WESTON

GEORGE WESTON LIMITED

MANAGEMENT PROXY CIRCULAR

GEORGE WESTON LIMITED

ANNUAL MEETING OF SHAREHOLDERS

MAY 10, 2022

THIS DOCUMENT CONTAINS:

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

MANAGEMENT PROXY CIRCULAR

WESTON

GEORGE WESTON LIMITED

March 25, 2022

Dear Fellow Shareholder,

On behalf of the Board and management, I am pleased to invite you to our Annual Meeting of Shareholders, which will be held on Tuesday, May 10, 2022, at 11:00 a.m. (Eastern Daylight Time) at The Royal Conservatory, TELUS Centre for Performance and Learning, Koerner Hall, 273 Bloor Street West, Toronto, Ontario, Canada. Shareholders who are not able to attend in person will be able to listen, participate and vote at the meeting in real time through a web-based platform at https://web.lumiagm.com/209646589.

The Notice of Annual Meeting of Shareholders and related materials are enclosed.

This Management Proxy Circular describes the business to be conducted at the meeting. It also contains information on our corporate governance practices and our approach to executive compensation. At the meeting, shareholders will be voting on important matters, and we hope that you take the time to review these meeting materials and exercise your vote. You may vote in person at the meeting, by attending the virtual meeting, or by completing and sending in your proxy form. Please refer to the enclosed materials as they contain relevant information for voting on the business to be conducted at the meeting.

The meeting is an opportunity to listen to and ask questions of the people who are responsible for the performance of George Weston Limited and we hope you can join us. Additional information on how to attend the meeting virtually is enclosed and a webcast will be archived on our website afterward.

We thank you for your continued support of George Weston Limited and look forward to your attendance at this year's meeting.

Yours truly,

Galen G. Weston
Chairman and Chief Executive Officer

WESTON
GEORGE WESTON LIMITED

MANAGEMENT PROXY CIRCULAR

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GEORGE WESTON LIMITED

Notice of Annual Meeting of Shareholders

The 2022 Annual Meeting of Shareholders of George Weston Limited (the "Meeting") will be held on Tuesday, May 10, 2022, at 11:00 a.m. (Eastern Daylight Time) at The Royal Conservatory, TELUS Centre for Performance and Learning, Koerner Hall, 273 Bloor Street West, Toronto, Ontario, Canada, for the following purposes:

1. to receive the consolidated financial statements for the financial year ended December 31, 2021, and the auditor's report thereon;
2. to elect the directors (see "Election of the Board of Directors" in the Management Proxy Circular (the "Circular") for additional details);
3. to appoint the auditor and to authorize the directors to fix the auditor's remuneration (see "Appointment of the Auditor" in the Circular for additional details);
4. to vote on the advisory resolution on the approach to executive compensation; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Only shareholders of record at the close of business on March 14, 2022 will be entitled to vote at the Meeting.

If you are not able to attend the Meeting in person, you can attend the Meeting by joining the live web-based platform at https://web.lumiagm.com/209646589. You will need the latest versions of Chrome, Safari, Microsoft Edge or Firefox. **Please do not use Internet Explorer as it is not a supported browser for the Meeting**. You should allow ample time to join the Meeting to check compatibility and complete the related procedures. See "How do I attend and participate at the Meeting virtually?" in the Circular for detailed instructions on how to attend and vote at the Meeting.

Notice and Access

George Weston Limited (the "Corporation") is using the "notice and access" procedure adopted by the Canadian Securities Administrators for the delivery of the Circular and the annual consolidated financial statements and management's discussion and analysis for the year ended December 31, 2021 (the "Annual Report"). Under the notice and access procedure, you are still entitled to receive a form of proxy (or voting instruction form) enabling you to vote at the Meeting. However, instead of paper copies of the Circular and/or Annual Report, you are receiving this Notice of Meeting which contains information about how to access the Circular and/or Annual Report electronically. The principal benefit of the notice and access procedure is that it reduces costs and the environmental impact of producing and distributing paper copies of documents in large quantities. Shareholders who have consented to electronic delivery of materials are receiving this Notice of Meeting in an electronic format.

The Circular and form of proxy (or voting instruction form) for the common shares of the Corporation (the "Common Shares") provide additional information concerning the matters to be dealt with at the Meeting. **You should access and review all information contained in the Circular before voting.**

Shareholders with questions about the notice and access procedure can call Computershare Investor Services Inc. ("Computershare") toll free at 1-866-964-0492 or by going to: www.computershare.com/noticeandaccess.

Websites Where the Circular and/or Annual Report are Posted

The Circular and/or Annual Report can be viewed online on the Corporation's website, www.weston.ca, or under George Weston Limited's SEDAR profile at www.sedar.com.

Non-Registered and Registered Shareholders

If you would like a paper copy of the Circular and/or the Annual Report, you should first determine whether you are: (i) a non-registered shareholder; or (ii) a registered shareholder.

- You are a non-registered shareholder (also known as a beneficial shareholder) if you own Common Shares indirectly and your Common Shares are registered in the name of a bank, trust company, broker or other intermediary. For example, you are a non-registered shareholder if your Common Shares are held in a brokerage account of any type.
- You are a registered shareholder if you hold a paper share certificate or a direct registration system ("DRS") statement and your name appears directly on the share certificate(s) or DRS statement.

How to Obtain Paper Copies of the Circular and/or Annual Report

All shareholders may request that paper copies of the Circular and/or the Annual Report be mailed to them at no cost for up to one year from the date that the Circular was filed on SEDAR.

If you are a non-registered shareholder, a request may be made by going to www.proxyvote.com and entering the 16-digit control number located on your voting instruction form and following the instructions provided. Alternatively, you may submit a request by calling Broadridge Investor Communications Corporation ("Broadridge") at 1-877-907-7643, or outside Canada and the United States, at 303-562-9305 (English) or 303-562-9306 (French). A request must be received by April 27, 2022 (i.e., at least seven business days in advance of the date and time specified in your voting instruction form as the voting deadline) if you would like to receive the Circular and/or the Annual Report in advance of the voting deadline and Meeting date.

If you hold a paper share certificate or certificates and your name appears directly on the share certificate(s), and, if you would like to receive the Circular and/or Annual Report: (i) in advance of the voting deadline and Meeting date, then a request may be made by calling Computershare at 1-866-962-0498; or (ii) after the Meeting date and within one year from the date the Circular was filed on SEDAR, then a request may be made by calling Computershare at 1-800-564-6253. A request must be received by April 27, 2022 (i.e., at least seven business days in advance of the date and time specified in your proxy form as the voting deadline) if you would like to receive the Circular and/or the Annual Report in advance of the voting deadline and Meeting date.

Voting

Non-registered shareholders

Non-registered shareholders are entitled to vote through Broadridge or their intermediary, as applicable, or during the Meeting by online ballot through the live web-based platform. Non-registered shareholders should exercise their right to vote by following the instructions of Broadridge or their intermediary, as applicable, as indicated on their voting instruction form. Voting instruction forms will be provided by Broadridge or your intermediary. Voting instruction forms may be returned as follows:

INTERNET:	www.proxyvote.com
TELEPHONE:	1-800-474-7493 (English) or 1-800-474-7501 (French)
MAIL:	Data Processing Centre, P.O. Box 3700, STN. INDUSTRIAL PARK, Markham, Ontario L3R 9Z9

Broadridge or your intermediary, as applicable, must receive your voting instructions at least one business day in advance of the proxy deposit date noted on your voting instruction form. If you are a non-registered shareholder and you wish to attend and vote at the Meeting (or have another person attend and vote on your behalf), you must complete the voting instruction form in accordance with the instructions provided. These instructions include the additional step of registering the person you have designated to attend the Meeting (either yourself or the person you designated to attend on your behalf) with our transfer agent, Computershare, after submitting the voting instruction form. Failure to register the proxyholder you have designated to attend the Meeting with Computershare will result in such proxyholder not receiving a control number to participate in the Meeting and such proxyholder would only be able to attend the Meeting as a guest. Guests will be able to listen to the Meeting but will not be able to ask questions or vote.

Registered shareholders

Registered shareholders are entitled to vote by proxy or during the Meeting by online ballot through the live web-based platform. Registered shareholders who are unable to attend the Meeting should exercise their right to vote by signing and returning the form of proxy, or voting in advance via the internet, in accordance with the directions on the form. Computershare must receive completed proxies no later than 5:00 p.m. (Eastern Daylight Time) on May 6, 2022 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and statutory holidays) before the date of the adjourned or postponed Meeting.

BY ORDER OF THE BOARD OF DIRECTORS,

Andrew Bunston
Vice President, General Counsel and Secretary
March 25, 2022
Toronto, Ontario

1 About the Meeting

VOTING INFORMATION

ABOUT THIS CIRCULAR AND RELATED PROXY MATERIALS

George Weston Limited (the "Corporation" or "Weston") is providing you with this Management Proxy Circular (this "Circular") and other proxy materials in connection with the 2022 Annual Meeting of Shareholders (the "Meeting") of the Corporation to be held on Tuesday, May 10, 2022, at 11:00 a.m. (Eastern Daylight Time) at The Royal Conservatory, TELUS Centre for Performance and Learning, Koerner Hall, 273 Bloor Street West, Toronto, Ontario, Canada. Shareholders who are not able to attend the Meeting in person will be able to listen, participate and vote at the Meeting in real time through a web-based platform at https://web.lumiagm.com/209646589.

This Circular describes the items to be voted on at the Meeting as well as the voting process, and provides information about director and executive compensation, the Corporation's corporate governance practices and other relevant matters.

Please see the "Questions and Answers on the Voting Process" section below for an explanation of how you can vote on the matters to be considered at the Meeting, whether or not you decide to attend the Meeting.

Unless otherwise indicated, the information contained in this Circular is given as of March 14, 2022 and all dollar amounts used are in Canadian dollars.

NOTICE AND ACCESS

The Corporation is using the notice and access procedure that allows the Corporation to furnish proxy materials, which includes the annual consolidated financial statements and management's discussion and analysis for the year ended December 31, 2021 (the "2021 Annual Report"), over the internet instead of mailing paper copies to shareholders. Under the notice and access procedure, the Corporation will deliver proxy-related materials by: (i) posting this Circular, the 2021 Annual Report (and other proxy-related materials) on a website other than SEDAR, in this case www.weston.ca; and (ii) sending the Notice of Meeting informing holders of common shares of the Corporation ("Common Shares") that this Circular, the 2021 Annual Report and proxy-related materials have been posted on the Corporation's website and explaining how to access them. On or about April 4, 2022, the Corporation will send to shareholders the Notice of Meeting and the relevant voting document (a form of proxy or a voting instruction form). The Notice of Meeting contains basic information about the Meeting and the matters to be voted on, instructions on how to access the proxy materials, and explains how to obtain a paper copy of this Circular and/or the 2021 Annual Report.

QUESTIONS AND ANSWERS ON ATTENDING AND VOTING VIA THE WEB-BASED PLATFORM

Q: Who can attend and vote at the meeting via the web-based platform?

A: Registered shareholders and duly appointed proxyholders who log in to the Meeting online will be able to listen, ask questions and securely vote through a web-based platform, provided that they are connected to the internet and follow the instructions set out in this Circular. Shareholders who wish to appoint a proxyholder to represent them at the Meeting (including non-registered shareholders who wish to appoint themselves as proxyholder to attend, participate and vote at the Meeting) must submit their duly completed proxy or voting instruction form AND register the proxyholder with the Corporation's registrar and transfer agent, Computershare Investor Services Inc. ("Computershare") as described below. Failure to register the proxyholder (the person you have designated to attend the Meeting, who could be yourself or another person) with Computershare will result in that proxyholder not receiving a control number to participate in the Meeting and such proxyholder would only be able to attend the Meeting as a guest.

Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, provided that they are connected to the internet. Guests will be able to listen to the Meeting but will not be able to ask questions or vote.

Q: How do I attend and participate in the Meeting virtually?

A: How you vote depends on whether you are a registered or a non-registered shareholder. Please read the voting instructions below that are applicable to you.

In order to attend the Meeting, registered shareholders, duly appointed proxyholders (including non-registered shareholders who have duly appointed themselves as proxyholder) and guests (including non-registered shareholders who have not duly appointed themselves as proxyholder) must log in online as set out below.

- Step 1: Log in online at https://web.lumiagm.com/209646589. You will need the latest versions of Chrome, Safari, Microsoft Edge or Firefox. **Please do not use Internet Explorer as it is not a supported browser for the Meeting**. You should allow ample time to join the Meeting to check compatibility and complete the related procedures.
- Step 2: Follow the instructions below:

Registered Shareholders: Click "Login" and then enter your control number and password "**george2022**" (case sensitive). The control number located on the form of proxy or in the email notification you received from Computershare is your control number. If you use your control number to log in to the Meeting, any vote you cast at the Meeting will revoke any proxy you previously submitted. If you do not wish to revoke a previously submitted proxy, you should not vote at the Meeting.

Duly appointed proxyholders: Click "Login" and then enter your control number and password "**george2022**" (case sensitive). Proxyholders who have been duly appointed and registered with Computershare as described in this Circular will receive a control number by email from Computershare after the proxy voting deadline has passed.

Guests: Click "Guest" and then complete the online form.

Registered shareholders and duly appointed proxyholders may ask questions at the Meeting and vote by completing a ballot online during the Meeting. If you plan to vote at the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the Meeting. You should allow ample time to log in to the Meeting online and complete the check-in procedures.

Non-registered shareholders who have not duly appointed themselves as proxyholders may listen to the Meeting as guests. Guests will not be permitted to ask questions or vote at the Meeting.

QUESTIONS AND ANSWERS ON THE VOTING PROCESS

Q: What items of business am I voting on?

A: You will be voting on:

- the election of directors;
- the appointment of the auditor and authorization of the directors to fix the auditor's remuneration; and
- an advisory resolution on the Corporation's approach to executive compensation.

Q: Am I entitled to vote?

A: You are entitled to vote if you were a holder of Common Shares as at the close of business on March 14, 2022, which is the record date of the Meeting. Each Common Share is entitled to one vote.

Q: How do I vote?

A: How you vote depends on whether you are a registered or a non-registered shareholder. Please read the voting instructions below that are applicable to you.

Q: Am I a registered shareholder?

A: You are a registered shareholder if you hold Common Shares in your own name and you have a share certificate or direct registration system (DRS) statement. As a registered shareholder, you are identified on the share register maintained by Computershare as being a shareholder.

Q: Am I a non-registered or beneficial shareholder?

A: Most shareholders are non-registered shareholders. You are a non-registered shareholder if your Common Shares are held in an account in the name of an intermediary, such as a bank, broker or trust company. As a non-registered shareholder, you do not have shares registered in your name, but your ownership interest in Common Shares is recorded in an electronic system. As such, you are not identified on the share register maintained by Computershare as being a shareholder. Instead, the Corporation's share register shows the shareholder of your Common Shares as being the intermediary or depository through which you own your Common Shares.

The Corporation distributes copies of the proxy-related materials in connection with the Meeting to intermediaries so that they may distribute the materials to the non-registered shareholders. Intermediaries often forward the materials to non-registered shareholders through a service company (such as Broadridge Investor Communications Corporation). The Corporation pays for an intermediary to deliver the proxy-related materials to all non-registered shareholders.

Q: How do I vote if I am a registered shareholder?

A: If you are a registered shareholder attending the Meeting in person, you may vote your Common Shares by proxy or at the Meeting. If you are a registered shareholder attending the Meeting virtually, you may vote your Common Shares by proxy or during the Meeting by online ballot through the live web-based platform.

1. **Voting at the Meeting**

If you wish to vote your Common Shares in person at the Meeting, do not complete or return the form of proxy sent to you. Please register with Computershare upon arrival at the Meeting.

If you wish to vote your Common Shares at the Meeting virtually, do not complete or return the form of proxy sent to you. Your vote will be taken and counted at the Meeting through the live web-based platform.

2. **Voting by Proxy**

You can vote by proxy whether or not you attend the Meeting. To vote by proxy, please complete the enclosed form of proxy (also available online at www.investorvote.com) and return it by either of the following means:

- by mail, courier or hand to Computershare at the address listed below; or
- by going online at www.investorvote.com.

You may authorize the management representatives named in the enclosed proxy form to vote your Common Shares, or **you may appoint another person or company to be your proxyholder.** The names already inserted on the form of proxy are Galen G. Weston, Chairman and Chief Executive Officer, and Andrew Bunston, Vice President, General Counsel and Secretary of the Corporation. Unless you choose another person or company to be your proxyholder, you are giving these persons the authority to vote your Common Shares at the Meeting.

To appoint another person or company to be your proxyholder, you must insert the other person's or company's name in the blank space provided. That person or company must attend the Meeting to vote your Common Shares in person or by online ballot through the live web-based platform. If you do not insert a name in the blank space, the management representatives named above are appointed to act as your proxyholder. You may also use a different form of proxy than the one included with the materials sent to you.

If you wish to appoint another person or company to be your proxyholder and to attend the Meeting virtually through the live web-based platform, you must complete the additional step of registering such proxyholder with Computershare at www.computershare.com/GeorgeWestonLimited after submitting your form of proxy. Failure to register the proxyholder with Computershare will result in the proxyholder not receiving a control number to participate in the Meeting and such proxyholder would only be able to attend the Meeting as a guest.

Please note that in order for your vote to be recorded, your proxy must be received by Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or online by no later than 5:00 p.m. (Eastern Daylight Time) on May 6, 2022, or two business days before reconvening any adjourned or postponed Meeting.

Q: How will my shares be voted?

A: On the form of proxy, you can indicate how you want your proxyholder to vote your Common Shares or you can let your proxyholder decide for you. If you have specified on the form of proxy how you want your Common Shares to be voted on a particular issue (by marking FOR, AGAINST or WITHHOLD, as applicable), then your proxyholder must vote your Common Shares accordingly. If you have not specified on the form of proxy how you want your Common Shares to be voted on a particular issue, then your proxyholder can vote your Common Shares as he or she sees fit.

Unless contrary instructions are provided, Common Shares represented by proxies appointing management as the proxyholder will be voted:

- **FOR the election of the directors;**
- **FOR the appointment of PricewaterhouseCoopers LLP ("PwC") as the auditor of the Corporation and the authorization of the directors to fix the auditor's remuneration; and**
- **FOR the advisory resolution on the Corporation's approach to executive compensation.**

Q: How do I vote if I am a non-registered shareholder?

A: If you are a non-registered shareholder, you may vote your Common Shares in one of the following ways:

1. **Through your intermediary**

A voting instruction form will be included with the materials sent to you. The purpose of this form is to instruct your intermediary on how to vote on your behalf. Please follow the instructions provided on the voting instruction form.

2. **Attend the Meeting**

If you wish to vote your Common Shares in person at the Meeting, you should take these steps:

- Insert your name in the space provided on the voting instruction form provided by your intermediary and sign and return it in accordance with the instructions provided. By doing so, you are instructing your intermediary to appoint you as proxyholder.
- Do not otherwise complete the form, as you will be voting at the Meeting.
- Please register with Computershare upon arrival at the Meeting.

If you wish to vote your Common Shares during the Meeting by online ballot through the live web-based platform, you should take these steps:

- Step 1: Insert your name in the space provided on the voting instruction form provided by your intermediary and sign and return it in accordance with the instructions provided. By doing so, you are instructing your intermediary to appoint you as proxyholder. Do not otherwise complete the form, as you will be voting at the Meeting.

- Step 2: Register yourself as a proxyholder with Computershare at www.computershare.com/GeorgeWestonLimited by no later than 5:00 p.m. (Eastern Daylight Time) on May 6, 2022, or two business days before reconvening any adjourned or postponed Meeting. Failure to register yourself as a proxyholder with Computershare will result in you not receiving a control number to participate in the Meeting and you would only be able to attend the Meeting as a guest.

3. **Designate another person to be appointed as your proxyholder**

You can choose another person (including someone who is not a shareholder of the Corporation) to vote for you as a proxyholder.

If you wish to have your proxyholder vote your Common Shares in person at the Meeting, they must be present at the Meeting to vote for you. If you wish to appoint a proxyholder, you should insert that person's name in the space provided on the voting instruction form provided to you by your intermediary and sign and return it in accordance with the instructions provided. By doing so, you are instructing your intermediary to appoint that person as proxyholder. Do not otherwise complete the form, as your proxyholder will be voting at the Meeting. When your proxyholder arrives at the Meeting, they should register with Computershare.

If you wish to have your proxyholder vote your Common Shares during the Meeting by online ballot through the live web-based platform, they must attend the Meeting to vote for you. If you wish to appoint a proxyholder, you should insert that person's name in the space provided on the voting instruction form provided to you by your intermediary and sign and return it in accordance with the instructions provided. By doing so, you are instructing your intermediary to appoint that person as proxyholder. Do not otherwise complete the form, as your proxyholder will be voting at the Meeting. You must also register your proxyholder with Computershare at www.computershare.com/GeorgeWestonLimited by no later than 5:00 p.m. (Eastern Daylight Time) on May 6, 2022, or two business days before reconvening any adjourned or postponed Meeting. Failure to register the proxyholder you have designated to attend the Meeting virtually on your behalf with Computershare will result in the proxyholder not receiving a control number to participate in the Meeting and such proxyholder would only be able to attend as a guest.

United States Beneficial holders: To attend and vote at the virtual Meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Meeting. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed to: Computershare, 100 University Avenue; 8th Floor; Toronto, Ontario; M5J 2Y1 or by email to: uslegalproxy@computershare.com.

Q: Can I revoke my proxy or voting instruction?

A: If you are a **registered shareholder**, you may revoke your proxy by taking one of the following steps:

- you may submit a new proxy to Computershare before 5:00 p.m. (Eastern Daylight Time) on May 6, 2022, or two business days before any adjourned or postponed Meeting is reconvened;
- you (or your attorney, if authorized in writing) may sign a written notice of revocation addressed to the Secretary of the Corporation and deposit it at the registered office of Computershare at any time up to and including the last business day preceding the day of the Meeting or any reconvening of an adjourned or postponed Meeting, at which the proxy is to be used;
- you (or your attorney, if authorized in writing) may sign a written notice of revocation and deliver it to the Chair of the Meeting on the day of the Meeting or the reconvening of an adjourned or postponed Meeting, at which the proxy is to be used; or
- you may vote during the Meeting, in person or by submitting an online ballot through the live web-based platform, which will revoke your previous proxy.

If you are a **non-registered shareholder**, you should contact your intermediary through which you hold Common Shares and obtain instructions regarding the procedure for the revocation of any voting or proxyholder instructions that you have previously provided to your intermediary.

Q: What if there are amendments or if other matters are brought before the Meeting?

A: Your proxyholder has discretionary authority to vote in respect of amendments that are made to matters identified in the Notice of Meeting and other matters that may properly come before the Meeting or the date that any adjourned or postponed Meeting has been reconvened. As of the date of this Circular, management of the Corporation is not aware of any such amendments or other matters to be presented at the Meeting; however, if any such matter is presented, your Common Shares will be voted in accordance with the best judgment of the proxyholder named in the form. If you have not specifically appointed a person as proxyholder, a management representative named in the enclosed proxy form will be your proxyholder, and your Common Shares will be voted in accordance with the best judgment of the management representative.

GENERAL INFORMATION

Q: How many shares are entitled to be voted?

A: As of March 14, 2022, there were 146,923,973 Common Shares outstanding. Each Common Share is entitled to one vote on each matter to be voted upon at the Meeting.

Q: Who counts the vote?

A: Votes cast in advance by way of proxy and votes cast at the Meeting (in person and through the live web-based platform) will be counted by representatives of Computershare who will be appointed as scrutineers at the Meeting.

Q: Who is soliciting my proxy?

A: Management of the Corporation is soliciting your proxy. Proxies will be solicited primarily by mail, but employees and agents of the Corporation may also use electronic means. Intermediaries will be reimbursed for their reasonable charges and expenses in forwarding proxy materials to non-registered shareholders.

