Incentive Plans" and "Long-Term Incentive Plans" in the Compensation Summary Table.
- <sup>4</sup> Underlying securities: common shares of QMI.
- <sup>5</sup> Part of those options has been exercised in 2018.
- <sup>6</sup> All those options have been exercised in 2018.

## Pension benefits

Named Executive Officers participate in a pension plan according to their appointment date.

For Named Executive Officers appointed before October 31, 2012, the material provisions of the Defined Benefit Supplemental Retirement Plan and the Supplemental Plan are as follows:

	Basic Pension Plan	Supplemental Executive Retirement Plan
<b>Named Executive Officers</b>	Denis Rozon, Serge Fortin and Daniel Boudreau	
<b>Participant contributions</b>	None	
<b>Normal retirement age</b>	65	
<b>Retirement age without reduction in retirement pension</b>	65	
<b>Reduction in the event of retirement before permitted age</b>	Reduction of 3% per year for every year between 60 and 65 and 4% per year for every year between 55 and 60.	
<b>Early retirement age</b>	55	
<b>Retirement pension calculation</b>	2% of the average salary over the best five consecutive years of salary (including commissions) multiplied by the number of years of membership in the plan.  Subject to the maximum annuity prescribed by the <i>Income Tax Act</i> (Canada).	2% of the average salary over the best five consecutive years of salary (including commissions) multiplied by the number of years of membership in the plan.  Minus the annuity payable pursuant to the basic plan.
<b>Coordination with public plans</b>	No	
<b>Type of retirement pension</b>	<b>With eligible spouse at the time of retirement.</b>	
	Lifetime annuity to spouse equal to 60% of the annuity paid.	
<b>Type of retirement pension</b>	<b>Without eligible spouse at the time of retirement or after the death of the latter.</b>	
	20% of the annuity is payable to each dependent child, not exceeding 60%.	
<b>Indexation</b>	After retirement	None

As for France Lauzière, she participates in QMI's basic pension plan, which provisions are almost identical to those of the Corporation's plan except for the retirement age without reduction which is 61 and of the percentage of reduction in the event of retirement before permitted age which is 6% per year between the age of 55 and 61.

The following table sets forth information on the Corporation's Defined Benefit Retirement Plans (base plan and supplemental plan no longer available to new entrants since October 31, 2012). In addition to annual benefits payable, the table shows the change in value of such benefits (obligation) year-to-date and year-end. Variations from one individual to another are due to the individual's age, salary and credited years of service in the base plan and the supplemental plan. These plans provide an annuity based on the salary at the time of retirement (for the purpose of this table, payable benefits are based on salaries as at December 31, 2018).

Name	Number of years credit services (#)	Annual benefits payable (\$)		Opening present value of defined benefit obligation <sup>1</sup> (\$)	Compensatory change (\$)	Non-compensatory change (\$)	Closing present value of defined benefit obligation <sup>2</sup> (\$)
		At year end <sup>(1)</sup>	At age 65				
France Lauzière <sup>3</sup>	1.2	3,500	41,300	10,900	41,200	4,300	56,400
Denis Rozon	12.3	37,600	84,800	698,900	113,600	(14,500)	798,000
Serge Fortin <sup>4</sup>	23.6	133,100	190,700	2,466,600	118,300	(112,400)	2,472,500
Daniel Boudreau <sup>5</sup>	10.9	48,700	126,200	868,800	83,700	(71,000)	881,500

1. Calculations are based on an assumption discount rate of 3.5%, an inflation rate of 2.25% and the more recent mortality table of the Canadian Institute of Actuaries ("CIA").
2. Calculations are based on a discount rate of 3.9%, an inflation rate of 2.25% and the more recent mortality table of the CIA.
3. For France Lauzière, the information is based on her participation in the non-unionized employees plan of QMI.
4. The number of credit years in the supplemental plan is 14.4 for Serge Fortin.
5. The number of credit years in the supplemental is 8.5 for Daniel Boudreau

As for Michel Trudel, he does not currently participate in any pension plan.