The Corporation will bear the cost of all proxy solicitations on behalf of management of the Corporation.

Q: Can I access the annual disclosure documents electronically?

A: The Corporation's Annual Report, which includes its annual financial statements and notes, this Circular and the Annual Information Form, are available for review on its website at www.weston.ca or under the Corporation's SEDAR profile at www.sedar.com.

Q: Who do I contact if I have questions?

A: If you have any questions, you may call Computershare at 1-800-564-6253 for further information.

SHARE CAPITAL AND PRINCIPAL SHAREHOLDER

As of March 14, 2022, the record date for the Meeting, there were 146,923,973 Common Shares issued and outstanding. As of such date, Mr. Galen G. Weston beneficially owned, directly and indirectly through entities which he controls, including Wittington Investments, Limited ("Wittington"), a total of 78,650,662 Common Shares, representing approximately 53.5% of the outstanding Common Shares. To the knowledge of the Corporation, no other person beneficially owns, directly or indirectly, or exercises control or direction over, 10% or more of the outstanding Common Shares.

BUSINESS TO BE TRANSACTED AT THE MEETING

The following business will be transacted at the Meeting:

1. **RECEIVE THE FINANCIAL STATEMENTS**

   Management will present the annual audited consolidated financial statements at the Meeting and shareholders or their proxyholders will be given an opportunity to discuss the financial results with management.

2. **ELECTION OF THE BOARD OF DIRECTORS**

   Seven director nominees are proposed for election to the board of directors of the Corporation (the "Board"). Shareholders or their proxyholders will vote on the election of the directors.

3. **APPOINTMENT OF THE AUDITOR**

   The Board, on the advice of its Audit Committee, recommends the appointment of PricewaterhouseCoopers LLP as the Corporation's auditor. Shareholders or their proxyholders will vote on the appointment of the auditor and the authorization of the Board to fix the auditor's remuneration.

4. **VOTING ON THE APPROACH TO EXECUTIVE COMPENSATION**

   Shareholders or their proxyholders will vote on the advisory resolution on the Corporation's approach to executive compensation, as discussed in more detail under the "Advisory Resolution on Approach to Executive Compensation" section of this Circular.

RECEIVE THE FINANCIAL STATEMENTS

The Corporation's audited consolidated financial statements and management's discussion and analysis for the year ended December 31, 2021, together with the auditor's report thereon will be placed before the shareholders at the Meeting. These documents are included in the Corporation's 2021 Annual Report. Copies of the 2021 Annual Report in English or French may be obtained from the Secretary of the Corporation upon request. The 2021 Annual Report in English or French is also available under the Corporation's SEDAR profile at www.sedar.com or on the Corporation's website at www.weston.ca.

ELECTION OF THE BOARD OF DIRECTORS

The Board has determined that seven director nominees will be elected at the Meeting. Five of the seven nominees are currently directors of the Corporation, and all have established their eligibility and willingness to serve on the Board for the next annual term. Management does not believe that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the proxyholder may vote for another nominee at the proxyholder's discretion. At the Meeting, the nominees will be voted on individually, and in accordance with applicable Canadian securities legislation, the voting results for each nominee will be publicly disclosed. The persons named in the enclosed form of proxy intend to vote for the election of the director nominees. Each director will be elected to hold office until the next annual meeting of shareholders or until such office is earlier vacated.

The director nominee profiles, starting on page 9, tell you about each director nominee's experience and other important information to consider, including how much equity they own in the Corporation, and any other public company boards they sit on. The director nominees have been selected based on their sound leadership and professional reputation and their collective ability to address the broad range of issues the Board considers when overseeing the Corporation's business and affairs. As a group, the director nominees complement each other in respect of their respective skills, experiences and diversity of perspectives.

Independence

Five of the seven nominated directors are independent. None of these independent directors has ever served as an executive of the Corporation or any of its subsidiaries nor do they have relationships with the Corporation that would interfere with the exercise of their independent judgment.

Skills

Each director nominee has a wealth of experience in leadership, governance and strategic planning and collectively, they possess the skills and expertise that enable the Board to carry out its responsibilities. The skills matrix set out below is used to assess the Board's overall strengths and to assist in the Board's ongoing renewal process, which balances the need for experience and knowledge of the Corporation's business with the benefit of board renewal and diversity. Although the director nominees have a breadth of experience in many areas, the skills matrix lists nine important qualifications determined by the Board and highlights five key skills for each director nominee. The matrix is not intended to be an exhaustive list of each director nominee's skills.

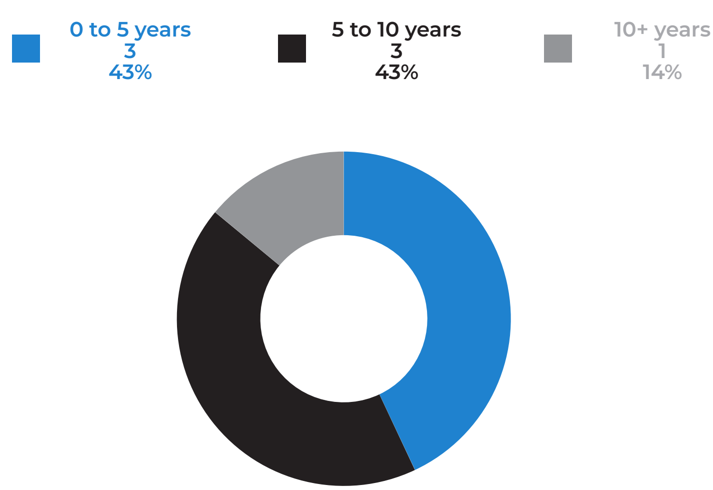
Skills	Harris	Lockhart	Marwah	Nixon	Stymiest	Weston	Wright
Executive Leadership/Strategic Planning	✓	✓	✓	✓	✓	✓	✓
Financial Expertise/Accounting and Financial Reporting	✓		✓		✓		
Risk Management/Compliance		✓			✓	✓	✓
HR/Compensation	✓	✓	✓	✓		✓	✓
Governance	✓		✓	✓			✓
Environmental and Social	✓			✓	✓		✓
Retail/Consumer/Marketing		✓				✓	
Digital / Technology			✓		✓		
Real Estate		✓		✓		✓	

Each director nominee was nominated in large part because of the nominee's key leadership attributes. The director nominees have demonstrated informed judgment, knowledge of important business issues and a commitment to operational excellence. Every director is expected to act ethically and with integrity. Directors must understand the Corporation's strategic objectives and reflect its values. Directors are expected to prepare for and actively participate in Board and committee meetings. They must understand the Corporation's corporate governance policies and practices and comply with the Corporation's Code of Conduct (the "Code").

Tenure and Diversity

The Board has a Diversity Policy and tenure guidelines. The tenure guidelines provide that the Chairman of the Board and the Governance, Human Resources, Nominating and Compensation Committee (the "Governance Committee") will undertake an assessment of a director's continued participation on the Board upon the director reaching the age of 75, and annually thereafter, or upon a change in the director's principal occupation. The average tenure of the director nominees is 5.1 years. The following diagram shows director tenure broken down by the applicable time periods set out below:

Director Tenure
(By # of individuals and as % of Total Board)



The Board believes that these tenure statistics, and the high calibre of director nominees who are standing for re-election, demonstrate that the Board's renewal process is working effectively.

The Corporation's Board Diversity Policy has a target that people who identify as women comprise at least 30% of the Board's directors and that people who identify as visible minorities comprise at least 20% of the Board's directors, increasing to 25% by the end of 2024. This year, 43% of the director nominees identify as women and 29% identify as visible minorities. Further details on the Corporation's director tenure guidelines and Diversity Policy can be found on pages 23 and 35, respectively, of this Circular.

Majority Voting

The directors are elected annually by the shareholders. The Corporation has established a Majority Voting Policy. Under the policy, the Governance Committee reviews and considers the voting results for each director nominee after the Meeting. Any nominee proposed for election as a director in an uncontested election who receives a greater number of votes withheld than votes in favour of their election must immediately tender their resignation to the Chairman of the Board. In such circumstances, the Governance Committee will expeditiously consider the director's resignation and (absent exceptional circumstances) make a recommendation to the Board to accept the resignation. The Board will have 90 days from the date of the Meeting to make a final decision and will promptly announce that decision (including, if applicable, the reasons for rejecting the resignation) through a news release. Any such resignation will take effect on acceptance by the Board. Any director who tenders their resignation will not participate in any meeting of the Board or any committee of the Board at which the resignation is considered. This policy applies only to uncontested elections of directors where the number of nominees is equal to the number of directors to be elected.

Voting Results from the 2021 Annual Meeting of Shareholders

In 2021, each director who stood for election at the Annual Meeting of Shareholders received votes in favour from at least 97% of the votes cast. Below are the voting results for the election of directors at the Corporation's Annual Meeting of Shareholders held on May 11, 2021:

Name of Nominee	Votes For		Votes Withheld	
Paviter S. Binning[(1)]	134,771,994	99.53 %	633,221	0.47 %
Andrew A. Ferrier[(1)]	135,039,464	99.73 %	365,751	0.27 %
Nancy H.O. Lockhart	135,170,076	99.83 %	235,139	0.17 %
Sarabjit S. Marwah	135,154,543	99.81 %	250,672	0.19 %
Gordon M. Nixon	134,999,005	99.70 %	406,210	0.30 %
J. Robert S. Prichard[(1)]	132,208,132	97.64 %	3,197,083	2.36 %
Christi Strauss[(1)]	135,353,583	99.96 %	51,632	0.04 %
Barbara Stymiest	134,012,012	98.97 %	1,393,203	1.03 %
Galen G. Weston	131,930,674	97.43 %	3,474,541	2.57 %

(1) Messrs. Binning, Ferrier and Prichard and Ms. Strauss are not standing for re-election at the Meeting.

Director Interlock Policy

The Board has established a Director Interlock Policy with the aim of ensuring that interlocking director relationships will not adversely affect the relevant directors' independent judgment. The Board determines that a prohibited interlock occurs when more than two Board members serve together on the board of another public entity. The Director Interlock Policy prohibits such an interlock unless otherwise approved by the Governance Committee. The Governance Committee reviews each interlock and determines if the interlock adversely affects the ability of the relevant directors to exercise their independent judgment. The policy does not apply to the Chairman of the Board or any management directors. There are currently no prohibited interlocks among the directors or among the director nominees.

Director Profiles

The following is a summary of relevant biographical and compensation information of each director nominee, including a description of their background and experience, year first elected or appointed as a director, age, meeting attendance, other boards on which they sit, public board interlocks with other director nominees, and director fees received. "Director Fees Received" includes compensation received as a director of the Corporation and its subsidiaries. The 2021 and 2020 equity holdings of each director nominee of the Corporation as of March 14, 2022 and March 15, 2021, respectively, consisting of Common Shares and Deferred Share Units ("DSUs"), are also indicated. "Total Market Value of Common Shares and DSUs" for non-management directors is calculated for 2021 based on the closing price of the Common Shares on the Toronto Stock Exchange ("TSX") on March 14, 2022, which was $157.26, and for 2020 based on the closing price of the Common Shares on the TSX on March 15, 2021, which was $100.55.

The Corporation's representatives named in the accompanying form of proxy intend to vote **FOR** the nominees listed below:

M. Marianne Harris,
Toronto, Ontario, Canada

Age 64

Weston Board Details:
Director Nominee
Independent

Ms. Harris is a corporate director. In addition to her directorships of the public companies listed below, Ms. Harris has been a director on the Board of the Public Sector Pension Investment Board, a Crown Corporation, since December 2020. Prior to 2013, she was the Managing Director and President of Corporate and Investment Banking for Merrill Lynch Canada Inc. ("Merrill Lynch") and Head of Financial Institutions Group Americas, Merrill Lynch Pierce Fenner & Smith. Prior to Merrill Lynch, she held various investment banking positions with RBC Capital Markets from 1984 to 2000.

Ms. Harris holds an M.B.A. from the Schulich School of Business, a J.D. (Juris Doctor) degree from Osgoode Hall Law School and a B.Sc. (Honours) from Queen's University.

Ms. Harris is also a member of the Dean's Advisory Council at the Schulich School of Business, and the Advisory Council of the Hennick Centre for Business and Law. Ms. Harris is a former Chair of the board of the Investment Industry Regulatory Organization of Canada (IIROC).

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
—	—	—	—%	2021	$—

EQUITY OWNERSHIP						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs [1]	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2021	—	—	—	$2,539,008	$960,000	Yes

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks[2] Directors	Boards
Loblaw Companies Limited	2016 to present	—	—
Sun Life Financial Inc.	2013 to present		
PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)			
Hydro One Limited/Hydro One Inc.	2015 to 2018		

(1) Pursuant to the Director Share Ownership Policy, if elected, Ms. Harris' equity holdings in Loblaw will count towards her minimum equity ownership in the Corporation. Ms. Harris held 22,167 Loblaw common shares and deferred share units with a value of $2,539,008 based on the March 14, 2022 Loblaw common share price of $114.54.

(2) Ms. Harris, Mr. Weston and Mr. Wright are each standing for election as directors at Loblaw's Annual Meeting of Shareholders on May 5, 2022. Ms. Harris and Ms. Stymiest are standing for election at Sun Life Financial Inc.'s Annual General Meeting of Shareholders on May 11, 2022. If Ms. Harris, Mr. Weston and Mr. Wright are each elected at both the Meeting and at Loblaw's Annual Meeting of Shareholders, they will be in Board interlocks with each other. If Ms. Harris and Ms. Stymiest are elected at both the Meeting and at Sun Life Financial Inc.'s Annual General Meeting of Shareholders, Ms. Harris will be in a Board interlock with Ms. Stymiest. The Director Interlock Policy does not apply to Mr. Weston. Please see page 8 for details on the Director Interlock Policy.

Nancy H.O. Lockhart, O. Ont.
Toronto, Ontario, Canada

Age 67

Weston Board Details:
Director since 2019
Independent

Ms. Lockhart, a corporate director, is the former Chief Administrative Officer of Frum Development Group and a former Vice President of Shoppers Drug Mart Corporation.

In addition to her public board memberships below, Ms. Lockhart is a director of The Royal Conservatory of Music. Ms. Lockhart is also Chair Emeritus of the Crow's Theatre Company and Chair of the Board of Alignvest Student Housing. She is a former Chair of the Ontario Science Centre, former President of the Canadian Club of Toronto and a former Chair of the Canadian Film Centre. Ms. Lockhart is also a former director of the Canada Deposit Insurance Corporation, the Centre for Addiction and Mental Health Foundation and the Loran Scholars Foundation.

Ms. Lockhart has an Institute of Corporate Directors ICD.D certification.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	9/9	18/18	100%		
Governance Committee	5/5			2021	$373,500
Pension Committee	4/4			2020	$360,000

EQUITY OWNERSHIP						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs[1]	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2021	1,961	5,940	7,901	$8,504,003	$960,000	Yes
2020	1,961	3,941	5,902	$4,787,792		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks[2] Directors	Boards
Choice Properties Real Estate Investment Trust	2019 to present	—	—
Atrium Mortgage Investment Corporation	2013 to present		
PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)			
Loblaw Companies Limited	2005 to 2019		
Gluskin Sheff & Associates Inc.	2013 to 2019		
Barrick Gold Corporation	2014 to 2018		

(1) Pursuant to the Director Share Ownership Policy, Ms. Lockhart's equity holdings in Loblaw, at the time of her election to the Board of the Corporation on May 7, 2019 count towards her minimum equity ownership in the Corporation. As of May 7, 2019, Ms. Lockhart held 63,397 Loblaw common shares and deferred share units with a value of $4,194,346 based on the March 15, 2021 closing price of the Loblaw common shares on the TSX of $66.16 and with a value of $7,261,492 based on the March 14, 2022 closing price of Loblaw common shares of $114.54.

(2) Ms. Lockhart and Mr. Wright are each standing for election as trustees at Choice Properties Real Estate Investment Trust's ("Choice Properties") Annual Meeting of Unitholders on April 28, 2022. If Ms. Lockhart and Mr. Wright are both elected at both the Meeting and at Choice Properties' Annual Meeting of Unitholders, Ms. Lockhart will be in a Board interlock with Mr. Wright. Please see page 8 for details on the Director Interlock Policy.

Sarabjit S. Marwah
Toronto, Ontario, Canada

Age 70

Weston Board Details:
Director since 2013
Independent

Mr. Marwah is a Senator with the Senate of Canada. He is the former Vice-Chairman and Chief Operating Officer of The Bank of Nova Scotia.

Mr. Marwah has an M.B.A. from the University of California, Los Angeles. He obtained an undergraduate degree in Economics (Honours) from the University of Calcutta and a Masters degree in Economics from the University of Delhi.

In addition to his public board memberships listed below, Mr. Marwah served as the past Chair and trustee of the Hospital for Sick Children. He was past Chair of the Humber River Regional Hospital and a past member of the boards of directors of the C.D. Howe Institute and the Toronto International Film Festival.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	9/9	19/19	100%		
Audit Committee	5/5			2021	$241,500
Governance Committee	5/5			2020	$241,500

EQUITY OWNERSHIP						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2021	3,500	18,110	21,610	$3,398,389	$960,000	Yes
2020	3,500	15,881	19,381	$1,948,760		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks Directors	Boards
Cineplex Inc.	2009 to present	—	—
PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)			
TELUS Corporation	2015 to 2019		

Mr. Nixon is the Chair of BCE Inc. and the former President and Chief Executive Officer of Royal Bank of Canada, a position he held from August 2001 to August 2014. Mr. Nixon first joined RBC Dominion Securities Inc. in 1979, where he held a number of operating positions, one of which was as Chief Executive Officer.

Mr. Nixon earned a Bachelor of Commerce (Honours) degree from Queen's University and holds Honorary Doctorates of Laws from Queen's University and Dalhousie University. He is a Member of the Order of Canada and the Order of Ontario.

In addition to his public board memberships listed below, Mr. Nixon sits on the Advisory Board of KingSett Canadian Real Estate Income Fund, L.P. and is a trustee of the Art Gallery of Ontario.

Gordon M. Nixon, C.M., O. Ont.

Toronto, Ontario, Canada

Age 65

Weston Board Details:
Director since 2014
Independent
Lead Director

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	9/9	14/14	100%	2021	$283,950
Governance Committee	5/5			2020	$239,000

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2021	5,000	15,889	20,889	$3,285,004	$960,000	Yes
2020	5,000	13,395	18,395	$1,849,617		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks(1) Directors	Boards
BCE Inc.	2014 to present	—	—
BlackRock, Inc.	2015 to present		
PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)			
—			

(1) *Mr. Nixon and Mr. Wright are standing for election as directors at BCE Inc.'s Annual General Meeting of Shareholders on May 5, 2022. If Mr. Nixon and Mr. Wright are elected at both the Meeting and at BCE Inc.'s Annual General Meeting of Shareholders, Mr. Nixon will be in a Board interlock with Mr. Wright. Please see page 8 for details on the Director Interlock Policy.*

Ms. Stymiest, a corporate director, is a former member of the Group Executive of Royal Bank of Canada responsible for the overall performance of the bank. Ms. Stymiest is a former Chief Executive Officer of TMX Group Inc., Executive Vice-President and Chief Financial Officer at BMO Capital Markets and Partner of Ernst & Young LLP.

Ms. Stymiest obtained her H.B.A. from the Richard Ivey School of Business, University of Western Ontario. She is a Fellow Chartered Accountant and a Fellow Chartered Professional Accountant.

In addition to her public board memberships listed below, Ms. Stymiest is a director of President's Choice Bank, the Canadian Institute for Advanced Research and the Advisory Council for the Ivey Institute for Leadership. She is also a Vice Chair of the University Health Network.

Barbara Stymiest, C.M., F.C.A., F.C.P.A.

Toronto, Ontario, Canada

Age 65

Weston Board Details:
Director since 2011
Independent

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	9/9	19/19	100%	2021	$318,500
Audit Committee (Chair)	5/5			2020	$314,500
Governance Committee	5/5				

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2021	2,000	23,517	25,517	$4,012,803	$960,000	Yes
2020	2,000	21,230	23,230	$2,335,777		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks(1) Directors	Boards
BlackBerry Limited	2007 to present	—	—
Sun Life Financial Inc.	2012 to present		
PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)			
—			

(1) *Ms. Stymiest and Ms. Harris are standing for election as directors at Sun Life Financial Inc.'s Annual General Meeting of Shareholders on May 11, 2022. If Ms. Stymiest and Ms. Harris are elected at both the Meeting and at Sun Life Financial Inc.'s Annual General Meeting of Shareholders, Ms. Stymiest will be in a Board interlock with Ms. Harris. Please see page 8 for details on the Director Interlock Policy.*

Galen G. Weston
Toronto, Ontario, Canada

Age 49

Weston Board Details:
Director since 2016
Non-Independent

Mr. Weston is the Chairman and Chief Executive Officer of the Corporation and Chairman and President of Loblaw Companies Limited. He previously held several senior executive positions with Loblaw Companies Limited and its subsidiaries. Prior to joining Loblaw Companies Limited, he was an investment banking analyst for Salomon Brothers in the U.K.

Mr. Weston graduated from Harvard University with a B.A. and from Columbia University with an M.B.A.

Mr. Weston is Chairman of Wittington Investments, Limited and is also a director of Selfridges Group Limited and President of the Weston Family Foundation. Mr. Weston is a former Chairman of President's Choice Bank, and the former Chair and trustee of Choice Properties Real Estate Investment Trust.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount [(1)]
Board	9/9	9/9	100%	2021	$45,540
				2020	$138,000

EQUITY OWNERSHIP				
Year	Common Shares	DSUs[(2)]	Total Common Shares and DSUs	The value of Mr. Weston's current eligible holdings is $12,456,734,450. Mr. Weston satisfies the Executive Share Ownership Policy. For details relating to his equity-based share ownership as an executive, please see the table on page 75.
2021	78,650,662	2,228	78,652,890	
2020	78,650,662	2,188	78,652,850	

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks[(3)]	
		Directors	Boards
Loblaw Companies Limited	2006 to present	Paviter S. Binning	Loblaw Companies Limited
PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)			
Choice Properties Real Estate Investment Trust	2019 to 2021		
Choice Properties Real Estate Investment Trust	2013 to 2017		

(1) Directors who are members of management do not receive any remuneration for their role as directors of the Corporation. Mr. Weston is the Chief Executive Officer of the Corporation and did not receive any remuneration for his role as a director of the Corporation in 2021, but did receive $45,540 as the Chairman of Choice Properties, which is a subsidiary of the Corporation.

(2) Mr. Weston was elected to the Board in 2016 as a non-management director and continued in this capacity until January 2017, at which time he became Chairman and Chief Executive Officer of the Corporation. During his time as a non-management director, Mr. Weston was granted share-based awards in the form of DSUs.

(3) Mr. Weston, Ms. Harris and Mr. Wright are standing for election as directors at Loblaw's Annual Meeting of Shareholders on May 5, 2022. If Mr. Weston, Ms. Harris and Mr. Wright are elected at both the Meeting and at Loblaw's Annual Meeting of Shareholders, they will be in Board interlocks with each other. The Director Interlock Policy does not apply to Mr. Weston. Please see page 8 for details on the Director Interlock Policy.

Cornell Wright,
Toronto, Ontario, Canada

Age 48

Weston Board Details:
Director Nominee
Non-Independent

Mr. Wright is President of Wittington Investments, Limited ("Wittington"). Mr. Wright joined Wittington in 2021 following a 20-year career at the law firm of Torys LLP, where he was a leading corporate lawyer. Mr. Wright served as Chair of the firm's Corporate practice and former co-head of the firm's M&A practice. Mr. Wright has a broad range of experience in complex transactional, securities, private equity, regulatory, governance and compliance matters. Mr. Wright is a Fellow of The American College of Governance Counsel.

In addition to his public board membership listed below, Mr. Wright is the Chair of the Board of Directors of the National Ballet of Canada, a Trustee of University Health Network and Executive in Residence at the University of Toronto's Rotman School of Management.

Mr. Wright holds J.D. and M.B.A degrees from the University of Toronto and a B.A. from McGill University.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
—	—	—	—%	2021	$—

EQUITY OWNERSHIP						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs [(1)]	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2021	—	—	—	$—	$960,000	Yes

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks[(2)]	
		Directors	Boards
BCE, Inc.	2021 to present	—	—
PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)			
—			

(1) If elected, Mr. Wright will have five years to satisfy the Director Share Ownership Policy.

(2) Mr. Wright, Ms. Harris and Mr. Weston are standing for election as directors at Loblaw's Annual Meeting of Shareholders on May 5, 2022. Mr. Wright and Ms. Lockhart are standing for election at Choice Properties' Annual Meeting of Unitholders on April 28, 2022. Mr. Wright and Mr. Nixon are standing for election at BCE Inc.'s Annual General Meeting of Shareholders on May 5, 2022. If Mr. Wright, Ms. Harris and Mr. Weston are elected at both the Meeting and at Loblaw's Annual Meeting of Shareholders, they will be in Board interlocks with each other. If Mr. Wright and Ms. Lockhart are elected at both the Meeting and at Choice Properties' Annual Meeting of Unitholders, Mr. Wright will be in a Board interlock with Ms. Lockhart. If Mr. Wright and Mr. Nixon are elected at both the Meeting and at BCE Inc.'s Annual General Meeting of Shareholders, Mr. Wright will be in a Board interlock with Mr. Nixon. The Director Interlock Policy does not apply to Mr. Weston. Please see page 8 for details on the Director Interlock Policy.

Meeting Attendance

The following table provides a summary of each director's attendance at Board and committee meetings in 2021:

Name	Board (9 meetings)	Audit Committee (5 meetings)	Governance Committee (5 meetings)	Pension Committee (4 meetings)	Weston Foods Committee (3 meetings)	Overall Attendance (#)	Overall Attendance (%)
Paviter S. Binning[(1)]	9/9	—	—	4/4	3/3	16/16	100%
Andrew A. Ferrier[(1)]	9/9	5/5	—	—	3/3	17/17	100%
Nancy H.O. Lockhart	9/9	—	5/5	4/4	—	18/18	100%
Sarabjit S. Marwah	9/9	5/5	5/5	—	—	19/19	100%
Gordon M. Nixon	9/9	—	5/5	—	—	14/14	100%
J. Robert S. Prichard[(1)]	9/9	—	5/5	4/4	—	18/18	100%
Robert Sawyer[(2)]	3/3	2/2	—	—	—	5/5	100%
Christi Strauss[(1)]	9/9	5/5	—	—	3/3	17/17	100%
Barbara Stymiest	9/9	5/5	5/5	—	—	19/19	100%
Galen G. Weston	9/9	—	—	—	—	9/9	100%
Total	**100%**	**100%**	**100%**	**100%**	**100%**		**100%**

(1) Messrs. Binning, Ferrier and Prichard and Ms. Strauss are not standing for re-election at the Meeting.
(2) Mr. Sawyer did not stand for re-election at the Corporation's Annual Meeting of Shareholders held on May 11, 2021.

DIRECTOR COMPENSATION

The Corporation's director compensation program is structured to compensate directors appropriately for their time, commitment and responsibility as Board members and to remain competitive with director compensation practices in Canada. The program is designed to attract and retain committed and qualified directors and to align their compensation with the long-term interests of the shareholders. To achieve these objectives, directors are required to take 100% of their board retainer and committee fees in DSUs until they satisfy the Director Share Ownership Policy, after which a director has the option to receive up to 50% of all fees in cash, with the balance taken in DSUs. Directors who are employees of the Corporation receive no additional compensation for serving as directors.

Director Deferred Share Unit Plan

A DSU is a right to receive an amount from the Corporation equal to the value of one Common Share. The number of DSUs awarded to a director is equal to the value of the compensation that the director elects or is required to receive in the form of DSUs divided by the volume-weighted average trading price of a Common Share on the TSX for the five trading days prior to the date of the award. DSUs are not paid out until the director ceases to serve on the Board and ceases to hold any position with any company related to the Corporation, thereby providing an equity stake in the Corporation throughout the director's term as a Board member. Dividend equivalents, in the form of additional DSUs that are equal in value to dividends paid on Common Shares, are credited to the director's account on each dividend payment date based on the number of DSUs in the account as of the dividend record date. Following cessation of service with the Corporation and its related entities, payment of DSUs is made in Common Shares purchased on the open market. A director may elect to defer payment until December 15th of the calendar year following the year in which he or she ceases to hold any position with the Corporation and any of its related entities. DSUs do not entitle the director to any voting or other shareholder rights.

Director Share Ownership Policy

The Corporation believes that it is important that directors demonstrate their commitment to the Corporation through share ownership. In that regard, the Corporation has established a Director Share Ownership Policy for non-management directors. Under the policy, non-management directors are required to hold Common Shares or DSUs with a value of not less than four times the amount of the director's annual retainer. In 2021 the ownership requirement was $900,000. Effective January 1, 2022, the ownership requirement under the Director Share Ownership policy increased from $900,000 to $960,000, as further discussed below under "Director Compensation Review and Changes for 2022". For purposes of the policy, securities are valued at their market value and directors are expected to meet the required level of share ownership within five years of initially being elected or appointed to the Board. To the extent the directors receive an increase in their annual retainer, they have a five-year period from the date of the increase, or from the date of their initial election or appointment to the Board, if later, to attain the incremental ownership requirement. Directors elected or appointed to the Board who were previously or are directors or trustees of either Loblaw and/or Choice Properties are permitted under the policy to count their then holdings in Loblaw and/or Choice Properties towards their target ownership at the date of their election or appointment to the Board, provided that any such holdings were eligible for inclusion toward the individual's previous ownership requirement at Loblaw and/or Choice Properties. All directors either meet the required level of share ownership or are in the process of accumulating securities as required under the policy. For the status of each director nominee under the Director Share Ownership Policy, see their profiles on pages 9 to 12 of the Circular. Management directors are not subject to the Director Share Ownership Policy but instead must satisfy the Executive Share Ownership Policy described on page 75.

2021 Director Compensation Amounts

A summary of the 2021 director compensation amounts is set out below:

Type of Fee	Amount ($)
Annual Fees	
Total Board Retainer	225,000
Chair and Committee Fees	
Lead Director retainer	50,000
Audit Committee Chair	30,000 (1)
Governance Committee Chair	30,000 (1)
Weston Foods Committee Chair	30,000 (1)
Pension Committee Chair	15,000 (1)
Member of Board committee	7,500

(1) Includes fees received as a committee member.

Mr. Weston did not receive any remuneration for his role as a director of the Corporation in 2021. The details of Mr. Weston's executive compensation are set out in the Compensation Discussion and Analysis. If elected, Mr. Weston will not receive any remuneration in 2022 for his role as a director of the Corporation.

2021 Director Compensation Table

The following table sets out the compensation elements and total compensation earned by each non-management director in 2021 and the manner in which the compensation was paid:

	Fees Breakdown						Allocation of Total Director Fees		
Name	Board Retainer (1) ($)	Committee Chair Retainer ($)	Committee Member Retainer ($)	Total Director Fees Earned ($)	All Other Compensation ($)	Total Compensation ($)	Cash ($)	DSUs (2) ($)	Allocation of Fees between Cash and DSUs (%)
Paviter S. Binning(3)	225,000	15,000	7,500	247,500	225,000 (4)	472,500	123,748	123,752	50% DSUs
Andrew A. Ferrier(3)	225,000	30,000	7,500	262,500	—	262,500	—	262,500	100% DSUs
Nancy H.O. Lockhart	225,000	—	15,000	240,000	133,500 (5)	373,500	—	240,000	100% DSUs
Sarabjit S. Marwah	225,000	—	16,500 (6)	241,500	—	241,500	—	241,500	100% DSUs
Gordon M. Nixon	225,000	54,600 (7)	4,350 (6)	283,950	—	283,950	—	283,950	100% DSUs
J. Robert S. Prichard(3)	225,000	30,400 (7)	12,150	267,550	—	267,550	—	267,550	100% DSUs
Robert Sawyer(8)	85,500	—	2,850	88,350	—	88,350	—	88,350	100% DSUs
Christi Strauss(3)	225,000	—	15,000	240,000	—	240,000	—	240,000	100% DSUs
Barbara Stymiest	225,000	30,000	7,500	262,500	56,000 (9)	318,500	26,248	236,252	90% DSUs
Total ($)	**1,885,500**	**160,000**	**88,350**	**2,133,850**	**460,040**	**2,593,890**	**149,996**	**1,983,854**	

(1) Directors are required to take 100% of their board retainer and committee fees in DSUs until they satisfy the Director Share Ownership Policy, after which they may elect to receive up to 50% of their total fees in cash, with the balance taken in DSUs.

(2) In accordance with the DSU Plan, amounts reflect the grant date fair value of DSUs based on the volume-weighted average trading price of the Common Shares on the TSX for the five trading days prior to the date of the grant. As well, additional DSUs are accumulated based on notional equivalents of dividends paid on Common Shares throughout the year. These notional equivalents of dividends are not included in the table.

(3) Messrs. Binning, Ferrier and Prichard and Ms. Strauss are not standing for re-election at the Meeting.

(4) Includes fees received by Mr. Binning as a director of Loblaw, a subsidiary of the Corporation.

(5) Includes fees received by Ms. Lockhart as a trustee of Choice Properties, a subsidiary of the Corporation.

(6) Includes fees received for attendance at other meetings of a Board committee.

(7) Includes Lead Director fee.

(8) Mr. Sawyer did not stand for re-election at the Corporation's Annual Meeting of Shareholders held on May 11, 2021.

(9) Ms. Stymiest also received $56,000, paid in cash, for her role as a director of President's Choice Bank, a subsidiary of Loblaw.

Director Compensation Review and Changes for 2022

The Board, through the Governance Committee, is responsible for reviewing and approving any changes to the directors' compensation arrangements. In 2021, the Governance Committee engaged Meridian Compensation Partners ("Meridian") to review the compensation paid to the Corporation's non-management directors. Meridian completed a comprehensive review of the Board's compensation practices relative to the comparator group of 29 companies used to benchmark executive compensation. The comparator group is set out below. As part of this review, Meridian analyzed: (i) the amount of the base retainer; (ii) committee and chair fees; (iii) the lead director fee; and (iv) minimum share ownership requirements.

Compensation Comparator Group

Alimentation Couche-Tard Inc.	Dollar Tree, Inc.	Rogers Communications Inc.
BCE Inc.	Empire Company Limited	Suncor Energy Inc.
Best Buy Co., Inc.	Enbridge Inc.	Sysco Corporation
Bombardier Inc.	Imperial Oil Limited	Target Corporation
Brookfield Asset Management Inc.	Lowe's Companies, Inc.	TELUS Corporation
Canadian Natural Resources Limited	Metro Inc.	The Home Depot, Inc.
Canadian Tire Corporation, Limited	Nutrien Ltd.	The Kroger Co.
Cenovus Energy Inc.	Power Corporation of Canada	US Foods Holding Corp.
Costco Wholesale Corporation	Publix Super Markets, Inc.	Walgreens Boots Alliance, Inc.
Dollar General Corporation	Rite Aid Corporation	

Following the review, Meridian determined that director compensation was below the market median. As a result of this finding, the Board, on the recommendation of the Governance Committee, approved the following changes to director compensation effective January 1, 2022:

- an increase to the annual base retainer from $225,000 to $240,000; and
- an increase to the Board committee member fee from $7,500 to $10,000.

Non-management directors are required to hold Common Shares or DSUs with a value of not less than four times the amount of the directors' annual retainer. Based on this multiple of base retainer, the ownership requirement has increased from $900,000 to $960,000 in 2022. No changes were made to any of (i) the Lead Director fee; or the (ii) Audit, Governance and Pension Chair fees. A summary of the 2021 director compensation amounts reflecting the changes is set out below:

Type of Fee	Amount ($)
Annual Fees	
Total Board Retainer	240,000
Chair and Committee Fees	
Lead Director retainer	50,000
Audit Committee Chair	30,000 (1)
Governance Committee Chair	30,000 (1)
Pension Committee Chair	15,000 (1)
Member of Board committee	10,000

(1) Includes fees received as a committee member.

Outstanding Share-Based Awards

The following table sets forth the value of all share-based awards granted by the Corporation to non-management directors that were outstanding as at January 4, 2022:

Name of Participant	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested ($)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (1) ($)
Paviter S. Binning (2)	—	—	5,230,217
Andrew A. Ferrier	—	—	1,274,089
Nancy H.O. Lockhart (3)	—	—	861,478
Sarabjit S. Marwah	—	—	2,626,493
Gordon M. Nixon	—	—	2,304,382
J. Robert S. Prichard	—	—	7,549,972
Robert Sawyer (4)	—	—	1,472,925
Christi Strauss	—	—	1,744,856
Barbara Stymiest	—	—	3,410,671

(1) The value of the outstanding DSUs held by the directors is based on the closing price of the Common Shares on the TSX on January 4, 2022, which was $145.03, multiplied by the number of outstanding DSUs. The values also include additional DSUs which were accumulated based on notional equivalents of dividends paid on Common Shares.

(2) Mr. Binning is the former President and Chief Executive Officer of the Corporation and during his tenure, he elected to receive a portion of his annual bonus in respect of certain years in executive deferred share units ("EDSUs"). As at January 4, 2022, Mr. Binning held 33,008 EDSUs in addition to the 3,055 DSUs received as a director of Weston. The value of Mr. Binning's EDSUs is $4,787,150 based on the closing price of the Common Shares on the TSX on January 4, 2022, which was $145.03. As at January 4, 2022, Mr. Binning also held 8,142 Loblaw DSUs. Based on the closing price of Loblaw common shares on the TSX on January 4, 2022 of $102.73, Mr. Binning's Loblaw DSUs had a value of $836,428.

(3) Ms. Lockhart also holds 66,246 Loblaw DSUs with a value of $6,805,452 based on the closing price of Loblaw common shares on the TSX on January 4, 2022 of $102.73 and 25,974 Choice Properties deferred units with a value of $390,129 based on the closing price of Choice Properties trust units on the TSX on January 4, 2022 of $15.02.

(4) Mr. Sawyer did not stand for re-election at the Corporation's Annual Meeting of Shareholders held on May 11, 2021.

Mr. Weston was elected to the Board in 2016 as a non-management director and continued in this capacity until January 2017, at which time he became Chairman and Chief Executive Officer of the Corporation. During his time as a non-management director, Mr. Weston was granted share-based awards in the form of DSUs. As at January 4, 2022, Mr. Weston held 2,228 DSUs with a value of $323,127 based on the closing share price of the Common Shares on the TSX on January 4, 2022 of $145.03. Mr. Weston served as the non-executive Chairman of Choice Properties between 2013 to 2017 and 2019 to 2021 and held 87,874 Choice Properties deferred units as at January 4, 2022 with a value of $1,319,867 based on the closing price of Choice Properties trust units on the TSX on January 4, 2022 of $15.02.

APPOINTMENT OF THE AUDITOR

Appointment of the Auditor

Following completion of a tender process, the Board determined to request the resignation of KPMG LLP ("KPMG") as auditor of the Corporation effective on the business day following the filing of the consolidated financial statements of the Corporation for the financial year ended December 31, 2021, and the auditor's report thereon, and to appoint PwC to fill the vacancy as the auditor of the Corporation. Additional documents related to the change of auditor, being the Change of Auditor Notice and the acknowledgments of that notice by PwC and KPMG, are set out in Schedule B to this Circular.

The Board, on the recommendation of the Audit Committee, recommends that PwC be appointed as the auditor of the Corporation to hold office until the next annual meeting of shareholders of the Corporation and that the directors be authorized to fix PwC's remuneration. The persons named in the accompanying form of proxy intend to vote FOR the appointment of PwC as the Corporation's auditor until the next annual meeting of shareholders.

Audit and Other Service Fees

KPMG was the Corporation's auditor for the financial year ended December 31, 2021. The Audit Committee oversees the fees paid to the independent auditor, which in 2021 was KPMG, for audit and non-audit services. The following table sets forth the aggregate fees billed for professional services rendered by KPMG for the fiscal years 2021 and 2020, respectively:

	2021 $(000's)	2020 $(000's)
Audit fees(1)	8,244	8,807
Audit-related fees(2)	3,174	1,420
Tax-related fees(3)	60	122
All other fees(4)	872	89
Total fees	12,350	10,438

(1) Audit fees include fees for services related to the audit of the Corporation's consolidated financial statements, including the audit of Loblaw's consolidated financial statements and the audits of Shoppers Drug Mart, President's Choice Bank and Choice Properties. Audit fees also include fees for services related to the review of quarterly reports, the interpretation of accounting and financial reporting standards, and auditor involvement with filings, such as prospectuses. 2020 comparative figures include a reclassification of certain amounts from Audit-related fees to Audit fees.

(2) Audit-related fees include fees for French translation services associated with the Corporation's financial and regulatory filings, the audit of pension plans and for services rendered for certain special projects. 2020 comparative figures include a reclassification of certain amounts from Audit-related fees to Audit fees.

(3) Tax-related fees include fees for tax compliance services and advice and for services rendered for certain special projects.

(4) All other fees include fees for services and advice rendered for certain special projects and for services related to legislative and/or regulatory compliance.

As part of the Corporation's corporate governance practices, the Audit Committee has adopted a policy prohibiting the auditor from providing non-audit services to the Corporation or its subsidiaries unless the services are approved in advance by the Chair of the Audit Committee. The auditor is required to report directly to the Audit Committee.

ADVISORY RESOLUTION ON APPROACH TO EXECUTIVE COMPENSATION

Advisory Resolution on Approach to Executive Compensation

At the Meeting, the shareholders will be asked to consider an advisory resolution (the "Say on Pay Resolution") regarding the Corporation's approach to executive compensation, which is described in detail in the section of this Circular titled "Compensation Discussion and Analysis", which commences on page 41. In 2021, shareholders were asked to consider an advisory resolution regarding the Corporation's approach to executive compensation, which received the approval of 97.67% of shareholders.

Pay for performance is a cornerstone of the Corporation's compensation philosophy, which is intended to align the interests of the Corporation's executives with those of its shareholders. This compensation philosophy enables the Corporation to attract and retain high-performing executives who will be motivated to create value for shareholders.

The Board and management of the Corporation recommend that the shareholders vote FOR the adoption of the advisory Say on Pay Resolution.

The Corporation's representatives named in the accompanying form of proxy intend to vote FOR the adoption of the Say on Pay Resolution.

Votes on the Say on Pay Resolution are advisory and will not be binding on the Board or the Corporation. However, the Governance Committee will review and analyze the results of the vote and take it into consideration when reviewing the Corporation's executive compensation philosophy.

The form of Say on Pay Resolution to be submitted to the shareholders at the Meeting, subject to such amendments, variations or additions as may be approved at the Meeting, is set forth below:

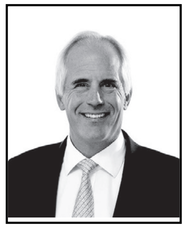
BE IT RESOLVED THAT on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, the shareholders accept the approach to executive compensation disclosed in the Circular, delivered in advance of the 2022 Annual Meeting of the shareholders of George Weston Limited.

2

Committee Reports

AUDIT COMMITTEE

Barbara Stymiest (Chair) Independent



Andrew A. Ferrier Independent

Sarabjit S. Marwah Independent

Christi Strauss Independent

The Audit Committee, on behalf of the Board, oversees the integrity of the Corporation's financial statements and related public disclosure. In doing so, the Audit Committee oversees the Corporation's internal controls over financial reporting, disclosure controls and procedures and internal audit function. The Audit Committee also oversees procedures for the receipt, retention and follow-up of any complaints regarding the Corporation's accounting, internal controls and auditing matters. The Audit Committee assists the Board in its oversight of the Corporation's legal and regulatory compliance program and the Corporation's enterprise risk management ("ERM") program, and reviews the adequacy and effectiveness of applicable controls related to the Corporation's environmental, social and governance ("ESG") disclosures.

Each year, the Audit Committee reviews and evaluates the qualifications, performance and independence of the auditor and recommends the auditor to the Board for appointment by the shareholders. The Chair of the Audit Committee is involved in the selection process for the Lead Audit Partner at the auditor of the Corporation. The Audit Committee ensures that a regular rotation occurs as required under current auditing standards.

All members of the Audit Committee are independent and financially literate as required under applicable Canadian securities legislation.

AUDIT COMMITTEE REPORT TO SHAREHOLDERS

Dear Shareholders:

On behalf of the Board, the Audit Committee is pleased to share with you the Audit Committee's report and some of the Committee's significant accomplishments in 2021.

2021 Highlights:

- ✓ Oversaw the change of auditor of the Corporation from KPMG to PwC, including the tender process
- ✓ Reviewed the financial impacts of COVID-19, including the estimates and judgments made by management and the impacts on controls and related disclosure
- ✓ Oversaw the response to the risks related to the COVID-19 pandemic
- ✓ Oversaw management's monitoring and mitigation of cyber-security risks
- ✓ Supervised the Corporation's legal and regulatory compliance program and Enterprise Risk Assessment and ERM program
- ✓ Reviewed the adequacy and effectiveness of controls relating to the Corporation's ESG disclosure

Overview

The Audit Committee meets at least once every quarter. The Audit Committee's specific duties and responsibilities are based on its mandate and work plan. At each quarterly meeting, the Audit Committee meets separately *in camera* with the Chief Financial Officer, representatives of the internal audit group, the external auditor, and the executive responsible for compliance matters. In addition, it holds an *in camera* session without management present at each meeting. The Audit Committee met five times in 2021.

Each year, the Audit Committee reviews its mandate to ensure its effectiveness in fulfilling its responsibilities. The Audit Committee communicates regularly with management and the internal and external auditors.

The Audit Committee approved its mandate in 2021 and it is available at www.weston.ca. The members of the Audit Committee are satisfied that the Committee fulfilled its responsibilities in 2021.

Financial Reporting

The Audit Committee reviewed and discussed with management the Corporation's annual and interim consolidated financial statements and management's discussion and analysis for the year ended December 31, 2021 and the interim quarters, including the impacts of the COVID-19 pandemic and related disclosure. The Audit Committee also reviewed the auditor's reports thereon and heard directly from the auditor on key risk areas. The purpose of this review is to provide reasonable assurance that the Corporation's financial reporting is complete and fairly presented in all material respects, and that the accounting principles used to prepare the financial statements are appropriate, in particular where judgments, estimates and risks are involved. This review also ensures that adequate disclosure of material issues has been provided.

The Audit Committee assessed the use of non-GAAP financial measures and their presentation within the financial documents. Based on the considerations above, the Audit Committee recommended to the Board that the Corporation's annual audited consolidated financial statements be approved and released on March 2, 2022.

Internal and External Auditor

Throughout the year, the Chair of the Audit Committee met regularly with KPMG, representatives of the internal audit group and senior members of the Corporation's financial reporting group. In 2021, the Committee reviewed and approved the annual audit plan of the internal audit group and KPMG and received regular reports from Internal Audit Services. In addition, the Audit Committee received reports on key audit matters from KPMG.

The Audit Committee oversaw the Corporation's completion of a tender process, and recommended that the Board request the resignation of KPMG as auditor of the Corporation effective on the business day following the filing of the consolidated financial statements of the Corporation for the financial year ended December 31, 2021, and the auditor's report thereon, and appoint PwC to fill the vacancy as the auditor of the Corporation.

The Audit Committee was satisfied that PwC is independent from the Corporation and management. The Audit Committee proposed that the Board recommend to the shareholders the appointment of PwC as auditor of the Corporation at the Meeting.