### Potential payment in the event of termination and change of control

The Corporation has entered into employment contracts with each of the Named Executive Officers. Each contract is individually formulated, and no single policy applies to all, except for the provisions of the medium- and long-term incentive plans. The following table shows benefits in the event of termination and change in control.

	Pension	Termination for a serious cause	Resignation	Termination not for a serious cause (layoff)	Termination not for a serious cause following a change in control
<b>Base salary</b>	Payment discontinuation	Payment discontinuation	Payment discontinuation	Severance pay in the form of salary continuation or a lump sum, subject to non-competition, non-solicitation and confidentiality agreements: <sup>1</sup> -F. Lauzière: 18 months -S. Fortin: 12 months	Severance pay in the form of salary continuation or a lump sum, subject to non-competition, non-solicitation and confidentiality agreements: <sup>1</sup> -F. Lauzière: 18 months -S. Fortin: 12 months
<b>Annual Incentive</b>	No longer eligible	No longer eligible	No longer eligible	Allowance corresponding to target annual bonus calculated only on the financial portion is only payable subject to achievement of the results for the departure year for France Lauzière and no longer eligible for the others	No longer eligible



	Pension	Termination for a serious cause	Resignation	Termination not for a serious cause (layoff)	Termination not for a serious cause following a change in control
<b>PSUs</b>	Continued vesting	No longer eligible	No longer eligible	No longer eligible	Board's discretion regarding accelerated or non-accelerated vesting
<b>DSUs</b>	Redemption by December 15 of the year following retirement. Prorated accelerated vesting of non-vested DSUs in the event of retirement before normal retirement age	No longer eligible upon day of termination and redemption of vested units only	No longer eligible upon day of resignation and redemption of vested units only	Redemption of vested units following prorated accelerated vesting of non-vested DSUs for the time worked under the vesting period	Redemption of vested units following accelerated vesting of non-vested DSUs
<b>Stock options</b>	Vested options are exercisable within 30 days after retirement for the TVA plan, 60 days for the QI plan and 90 days for the QMI plan	Loss of vested options upon day of termination	Vested options of TVA and QI are exercisable within 30 days after resignation. Loss of vested QMI options upon day of resignation	Vested options are exercisable within 30 days after termination	Vested options are exercisable within 30 days after termination
<b>Non-wage benefits</b>	No longer eligible	No longer eligible	No longer eligible	No longer eligible	No longer eligible
<b>Indirect benefits</b>	No longer eligible	No longer eligible	No longer eligible	No longer eligible	No longer eligible

<sup>1</sup> Although no termination clause is included in Denis Rozon's and Daniel Boudreau's employment contract (if the latter had not left the Corporation), the allowance established by the jurisprudence would apply. For Serge Fortin, the indemnity includes six months of car allowance. Michel Trudel signed a non-competition, non-solicitation agreement.

The table below shows the value of additional estimated payments that could have been made or additional estimated benefits that could have been granted to each Named Executive Officer, depending on the reason for the termination of employment, if the termination of employment had taken place on December 31, 2018. The share compensation value is calculated based on the closing price of Class B Non-Voting shares and Class B Shares of Quebecor on the Toronto Stock Exchange, which equalled \$1.61 and \$28.74 per share, respectively.

Event	France Lauzière	Denis Rozon	Serge Fortin	Michel Trudel	Daniel Boudreau
<b>Pension</b>					
Equity compensation <sup>1</sup>	\$201,421	\$45,769	\$68,738	\$66,271	\$41,616
<b>Termination for a serious cause</b>	\$0	\$0	\$0	\$0	\$0
<b>Resignation</b>	\$0	\$0	\$0	\$0	\$0
<b>Termination not for a serious cause (layoff)</b>					
Severance pay	\$1,189,956	Jurisprudence <sup>2</sup>	\$400,480	Fixed-term contract <sup>3</sup>	Jurisprudence <sup>2</sup>
Equity compensation	\$201,421	\$45,769	\$68,738	\$66,271	\$41,616
Former medium-term plans	\$0	\$0	\$0	\$0	\$0
Non-wage benefits	\$0	\$0	\$0	\$0	\$0
Indirect benefits	\$0	\$0	\$0	\$0	\$0
<b>Termination not for a serious cause following a change in control</b>					
Severance pay	\$1,189,956	Jurisprudence <sup>2</sup>	\$400,480	Fixed-term contract <sup>3</sup>	Jurisprudence <sup>2</sup>
Equity compensation <sup>5</sup>	\$476,959	\$107,474	\$181,495	\$55,315	\$97,748
Former medium-term plans	\$0	\$0	\$0	\$0	\$0
Non-wage benefits	\$0	\$0	\$0	\$0	\$0
Indirect benefits	\$0	\$0	\$0	\$0	\$0