Enterprise Risk Management

The Audit Committee is responsible for oversight of certain aspects of the Corporation's ERM program and key risks facing the Corporation. At Audit Committee meetings throughout the year, the Audit Committee requested and received reports from management on the various risks facing the Corporation based on significant changes from the prior report, anticipated impacts in future quarters and significant changes in key risk indicators. The Audit Committee carefully reviewed these reports and discussed them with management with a view to addressing the risks facing the Corporation. The Audit Committee also reviewed and recommended to the Board for approval the ERM plan, ERM Corporate Charter and risk appetite statement, and reviewed the corresponding management action plans.

COVID-19 Risk Response

Throughout 2021, the Board, and particularly the Audit Committee, oversaw the Corporation's response to the risks posed by the COVID-19 pandemic. The Audit Committee reviewed the unique risks of COVID-19 to the business and considered the corresponding mitigating activities. The Audit Committee continues to oversee the Corporation's COVID-19 response.

Information Technology

Throughout 2021, the Audit Committee also reviewed management's oversight of risks relating to information technology affecting the Corporation, including cyber-security. The Audit Committee receives regular reports from management with respect to the Corporation's systems, policies, controls and procedures that management has implemented to identify, manage and mitigate risks related to information technology.

Legal, Regulatory, Related Party Transactions and Tax

Throughout 2021, the Audit Committee provided oversight of the Corporation's legal and regulatory compliance program and reviewed updates on compliance matters relating to financial reporting and updates on material legislative and regulatory developments, material litigation, regulatory filings, material transactions with related parties and tax matters affecting the Corporation. The Audit Committee also oversaw certain activities required to be completed in order for the Corporation to maintain assurance by the International Organization for Standardization ("ISO Assurance") of the Corporation's competition law compliance program. Such activities included creating and implementing plans to incorporate more robust compliance controls, delivering competition law training modules, and implementing rigorous competition law control testing.

ESG Reporting

The Audit Committee reviewed the adequacy and effectiveness of controls relating to the Corporation's ESG program disclosure and was satisfied that such controls were sufficient.

Respectfully submitted,

Audit Committee

Barbara Stymiest (Chair)
Andrew A. Ferrier
Sarabjit S. Marwah
Christi Strauss

For additional information regarding each member of the Audit Committee, please see pages 9 to 12. For additional information regarding the activities of the Audit Committee, see the Corporation's Statement of Corporate Governance Practices on pages 26 to 40.

PENSION COMMITTEE

Paviter S. Binning (Chair) Non-Independent

J. Robert S. Prichard Independent

Nancy H.O. Lockhart Independent

The Pension Committee, on behalf of the Board, oversees the administration, management, design, funding and governance of the Corporation's pension plans, as well as the administration and management of the Corporation's benefit programs. The Pension Committee met four times in 2021.

PENSION COMMITTEE REPORT TO SHAREHOLDERS

Dear Shareholders:

On behalf of the Board, the Pension Committee is pleased to share with you the Pension Committee's report and some of the Committee's significant accomplishments in 2021.

2021 Highlights:

- ✓ Oversaw updates and impacts to the Corporation's pension and benefit plans related to Weston's sale of its bakery business
- ✓ Oversaw the transition of actuarial and consulting services to Mercer (Canada) Limited ("Mercer")
- ✓ Oversaw the transition from the then-current manager of global equities to another
- ✓ Oversaw the launch of a flexible benefits program

Oversight of the Corporation's Pension and Benefit Plans

The Pension Committee, on behalf of the Board, oversees the governance and administration of the Corporation's pension and benefit plans. To fulfill its oversight responsibilities, the Pension Committee approved the framework within which investment decisions are made for the Corporation's defined benefit plans and reviewed the financial statements of such plans with management and the external auditor. The Pension Committee also received regular reporting on: (i) the Corporation's defined benefit plans, including the investment performance and funded status of such plans, and (ii) the Corporation's defined contribution plans, including the investment performance of the investment options made available to pension plan members. Throughout the year, the Pension Committee also monitored compliance with the Corporation's policies, the pension plan texts and applicable regulatory and legislative requirements.

Oversight of Impacts to the Corporation's Pension and Benefit Plans related to Weston's Sale of its Bakery Business

In connection with Weston's sale of its bakery business and related internal corporate reorganizations, certain pension and benefit plans of the Corporation required updates, including to reflect that former employees of the bakery business would no longer participate in the plans following closing of the sale. The Pension Committee reviewed reporting by management on the actions taken and the governance processes observed.

Oversight of Actuarial and Consulting Services Transition

The Pension Committee oversaw the transition of actuarial and consulting services from Willis Towers Watson to Mercer.

Oversight of Global Equity Manager Transition

The Pension Committee approved and oversaw management's termination of its former manager of global equities and participated in the selection process to find a new manager of global equities. The Pension Committee approved management's recommendation of a new manager of global equities.

Flexible Benefit Program

The Pension Committee continued its oversight of the strategy for offering a flexible benefit program to over 20,000 employees across Canada and reviewed management's activities in connection with the program's launch in 2021.

Respectfully submitted,

Pension Committee

Paviter S. Binning (Chair)
J. Robert S. Prichard
Nancy H.O. Lockhart

For additional information regarding each member of the Pension Committee, please see pages 9 to 12. For additional information regarding the activities of the Pension Committee, see the Corporation's Statement of Corporate Governance Practices on pages 26 to 40.

GOVERNANCE COMMITTEE

				
Gordon M. Nixon (Chair) Independent	**Nancy H.O. Lockhart Independent**	**Sarabjit S. Marwah Independent**	**J. Robert S. Prichard Independent**	**Barbara Stymiest Independent**

The Governance Committee believes that good corporate governance is essential to strong performance. The Corporation's governance practices are designed to provide oversight and accountability, ensure trust with its stakeholders and promote the long-term interests of its shareholders.

The Governance Committee is responsible for the oversight of the Corporation's governance practices, including the development and implementation of good governance principles, consistent with high standards of corporate governance. On an annual basis, the Governance Committee evaluates the performance and practices of the Board, including a review of Board policies and mandates and, together with the Chairman and Chief Executive Officer, a review of the composition of the Board committees. The Governance Committee also oversees all elements of the Corporation's ESG program, including reviewing its ESG report.

As part of its mandate, the Governance Committee, together with the Chairman and Chief Executive Officer, identifies and recommends candidates for nomination to the Board as directors. The Governance Committee also recommends to the Board for approval any changes to directors' compensation arrangements. In addition, the Governance Committee monitors the orientation program for new directors and continuing education for all directors, and oversees the process for assessing the performance of the Board, its committees and individual directors.

The Governance Committee assists the Board with overseeing the design of the Corporation's executive compensation programs, including its incentive programs and the compensation of the named executive officers (the "NEOs") identified on page 42. The Governance Committee is also responsible for overseeing talent management and succession planning for the Corporation's senior executive positions.

Key Skills and Experiences

The Board believes that the members of the Governance Committee, individually and collectively, have the requisite knowledge, skill and experience in governance and compensation matters, including human resource management, executive compensation and general business leadership, to fulfill the Committee's mandate. All members of the Committee have substantial knowledge and experience as senior executives of large and complex organizations and served as directors of other publicly traded companies. The chart below sets out the relevant experience of each member of the Governance Committee:

Name of Member	Experience in Governance and Executive Compensation
Nancy H.O. Lockhart	• Director and Chair of the Atrium Mortgage Investment Corporation's Governance Committee • Member of Choice Properties' Governance, Compensation and Nominating Committee • Former director and member of Loblaw's Governance, Employee Development, Nominating and Compensation Committee • Former Board Chair and member of the Corporate Governance & Nominating Committee for Gluskin Sheff & Associates Inc. • Former director and member of Barrick Gold Corporation's Governance Committee
Sarabjit S. Marwah	• Executive experience as former Vice-Chairman and Chief Operating Officer of The Bank of Nova Scotia • Chair of the Compensation, Nominating and Corporate Governance Committee of Cineplex Inc. • Former member of TELUS Corporation's Corporate Governance Committee
Gordon M. Nixon	• Executive experience as former President and Chief Executive Officer of Royal Bank of Canada • Member of the Management Development and Compensation Committee and Chair of the Corporate Governance Committee of BlackRock, Inc. • Chair of BCE Inc. and former member of its Corporate Governance Committee and Management Resource & Compensation Committee
J. Robert S. Prichard(1)	• Executive experience as former President and Chief Executive Officer of Torstar Corporation, former President and Chief Executive Officer of Metrolinx, and President Emeritus of the University of Toronto • Member of the Human Resources Committee and the Corporate Governance and Nominating Committee of Alamos Gold Inc. • Former chairman of the Board of Bank of Montreal, former member and Chair of Bank of Montreal's Governance and Nominating Committee and former member of Bank of Montreal's Human Resources Committee (which is responsible for executive compensation) • Former director and member of Barrick Gold Corporation's Compensation Committee • Former Lead Director and Chair of the Governance Committee at Four Seasons Hotels Inc.
Barbara Stymiest	• Executive experience as former member of the Group Executive of Royal Bank of Canada, former Chief Executive Officer of TMX Group Inc., former Executive Vice-President and Chief Financial Officer of BMO Capital Markets • Member of Blackberry Limited's Compensation, Nomination and Governance Committee • Director and former member of Sun Life Financial Inc.'s Management Resources Committee

(1) Mr. Prichard will not be standing for re-election at the Meeting.

Board Succession Planning and Nomination Process

The Board regularly reviews potential vacancies on the Board. The Governance Committee assists the Board by maintaining an evergreen list of potential candidates and identifying individuals for the Board's consideration at the appropriate time. The Corporation has in place director tenure guidelines, which provide that the Chairman and the Governance Committee will undertake an assessment of a director's continued participation on the Board upon the director reaching the age of 75, and annually thereafter, or upon a change in the director's principal occupation. The director tenure guidelines do not apply to the Chairman or any management directors.

In addition to the formal director tenure guidelines, the Governance Committee:

1. undertakes an annual Board effectiveness evaluation that enables the Governance Committee and the Board to solicit feedback regarding director contribution, skill set and expertise;

2. maintains a director skills matrix to ensure that, in choosing director candidates, it focuses appropriately on critical competencies and experience;

3. monitors director turnover through the evaluation process and, to the extent appropriate, from time to time requests directors who are long serving and who have a readily replaceable skill set or experience not to stand for re-election;

4. annually reviews Board committee chairs and memberships with a view to balancing the desire for diverse perspectives with the need for experience and subject matter expertise; and

5. provides disclosure in this Circular in respect of director tenure, the director evaluation process and director turnover with an explanation of how the Corporation's approach ensures diversity of skills, experience and background on the Board and an appropriate level of turnover.

In summary, each year the Governance Committee undertakes a review of the composition of the Board, the performance of the individual directors and the mandate and composition of the committees of the Board. Recommendations for changes, if any, are developed by the Governance Committee and subsequently discussed with the Board and with the controlling shareholder. The Board is of the view that these processes have worked well and have resulted in governance that has been both effective and adaptive to the changing nature of the businesses and the markets in which the Corporation operates.

GOVERNANCE COMMITTEE REPORT TO SHAREHOLDERS

Dear Shareholders:

On behalf of the Board, the Governance Committee is pleased to share with you some of the Committee's significant accomplishments in the past year:

2021 Highlights:

- ✓ Oversaw the Board's succession plans
- ✓ Oversaw the design of the Corporation's 2022 Short-Term Incentive Plan and Long-Term Incentive Plan
- ✓ Oversaw the Corporation's ESG program and disclosure
- ✓ Oversaw changes to governance structure and the corporate centre following sale of Weston Foods

Executive Talent Management and Succession Planning

The Governance Committee is entrusted with the responsibility of overseeing the Corporation's approach to talent management and succession planning for senior executive roles. The Governance Committee receives reports on the development of senior executives, updates on the talent management plans across the organization and performance evaluation processes, which are designed to improve individual leadership and management skills. The succession planning process includes an annual review of each senior executive position and the performance of the incumbent.

Board Composition and Succession

The Governance Committee's focus is to maintain a strong, vibrant and engaged Board that understands the Corporation's businesses. One of the key areas of responsibility for the Governance Committee is succession planning for the Board. The Governance Committee assesses and evaluates the effectiveness of the Board and identifies areas where the Board may benefit from new directors with additional skills, experience and diverse backgrounds. The Corporation's Board Diversity Policy includes a target that people who identify as women will comprise at least 30% of the Board's directors and that, by 2024, people who identify as visible minorities will comprise at least 25% of the Board's directors. The list of nominees for the upcoming Meeting includes three nominees who identify as women and two nominees who identify as visible minorities, representing 43% and 29% of the Board's composition, respectively. Seven directors have been proposed for election to the Board at the Meeting. The Board considers this to be an appropriate size given the nature of the Corporation's business.

Mr. Paviter S. Binning, Mr. Andrew A. Ferrier, Mr. J. Robert S. Prichard and Ms. Christi Strauss will not stand for re-election at the Meeting. On behalf of the Board, the Governance Committee would like to acknowledge each of these directors for their dedicated service and outstanding contributions to the Corporation. The Governance Committee would also like to thank Mr. J. Robert S. Prichard for his many years of dedicated leadership of the Governance Committee and the independent directors.

This year, the Governance Committee has again included in this Circular a skills matrix that the Governance Committee used as a tool in managing Board succession. This matrix was used to identify the skills, experience and expertise required on the Board. The Governance Committee is responsible for the process of identifying prospective director nominees. The Governance Committee assesses the appropriate size of the Board and whether any vacancies are expected and reviews the skills matrix of current Board members to determine criteria and qualifications to be considered when recruiting new director nominees. Each candidate is evaluated with respect to his or her experience and expertise, with particular attention paid to those areas of expertise that could best complement the current Board. The Governance Committee also assesses any concerns relating to potential conflicts, independence, interlocking board memberships, or time commitment that the candidate may present. Before being put forward as a director nominee, a candidate must meet the Chair of the Governance Committee, the Chairman and Chief Executive Officer and other Board members to discuss the Board's expectations in regards to contribution and commitment obligations.

Director Education and Training Program

The Governance Committee is responsible for ensuring the provision of continuing education programs for the Corporation's directors. The educational program includes presentations by internal and external experts on specific topics of interest and importance to the Board and each of its committees and on specialized or complex areas of the Corporation's business, to assist directors in carrying out their responsibilities. These presentations are in addition to regular reporting from senior management and other elements of the Corporation's continuing education program.

Environmental, Social and Governance Strategy

The Governance Committee oversees the Corporation's ESG program and receives periodic reports on the program from management. In 2021, the Governance Committee oversaw the continued development of the program, the setting of diversity targets for both the Board and management, and the release of the Corporation's initial ESG disclosure.

COMMITTEE REPORTS

KEY PERFORMANCE HIGHLIGHTS IN 2021

The Board reviewed the Corporation's financial performance in 2021, and determined the NEOs' incentive payouts under the Corporation's plans, as applicable, in part based on such performance:

- The short term incentive plans of Loblaw, Choice Properties and Weston Foods paid out at 198.1%, 107.2% and 27.5% of target, respectively, for the applicable NEOs, which resulted in a corporate payout factor for the Corporation's NEOs of 150.1%.
- The 2019 PSUs that vested in 2022 had a payout factor of 105.4% of target for the Corporation's NEOs.

EXECUTIVE COMPENSATION PHILOSOPHY

The Corporation's compensation philosophy guides every aspect of the Corporation's strategy, programs, policies and decisions on executive compensation. The Governance Committee reviews and approves the Corporation's compensation philosophy and programs for executive officers. The Corporation's philosophy is set out below:

The Corporation believes that its compensation structure must be designed to attract, motivate and retain the best candidates for the challenging roles that the Corporation's executive officers fulfill. To this end, the Corporation strives for executive compensation programs that are competitive with market and industry practices to enable the Corporation to attract, motivate and retain executives with the talent and experience to ensure that the Corporation meets its strategic and operational objectives.

Pay for performance is a cornerstone of the Corporation's compensation philosophy. The compensation programs for all employees, including executives, are results oriented. The Corporation believes that a strong pay-for-performance focus should align compensation with the successful execution of business strategy, sustained long-term performance and shareholder interests. This objective is achieved through the design of the Corporation's short, medium and long-term compensation plans ("STIP", "MTIP" and "LTIP", respectively). In particular, the Corporation believes that granting performance share units ("PSUs") to all executives provides a strong link between pay and performance.

Executive compensation should align with the long-term interests of shareholders. The Corporation believes its STIP, MTIP and LTIP programs accomplish this objective. The Corporation's STIP is a balanced program comprised of different performance measures that focus executives on the key drivers of the business and value creation over both the short and long-term.

The MTIP program, which was specific to Weston Foods and is no longer used following the sale of Weston Foods, balanced the use of (i) the Weston Foods Performance Incentive, which was designed to incent Weston Foods' executives on sales and return on capital; and (ii) restricted share units ("RSUs"), which served as a key component in retaining executives and aligning their interests with those of shareholders.

The 2021 LTIP balances the use of (i) stock options, which align an executive's interest with shareholders in share price appreciation; and (ii) PSUs, which focus executives on the delivery of key objectives set forth in the Corporation's strategic plan. The Corporation also expects executives to meet minimum share ownership requirements that apply to executives at the senior vice president level and higher, to reinforce the alignment between executive compensation and long-term shareholder interests.

The principles of good governance must underlie the Corporation's executive compensation programs. The programs are designed to promote responsible decision-making by rewarding senior executives for execution of business strategy without taking undue risks.

Governance Practices

The Governance Committee is committed to ensuring that the Corporation's approach to governance practices satisfies regulatory requirements and aligns with best practices. In connection with the sale of Weston Foods, the Governance Committee provided oversight for changes to the governance structure of the Corporation and certain changes at the corporate centre.

The Governance Committee also continues to work with management to ensure adherence to a robust process for reviewing and approving related party transactions. The Governance Committee is confident that management has considered the relevant legal and governance considerations associated with related party transactions, and has implemented a sound governance framework to address them when they arise.

The Governance Committee is confident that the Corporation has strong and practical governance systems in place. At the same time, the Governance Committee remains committed to the ongoing evaluation of its practices and monitoring of emerging best practices to deliver shareholder value.

Respectfully submitted,

Governance Committee

Gordon M. Nixon (Chair)
Nancy H.O. Lockhart
Sarabjit S. Marwah
J. Robert S. Prichard
Barbara Stymiest

For additional information regarding each member of the Governance Committee, please see pages 9 to 12. For additional information regarding the activities of the Governance Committee, see the Corporation's Statement of Corporate Governance Practices on pages 26 to 40.

WESTON FOODS COMMITTEE

The Weston Foods Committee, on behalf of the Board, oversaw Weston Foods' operational and financial performance, and compliance matters, including compliance with food and product safety matters, policies, management systems and environmental and occupational health and safety matters through to completion of the Corporation's sale of Weston Foods towards the end of 2021. Following the sale of Weston Foods, having fully discharged its duties, the Weston Foods Committee was disbanded.

3 Statement of Corporate Governance Practices

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation's Board and management are dedicated to strong corporate governance practices designed to maintain high standards of oversight, accountability, integrity and ethics while promoting long-term growth and complying with the Canadian Securities Administrators' Corporate Governance Guidelines (the "Governance Guidelines"). The Corporation's strong governance practices are reflected in its approach and application of policies and practices, some of which are highlighted below:

GOVERNANCE			
Approach	***Reference***	***Application***	***Highlights***
Majority Voting Policy	*See page 8 of the Circular for additional detail* *See Policy on: www.weston.ca*	• Annual election of Directors by Shareholders • Director who receives greater number of votes withheld than votes in favour must tender resignation • Governance Committee reviews resignation and makes recommendation to the Board	• **At least 97%** of total votes cast at the 2021 Annual Meeting of Shareholders were cast in favour of each of the Directors
Independence Statement	*See page 31 of the Circular for additional detail*	• Majority of the Board to be comprised of independent Directors	• **71%** of Directors are independent • **100%** of Audit Committee members are Independent • **100%** of Governance Committee members are Independent
Board Effectiveness	*See page 34 of the Circular for additional detail*	• Ensure that the Board and its Committees are functioning at optimal levels	• **Annual** assessment of the performance and effectiveness of the Board and its Committees, and Committee Chairs • **Lead Independent Director** in place to drive strong independent Board oversight
Share Ownership Policy	*See pages 13 and 75 of the Circular for additional detail*	• Aligns the interests of Directors and executives with those of Shareholders • Applies to each Director and executive at the SVP level and higher	• **All** Directors and executives either satisfy the required level of share ownership or are in the process of accumulating the securities as required under the policy
Continuing Education	*See page 34 of the Circular for additional detail*	• Ensuring relevant continuing education sessions are provided to Directors	• **15** continuing education sessions provided to a Committee or the Board in 2021
Director Tenure Guidelines	*See pages 7 and 23 of the Circular for additional detail*	• Foster ongoing renewal of the Board's membership • Chairman and Governance Committee Chair assess each Director's continued participation on the Board upon the director reaching the age of 75 and annually thereafter, or upon a change in the director's principal occupation	• **43%** of Director nominees have tenure of 0 to 5 years • **43%** of Director nominees have tenure of 5 to 10 years • **14%** of Director nominees have tenure of 10+ years • Average tenure of 5.1 years
Director Interlock Policy	*See page 8 of the Circular for additional detail*	• Ensure that interlocking director relationships will not adversely affect independent judgement • Prohibited interlock occurs when more than two Directors, other than the Chairman, sit on the board of another public entity • Governance Committee reviews interlocking Directors	• **Zero** prohibited interlocks among independent Directors and among director nominees
Related Party Transactions	*See page 30 of the Circular for additional detail*	• Oversight of related party transactions rests with the Audit Committee • Monitor significant related party transactions within the Weston Group	• **Quarterly** updates on related party transactions delivered to the Audit Committee
Corporate Opportunities Principles	*See page 30 of the Circular for additional detail*	• Framework established to facilitate decision-making process to deal with corporate opportunities which could be of interest to more than one entity in the Weston Group (as defined below)	• **Annual** review of strategic focus areas for each of the main businesses in the Weston Group • **Annual** review of corporate opportunity principles against entity strategies
Advisory Vote on Executive Compensation (Say-On-Pay)	*See page 17 of the Circular for additional detail*	• Providing Shareholders with an opportunity to vote on the Corporation's approach to executive compensation	• **97.67%** of votes cast at the 2021 Annual Meeting of Shareholders were cast in favour of the Corporation's approach to executive compensation
Executive Clawback Agreement	*See page 43 of the Circular for additional detail*	• Deterrent to executives taking excessive risk	• Part of overall executive compensation program designed to align interests of the Shareholders with the Corporation

COMPLIANCE AND ETHICS			
Approach	***Reference***	***Application***	***Highlights***
Competition Law Compliance Program	*See page 19 of the Circular for additional detail.*	• Reflects the Corporation's ongoing commitment to a rigorous competition law compliance program, including controls, training programs and reporting processes	• Maintained ISO Assurance in respect of the Corporation's competition law compliance program
Code of Conduct	*See Code on: www.weston.ca*	• Reflects the Corporation's commitment to high standards of ethical conduct and business practices • Addresses conflicts of interest, compliance with laws, rules and regulations, confidentiality and fair dealing	• **Annual** review and approval of the Code • **Annual** acknowledgment by the Corporation's employees and Directors of their commitment to abide by the Code.
Ethical Business Conduct	*See page 36 of the Circular for additional detail*	• Integrity Action Line – Toll-free number that any employee or Director can use to report conduct thought to violate the Code • Anti-Fraud Policy – Fraud reporting protocols established to ensure fraud reporting to senior management • Accounting, Auditing and Internal Controls Procedures - outlines the procedures for receipt and treatment of complaints received in connection with accounting, internal controls, disclosure controls or auditing matters	• **Quarterly** review of integrity action line comments with the Audit Committee • **Annual** review of the Anti-Fraud Policy and the Accounting, Auditing and Internal Controls Procedures by the Audit Committee
Compliance with Laws Policy	*Referenced in the Code on: www.weston.ca*	• Reflects the Corporation's commitment to compliance with all applicable laws and regulations and describes expectations of employees to ensure such compliance	• Administered by the Regulatory Compliance and Ethics function, which is overseen by the Audit Committee
Securities Trading Policy	*See page 44 of the Circular for additional detail*	• Addresses trading restrictions for the Corporation's employees and others subject to the policy • Addresses procedures for the reporting of trades by the Corporation's reporting insiders	• Annual review and approval of the policy • Prohibits trading, directly or indirectly, in the securities of Weston, Loblaw or Choice Properties while in possession of material undisclosed information
Disclosure Policy	*See page 40 of the Circular for additional detail*	• The Disclosure Committee is responsible for the administration and implementation of the Disclosure Policy • Describes the processes and procedures of the Corporation in connection with the timely disclosure of material information • Provides direction and guidance on communications with external audiences • Establishes consistent guidance for determining what information is material and avoiding selective disclosure	• **Quarterly** review of disclosure documents, including the interim management's discussion and analysis, interim financial statements and news releases • **Quarterly** review and reporting on the application of non-GAAP measures • **Annual** review of the management proxy circular and annual information form • **File** all continuous disclosure documents within the required timelines, including earnings releases, annual and interim reports, annual information form and management proxy circular

ENVIRONMENTAL, SOCIAL AND GOVERNANCE			
Approach	***Reference***	***Application***	***Highlights***
Mandate of the Governance Committee	*See Mandate on: www.weston.ca*	• Oversight of a Group-wide approach to ESG • Oversight of the Corporation's approach to ESG • Provides guidance on the Group-wide approach and to the Corporation on ESG	• Governance Committee receives periodic reports on ESG initiatives with annual reporting to the Board

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (Continued)			
Approach	***Reference***	***Application***	***Highlights***
ESG Reporting	*See page 37 of the Circular for additional detail* *www.loblaw.ca/en/responsibility* *www.choicereit.ca/sustainability*	• Cross-functional management working team with representation from all the operating businesses of the Weston Group to advance ESG initiatives *Loblaw* • Corporate Social Responsibility Committee, comprised of senior leaders, responsible for setting priorities, tracking metrics and championing program initiatives across Loblaw *Choice Properties* • President and CEO is the executive sponsor of the ESG program • ESG Steering Committee and Standing Sub-committees, responsible for setting priorities, tracking metrics and championing program initiatives across the Trust • Four full-time resources who are tasked with the day-to-day management of initiatives related to the ESG program	• Alignment on ESG reporting strategy across all the operating businesses of the Weston Group *Loblaw* • Release of Loblaw's 2020 Corporate Social Responsibility Report Achieved targets of reducing the Corporation's operational carbon footprint by 30% against a 2011 baseline in 2020 (10 years prior to the target completion date of 2030) • Adoption of the Sustainability Accounting Standards Board (SASB) standard for Food Retailers & Distributors, an ESG-reporting standard which guides the disclosure of financially-material sustainability information specific to the subset of ESG issues most relevant to financial performance for the industry in which Loblaw operates *Choice Properties* • Release of Choice Properties' 2020 ESG Report • Continued incorporation of Sustainability Accounting Standards Board ("SASB") metrics into the ESG report • 1st year incorporating the Task Force on Climate-related Financial Disclosure ("TCFD") framework and the United Nations Sustainable Development goals into the ESG Report • 2nd year of voluntary verification of energy, water and greenhouse gas ("GHG") emission statements to a reasonable level of assurance in accordance with ISO standards • 3rd submission to the Global Real Estate Sustainability Benchmark ("GRESB") benchmarking survey, resulting in a Standing Investment score of 78, which represents a 37% improvement from the Trust's initial submission in 2019 • Received the highest possible GRESB public disclosure score of "A" for the 2nd year • Added additional controls regarding data integrity, validation and internal review related to ESG disclosure
Board Diversity Policy	*See page 35 of the Circular for additional detail*	• Target of 30% representation on the Board by persons who identify as women • Consideration of age, ethnicity, gender, diverse backgrounds • Annual self-identification on designated group membership	• **43%** of Director nominees identify as women • **29%** of Director nominees identify as visible minorities • **Establishment of target** that 25% of Board's composition be comprised of people who identify as visible minorities by 2024 • **Annual** assessment of Board composition

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (Continued)			
Approach	***Reference***	***Application***	***Highlights***
Management Diversity and Inclusion Programs	*See page 35 of the Circular for additional detail*	• Diversity and Inclusion sessions held to generate awareness and implement activities that embed diversity principles into the culture of the organization • Consider diversity at the talent development and succession planning process at various senior levels • Annual self-identification on designated group membership	• **Adoption of formal targets** in respect of women and visible minorities in management positions • Creation of goal that by 2024, **50%** of Vice President or higher positions and **50%** of Senior Manager to Senior Director positions be held by people who identify as women and **35%** of Vice President or higher positions and **45%** of Senior Manager to Senior Director positions be held by people who identify as visible minorities • Training sessions held on diversity and inclusion
		Loblaw • Diversity and Inclusion framework created with involvement of hundreds of colleagues across the organization • Drives Loblaw's diversity priorities by creating resource groups, generating awareness and implementing activities that embed diversity principles into the culture of the organization • Diversity driven mentoring and recruiting practices and talent development strategies • Consider diversity at the talent development and succession planning process at various senior levels • Annual self-identification on designated group membership	*Loblaw* • **Adoption of formal targets** in respect of women and visible minorities in management positions • Creation of goal that by 2024, **40%** of Vice President or higher positions and **43%** of other management positions be held by people who identify as women and **25%** of Vice President or higher and **30%** of other management positions be held by people who identify as visible minorities • Advancing diversity, equity and inclusion through an inclusion council and a network of diversity , equity and inclusion committees and within Loblaw's communities through strategic partnerships • Training sessions held on diversity and inclusion
		Choice Properties • Talent initiatives focused on mentoring and recruiting practices based on inclusion strategies • Leadership and Management training opportunities • Annual self-identification on designated group membership	*Choice Properties* • Creation of goal that by 2024, **45%** of Vice President or higher positions and **50%** of Senior Manager to Associate Vice President positions be held by people who identify as women, and **30%** of Vice President or higher positions and **25%** of Senior Manager to Associate Vice President positions be held by people who identify as visible minorities • Training sessions held on diversity and inclusion

ENTERPRISE RISK MANAGEMENT			
Approach	***Reference***	***Application***	***Highlights***
Mandate of the Audit Committee	*See pages 18 and 30 of the Circular for additional detail on the Board and Audit Committee's oversight of the Corporation's ERM program*	• Audit Committee assists the Board in its oversight of enterprise risk management policies and procedures to ensure that relevant risks are identified and mitigation plans are put into place • Audit Committee oversees risks related to information technology and systems	• **Annual** review and recommendation to the Board for approval of the Corporation's ERM Plan and Risk Appetite Statement • Oversaw monitoring and mitigation of information security risks and risks related to the COVID-19 pandemic • **Quarterly** reports on information/cyber security to the Audit Committee

Board Responsibilities and Duties

The Board is responsible for the overall stewardship and governance of the Corporation. It oversees the management of the business and affairs of the Corporation, both directly and through its committees. In addition, the Board has the following responsibilities and duties:

Strategic Oversight

The Board oversees the development, execution and fulfillment of the Corporation's strategic plans and assigns responsibility to management for achievement of that strategy. As part of its responsibility for overseeing the strategic direction of the Corporation, the Board reviews and approves:

- management's strategic plans;
- material capital expenditures, acquisitions, divestitures and restructurings; and
- investments outside the ordinary course of business.

In overseeing the strategic planning of the Corporation, the Board has a high level of engagement with management. In addition to an annual multi-day meeting dedicated to strategic planning, the Board regularly receives updates from management on the Corporation's progress in achieving its strategic plans. At each meeting, the Board monitors the Corporation's performance against both short-term and long-term strategic plans and annual operating objectives.

Oversight of Management

Although the Board delegates to management the responsibility for managing the day-to-day affairs of the Corporation, the Board reviews management's performance and effectiveness on an ongoing basis. The Board's expectations of management are communicated to management directly and through committees of the Board. The Board approves the Corporation's business and operating plans and budgets, which take into account the opportunities and risks of the business. The Board also regularly receives reports on the operating and financial results of the Corporation and on matters such as the COVID-19 response, ESG programs, pensions, tax, food and workplace safety, treasury and legal matters.

Enterprise Risk Management

The Board has oversight responsibility for ERM activities associated with the Corporation's businesses. In order to identify and address any material risks, the Board undertakes an annual assessment of the Corporation's ERM structure. The annual ERM assessment is carried out through interviews, surveys, and facilitated workshops between management and the Board, Loblaw's board and Choice Properties' board. Risks are identified and then assessed and evaluated based on the Corporation's vulnerability to the risk and the potential impact that the underlying risk would have on the Corporation's ability to execute its strategies and achieve its objectives. To assist with the ERM process, the Corporation has adopted a risk appetite statement that takes into consideration important aspects of the Corporation's businesses, values and brands and provides directional guidance on risk-taking. The types of risks the Corporation is exposed to include: strategic; financial; operational; cyber security; regulatory; human capital; and reputational risks. Management provides periodic updates to the applicable committees of the Board, Loblaw's board or Choice Properties' board on the status of the key risks including any anticipated near and longer term impacts and significant changes in key risk indicators. In addition, long-term (three to five year) risk levels are assessed to assist in risk mitigation planning activities. Accountability for oversight of each risk is allocated by the Board to the full Board or to a committee of the Board. In 2021, the Board also provided oversight of the Corporation's response to the risks posed by the COVID-19 pandemic. For more information on the Corporation's ERM program and the types of risks the Corporation is exposed to, refer to Weston's 2021 Annual Report and the Annual Information Form for the year ended December 31, 2021, which are available on SEDAR at www.sedar.com.

Internal Controls and Financial Reporting

The Board is responsible for overseeing the Corporation's financial reporting and disclosure obligations to ensure compliance with applicable audit, accounting, regulatory and reporting requirements. The Board, through the Audit Committee, assesses and evaluates the integrity and effectiveness of the Corporation's internal controls over financial reporting and information systems.

Talent Management and Succession Planning

The Board, with support from the Governance Committee, oversees the Corporation's talent management and succession planning for senior executive roles. The Governance Committee receives reports on the development of senior executives and on the talent management plans across the organization and reports on performance evaluation processes, which are designed to improve individual leadership and management skills. The succession planning process includes an annual review of each senior executive position and the performance of the incumbents to ensure the Corporation has a pipeline of talented leaders.

Governance Matters

The Board is responsible for developing and monitoring the Corporation's approach to corporate governance. The Board, through the Audit and Governance Committees, closely monitors any potential conflicts of interest between the Corporation and its affiliates and related parties, including Wittington, Loblaw and Choice Properties, and reviews and approves any material related party transactions. The Audit Committee ensures that a robust process is followed in reviewing and approving related party transactions. Individual directors, with the approval of the Lead Director, may also retain an outside advisor at the expense of the Corporation with regards to related party transactions.

The Corporation, Loblaw and Choice Properties are part of a common control group (the "Weston Group"). Although the entities making up the Weston Group each have their own strategies and, for the most part, focus on different businesses, the entities acknowledge that from time to time new corporate opportunities may arise that potentially could be of interest to more than one entity of the Weston Group. Accordingly, the entities making up the Weston Group have adopted a framework that facilitates the decision making process to deal with any such opportunities in a manner that is consistent with good governance, taking into account existing businesses and other considerations.

A copy of the Board's mandate is attached as Schedule A to this Circular.

Board Leadership Structure

In September 2016, Mr. Galen G. Weston was appointed as Chairman of the Board, succeeding his father, Mr. W. Galen Weston. Mr. Galen G. Weston was subsequently appointed to the role of Chief Executive Officer on January 18, 2017. The Board believes that combining the Chair and Chief Executive Officer positions under the strong leadership of Mr. Galen G. Weston benefits all stakeholders. This structure provides for clear and effective authority as it enables one person to represent both the Corporation and the Board. Furthermore, Mr. Galen G. Weston represents the long-term interests of shareholders. However, recognizing the importance of strong independent board oversight, in 2021 the Board appointed Mr. Gordon M. Nixon as Lead Director. The Board's view on the effective role of an independent lead director has also been endorsed by leading corporate governance organizations.

The Board maintains a position description for the Chairman that is reviewed annually and approved by the Governance Committee. The Board also maintains a position description for the Lead Director. The following is a description of the roles of the Chairman and Lead Director:

Chairman and Chief Executive Officer Galen G. Weston

- Directs the operations of the Board
- Chairs each meeting of the Board
- Responsible for the management and effective functioning of the Board
- Provides leadership to the Board on all matters
- Ensures that the Board has all the information it needs to discuss the matters brought before the Board
- Ensures that all of the Board's responsibilities, as set out in the Board mandate, are being fulfilled
- Monitors the reports from the committees of the Board to ensure the committees are fulfilling the responsibilities delegated to them by the Board
- Chairs meetings of shareholders and facilitates the response by management to shareholder concerns
- Ensures that strategic plans are communicated to and evaluated by the Board

Independent Lead Director Gordon M. Nixon

- Provides leadership to the Board and particularly to the independent directors
- Ensures that the Board operates independently of management and that directors have an independent leadership contact
- Chairs meetings when the Chairman is absent and chairs meetings of the independent directors following each Board meeting and on other occasions, as required or desirable
- Regularly meets with the Chairman and serves as liaison between the Chairman and the independent directors
- Works with the Chairman on appropriate agenda items
- Oversees the Board's self-assessment and evaluation of its leadership structure
- Meets periodically with the other independent directors to obtain insight as to areas where the Board and its committees can operate more effectively and to ensure that the Board is able to discharge its responsibilities independently of management

Director Independence

The mandate of the Board provides that the Board shall be comprised of a majority of independent directors. The independence of each director is assessed by the Governance Committee with reference to the Governance Guidelines and the requirements set by the Canadian Securities Administrators in National Instrument 52-110 – *Audit Committees*. In determining independence, the Governance Committee determines whether a director has any material relationship with the Corporation or its affiliated entities that could reasonably be expected to interfere with the exercise of such director's independent judgment. Directors who have a material relationship with the Corporation, including management directors, are not considered independent. This determination is conducted through a due diligence process that includes reviewing the following:

a. each director's responses to a detailed annual questionnaire about their individual circumstances;
b. biographical information;
c. internal records and documents on relationships between a director and any entity affiliated with the director on the one hand, and the Corporation and its affiliated entities, on the other hand; and
d. discussions with the director as may be required.

When assessing materiality, the Governance Committee considers all relevant factors and circumstances, including transactions between the Corporation and the director directly, immediate family members of the director, and organizations with which the director is affiliated, and the frequency and dollar amounts associated with any such transactions. The Governance Committee has reviewed each existing and proposed director's factual circumstances and relationships with the Corporation to determine whether he or she is independent within the meaning of the Governance Guidelines. The Governance Committee determined that five of the seven director nominees are independent. The Governance Committee reviews its findings with the Board.

The table below describes whether each director nominee is independent or non-independent and, in the case where certain director nominees are of non-independent status, the reason for such status is provided. Mr. Cornell Wright, President of Wittington, the controlling shareholder of the Corporation, and Mr. Galen G. Weston, who is Chairman and Chief Executive Officer of the Corporation, Chairman and President of Loblaw, and Chairman of Wittington, the controlling shareholder of the Corporation, were determined not to be independent because they have a material relationship with the Corporation.

	Status of Director Nominees		
Name	**Independent**	**Not Independent**	**Reason for Non-Independent Status**
M. Marianne Harris	x		
Nancy H.O. Lockhart	x		
Sarabjit S. Marwah	x		
Gordon M. Nixon	x		
Barbara Stymiest	x		
Galen G. Weston		x	Chairman and Chief Executive Officer of the Corporation, Chairman and President of Loblaw and Chairman of Wittington, the controlling shareholder of the Corporation
Cornell Wright		x	President of Wittington, the controlling shareholder of the Corporation

The Corporation has taken steps to ensure that adequate structures and processes are in place to permit the Board to function independently of management of the Corporation. The Chair of the Board and of each committee meet separately with the Board or committee members after each meeting without other members of management present. The independent directors meet separately and meet without the non-independent directors or management's presence after each Board meeting. Additional information relating to the directors standing for election, including other public company boards on which they serve as well as their attendance record for all Board and committee meetings during 2021, can be found on pages 9 to 12 of this Circular.

Lead Director

The Board is confident that the current leadership structure ensures the appropriate level of oversight, independence and responsibility is applied to Board decisions. The Board is of the view that having a Lead Director who is independent ensures that any potential conflicts of interest between the Corporation and the controlling shareholder are addressed. The Chair of the Governance Committee serves as the Lead Director. The Lead Director's role is to ensure that the interests of the Corporation and of the minority shareholders and other relevant stakeholders are protected and that the Board is following good governance processes and prioritizing the right matters. The Lead Director has the responsibilities set out above under "Board Leadership Structure".

Board Committees

The Board has three standing committees:

- Audit Committee;
- Governance Committee; and
- Pension Committee.

The Chair of each committee reports to the Board on material issues discussed and the actions taken at each committee meeting.

Position Descriptions for the Chair of each Committee

The Chair of each committee is responsible for the leadership and effective functioning of the committee. Specifically, the Chair is responsible for the following: maintaining a productive and effective relationship between the committee and management of the Corporation; holding management accountable for matters delegated to the committee by the Board; ensuring the proper flow of information from the committee to the Board regarding the matters discussed and decisions taken at each committee meeting; reviewing the agenda for each meeting of the committee to ensure that all appropriate matters are brought forward for discussion; ensuring that the committee meets as frequently as is necessary to fulfill its mandate; and ensuring, with the assistance of management, that all proper materials and information are brought before the committee in connection with matters to be discussed at each meeting.

Committee Membership

At least once a year, the Governance Committee reviews the composition and chair of each committee and tables its recommendations to the Board for approval. All committees may engage outside advisors or consultants as necessary and have the authority to approve fees for any such engagements.

The Audit and Governance Committees are comprised solely of independent directors. All other committees are comprised solely of non-management directors, in each case with a majority of members being independent directors.

Committee Responsibilities

Each committee has a formal mandate and a position description for its Chair, both of which are established by the Board. On an annual basis, each committee reviews its mandate and the position description for its Chair to ensure they reflect best practices and address applicable regulatory and other requirements. The results of those reviews are presented to the Board for approval. Copies of the committees' mandates are available on the Corporation's website at www.weston.ca.

The following is a summary of the responsibilities of each committee:

1. *Audit Committee*

The Audit Committee reviews with management and the auditor the Corporation's annual and interim consolidated financial statements, Management's Discussion and Analysis, Annual Information Form and other matters relating to the Corporation's financial disclosure. The Audit Committee also assesses and evaluates the integrity of the Corporation's internal control over financial reporting and information systems. Although the Board oversees the Corporation's ERM Program, it delegates the oversight of certain risks to the Audit Committee. The Audit Committee reviews the design and structure of the Corporation's ERM program and monitors and assesses its effectiveness. The Committee reviews and recommends to the Board for approval the Corporation's ERM Corporate Charter and risk appetite statement. The Committee assists the Board in its oversight responsibilities in relation to the Corporation's compliance with legal and regulatory requirements as they relate to the Corporation's financial statements.

In addition, the Audit Committee is responsible for:

- recommending the appointment of the auditor;
- reviewing and approving the annual audit plan for the auditor;
- reviewing the independence of the auditor;
- considering and evaluating with management the design and effectiveness of internal controls over financial reporting and financial disclosure controls and reviewing any proposed corrective actions;
- overseeing procedures for the receipt, retention and follow-up of complaints regarding the Corporation's accounting, internal controls and auditing matters and the confidential anonymous submission by employees of concerns regarding such matters;
- reviewing and approving internal audit's annual plan and receiving regular reports thereon;
- reviewing and approving the audit fees paid to the auditor and pre-approval of non-audit related fees to the auditor;
- assessing the performance of the Corporation's internal audit function;
- reviewing and approving any material related party transactions;
- reviewing the adequacy and effectiveness of controls relating to the Corporation's ESG disclosure;
- reviewing regular reports by management relating to the implementation of the Corporation's information technology systems; and
- reviewing regular reports from management's Cyber-Security Committee on systems, policies and procedures related to the mitigation of cyber-security risks.

The Audit Committee, whose current members are Barbara Stymiest (Chair), Andrew A. Ferrier, Sarabjit S. Marwah and Christi Strauss, had five meetings in 2021. Further information relating to the Audit Committee's accomplishments in 2021 is set out in the "Audit Committee Report to Shareholders" on pages 18 to 20.

2. *Governance Committee*

The Governance Committee oversees succession planning and compensation for directors and senior management. The Governance Committee's specific responsibilities include:

- developing criteria and qualifications for selecting director candidates and identifying and recommending candidates for membership on the Board;
- evaluating the independence of directors and assessing their performance on an ongoing basis;
- assessing and reporting to the Board on its performance and effectiveness and that of its committees;
- assisting in the directors' orientation program;
- ensuring that the Corporation provides appropriate continuing education opportunities for the Corporation's directors;
- shaping the Corporation's approach to corporate governance and recommending to the Board the corporate governance principles to be followed by the Corporation;
- assisting the Board in discharging its responsibilities relating to compensation and succession planning processes for the Corporation's senior executives;
- reviewing and determining the design of the compensation of directors and executive officers; and
- overseeing the Corporation's ESG program.

The Governance Committee, whose current members are Gordon M. Nixon (Chair), Nancy H.O. Lockhart, Sarabjit S. Marwah, J. Robert S. Prichard and Barbara Stymiest, had five meetings in 2021. Further information relating to the Governance Committee's accomplishments in 2021 is set out in the "Governance Committee Report to Shareholders" on pages 23 to 25.

3. *Pension Committee*

The Pension Committee assists the Board in overseeing the administration and governance of the Corporation's pension plans, benefit plans and other post-retirement arrangements, in order to meet applicable legal and fiduciary obligations. Additionally, the Pension Committee is responsible for:

- reviewing the performance of the Corporation's and its subsidiaries' pension plans and pension funds;

- reviewing and recommending managers for the funds' portfolios;
- reviewing the performance of pension fund managers;
- reviewing and approving the assumptions used, the funded status and amendments to the Corporation's and its subsidiaries' pension plans;
- reviewing the management and administration of the Corporation's pension plans, capital accumulation plans, and retiree health and welfare benefit plans;
- reviewing and setting the investment objectives of the Corporation and approving the Statement of Investment Policies and Procedures;
- overseeing management's monitoring, timely identification and mitigation of material risks associated with the administration and investment activities of the plans, and reporting and providing recommendations to the Board in relation to such risks; and
- managing the retention and oversight of all third parties retained for the Corporation's pension plans, including trustees, actuaries and investment managers.

The Pension Committee, whose current members are Paviter S. Binning (Chair), Nancy H.O. Lockhart and J. Robert S. Prichard, had four meetings in 2021. Further information relating to the Pension Committee's accomplishments in 2021 is set out in the "Pension Committee Report to Shareholders" on page 21.

New Director Orientation

The Governance Committee is responsible for the orientation of new directors and their education about the business of the Corporation. The Governance Committee coordinates an in-depth orientation session for all new directors, which is attended by the Chairman and CEO and other senior executives and includes:

- a review of the Corporation's business strategy, financial information and governance processes;
- historical information on the Corporation;
- store and facility visits (where public health rules and guidelines permit); and
- one-on-one meetings with the heads of each of the Corporation's principal business divisions.

In addition, new directors are provided with a reference manual in advance of the orientation session describing the Corporation's operations, strategy and business plan, the structure and role of the Board and its committees, the Board's mandate, compliance requirements for directors and corporate policies, as well as agendas and minutes for recent Board and committee meetings.

Director Continuing Education

The Governance Committee is also responsible for the continuing education of the Corporation's directors. On an ongoing basis, as part of regular Board and committee meetings, directors are given presentations on various aspects of the Corporation's operations, take part in site visits to the Corporation's facilities and receive reports from management.