<sup>1</sup> As the conditions for vesting PSUs are related to performance, no vesting is included in this amount.

<sup>2</sup> Although no termination clause is included in Denis Rozon's and Daniel Boudreau's employment contract (if the latter had not left the Corporation), the allowance established by the jurisprudence would apply.

<sup>3</sup> Michel Trudel was one of the senior officers of A.R. Global Vision Ltd., the company whose assets were acquired by TVA in 2014. Under a five-year fixed-term contract that started on January 1, 2016, if a termination had taken place on December 31, 2017, he would have been entitled to \$900,000 at December 31, 2018 and this amount would be 450,000 at December 31, 2019. It should be noted that Michel Trudel is subject to a non-competition and non-solicitation clause for a period of five years from the cancellation or termination of his contract.

<sup>4</sup> As PSU acceleration is at the discretion of the Board, no vesting is included in this amount.

## EQUITY COMPENSATION PLANS

The stock option plans listed below are available for the Corporation.

### Stock Option Plan of the Corporation

The Corporation has a stock option plan (the "Plan"), which entitles officers of the Corporation and of its subsidiaries, and its directors, to benefit from the appreciation in value of the Corporation's Class B Non-Voting Shares. The Plan provides for the grant of options for the purchase of a maximum of 2,200,000 Class B Non-Voting Shares, being 5.1% of the issued and outstanding Class A and Class B Non-Voting Shares as at December 31, 2018. As of this date, 1,832,180 Class B Non-Voting Shares, being 4.2% of the Class A and Class B Non-Voting Shares are still reserved under the Plan with the Toronto Stock Exchange.

The HRCG administers the Plan, designates the optionees and determines the expiry date and any other question relating thereto, in each case in accordance with applicable securities legislation. The number of options granted is based on individual merit and depends on the level of responsibility of the optionee. However, the Plan contains restrictions regarding the number of options that may be granted and the number of Class B Non-Voting Shares that may be issued. No insider may be granted, within any one year period, a number of Class B Non-Voting Shares exceeding 5% of the total number of Class B Non-Voting Shares and Class A Shares issued and outstanding from time to time (the "Corporation's Issued Share Capital"), less shares issued under equity compensation plans during the preceding year. Moreover, the number of Class B Non-Voting Shares which may be reserved for issuance under options granted to insiders under the Plan and any other equity compensation plans of the Corporation, cannot exceed 10% of the Corporation's Issued Share Capital. The Plan also provides that, in any given one-year period, the number of Class B Non-Voting Shares which may be issued to insiders under the Plan cannot exceed 10% of the Corporation's Issued Share Capital, less shares issued under equity compensation plans during the preceding year. All options granted are non-transferable. Prior grants are taken into consideration and market comparisons are analyzed. The HRCG ratifies the recommendations made by Management or makes the appropriate modifications (except for grants to the President and Chief Executive Officer and to the Chief Financial Officer (or any person performing similar functions) that are approved by the Board).