In 2021, the Board and its committees received targeted training on the following topics as part of the Corporation's director continuing education program:

Educational Sessions	Date	Participants
Risk Management Plan	March 1, 2021	Board
Capital Allocation and Strategy	March 1, 2021	Board
Cyber Security Update	March 1, 2021	Audit Committee
Diversity	March 1, 2021	Governance Committee
Corporate Governance Insights	March 1, 2021	Governance Committee
Cookie Category	March 1, 2021	Weston Foods Committee
Venture Capital	May 10, 2021	Board
ESG Program and Disclosure	May 10, 2021	Governance Committee
Bakery Supply Chain	May 10, 2021	Weston Foods Committee
Asset Valuation Methods	June 2, 2021	Pension Committee
Cyber Security Update	July 29, 2021	Audit Committees
Corporate Governance Insights	July 29, 2021	Governance Committee
Real Estate Development Pipeline	September 14, 2021	Board
Retail Excellence	September 14, 2021	Board
ESG Update	November 22, 2021	Governance Committee

Assessment of the Board and its Committees

Each year, the Governance Committee undertakes a review process to assess the performance and effectiveness of the Board and its committees. This process includes a confidential survey completed by each of the directors on matters including the operation of the Board and its committees, the adequacy of information provided to directors, Board structure and an assessment of Board and committee Chairs. Additionally, the Governance Committee Chair conducts one-on-one interviews with the directors, which includes obtaining peer feedback from the directors and evaluating committee performance to further augment the assessment process. The survey and interview results are reviewed by the Governance Committee and then presented to the full Board.

Following the 2021 assessment, the members of the Board made recommendations for improvements in certain areas, including board composition and recommended relevant topics for future Board meetings. Each year, the Governance Committee reviews committee composition, recommends committee Chairs and makes recommendations to the Board for approval.

In addition to the assessment that the Governance Committee performs in connection with compensation matters, each year the Governance Committee assesses, with the participation of the entire Board, the performance of the Chairman and Chief Executive Officer and other senior executives.

Nomination of Directors

The Governance Committee is responsible for the process of identifying prospective director nominees. The Governance Committee reviews the relevant experience, skills and competencies of nominees. It also recommends the appointment of directors to the various committees.

The Governance Committee meets on an annual basis, or when required, to assess the appropriate size of the Board and whether any vacancies are expected due to retirement in accordance with the director tenure guidelines or otherwise. As part of this assessment, the Governance Committee reviews an evergreen list of potential candidates, as well as the skills matrix of current Board members to determine criteria and qualifications to be considered when recruiting new director nominees. The members of the Board are canvassed with respect to potential candidates and each candidate is evaluated with respect to his or her experience and expertise, with particular attention paid to those areas of expertise that could best complement the current Board. As part of this evaluation process, the Board is mindful of diversity considerations in terms of thought, experiences, perspectives and gender and recognizes the benefits of promoting diverse candidates to the Board. The Corporation has a target that people who identify as women comprise at least 30% of the Board's directors and that by 2024 people who identify as visible minorities will comprise at least 25% of the Board's directors. The Governance Committee also assesses any concerns relating to potential conflicts, independence, interlocking board memberships, or time commitment that the candidate may present. The Chairman, the Chair of the Governance Committee, as well as other members of the Governance Committee, meet with the potential candidates to determine their interest, availability and suitability. The Governance Committee then presents its list of potential candidates and recommendations to the Board. A continuous list of potential candidates is maintained by the Governance Committee.

Before being put forward as a director nominee, candidates must meet the Chair of the Governance Committee, the Chairman and other Board members to discuss the Board's expectations in regards to contribution and commitment obligations.

Diversity and Inclusion - Board and Management

The Corporation values diversity of views, thought, experience, skill sets, gender and ethnicity and supports the identification and nomination of diverse directors and candidates for senior management positions. Diversity is an important factor that is taken into account in identifying and selecting Board members and in considering the hiring, promotion and appointment of senior management. The Board believes that diversity is important to ensure that directors and senior management provide a wide range of thoughts, perspectives, experience and expertise required to achieve effective stewardship of the Corporation.

The Corporation adopted a written Board Diversity Policy in 2015. The Board Diversity Policy sets out guidelines for the Governance Committee to find the best qualified candidates for Board positions given the needs and circumstances of the Board and the Corporation, taking into account the current representation of diverse groups on the Board. The Board Diversity Policy provides that when identifying suitable candidates for appointment to the Board, the Committee must consider candidates on merit using objective criteria with due regard to the benefits of diversity and the needs of the Board and the Corporation. The Board Diversity Policy states that, among other qualities, a nominee's gender, age, ethnicity, disabilities and geographic background may be considered in his or her assessment. The Board Diversity Policy also requires that the Governance Committee measure and report to the Board annually with respect to the Corporation's progress in identifying and considering diverse candidates for appointment to the Board. To measure the effectiveness of the policy, the Governance Committee reviews: (i) the number of candidates representing various diversity categories considered or brought forward for Board positions; and (ii) the skills, knowledge, experience and character of candidates representing various diversity categories to ensure that these candidates are being fairly considered relative to other candidates. The results of the Governance Committee's review are taken into account when identifying and nominating candidates for election or re-election to the Board. The Corporation's approach in circumstances where diverse candidates are not selected for Board positions is to satisfy itself that there are justifiable reasons to support the selection.

In 2017, the Board enhanced the Board Diversity Policy by adding a target that people who identify as women will comprise at least 30% of the Board's directors. This year, three of the seven director nominees identify as women, representing 43% of the Board's composition. In 2021, the Board further enhanced the Board Diversity Policy by adding a target that people who identify as visible minorities will comprise at least 25% of the Board's directors by 2024. This year, two of the seven director nominees identify as visible minorities, representing approximately 29% of the Board's composition. The Board Diversity Policy does not currently specifically address, or include formal targets for, board representation of aboriginal peoples (being Indian, Inuit, Métis) or persons with disabilities[*] (together with women and visible minorities, the "designated groups" as defined under Article 3 of the *Employment Equity Act* (Canada)), as diversity is already an important factor that is considered in the director identification process, and ultimately it is the skills, experience, expertise, character and behavioral qualities of an individual that are most important in determining the value that an individual could bring to the Board. The Corporation will continue to monitor its level of board diversity and consider whether it would be appropriate to include specific reference to, or formal targets for, the representation of certain other diversity categories, including the designated groups, in the future.

The Corporation is committed to an inclusive and diverse workplace and recognizes that diversity is an important consideration in creating and maintaining an effective senior management team. The Corporation has established a number of talent initiatives to support this objective, including mentoring and recruiting practices based on inclusion strategies and principles and maintaining active diversity and inclusion initiatives within the workplace. These programs were established to ensure that the Corporation's rich and diverse talent pool is supported and provided opportunities to grow their careers to the highest levels within the organization.

In 2021, management adopted formal targets in respect of women and visible minorities in management positions. Specifically, management has set targets that, by 2024, (i) 50% of Vice President or higher positions and 50% of senior manager to senior director positions will be held by people who identify as women and (ii) 35% of Vice President or higher positions and 45% of senior manager to senior director positions will be held by people who identify as visible minorities. The Corporation has not adopted targets in respect of other designated groups, as diversity is already an important factor that is considered in hiring and promoting senior management, and ultimately it is the skills, experience, character and behavioral qualities of an individual that are most important in determining the value that an individual could bring to the Corporation as a member of senior management. The Corporation will continue to monitor its level of diversity in senior management and consider whether it would be appropriate to adopt formal targets for the representation of certain other diversity categories, including the designated groups, in the future.

Diversity Survey Results

In 2021, the Corporation surveyed the Board and senior management to determine the number and proportion of individuals that self-identified as belonging to one or more of the designated groups. Participation in the survey was voluntary and, as such, the results represent only those individuals who elected to participate and may not be entirely representative of the designated groups at the Board or senior management level. Similarly, each of Loblaw and Choice Properties completed a voluntary survey of their respective boards and senior management to determine the number and proportion of individuals that self-identified as belonging to the designated groups.

The Corporation has three director nominees that identify as women, representing 43% of the Board's composition. Two director nominees identify as visible minorities, representing 29% of the Board's composition. No director nominee identifies as an Aboriginal person, none identify as a person with disabilities and no director nominee preferred not to disclose any information as part of the self-identification survey. Loblaw has four director nominees that identify as women, representing 40% of its board composition. Two Loblaw director nominees identify as visible minorities, representing 20% of its board composition. One Loblaw director nominee identifies as a person with disabilities, representing 10% of its board composition. No Loblaw director nominees identify as an Aboriginal person and no director nominee preferred not to disclose any information as part of the self-identification survey. Choice Properties has three trustee nominees that identify as women, representing 33% of its board composition. One trustee nominee identifies as a visible minority, none identify as an Aboriginal person and none identify as a person with disabilities.

The Corporation's senior management, which is comprised of vice-president level positions and higher, includes: six individuals who identify as women, representing 40% of senior management and five individuals who identify as visible minorities, representing 33% of senior management. No members of the Corporation's senior management identify as an Aboriginal person and none identifies as a person with disabilities. Loblaw's senior management, which is comprised of vice-president level positions and higher, includes: 70 individuals who identify as women, representing 38% of its senior management; 44 individuals who identify as visible minorities, representing 24% of its senior management; one individual who identifies as Aboriginal, representing 1% of its senior management; and six individuals who identify as persons with disabilities*, representing 3% of senior management. Choice Properties' senior management, which is comprised of 22 vice-president level positions and higher, includes: 11 individuals who identify as women, representing 50% of its senior management and five individuals who identify as visible minorities, representing 23% of its senior management. No member of Choice Properties' senior management identifies as an Aboriginal person and none identifies as a person with disabilities.

The Corporation is committed to ensuring that it attracts and retains the most highly qualified and experienced directors and senior management and recognizes that diversity is an important consideration in creating and maintaining an effective Board and senior management team.

* Persons with disabilities" means persons who have a long term or recurring physical, mental, sensory, psychiatric or learning impairment and who: (i) consider themselves to be disadvantaged in employment by reason of that impairment; or (ii) believe that an employer or potential employer is likely to consider them to be disadvantaged in employment by reason of that impairment. This definition also includes persons whose functional limitations owing to their impairment have been accommodated in their current job or workplace.

CORPORATE GOVERNANCE MATTERS

Ethical Business Conduct

The Corporation's Code of Conduct reflects the Corporation's commitment to high standards of ethical conduct and business practices. The Board annually reviews the Code to ensure it is current and reflects best practices in ethical business conduct and integrity and includes a strong "tone from the top" message. The Code addresses, among other things, conflicts of interest, compliance issues including compliance with laws, rules and regulations, confidentiality and fair dealing with the Corporation's shareholders, customers and suppliers and reporting of illegal or unethical behavior. All directors, officers and employees of the Corporation are required to comply with the Code and must acknowledge their commitment to abide by the Code on a periodic basis. The Audit Committee receives periodic reports on compliance. The Governance Committee also receives periodic reports from management discussing various policies and procedures that support this important area. Material issues under the Code are brought to the attention of the Audit Committee and, if appropriate, to the Board. A copy of the Code is available on the Corporation's website at www.weston.ca.

Senior management oversees the implementation of the Code, the education of employees regarding the Code and all material breaches. Senior management also reviews the Code annually to determine if it requires revision or enhancement, and if so, such revisions are reviewed with the Board.

The Code also deals with conflicts of interest. If an officer or employee has a conflict of interest with respect to any matter, that individual is required to bring the conflict to the attention of his or her manager or the Human Resources Department. If a director has a conflict of interest with respect to any matter, he or she may not participate in any discussion and is required to abstain from voting on it. The Code also addresses such matters as the protection of confidential information and the protection and proper use of the Corporation's assets to ensure cyber and information security.

The Corporation encourages the reporting of violations and potential violations of the Code and has established an Integrity Action Line (or "whistleblower" line), which is a toll-free number that any employee or director may use to report conduct that he or she feels violates the Code or otherwise constitutes fraud or unethical conduct. A fraud reporting protocol has also been implemented to ensure that fraud is reported to senior management in a timely manner. In addition, the Audit Committee has endorsed procedures for the anonymous receipt, retention and handling of complaints regarding accounting, internal controls and auditing matters. Reports are received periodically by the Audit Committee regarding any concerns reported through any of these procedures. These procedures are available at www.weston.ca. The Legal Department reports regularly to the Audit Committee regarding complaints received through the whistleblower procedures so that the Audit Committee can ensure that any complaints are handled appropriately.

Loblaw has a Vendor Code of Conduct that sets out Loblaw's expectations of its vendor community with respect to ethical conduct and social responsibilities. The Vendor Code of Conduct deals with such matters as labour practices, environmental practices and compliance with applicable laws.

Environmental, Social and Governance (ESG)

The Corporation is focused on advancing its ESG program at the corporate centre and supporting each of Loblaw and Choice Properties to develop its own industry specific ESG program based on a shared approach and philosophy at the Weston Group level. The Corporation believes that its investors, employees and other stakeholders care deeply about the Corporation's commitment to being a force for positive change and to demonstrating robust corporate governance practices. By integrating consideration of environmental and social risks and good governance practices into its day-to-day business activities, instituting programs which contribute to the health and wellness of employees, undertaking impactful charitable activities, and implementing a robust compliance program, the Corporation strives to be an inclusive employer and a trusted brand.

The ESG program is comprised of a series of initiatives and programs across the Corporation and its subsidiaries which is overseen by the Governance Committee. The ESG program at the Corporation, in its role as the holding company for the Weston Group, is centered on group-wide governance and strategic oversight. In addition, the Corporation is responsible for its own corporate centre ESG program, consisting of corporate governance, diversity, equity and inclusion, colleagues, culture and community, and data security.

Additional disclosure pertaining to the Corporation's ESG program are included on the Corporation's website at www.weston.ca and can also be found in its annual information forms, which can be found on www.sedar.com.

Loblaw ESG

Loblaw strives to be a trusted brand and recognizes the important role it plays in bringing about positive environmental and social change, and demonstrating robust corporate governance practices. As a multi-generational, family-owned company, as well as the largest retailer and private-sector employer in the country, Loblaw is uniquely positioned to make an impact on the issues that matter most to Canadians. This perspective has been fundamental to Loblaw's purpose-led approach to addressing ESG issues, with a focus on two priorities where Loblaw can have the biggest impact: fighting climate change and advancing social equity.

Fighting Climate Change

Loblaw has been an industry leader on environmental action for decades, and is extending this focus with an emphasis on further reducing green-house gas (GHG) emissions and eliminating waste from the business. Loblaw is committed to:

- Achieving Net-Zero Scope 1 and Scope 2 GHG emissions by 2040, and Scope 3 emissions by 2050;
- Adopting a science-based approach to reducing emissions across operations by 50% by 2030;
- Operating a zero emissions fleet by 2030;
- Reducing plastic waste by making all plastic packaging on control brand products recyclable or reusable and implementing the Consumer Goods Forum's Golden Design Rules for these products and in-store packaging by 2025; and
- Sending zero food waste to landfill by 2030, and over the next 24 months, achieving measurable food waste reductions in every store.

Advancing Social Equity

Loblaw is committed to being Canada's most representative and inclusive employer, and to supporting the health of children and women as the building blocks of healthy communities. Loblaw is committed to:

- Achieving industry-leading representation goals for management, senior management and the Board by 2024;
- Creating a ripple effect of inclusion and empathy in the communities in which it operates by deploying an inclusion training program for the Corporation's workforce of over 200,000 Canadians by the end of 2024;
- Supporting President's Choice Children's Charity (PCCC), Canada's top non-government provider of in-school children's nutrition programs, as PCCC seeks to raise $150 million by 2027 and feed one million children a year by 2025;
- Helping feed more individuals and families in need, through food bank and food recovery programs – both nationally and through stores; and
- Supporting the efforts of the LOVE YOU by Shoppers Drug Mart program to advance women's health through improved access to care, by contributing $50 million over the next five years to advance the network of local community-based efforts and partners.

Loblaw's long-standing commitment to sustainability and social impact, and its approach to addressing material ESG risks and opportunities, are driven by its purpose and its goal of creating long-term value for the business and communities in which it operates. This includes determining sustainable solutions; establishing measurable targets; and ensuring transparent disclosure, proactive stakeholder engagement and robust governance practices.

In addition, Loblaw has a robust corporate governance framework in place, elements of which are discussed in its proxy circular, available on www.sedar.com. In particular, the Loblaw Board oversees and monitors Loblaw's approach, policies and practices related to ESG matters. There is an executive sponsor of Loblaw's approach to ESG, who is responsible for integrating ESG into business operations. Various management committees are responsible for setting priorities and implementing and monitoring ESG-related initiatives across the organization.

Additional information regarding Loblaw's key initiatives and achievements are included on its website at www.loblaw.ca, including its historical Corporate Social Responsibility Reports and, going forward, its ESG Reports.

Choice Properties Environmental, Social and Governance

ESG practices are fully integrated into the Trust's day-to-day business activities, and are aligned with the Trust's purpose of creating enduring value for generations. Choice Properties believes that its tenants, investors, employees and other stakeholders care deeply about the Trust's commitment to being a force for positive environmental and social change and to demonstrate robust corporate governance practices. By integrating consideration of environmental and social risks and good governance practices into its day-to-day business activities and implementing robust compliance and ethics programs, the Trust strives to be an ESG leader in the North American real estate industry. To achieve this goal, the Trust has refined its focus to two areas where the Trust can best create enduring environmental and social value and which align with stakeholder interests: Fighting Climate Change and Advancing Social Equity. Since launching its ESG program, Choice Properties has created leading and impactful programs and has set ambitious targets that will guide its approach to these two pillars in the years to come. The ESG program is comprised of a series of initiatives and programs across the Trust.

ESG practices strongly align with the Trust's strategy, which seeks to maximize long term value by taking a disciplined and sustainable approach to property operations and financial management, and by unlocking value through development activities. The Trust continues to integrate sustainable and resilient business practices to deliver value both for today and for future generations.

The Trust's ESG scope includes but is not limited to the following initiatives:

Fighting Climate Change

The Trust aims to continue reducing the environmental impact of its operations and has developed the following targets focused on energy, water, waste, greenhouse gases and building certifications to be reached by 2023:

- reducing same-asset office energy use by 10% relative to a 2018 baseline;
- reducing same-asset office water use by 5% relative to a 2018 baseline;
- diverting 70% of annual office waste from landfills;
- converting 75% of retail and industrial parking lot lighting to high efficiency fixtures;
- reducing same-asset and absolute GHG emissions by 10% relative to a 2018 baseline; and
- certifying 65% of Choice Properties' portfolio under LEED or BOMA BEST, two market-leading green building certification programs.

The Trust has either achieved or has made good progress towards achieving these targets by the 2023 target date. Programs that support these initiatives include national tenders of lighting upgrade projects in both 2020 and 2021, as well as capital upgrade programs targeting energy and water efficiency within the Trust's office portfolio. In addition, the Trust continues to integrate sustainable design features into its development pipeline. Examples of such initiatives include the integration of geothermal energy and smart leak detection technologies into ongoing development projects. Further, in 2021, the Trust made progress on the drafting of a Sustainable Development Framework to guide integration of sustainable design features into all of its development projects.

In 2020, the Trust completed a physical climate change risk screening of its entire portfolio of properties. The Trust partnered with a global market-leading data provider to gather data on physical risks including heat stress, flooding, high winds and other extreme weather challenges. Flooding and extreme storms were identified as the physical climate hazards that posed a higher risk to certain of the Trust's properties. In 2021, the Trust began implementing recommendations at specific properties in order to proactively manage these risks.

In 2021, the Trust undertook a robust GHG emissions study to identify the scale of its Scope 1, 2 and 3 emissions and to identify emissions reduction opportunities. At the conclusion of this study, the Trust committed to long-term targets that will guide the Trust through the transition to a low carbon economy. Specifically, in 2021, the Trust announced its commitment to setting enhanced GHG emissions reduction targets that are aligned with current climate science, becoming one of the first REITs in Canada to pledge to set science-based targets. The Trust is committing to set ambitious science-based targets through the Science Based Targets initiative (SBTi) Net-Zero Standard, and expects to do so in 2022. The Trust pledges to set targets across the entire value chain that establish a pathway to achieve net-zero emissions by 2050.

In line with the Trust's ESG strategy, in 2021, Choice Properties released its inaugural Green Financing Framework (the "Framework") and subsequently completed its first green bond offering in the aggregate principal amount of $350 million pursuant to the Framework. Sustainalytics, a global leader in providing ESG research and analysis, reviewed the Framework and confirmed that it is aligned with the International Capital Markets Association's Green Bond Principles 2021 and the Loan Market Association Green Loan Principles 2021. The Trust allocated the net proceeds of the offering first to the repayment of existing indebtedness, with the balance of the net proceeds allocated to funding the financing and/or refinancing of eligible green projects as described in the Framework. The Framework and Sustainalytics' independent second party opinion report are available on the Trust's website at choicereit.ca/sustainability.

Advancing Social Equity

The Trust aims to make a positive difference in the communities it serves, including by focusing on advancing diversity, equity and inclusion through its operations, promoting health and wellness and corporate philanthropy. The Trust has founded various colleague resource groups to both guide and deliver on this commitment. 2021 marked the first full year of programming under the employee-led Diversity, Equity and Inclusion Committee. Events included sessions on Asian and Indigenous heritage, book club events, and an Orange Shirt Day fundraiser to support the National Day for Truth and Reconciliation.

In 2021, the Trust focused on increasing training and awareness to all employees across the organization. Employees were required to complete various training sessions on bias, discrimination and inclusive behaviours. Self-identification data on gender identity, race and ethnicity, sexual orientation, age, and disability is collected on a voluntary basis from colleagues to understand where gaps exist and to monitor progress on diversity initiatives.

In 2019, the Trust launched *Choice Cares*, an employee led program, focused on empowering employees to give back to the communities in which the Trust operates. The Trust has a target of volunteering an average of 4 paid hours per employee every year and has met this target each year since the establishment of the program. In 2021, through *Choice Cares*, the Trust donated over $400,000 and volunteered over 1,200 hours in support of charities across the country, with a focus on supporting mental health programs in its communities. Since the launch of *Choice Cares*, the Trust has raised over $1 million in support of various Canadian charities.

Reporting and Disclosure

The Trust remains focused on the environmental and social issues that matter most to its stakeholders and plans to continue refining its governance practices, and integrating industry leading ESG reporting frameworks to more transparently disclose its progress in these areas, as appropriate.

In recognition of the importance of quality data related to ESG disclosure, the Trust had its energy, water, waste and GHG emission statements verified to a reasonable level of assurance in accordance with ISO standards in its 2019 and 2020 ESG Reports. The Trust intends to continue this practice. Further, in 2021, the mandate of the Audit Committee was amended to include a review by the Audit Committee of the adequacy and effectiveness of applicable controls related to the Trust's ESG disclosures.

In 2019, the Trust made its first submission to GRESB, a global organization that assesses and benchmarks the ESG performance of real estate entities, and received a GRESB Green Star rating. In 2021, the Trust received a standing investment score of 78 (on a 100-point scale), representing a 37% improvement from its initial submission in 2019. The Trust has a focused plan in place to achieve continued performance improvements in key GRESB categories.

To further enhance its ESG program, in 2019, the Trust incorporated the reporting principles of SASB standards into its ESG Report. The Trust continues to align with SASB standards and monitors the workings of the International Sustainability Standards Board as they develop global sustainability reporting standards. The Trust expects that the SASB standards will provide a well-designed and consistent means of identifying and quantifying its ESG risks and will allow the Trust to benchmark its performance against peers.

In addition, the Trust is supportive of combating climate change and providing robust climate-related disclosure to its investors and other stakeholders. Starting in 2020, the climate-related disclosures in the Trust's ESG Reports have been aligned with the recommendations made by the TCFD.