The exercise price of each option may not be less than the closing price of a board lot of Class B Non-Voting Shares on the Toronto Stock Exchange on the last trading day before the date of grant. In the absence of a closing price for a board lot of Class B Non-Voting Shares on the Toronto Stock Exchange on that day, the exercise price may not be less than the average ask and bid prices of the Class B Non-Voting Shares on the Toronto Stock Exchange on the same day. At the time of exercising their options, optionees may decide to (i) subscribe for the Class B Non-Voting Shares in respect of which the option is being exercised; or (ii) receive from the Corporation a cash payment equal to the number of shares corresponding to the options exercised, multiplied by the difference between the market value and the exercise price of the shares underlying the option. The market value is defined by the average closing market price of the shares for the five trading days immediately preceding the date on which the option was exercised. If an optionee decides to receive a cash payment from the Corporation upon the exercise of his option, then the number of underlying Class B Non-Voting Shares covered by the option will once again become available under the Plan.

By signing the notice of grant they have received, optionees have committed to obtaining the Corporation's consent before exercising their right to purchase the shares for which they wish to exercise their options. This consent is not required for options granted prior to 2018.

Since January 2006, except under specific circumstances and unless the HRCG of the Corporation has decided otherwise at the time of grant, options vest over a five-year period in accordance with one of the following vesting schedules:

- i) equally over five years with the first 20% vesting on the first anniversary of the date of the grant (one-year horizon);
- ii) equally over four years with the first 25% vesting on the second anniversary of the date of the grant (3-year horizon – the optionee receives in advance three times the value of its annual grant and will not be granted any other the following two years); or
- iii) equally over three years with the first 33⅓% vesting on the third anniversary of the date of the grant (5-year horizon – the optionee receives five times the value of its annual grant and will not be granted any other the following four years).

The right to exercise options expires on the earlier of:

- The expiry date of the option, as determined at the time of the grant (maximum of 10 years);
- On the day of termination of the optionee's employment for cause;
- 30 days following the date on which the optionee's employment is terminated by reason of voluntary termination of employment by resignation or termination without cause, retirement or disability;
- 90 days following the death of the optionee.

The Board of the Corporation may, without being required to obtain the prior approval of shareholders and regulatory authorities, amend the terms and conditions of the Plan including, but not limited to, an amendment to the vesting terms of an

option, an amendment to the subscription price, unless the amendment is a reduction of the exercise price of an option held by an insider and an amendment intended to correct or rectify an ambiguity, inapplicable provision, error or omission in the Plan or an option except for: (i) an increase in the number of Class B Non-Voting Shares reserved for issuance under the Plan; and (ii) a reduction of the subscription price or the extension of the term of an option held by an insider. The Board can also decide to accelerate the exercise of options as part of a proposed transaction (including a takeover bid) subject to the controlling shareholder (as defined in the Plan) ceasing to be the controlling shareholder upon completion of the transaction. The Corporation does not provide financial assistance to optionees for the exercise of their options.

Finally, the Plan provides that if an expiry date falls during a blackout period or within 10 days following a blackout period, the period during which an option may be exercised shall be extended by 10 business days from the expiry of the blackout period (for those optionees subject to the Corporation's Policy Relating to the Use of Privileged Information).

During the financial year ended December 31, 2018, 280,000 options have been granted and no shares have been issued upon the exercise of stock options. As of the date hereof, 310,000 options were outstanding, being 0.7% of the Corporation's Issued Share Capital.

The following table gives information about all of the Corporation's equity compensation plans as of December 31, 2018.

Plan Category	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 Further Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column)
<b>Equity Compensation Plans Approved by Shareholders:</b>			
Stock Option Plan of the Corporation	340,000 (or 0.9% of the number of Class B Non-Voting Shares issued and outstanding)	\$2.99	1,492,180 (or 4.7% of the number of Class B Non-Voting Shares issued and outstanding)
<b>Equity Compensation Plans Not Approved by Shareholders:</b>	—	—	—

The following table gives the burn rate of the stock option plan of the Corporation for the last three fiscal years.

Burn Rate	2018	2017	2016
Total number of stock options issued in a fiscal year, divided by the weighted average number of the Corporation's Issued Share Capital outstanding over the applicable year.	0.65%	0%	0%

## QI Stock Option Plan

QI has a stock option plan for the officers, senior employees and key employees of the Corporation and of its subsidiaries (the "QI Plan") which entitles them to benefit from the appreciation in value of the Class B shares of QI. The Plan provides for the grant of options for the purchase of a maximum of 26,000,000 Class B Shares.