ESG Governance

The Trust understands that good governance is critical to sustainable business operations. The Board and its Committees oversee and monitor the Trust's approach, policies and practices related to ESG matters, as well as the Trust's reporting and disclosure of ESG-related metrics and matters. The Trust's President and Chief Executive Officer acts as the executive sponsor for the ESG program and oversees the integration of ESG strategy into the Trust's business operations. The Trust has also established an ESG Steering Committee, a cross-functional group comprised of senior management and executives across the business. The ESG Steering Committee meets regularly throughout the year to review progress on key initiatives, to budget and monitor expenses related to the ESG program, and to prioritize new activities based on their importance to the Trust's stakeholders, including employees, tenants, communities and investors. In addition, the Trust has a dedicated ESG team to manage day-to-day ESG strategy implementation.

Additional information on Choice Properties' ESG program can be found in its ESG Report, which is updated annually and available on the Trust's website at www.choicereit.ca.

More information on Loblaw's and Choice Properties' ESG initiatives can also be found in their respective annual information forms and management proxy circulars, all of which can be found on www.sedar.com.

Disclosure Policy

The Corporation has adopted a corporate Disclosure Policy to deal with the timely dissemination of all material information. The Disclosure Policy establishes guidance for determining what information is material and how to ensure that all material information is publicly disclosed on a timely basis to avoid selective disclosure. The Board, directly and through its committees, reviews and approves the content of major disclosure documents, including annual and interim consolidated financial statements, the Annual Report, the Annual Information Form, Management's Discussion and Analysis and the Management Proxy Circular. The Corporation seeks to communicate to its shareholders through these documents as well as by means of news releases, its website and investor relations calls and meetings.

Disclosure Committee

A Disclosure Committee comprised of the Corporation's senior management oversees the Corporation's disclosure process as outlined in its Disclosure Policy. The Disclosure Committee's mandate includes ensuring that effective controls and procedures are in place to enable the Corporation to satisfy all of its continuous disclosure obligations, including evaluating events to determine whether they give rise to material information that must be publicly disclosed and reviewing all disclosure documents before they are presented to the Audit Committee and the Board. In addition, the Disclosure Committee is responsible for ensuring that the policies and procedures contained in the Corporation's Disclosure Policy are in compliance with regulatory requirements.

The Corporation's website, www.weston.ca, sets out governance information, including the Corporation's Code of Conduct, Disclosure Policy and mandates of the Board and of its committees.

4 Compensation Discussion and Analysis

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INTRODUCTION

This Compensation Discussion and Analysis describes the compensation programs of the NEOs. For 2021, the NEOs were:

Name	Position
Galen G. Weston	Chairman and Chief Executive Officer of the Corporation and Chairman and President of Loblaw
Richard Dufresne	President and Chief Financial Officer of the Corporation and Chief Financial Officer of Loblaw
Robert Sawyer	Chief Operating Officer of Loblaw
Rael L. Diamond	President and Chief Executive Officer of Choice Properties
Gordon A.M. Currie	Executive Vice President and Chief Legal Officer
Luc Mongeau	Former President of Weston Foods

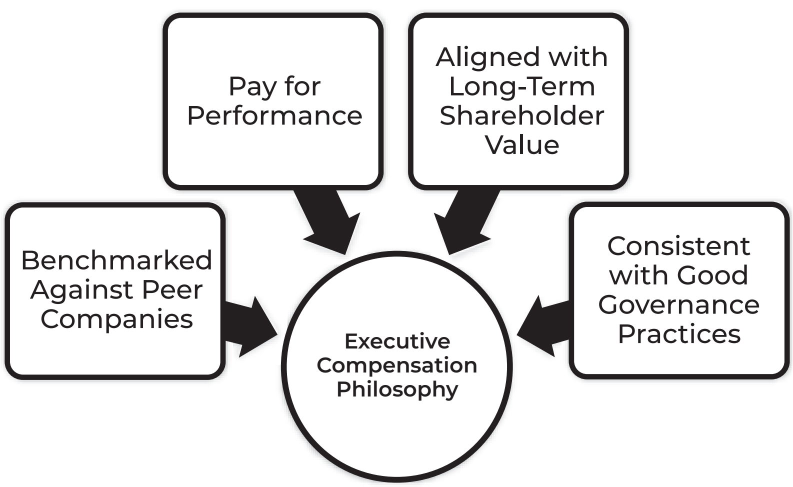
Messrs. Weston, Dufresne and Currie are NEOs of the Corporation (the "Weston NEOs"). Mr. Sawyer and Mr. Diamond, who are NEOs of Loblaw and Choice Properties, respectively, are referred to as the "Loblaw NEO" and the "Choice NEO", respectively, for purposes of the Circular. Mr. Mongeau, who was a senior executive of Weston Foods through to the divestiture of the Weston Foods fresh and frozen businesses by the Corporation, is referred to as the "Weston Foods NEO" for purposes of the Circular.

Mr. Weston assumed the role of President of Loblaw, in addition to his roles as Chairman of Loblaw and Chairman and Chief Executive Officer of Weston, upon the retirement of Ms. Sarah Davis as President of Loblaw, effective May 6, 2021. Mr. Richard Dufresne assumed the role of Chief Financial Officer of Loblaw, in addition to his role as President and Chief Financial Officer of Weston, effective May 6, 2021. Mr. Robert Sawyer, a former director of Weston, was appointed as Chief Operating Officer of Loblaw, effective May 6, 2021.

In March 2021, the Corporation announced its intention to sell Weston Foods. Mr. Mongeau was President of Weston Foods through to the divestiture of the Weston Foods fresh and frozen businesses by the Corporation, effective as of December 10, 2021. Certain information with respect to the Weston Foods compensation programs and metrics is presented in this section for the period prior to the sale of that business for the purposes of Mr. Mongeau's compensation from Weston Foods.

EXECUTIVE COMPENSATION PHILOSOPHY

The Corporation's executive compensation programs are designed to attract, retain and incent outstanding executives who are committed to improving the Corporation's performance and creating value for its shareholders. Four key principles underlie the Corporation's executive compensation programs, as set out below:



1. Benchmarked Against Peer Companies

Competitive compensation is important as it enables the Corporation to attract and retain talented and qualified individuals to lead the business. The Corporation has developed processes to ensure that its compensation programs are competitive with market and industry practices and support the attraction and retention of high quality executives. The Corporation periodically benchmarks compensation and incentive design relative to peer companies.

2. Pay for Performance

The Corporation structures its compensation programs to align executive compensation with the financial and strategic performance of the Corporation and the performance of its Common Shares. A significant portion of executive compensation is in the form of at-risk pay, namely STIP and LTIP compensation. This creates a performance-based corporate culture that rewards individual and team-based contributions to the achievement of the Corporation's operational and financial goals and aligns compensation with total return to shareholders. The at-risk components for the NEOs in 2021 ranged from 66.7% to 90.0% of their total direct compensation, as discussed under "Components of Executive Compensation for 2021" starting on page 49.

3. Aligned with Long-Term Shareholder Value

The Corporation structures its executive compensation programs to align the interests of its executives with those of its shareholders. A significant portion of executive compensation takes the form of long-term equity-based awards. Structuring executive compensation in this manner rewards executives for the creation of sustainable, long-term shareholder value.

4. Consistent with Good Governance Practices

The Corporation structures its executive compensation programs to reward senior executives for the execution of business strategies while also taking an expected and reasonable level of risk. In 2021, the Corporation's STIP and LTIP programs were comprised of multiple performance measures to reduce the risk of executives focusing on a single performance measure.

Similar to the Corporation, the Governance Committees of Loblaw and the Trust approved executive compensation philosophies that underlie the principles of their respective executive compensation programs, as further set out in the "Executive Compensation Philosophy" sections of their respective management proxy circulars, each of which is available at www.sedar.com.

EXECUTIVE COMPENSATION AND RISK MANAGEMENT

RISK MITIGATION PRACTICES

The Corporation has risk mitigation practices that include balanced incentive plans that are not focused on a single financial measure, a clawback policy for short- and long-term compensation, share ownership requirements for NEOs and other senior executives and trading restrictions and hedging prohibitions.

1. Incentive Plan Design

The Corporation's 2021 short, medium and long-term incentive plans included a variety of performance measures, including share price appreciation, earnings and sales performance, compliance, return on capital, and individual performance. Using multiple performance measures requires that the operating results of the Corporation and its operating businesses outperform in all key metrics in order for executives to achieve the maximum compensation award. This balanced approach is intended to reduce the risk of a disproportionate focus by executives on any single aspect of the business for the sole purpose of increasing their compensation.

Short-term incentives are designed to focus executives on the key drivers of the operating businesses and on value creation over both the short term and long term and, as such, minimize the likelihood of inappropriate or excessive risk-taking. The Corporation's STIP has a maximum payout level that limits the amount that an executive can be paid, thereby limiting the incentive to take excessive risk.

A significant portion of executive compensation is allocated to long-term incentives to focus executives on sustainable value creation. The Corporation's objective is to design incentive plans that do not motivate executives to take excessive or unexpected risks given the potential negative impacts on the long-term equity components of their compensation. The Governance Committee also requires that a sensitivity analysis be performed prior to any increase in an NEO's incentive compensation to ensure that the potential payouts are evaluated in the context of the Corporation's long-term plan and anticipated share price performance.

The Governance Committee regularly reviews each compensation plan and has the ability to make adjustments to incentive awards and actual payouts, as appropriate.

2. Clawback Policy

The Corporation has a clawback policy for STIP and LTIP payments for certain senior executives, including the NEOs. Under the policy, the Corporation can require an executive to repay STIP and LTIP payouts if the executive engages in misconduct that results in the need for the restatement of financial results. The clawback policy also provides that the Governance Committee may, in its discretion, claw back an executive's STIP and LTIP payouts if the executive engages in misconduct that would justify the executive's termination for just cause. The clawback policy applies to all incentive payments received by the executive over the two most recently completed years.

3. Share Ownership Requirements

Senior executives are required to maintain a significant equity investment in the Corporation. The Corporation's Executive Share Ownership Policy (the "Policy") is designed to align executives' interests with those of the Corporation's shareholders, and to mitigate the likelihood of undue risk taking. The Policy establishes minimum share ownership levels for executives which are set at a multiple of an executive's base salary, with the multiple increasing to reflect the level and responsibility of an executive.

The Corporation imposes a mandatory hold period requiring the Chief Executive Officer and the President to maintain their respective required share ownership levels for one year following the end of their respective employment.

Senior executives, including NEOs, are subject to a mandatory holding requirement that requires an executive subject to the Policy to retain 50% of any after-tax proceeds received on the payout of RSUs or PSUs or an exercise of stock options in Common Shares until such executive's ownership level has been met. The Policy applies to a broad group of senior management, as further discussed under Executive Share Ownership Policy on page 75.

4. Trading Restrictions and Hedging Prohibitions

Directors, officers, executives, employees and certain other designated persons are subject to the Corporation's Securities Trading Policy, which prohibits trading, directly or indirectly, in the securities of Weston, Loblaw or Choice Properties while in possession of material undisclosed information. The Securities Trading Policy also prohibits informing unauthorized persons of such information and recommending or encouraging others to trade in the companies' securities while in possession of material undisclosed information.

Hedging transactions involving the securities of Weston, Loblaw or Choice Properties are prohibited. The prohibition covers transactions such as prepaid variable forward contracts, short sales, puts or calls, equity swaps or other equity monetization transactions, that are designed to hedge or offset a decrease in the market value of securities of Weston, Loblaw or Choice Properties.

The Corporation has regularly scheduled quarterly closed trading windows which include the period during each fiscal quarter when the Corporation's financial results are being compiled but not released to the public. Directors and executive officers must not trade in the securities or exercise options of Weston, Loblaw or Choice Properties outside prescribed open trading windows.

ROLE OF MANAGEMENT AND COMPENSATION CONSULTANTS

ROLE OF MANAGEMENT IN THE COMPENSATION AND EVALUATION PROCESS

Weston and Loblaw

In 2021, the Chairman and Chief Executive Officer, the Chief Talent Officer and the Chief Legal Officer participated in the compensation design process, evaluated the performance of key senior executives and made recommendations to the Governance Committee with respect to the compensation of the Weston and Loblaw NEOs and the specific business goals to be used as performance targets for the various incentive programs. The views of the Chairman and Chief Executive Officer are valued because of his ongoing involvement with key senior executives. As a result, he was in the best position to effectively assess the performance of the Weston and Loblaw NEOs and how their efforts have contributed to the achievement of the Corporation's strategic objectives and operational targets.

These evaluations are based on the achievement of objectives and targets related to both the individual and the Corporation and include an assessment of leadership capabilities and team development. The results of these evaluations are presented to the Governance Committee. The Chief Talent Officer and the Chief Legal Officer assisted the Chairman and Chief Executive Officer in developing and presenting to the Governance Committee management's recommendations and supporting material regarding the design of the incentive plans and the compensation of the other senior executives.

Choice Properties

The Chair and the President and Chief Executive Officer of Choice Properties participate in the compensation design process, evaluate the performance of key senior executives and make recommendations to the Choice Properties Governance Committee with respect to the compensation of the other executives and the specific business goals to be used as performance targets for the various incentive programs. The views of the Chair and the President and Chief Executive Officer are valued because of their ongoing involvement with key senior executives. As a result, they are in the best position to effectively assess the performance of the other executives and how their efforts have contributed to the achievement of the Trust's strategic objectives and operational targets. The Chair makes recommendations to the Choice Properties Governance Committee with respect to the compensation of the President and Chief Executive Officer.

The evaluations of executives are based on the achievement of objectives and targets related to both the Trust and the individual and include an assessment of each executive's leadership capabilities and team development skills. The results of these evaluations are presented to the Choice Properties Governance Committee. The Chief Financial Officer assists the Chair and the President and Chief Executive Officer in developing and presenting management's recommendations and supporting materials to the Choice Properties Governance Committee regarding the design of the incentive plans.

COMPARATIVE MARKET DATA

Comparative market data is one factor used in setting the compensation of each NEO. Other factors include the scope of the role, individual performance and experience, leadership ability, internal equity among executives and the operating results of the business or area for which the NEO has responsibility. From time to time, the Governance Committee uses benchmarking or comparisons of compensation programs from a peer group of companies to confirm that the Corporation's programs remain competitive.

ROLE OF MERIDIAN COMPENSATION PARTNERS

Weston and Loblaw

In the second half of 2020, the Boards of both Weston and Loblaw engaged Meridian to review and benchmark Mr. Weston's compensation relative to the Weston and Loblaw comparator groups. The results of the 2020 review suggested that Mr. Weston's total direct compensation was below the market median and the Corporation's compensation policy objective. For a description of the resulting changes to Mr. Weston's compensation, please see the section "2021 Compensation Decisions Regarding the Named Executive Officers". In 2021, Meridian was retained to review and benchmark the compensation of certain senior executives, relative to Loblaw's executive compensation comparator group. Meridian was also engaged to assist in evaluating the competitiveness of Loblaw's STIP and LTIP against its peers and industry, as well as for alignment with Loblaw's growth- and efficiency-focused strategic initiatives.

Meridian is not an independent compensation advisor. In 2021 and 2020, Meridian received $31,735 and $42,251, respectively, from the Corporation for executive compensation advisory services to the Governance Committee.

The Governance Committee regularly evaluates whether to formally retain an independent compensation advisor to assist in compensation matters. As part of its annual assessment of governance practices, the Governance Committee determined that it did not require the services of an independent compensation advisor in 2021 and 2020.

Choice Properties

In 2021, the Choice Properties Governance Committee engaged Meridian to benchmark Mr. Diamond's compensation as President and Chief Executive Officer of Choice Properties against the Trust's compensation comparator group. The results of the review suggested that a total compensation increase was required in order to set Mr. Diamond's compensation at market median when compared to the total compensation of individuals in chief executive officer roles within the comparator group. In addition, the Governance Committee engaged Meridian to benchmark the Choice Properties Board's compensation relative to the Trust's compensation comparator group. Following this review, the Choice Properties Board, on the recommendation of the Choice Properties Governance Committee, approved an increase to the Trustees' annual base retainer. Meridian also assisted in evaluating the competitiveness of Choice Properties' STIP and LTIP against its peers and industry standards, as well as providing commentary on compensation principles, trends, and best practices.

The role of management and compensation consultants relating to the compensation practices of the Loblaw NEOs and the NEOs of Choice Properties are further set out in the "Role of Management and Compensation Consultants" section of Loblaw's management proxy circular, and "Role of Management and Compensation Consultants" section of Choice Properties' management proxy circular, respectively, which are both available at www.sedar.com.

ROLE OF OTHER COMPENSATION CONSULTANT PARTNERS

In 2021, Willis Towers Watson was engaged by Loblaw to provide consulting services on various executive compensation matters. Willis Towers Watson is not an independent compensation advisor. For 2021 and 2020, Willis Towers Watson received $32,232 and $62,031, respectively, from Loblaw for advisory services to Loblaw.

COMPENSATION COMPARATOR GROUP

Loblaw uses a comparator group developed in consultation with Meridian to benchmark executive compensation.

Determining a comparator group to benchmark NEO compensation is challenging in light of Loblaw's presence in the Canadian market as one of the largest companies in Canada by revenue and number of employees. Loblaw also has a limited number of direct retail peers in Canada and there are few large, Canadian companies outside of the financial services and resource-based industries against which Loblaw may easily compare.

Loblaw's Governance Committee approved a blended comparator group comprised of three types of companies: (i) Canadian retail companies; (ii) US retail companies; and (iii) large (non-retail) Canadian companies. The US retail companies reflect the broader retail talent market and are direct competitors for talent at the senior executive level. The large Canadian companies were selected to reflect how Canadian companies pay executives for their skill set and experience. Most of the comparators listed below are within one-third to three times Loblaw's revenue size. Revenue was selected as the criterion for members of each comparator group because it is generally a stronger and more predictive measure for compensation comparisons for a retail company than other criteria (e.g. assets or market capitalization). Loblaw was positioned at the 63rd percentile based on revenue and at the 32nd percentile based on market capitalization of this blended comparator group in 2018.

The group of comparator companies is set out below:

Canadian Retail Companies	US Retail Companies	Large Canadian Companies	
Alimentation Couche-Tard Inc.	Best Buy Co Inc.	BCE Inc.	Imperial Oil Limited
Canadian Tire Corporation, Limited	Costco Wholesale Corporation	Bombardier Inc.	Nutrien Ltd.
Empire Company Limited	Dollar General Corp.	Brookfield Asset Management Inc.	Power Corporation of Canada
Metro Inc.	Dollar Tree Inc.	Canadian Natural Resources Limited	Rogers Communications Inc.
	The Home Depot, Inc.	Cenovus Energy Inc.	Suncor Energy Inc.
	The Kroger Co.	Enbridge Inc.	TELUS Corporation
	Lowe's Companies, Inc.	Husky Energy Inc.(1)	
	Publix Super Markets, Inc.		
	Rite Aid Corporation		
	Sysco Corporation		
	Target Corporation		
	Walgreen Co.		
	US Foods Holdings Corporation		

(1) Since its acquisition by Cenovus Energy Inc. in May 2021, Husky Energy Inc. has been excluded from the comparator group.

LOBLAW'S COMPENSATION ANALYSIS

The Loblaw Governance Committee reviews the compensation of its NEOs on a bi-annual basis. In 2021, the Loblaw Governance Committee reviewed the results of the compensation analysis performed by Meridian, which results were considered when making decisions regarding NEO compensation.

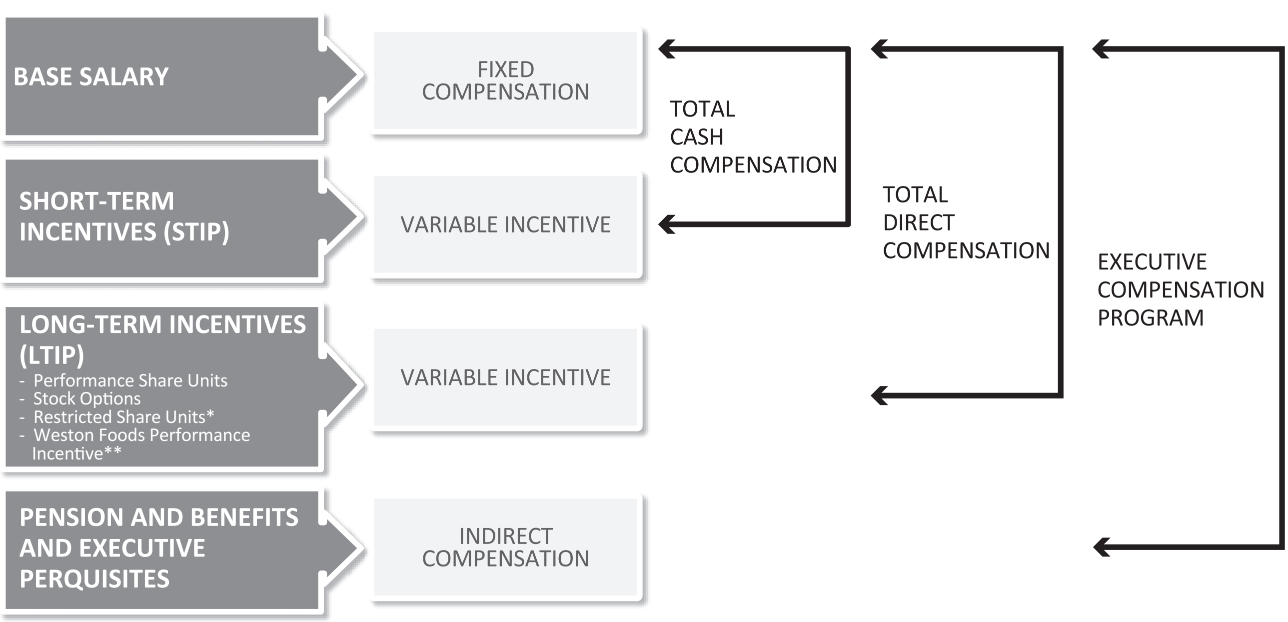
WESTON'S COMPENSATION ANALYSIS

In 2021, the Governance Committee reviewed the results of the review and benchmarking analysis of Mr. Weston's compensation performed by Meridian in determining the compensation adjustments for Mr. Weston.

COMPONENTS OF COMPENSATION

SUMMARY OF THE COMPONENTS OF COMPENSATION

The Corporation's executive compensation program is comprised of the elements described in this Compensation Discussion and Analysis, as summarized below:



* In February 2019, the Governance Committee determined that RSUs would be eliminated from the executive LTIP design.
** Weston Foods Performance Incentive was a component of the Weston Foods MTIP program until December 2021.

OVERVIEW OF COMPONENTS

The 2021 NEO compensation was comprised principally of base salary, short-term cash incentives (which Weston and Loblaw executives may elect to receive in the form of EDSUs) and long-term incentives (PSUs and stock options in the case of Weston; RSUs, PSUs and stock options in the case of Loblaw; RUs and/or URUs, and PUs, in the case of Choice Properties, and MTIP and RSUs in the case of Weston Foods) as described in the table that follows. Benefits, pensions and perquisites comprise a relatively small part of an NEO's total annual compensation.