The board of directors of QI, upon the recommendation of the human resources and corporate governance committee administers the QI Plan, designates the recipients of options and determines the date of vesting of each option, the exercise price of each option, the expiry date and any other question relating thereto, in each case in accordance with applicable securities legislation. The number of options so granted is based on individual merit, on the positioning to the market, and on the optionee's level of responsibility. The board of directors ratifies the recommendations made by the human resources and corporate governance committee or makes modifications it deems appropriate. Previous grants are considered, and market conditions are analyzed.

The exercise price of each Class B share underlying an option granted under the QI Plan is equal to the weighted average trading price of the Class B shares on the Toronto Stock Exchange during the period of five trading days preceding the date of grant.

At the time of exercise of his option, an optionee may either (i) elect to subscribe for the number of Class B shares in respect of which the option is exercised or (ii) elect to receive from QI a cash payment equal to the number of shares in respect of which the option is exercised multiplied by the amount by which the market value exceeds the exercise price of the shares underlying such option. The market value is defined as the weighted average trading price of the Class B shares on the Toronto Stock Exchange on the five trading days immediately preceding the day of exercise of such option. If an optionee decides to receive a cash payment from QI upon the exercise of his option, then the number of underlying Class B shares covered by the option will once again become available under the QI Plan.

By signing the notice of grant they have received, optionees have committed to obtaining QI's consent before exercising their right to purchase the shares for which they wish to exercise their options. This consent is not required for options granted prior to 2018.

Under the QI Plan, options usually vest as follows: 1/3 after one year, 2/3 after two years, and 100% three years after the date of grant. The board of directors of QI, may, at its discretion, affix different vesting periods at the time of each grant. Thus, when granting options in 2018, the board of directors has determined that the options would vest equally over three years with the first 33 1/3 vesting on the third anniversary of the date of the grant. Each option may be exercised during a period not exceeding 10 years from the date of grant.

No optionee may hold options covering more than 5% of the outstanding shares of QI. All options granted are non-transferable.

The right to exercise options that have been granted expires on the earlier of the following events:

- Immediately in the case of termination for a serious cause;
- 30 days from the termination of the optionee's employment for reasons other than death or retirement;
- 60 days following retirement;
- 180 days following the death of the optionee; and
- 10 years from the date of grant.

The following table gives the burn rate of the stock option plan of QI for the last three fiscal years.

Burn Rate	2018	2017	2016
Total number of stock options issued in a fiscal year, divided by the weighted average number of Class A and Class B shares of QI outstanding over the applicable year.	0.55%	0%	0%

### QMI Stock Option Plan

QMI has established of a stock option plan for officers, senior employees, directors and other key employees of QMI and its subsidiaries (the "QMI Plan") as a long-term performance incentive.

Each option may be exercised within a maximum period of ten years following the date of grant at an exercise price not lower than the fair market value, on the date of grant, of the common shares of QMI, as determined by an external expert whose services are retained by the board of directors of QMI (if the common shares of QMI are not listed on a recognized stock exchange at the time of grant), or the five-day weighted average closing price ending on the day preceding the date of grant of the common shares of QMI on the stock exchanges where such shares are listed. As long as the common shares of QMI are not listed on a recognized stock exchange, optionees may exercise their vested options during one of the following periods: from March 1<sup>st</sup> to March 30, from June 1<sup>st</sup> to June 29, from September 1<sup>st</sup> to September 29 and from December 1<sup>st</sup> to December 30 in each year. In addition, at the time of exercise of an option, optionees have the option, at their discretion: (i) to request to receive the profit from the underlying shares, or (ii) subject to certain stated conditions, subscribe to common shares of QMI. The human resources and corporate governance committee of QMI ratifies the recommendations made by Management or makes the appropriate modifications. Prior grants are taken into consideration and market comparisons are analyzed.

Except under specific circumstances and unless the human resources and corporate governance committee of QMI decides otherwise, options vest over a five-year period in accordance with one of the following vesting schedules as determined by the human resources and corporate governance committee of QMI at the time of grant:

- i) equally over five years with the first 20% vesting on the first anniversary of the date of the grant (one-year horizon);
- ii) equally over four years with the first 25% vesting on the second anniversary of the date of the grant (three-year horizon – the optionee receives in advance three times the value of its annual grant and will not receive any other the following two years); or
- iii) equally over three years with the first 33% vesting on the third anniversary of the date of the grant (five-year horizon – the optionee receives in advance five times the value of its annual grant and will not receive any other the following four years).

No optionee may hold options entitling him to purchase more than 5% of the number of common shares of QMI issued and outstanding.

## OTHER COMPENSATION PLANS

### Performance Share Units

A PSU gives the right to receive, in cash, the equivalent of the market value of a Class B Non-Voting Share of TVA or the Class B shares of QI on the settlement date, under the condition that the vesting requirements and performance objectives have been achieved. No share of the authorized share capital can be issued.

The HRCG of TVA and the human resources and corporate governance committee of QI, if applicable, determine and approve the target value of PSUs granted to participants and make appropriate recommendations to the Board when necessary. The number of PSUs granted is then established by dividing (i) the target granting value approved by the committees by (ii) the market value of TVA or QI shares, as case may be.

Market value of shares is established based on the weighted average price of TVA's Class B Non-Voting Shares or QI's Class B shares or of on the Toronto Stock Exchange over the five market days immediately preceding the grant date.

Unless the HRCG of TVA and the human resources and corporate governance committee of QI, if applicable, decide otherwise, PSUs shall be vested at the end of the three-year performance cycle, under the condition that the performance objectives have been achieved.

Dividend equivalents credited under a grant of PSUs become vested on the same schedule as the granted PSUs.

For each three-year performance cycle, the HRCG of TVA and the human resources and corporate governance committee of QI at their full discretion, approve performance objectives used to calculate the performance adjustment factor for the term of the performance cycle. The adjustment factor may vary from 0.00x and 1.25x the target granting value.

## Deferred Share Units

A DSU gives the right to receive, in cash, the equivalent of the market value of Class B Non-Voting Share of TVA or the Class B shares of QI, at the time of redemption upon retirement or termination of employment, under the condition that it is vested. No share of the authorized share capital can be issued.

The HRCG of TVA and the human resources and corporate governance committee of QI, if applicable, determine and approve the target value of DSUs granted to participants and make appropriate recommendations to the Board and to the board of directors of QI when necessary. The number of DSUs granted is then established by dividing (i) the target granting value approved by the committees by (ii) the market value of TVA or QI shares, as case may be.

Market value of shares is established based on the weighted average price of TVA's Class B Non-Voting Shares or of QI's Class B Shares on the Toronto Stock Exchange over the five market days immediately preceding the grant date.

Unless the HRCG of TVA and the human resources and corporate governance committee of QI decide otherwise, DSUs are vested at the end of the six-year vesting period or in accordance with the plan provisions, in the event of employment termination before this date.

Dividend equivalents credited under a grant of DSUs become vested on the same schedule as the granted DSUs.

Vested DSUs credited to a participant may be redeemed in cash by the Corporation and their value is payable after the participant is no longer an employee of the Corporation.

## OTHER IMPORTANT INFORMATION

### INDEBTEDNESS OF DIRECTORS AND OFFICERS

As of the date hereof, no amount is owed to the Corporation by any of its directors and officers or any of their associates.

### TRANSACTION WITH RELATED PARTIES

To the knowledge of the Corporation, except as set forth in note 26 to the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2018, no insider had an interest in a material transaction completed since the beginning of the most recently completed financial year of the Corporation or in a proposed transaction which had or was likely to have a material effect on the Corporation or any of its subsidiaries.

During the financial year ended December 31, 2018, the Corporation entered into transactions with its parent company, QMI, and with other companies under the control of QMI or QI, which transactions were entered into in the normal course of its operations and under terms and conditions that are generally not less favourable to the Corporation than those that would be offered by companies not affiliated with the Corporation.

The Corporation considers the amounts paid with respect to the various transactions mentioned hereinabove to be reasonable and competitive.

## SHAREHOLDERS PROPOSALS

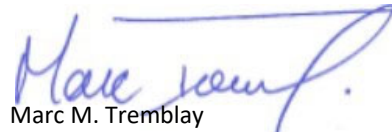
Holders of Class A Shares entitled to vote at the next annual meeting of shareholders and who want to submit a proposal in respect of any matter to be raised at such meeting must ensure that their proposal is received by the Corporation, to the attention of the Corporate Secretary, no later than December 27, 2019.

## AVAILABILITY OF DOCUMENTS

Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for its most recently completed financial year ended December 31, 2018. Copies of the Corporation's latest annual information form, audited financial statements and management's discussion and analysis, may be obtained on request from the Corporation's Corporate Secretariat, 612 Saint-Jacques Street, 18<sup>th</sup> floor, Montréal, Québec, Canada, H3C 4M8. All of these documents, as well as additional information relating to the Corporation, are available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.groupe TVA.ca](http://www.groupe TVA.ca).

## APPROVAL

The Board has approved the content and the sending of this Circular to the shareholders.



Marc M. Tremblay  
Corporate Secretary

Montréal, Québec  
March 26, 2019



## SCHEDULE A

### **MANDATE OF THE BOARD OF DIRECTORS**

The Board of Directors (the “**Board**”) of TVA Group Inc. (the “**Corporation**”) is responsible for supervising the management of the Corporation’s business and affairs, with the objective of increasing value for its shareholders. The Board is responsible for the proper stewardship of the Corporation and, as such, it must efficiently and independently supervise the business and affairs of the Corporation which are managed on a day-to-day basis by management. The Board may delegate certain tasks to its committees. However, such delegation does not relieve the Board of its overall responsibilities with regards to the management of the Corporation.

All decisions of the Board must be made in the best interest of the Corporation.

### **COMPOSITION AND QUORUM**

The majority of the members of the Board must be considered independent by the Board, as defined in the applicable laws and regulations<sup>1</sup>. The Board approves annually, upon the recommendation of the Human Resources and Corporate Governance Committee, the independent status of each of its members. The members of the Board are elected annually by the holders of Class A common shares. Throughout the term of the mandate, a quorum of the members of the Board may fill any vacancy on the Board by appointing a new director who will serve until the next annual meeting of shareholders.

The Board may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the annual meeting of shareholders following their appointment, but the total number of directors so appointed may not exceed one third of the number of directors elected at the annual meeting of shareholders preceding their appointment.

All members of the Board must have the skills and qualifications required for appointment as a director. The Board as a whole must reflect a diversity of particular experience and qualifications to meet the Corporation’s specific needs including the representation of women.

At every meeting of the Board, the quorum established is a majority of directors holding office.

### **RESPONSIBILITIES**

The Board has the following responsibilities:

- A. With respect to strategic planning
  - 1. Assess and approve annually the strategic planning of the Corporation including its financial strategy and business priorities.
  - 2. Review and, at the option of the Board, approve all strategic decisions for the Corporation, including acquisitions or sales of shares, assets or businesses which exceed the delegated approval powers.
  
- B. With respect to human resources and performance assessment
  - 1. Appoint the President and Chief Executive Officer. Select a Chair among the directors and, if appropriate a Vice Chair of the Board. If the Chair is not an independent director, select a Lead Director amongst the independent directors. The Vice Chair of the Board may hold both offices.

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<sup>1</sup> A director is independent if he has no direct or indirect material relationship with the Corporation i.e. he has no relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of his independent judgment.

2. Approve the appointment of the other members of management.
3. Ensure that the Human Resources and Corporate Governance Committee assesses annually the performance of the Chief Executive Officer and of senior management, taking into consideration the Board's expectations and the objectives that have been set.
4. Approve, upon recommendation of the Human Resources and Corporate Governance Committee, the compensation of the Chairman, the Chief Executive Officer and the Chief Financial Officer, as well as the overall objectives the Chief Executive Officer must achieve.
5. Approve the Chair of the Board's, the Vice Chair of the Board's and the directors' compensation.
6. Ensure that a management succession planning process is in place.
7. Ensure that the Human Resources and Corporate Governance Committee considers the implications of the risks associated with the Corporation's compensation policies and procedures.

C. With respect to financial matters and internal controls

1. Ensure the integrity and quality of the Corporation's financial statements and the adequacy of the disclosure made.
2. Review and approve the annual and interim financial statements and management's discussion and analysis. Review the press release relating thereto.
3. With regard to the clawback policy, approve any restatement of the financial statements deemed necessary by the Audit Committee and, if appropriate, require repayment of any bonus or incentive compensation received by an executive officer.
4. Approve operating and capital expenditures budgets, the issuance of securities and, subject to authority limit policies, all transactions outside the ordinary course of business, including proposed amalgamations, acquisitions or other material transactions such as investments or divestitures.
5. Determine dividend policies and declare dividends when deemed appropriate.
6. Ensure that appropriate systems are in place to identify business risks and opportunities and oversee the implementation of an appropriate process to evaluate those risks and to manage the principal risks generally relating to the Corporation.
7. Monitor the quality and integrity of the Corporation's accounting and financial reporting systems, disclosure controls and internal procedures for information validation.
8. Monitor the Corporation's compliance with legal and regulatory requirements applicable to its operations.
9. Review when needed and upon recommendation of the Audit Committee, the Corporation's Disclosure Policy, monitor the Corporation's dealings with analysts, investors and the public and ensure that measures are in place in order to facilitate shareholder feedback.
10. Recommend to the shareholders the appointment of the external auditor.
11. Approve the audit fees of the external auditor.

D. With respect to pension matters

1. Ensure that appropriate systems are in place to monitor the management of the pension plans.

E. With respect to corporate governance matters

1. Ensure that management manages the Corporation competently and in compliance with applicable legislation, including by making timely disclosure of relevant information regarding the Corporation and making statutory filings.
2. Review, on a regular basis, corporate governance structures and procedures, including decisions requiring the approval of the Board.
3. Ensuring that a code of ethics is in place and that it is communicated to the Corporation's employees and enforced.
4. Authorize the directors to hire external advisors at the expense of the Corporation when the circumstances so require, subject to prior notification of the Chair of the Board.
5. Review the size and composition of the Board and its committees based on qualifications, skills and personal qualities sought in Board members. Review annually the composition of Board committees and appoint chair of committees.
6. Approve, as needed, the mandates of the Board and its committees upon recommendation of the Human Resources and Corporate Governance Committee as well as the position descriptions that should be approved by the Board.
7. Approve the list of Board nominees for election by shareholders.
8. Establish the independence of directors annually pursuant to the rules on the independence of directors.
9. Review and approve the Corporation's management proxy circular as well as the annual information form and all documents or agreements requiring its approval.
10. Receive annually confirmation from the Board's various committees that all matters required under their mandate have been covered.
11. Receive the Chair of the Board's report on the regular assessment of the overall effectiveness of the Board.
12. Ensure that the directors have all the support they require in order to fully perform their duties.

**METHOD OF OPERATION**

1. Meetings of the Board are held quarterly, or more frequently, as required. A special meeting of the Board is held annually to review and approve the strategic plan, as well as the Corporation's operating and capital budgets.
2. The Chair of the Board, in collaboration with the President and Chief Executive Officer and the Secretary, determines the agenda for each meeting of the Board. The agenda and the relevant documents are provided to directors sufficiently in advance so that they can fulfill adequately their duties.
3. The independent directors meet after each meeting of the Board, or more frequently, as required.



Eco-logo certified paper, process chlorine free, 100% post-consumer fiber content, acid-free, manufactured with Biogaz.