Base Salary	Short-Term Incentives	Medium-Term and Long-Term Incentives	Pension and Benefits	Perquisites
Compensate executives for fulfilling their day- to-day responsibilities	Reward executives for meeting annual financial and/or operating performance targets	Motivate and reward executives for increasing shareholder value and serve to retain executives	Assist executives in providing for their health and retirement planning	Provide additional benefits to employees that are competitive with market practice

Components		Form	Period	Program Objectives and Details
Fixed Compensation	Base Salary	Cash	Annual	• Reflects the executive's level of responsibility and experience, market competitiveness, internal equity among executives and the executive's overall performance.
	Short-Term Incentive Plan (STIP)	Cash	Annual	• Each executive has a target annual bonus (% of base salary). • Actual payout is determined by the achievement of predetermined financial and/or operating performance objectives and the individual performance of each NEO. • Payouts range from zero to a maximum of 175%, 200%, 127.5% and 180% of an executive's target bonus for the Corporation, Loblaw, Choice Properties and Weston Foods, respectively.
		EDSUs (Elective; Weston and	Annual election; EDSUs held until cessation of employment	• Weston and Loblaw executives can choose to receive all or a portion of their STIP payouts in the form of EDSUs, to a cumulative maximum of three times an individual executive's base salary. • Align executives' interests with those of shareholders and count towards the Executive Share Ownership Policy. • EDSUs are settled in Common Shares or Loblaw common shares, as applicable, purchased on the open market no later than December 15th of the year following the year in which the executive's employment ceases for any reason. • EDSU Plan provides for the crediting of additional EDSUs in respect of dividends paid on Common Shares for the period when an EDSU is outstanding. Dividend EDSUs vest at the same time as EDSUs.
Variable Compensation	Long-Term Incentive Plan (LTIP)	RSUs (Weston and Loblaw) RUs (Choice)	3 year vesting period	• Motivate and reward executives for increasing shareholder/unitholder value. • Serve as a key component in retaining executives. • RSU and RU grants are generally made once per year. • RSUs are no longer part of the value of annual LTIP grants to Weston executives, but RSUs typically comprise one-third of the total value of annual LTIP grants to Loblaw executives and MTIP grants to Weston Foods executives. RUs and/or URUs (discussed below) typically comprise 75% of the total value of annual LTIP grants to Choice Properties executives. • RSUs are settled at the end of the applicable vesting period, in Common Shares or Loblaw common shares, as applicable, purchased on the open market. RUs are settled at the end of the applicable vesting period, in cash or Trust Units acquired in the open market. • The RSU and RU Plans provide for the crediting of additional RSUs in respect of dividends paid on Common Shares, and additional RUs in respect of distributions paid on Trust Units, in the case of Choice Properties, for the period when an RSU or RU is outstanding. Dividend RSUs and Distribution RUs vest at the end of the applicable vesting period.
		PSUs (Weston and Loblaw) PUs (Choice Properties)	3 year performance period (cliff vesting)	• Motivate and reward executives for increasing shareholder/unitholder value. • PSU and PU grants are generally made once per year. • PSUs typically comprise one-half of the total value of annual LTIP grants to Weston executives and one-third of the total value of annual LTIP grants to Loblaw executives. PUs typically comprise 25% of the total value of annual LTIP grants to Choice Properties executives. • For the Corporation, for 2021 PSU vesting is based on success in achieving consolidated return on capital targets. • For Loblaw, PSU vesting is based on Loblaw's success in achieving revenue and return on capital targets. • For Choice Properties, PU vesting is based on Choice Properties' achievement of total Unitholder return versus pre-determined targets. • PSUs are settled at the end of the applicable vesting period, in Common Shares or Loblaw common shares, as applicable, purchased on the open market. PUs are settled at the end of the applicable vesting period, in cash or Trust Units acquired in the open market. • The PSU and PU Plans provide for the crediting of additional PSUs in respect of dividends paid on Common Shares, and additional PUs in respect of distributions paid on Trust Units, in the case of Choice Properties, for the period when a PSU or PU is outstanding. Dividend PSUs and Distribution PUs vest at the same time as and based on the same performance factors as the PSUs and PUs, respectively.
		Unit-Settled Restricted Units (Choice Properties)	Three year vesting period (33.33% per year)	• Motivates and rewards Choice Properties executives for increasing unitholder value. • Serves as a key component in retaining executives. • URU grants are generally made once per year. • RUs and/or URUs typically comprise 75% of the total value of annual LTIP grants to executives. • The Trust Units granted under the URU Plan are purchased in the open market and are held by an independent custodian on behalf of each participant until such time as they have vested and the disposition restrictions have been lifted. • The participant has the right to vote the restricted Trust Units and to receive distributions from the date of grant. • The participant may not dispose of his or her URUs until six years following the date of grant.
		Stock Options	5 year vesting period (20% per year); 7 year term	• Motivate and reward executives for increasing share price. • Stock option grants are generally made once per year. • Stock options typically comprise one-half of the total value of annual LTIP grants to Weston executives and one-third of the total value of annual LTIP grants to Loblaw executives.

Components		Form	Period	Project Objectives and Details
Variable Compensation (Continued)	Long-Term Incentive Plan (LTIP) (Continued)	Weston Foods Performance Incentive (prior to the Sale of Weston Foods)	3 year performance period	• Each executive has a target grant value (% of base salary). • The Weston Foods Performance Incentive typically comprised two-thirds of the total target value of annual MTIP grants to Weston Foods executives. • Vesting and actual payout at the end of the applicable performance period were typically determined by the achievement of predetermined financial and/or operating performance objectives. • Payouts ranged from zero to a maximum of 180% of a Weston Foods' executive's target value. • Weston Foods Performance Incentive grants were generally made once per year.
Benefits	Group health, dental and insurance benefits		Employment and post-employment	• Executive benefit plans provide health, dental, disability and insurance coverage.
Pensions	Weston Group Consolidated Executive Plan (the "Consolidated Executive Plan") - Defined Benefit Provisions		Post-employment	• The defined benefit provisions of the Consolidated Executive Plan are designed to provide a reasonable level of retirement income to executives to reward them for their service. • Pension entitlements for an executive who participates in the defined benefit provisions of the Consolidated Executive Plan are based on length of service and eligible salary. • The total annual benefits payable under the defined benefit provisions of the Consolidated Executive Plan are capped at $125,000 per year. • The defined benefit provisions of the Consolidated Executive Plan were closed to new participants in 2006.
	Consolidated Executive Plan - Defined Contribution Provisions		Post-employment	• Since 2006, new executives participate on a non-contributory basis in the defined contribution provisions of the Consolidated Executive Plan. • Contributions were set as a percentage of base salary (maximum of $250,000) and in 2021 were capped at $29,210 per year.
	Supplemental Executive Retirement Plan ("SERP")		Post-employment	• The SERP is an unfunded obligation of the Corporation and Loblaw. • Senior executives of the Corporation and Loblaw whose pension benefits exceed the prescribed limits under the applicable tax legislation may participate in the SERP on a non-contributory basis if they comply with certain eligibility provisions.
Perquisites	Cash allowance/ reimbursement for professional services		Annual	• A limited number of personal benefits are provided, including a car or car allowance, an annual medical examination, a discretionary health care spending account and the ability to participate in the employee share ownership plan.

COMPONENTS OF EXECUTIVE COMPENSATION FOR 2021

BASE SALARY

Base salaries for the NEOs are set on an individual basis and not within formal salary ranges, taking into account the level of responsibility and experience, market competitiveness, internal equity among executives and the executive's overall performance both individually and in relation to the executive's business unit or division. The Governance Committee of the Corporation, Loblaw or Choice Properties, as applicable, generally reviews the base salary of each NEO bi-annually. The applicable Governance Committee may make adjustments to an NEO's salary as a result of a change in the NEO's duties and responsibilities, or in the performance and contribution of the NEO, both on an individual basis and in relation to the performance of the NEO's business unit or division.

The following table sets out the base salary for each NEO for 2021. For further details with respect to the reasons for any increase in annualized base salary from 2020, refer to the section titled "2021 Compensation Decisions Regarding the Named Executive Officers" on page 76.

Name	2021 Base Salary ($)		Increase From 2020 (%)
Galen G. Weston	1,242,000	(1)	3.5
Richard Dufresne	950,000	(2)	Nil
Robert Sawyer	1,000,000	(3)	n/a
Rael L. Diamond	780,000		4.0
Gordon A.M. Currie	700,000		Nil
Luc Mongeau	775,000	(4)	Nil

(1) Mr. Weston's aggregate base salary was allocated 60% to Weston and 40% to Loblaw until May 6, 2021. As of May 6, 2021, Mr. Weston's aggregate base salary was allocated 30% to Weston and 70% to Loblaw. In aggregate, Weston paid $490,454 and Loblaw paid $730,546 in 2021.

(2) Mr. Dufresne's aggregate base salary was allocated 100% to Weston until May 6, 2021. As of May 6, 2021, Mr. Dufresne's aggregate base salary was allocated 20% to Weston and 80% to Loblaw. In the aggregate, Weston paid $452,103 and Loblaw paid $497,897 in 2021.

(3) Mr. Sawyer joined Loblaw on May 1, 2021.

(4) Mr. Mongeau was employed by Weston Foods until the divestiture of the Weston Foods fresh and frozen business by the Corporation, effective as of December 10, 2021.

SHORT-TERM INCENTIVE PLANS

As detailed below, the awards under the Corporation's STIP, in which Messrs. Weston, Dufresne and Currie participate, are determined based in part on the results of the STIP programs of each of Loblaw, Choice Properties and, until its divestiture in December 2021, Weston Foods. The Loblaw and Choice Properties NEOs participate in the Loblaw and Choice Properties' STIP programs, respectively, and the Weston Foods NEO participated in the Weston Foods STIP until December 10, 2021. Messrs. Weston and Dufresne also participate in the Loblaw STIP program. Accordingly, this section provides details on the STIP programs of each of the Corporation, Loblaw, Choice Properties and Weston Foods.

The Corporation, Loblaw and Choice Properties each have their own STIP program. Weston Foods had its own STIP program prior to the divestiture. The STIP programs are designed to incent their respective executives, including the NEOs, as applicable, to meet certain annual business and financial objectives. Each fiscal year, the performance of the executives is measured by the achievement of specific financial and operational goals, which may vary from year to year. The Governance Committee believes that the STIP programs are balanced as they are comprised of different performance measures that are designed to focus executives on the key drivers of the operating businesses and value creation over both the short term and long term and, therefore, reduce the risk of inappropriate or excessive risk-taking behaviour by executives.

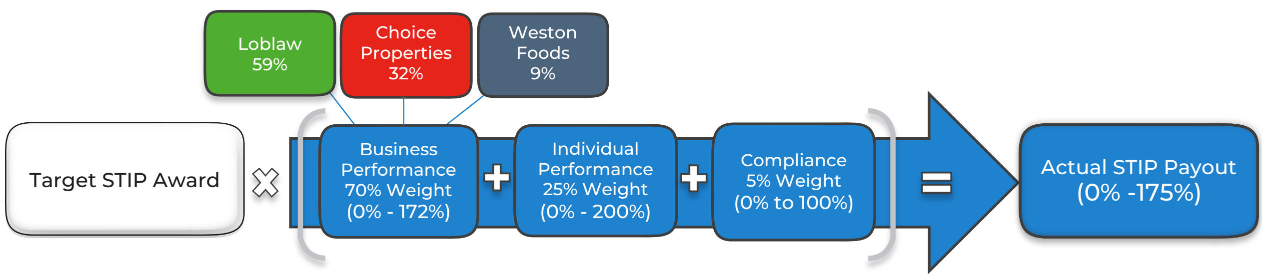
The Governance Committee is responsible for approving the plan design and awards made by the Corporation pursuant to its STIP and, until the divestiture, the Weston Foods STIP for colleagues of the Corporation and Weston Foods, respectively, including NEOs that are executives of the Corporation. The Loblaw Governance Committee is responsible for the plan design and awards made pursuant to the Loblaw STIP for Loblaw colleagues, including its NEOs. The Choice Properties Governance Committee is responsible for the plan design and awards made pursuant to the Choice Properties STIP for Choice Properties colleagues, including its NEOs. The Governance Committee receives periodic reports on the performance of such STIP metrics, including performance against targets.

All participating executives have STIP award targets that are expressed as a percentage of their base salary, with such targets determined by the executive's position and level within the organization. Depending on actual performance relative to the performance targets, payouts for each performance target range from: (i) zero to a maximum of 200% of target for each component of the Loblaw STIP; (ii) zero to an aggregate maximum of 127.5% of target for the components of the Choice Properties STIP; and (iii) zero to a maximum of 180% of target for each component of the Weston Foods STIP. For 2021, the Loblaw STIP included a condition that the compliance performance payout could not exceed 100% of target unless the combined performance of the four other business performance metrics had exceeded target and a revenue qualifier whereby consolidated revenue performance could not exceed 100% of target unless certain food tonnage metrics were met, as described in more detail below. The Weston Foods STIP included a condition that the business performance payouts could not exceed 100% of target unless the earnings target had been met.

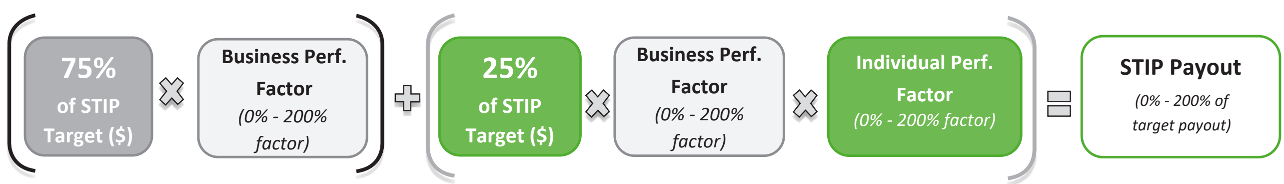
For 2021, the Corporation's STIP included an individual performance component weighted at 25% of its NEOs' overall STIP target. The Loblaw and Choice Properties STIP programs also included individual performance components weighted at 25% and 30% of their respective NEOs' overall STIP targets. The Weston Foods STIP included an individual performance component weighted at 25% of the overall STIP target of the Weston Foods NEO. For 2021, the Governance Committees of the Corporation, Loblaw and Choice Properties, in assessing individual performance, took into account the executive's role in the overall achievement of the Corporation's, Loblaw's, Choice Properties' or Weston Foods' goals, as applicable, and the individual performance objectives and leadership qualities of the executive. Messrs. Weston's and Dufresne's overall STIP design was determined by the Governance Committees of the Corporation and Loblaw to reflect their respective responsibilities at both organizations.

Under the Weston and Loblaw STIP, awards are determined separately for each performance measure and then aggregated to determine the final amount. The STIP award payments are made in cash, although executives may elect to receive all or a portion of their STIP award in EDSUs, to a cumulative maximum of three times the executive's base salary.

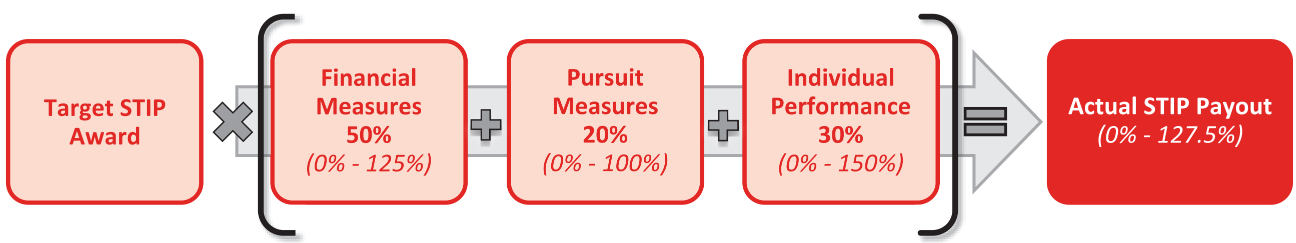
The Corporation's STIP awards for 2021 were determined using the following formula:



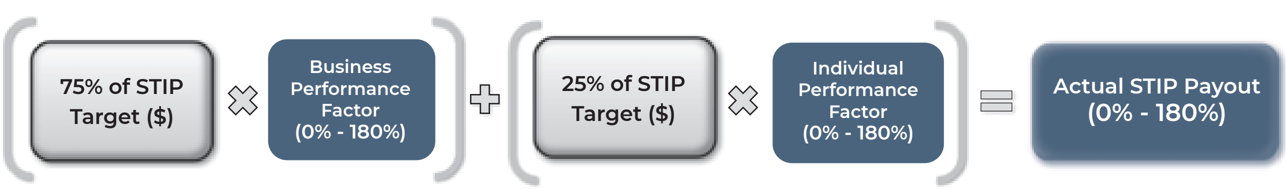
Loblaw STIP awards for 2021 were determined using the following formula:



Choice Properties' STIP awards for 2021 were determined using the following formula:



Weston Foods' STIP awards for 2021 until the close of the sale transaction, were determined using the following formula:



The Governance Committees of the Corporation, Loblaw and Choice Properties determine the appropriate STIP performance measures and weightings for each NEO, based on their roles and responsibilities within the Corporation, Loblaw and Choice Properties, respectively, as well as the individual performance factors. The following table sets forth the applicable STIP programs and weightings that were used in determining the aggregate STIP awards for each NEO for 2021:

Name	Title	STIP Programs	Weighting (%)
Galen G. Weston	Chairman and Chief Executive Officer of the Corporation and Chairman and President of Loblaw	Loblaw STIP Weston STIP	70 (1) 30
Richard Dufresne	President and Chief Financial Officer of the Corporation and Chief Financial Officer of Loblaw	Loblaw STIP Weston STIP	80 (2) 20
Robert Sawyer	Chief Operating Officer of Loblaw	Loblaw STIP	100
Rael L. Diamond	President and Chief Executive Officer of Choice Properties	Choice Properties STIP	100
Gordon A.M. Currie	Executive Vice President and Chief Legal Officer	Weston STIP	100
Luc Mongeau	Former President of Weston Foods	Weston Foods STIP	100

(1) Mr. Weston's aggregate STIP was weighted 60% to the Weston STIP program and 40% to the Loblaw STIP program until May 6, 2021. As of May 6, 2021, Mr. Weston's aggregate STIP is weighted 30% to the Weston STIP program and 70% to the Loblaw STIP program.

(2) Mr. Dufresne's aggregate STIP was allocated 100% to the Weston STIP program until May 6, 2021. As of May 6, 2021, Mr. Dufresne's aggregate STIP is allocated 20% to the Weston STIP program and 80% to the Loblaw STIP program.

The following table sets forth details regarding the STIP targets and maximum aggregate STIP award achievable for 2021 for each NEO:

Name	Annualized Base Salary (1) ($)	STIP Target as Percentage of Base Salary (%)	STIP Target (1) ($)	Maximum STIP ($)
Galen G. Weston	1,242,000	150	1,831,501	3,479,452
Richard Dufresne	950,000	125	1,187,501	2,234,291
Robert Sawyer	1,000,000	150	1,006,850	2,013,700
Rael L. Diamond	780,000	100	780,000	994,500
Gordon A.M. Currie	700,000	100	700,000	1,225,000
Luc Mongeau	775,000	100	733,766	1,320,779

(1) 2021 STIP awards were calculated based on each NEO's STIP-eligible salary for 2021. The STIP-eligible salaries received by Messrs. Weston, Dufresne, Sawyer, Diamond, Currie and Mongeau were $1,221,000, $950,000, $671,233, $780,000, $700,000 and $733,766, respectively. The actual base salaries received by Messrs. Weston, Dufresne, Sawyer, Diamond, Currie and Mongeau were $1,221,000, $950,000, $666,667, $770,000, $700,000 and $733,766, respectively.

LOBLAW STIP

Plan Design

In 2021, the Loblaw STIP was designed so that NEOs would be focused on key drivers of the Loblaw and Shoppers Drug Mart ("SDM") businesses, with an additional focus on compliance. The Loblaw STIP was designed with the following five business performance measures, weightings and targets to drive Loblaw's strategic goals in 2021:

Loblaw STIP - 2021 Business Performance Measures				
Consolidated Sales	Consolidated Earnings	Compliance	EBIT Margin	Consolidated OSAT (1)
35%	35%	10%	10%	10%

(1) OSAT refers to Loblaw's customer satisfaction index, Overall Satisfaction.

Descriptions of each performance measure and charts summarizing performance ranges and payout percentages are set forth below:

Consolidated Sales Target

The consolidated sales target for 2021 ($51,725 million) was designed to focus executives on growth in consolidated revenues, including, for the first time, the consolidation of franchises. The consolidated sales target included a qualifier such that performance would be capped at 100% if year-over-year adjusted tonnage share, normalized for change in square footage, declined more than five basis points.

		Threshold		Target		Maximum
Performance Range	Less than $50,690 million	$50,690 million	Each additional 0.20% ($103.5 million)	$51,725 million	Each additional 0.20% ($103.5 million)	$52,760 million or more
Payout Factor (% of Target)	0%	50%	+5%	100%	+10%	200%

Consolidated Earnings Target

The consolidated earnings target for 2021 ($3,634 million) was designed to focus executives on delivering adjusted earnings before interest, income taxes, depreciation and amortization ("Adjusted EBITDA") pursuant to Loblaw's and SDM's combined annual and multi-year business plans. Adjusted EBITDA, as referred to in relation to Loblaw's 2021 STIP target, includes certain further adjustments, in addition to those noted in section 17, "Non-GAAP Financial Measures" of Loblaw's 2021 Management's Discussion & Analysis. For 2021, the consolidated earnings target included a qualifier that in order to be eligible for above target achievement, year-over-year Adjusted EBITDA growth must be positive and target Adjusted EBITDA must be achieved.

		Threshold		Target		Maximum
Performance Range	Less than $3,498 million	$3,498 million	Each additional 0.375% ($13.6 million)	$3,634 million	Each additional 0.4% ($14.5 million)	$3,779 million or more
Payout Factor (% of Target)	0%	50%	+5%	100%	+10%	200%

*Non-GAAP financial measure. Please see note in the "Other Information" section of this Circular.

Compliance

The compliance target for 2021 was designed to focus executives on Loblaw's ongoing commitment to legal and regulatory compliance. Achievement of the compliance metric was determined based on Loblaw's three compliance initiatives of maintaining ISO Assurance in respect of its Competition Law Compliance program; operational effectiveness testing (for food safety certification training, pharmacy action plans, competition law, risk management by design and IT projects); and on-time completion of mandatory compliance training (for food safety, pharmacy, competition law, privacy and Code of Conduct). If Loblaw achieved its compliance target, then to the extent that the combined performance of the consolidated sales, consolidated earnings, EBIT margin and consolidated OSAT targets exceeded 100%, the same combined performance factor would be applied to the compliance metric. To the extent that the compliance targets were not met, any performance payout for the compliance metric would be at the discretion of the Loblaw Governance Committee. There would be no payout in respect of the compliance metric in the event that Loblaw experienced a major non-compliance incident, even if the compliance targets were achieved.

Initiative	Target
ISO Assurance	Yes/No achievement
Operational Effectiveness Testing	Established targets
On-time completion of mandatory compliance training	Established targets

EBIT Margin Target

For 2021 Loblaw introduced a new EBIT margin* target, determined by calculating Adjusted EBIT** as a percentage of revenue. Adjusted EBIT, as referenced in relation to Loblaw's 2021 STIP targets, includes certain further adjustments in addition to those noted in Loblaw's 2021 Management's Discussion & Analysis. The EBIT margin target was designed to measure management's ability to translate revenue into profitability. The introduction of the EBIT margin measure aligns with Loblaw's increased focus on data benefits along with ongoing process and efficiency initiatives. The target for 2021 was 5.92%.

		Threshold		Target		Maximum
Performance Range	Lower than 5.67%	5.67%	Each 2.5 basis point improvement	5.92%	Each 2.5 basis point improvement	6.17% or higher
Payout Factor (% of Target)	0%	50%	+5%	100%	+10%	200%

*Non-GAAP financial measure. See the note in the "Other Information" section of this Circular.
**Non-GAAP financial measure. See the note in the "Other Information" section of this Circular and section 17 of Loblaw's 2021 Management's Discussion & Analysis, which can be found on www.sedar.com.

Overall Satisfaction Target

The enterprise-wide customer satisfaction index, OSAT, is a direct measure of customer interaction in-store. The OSAT target for 2021 (62.6%) was designed to focus executives on customer satisfaction in the short term to drive loyalty in the longer term. The 2021 target and performance range were developed with the target representing a proposed improvement of 60 basis points in Loblaw's OSAT compared to the 2020 OSAT.

		Threshold		Target		Maximum
Performance Range	Less than 59.1%	59.1%	Each 0.35% improvement	62.6%	Each 0.35 % improvement	66.1%
Payout Factor (% of Target)	0%	50%	+5%	100%	+10%	200%

2021 Loblaw STIP Calculation

In February 2022, the Loblaw Governance Committee reviewed Loblaw's 2021 financial results. Following the review, the Loblaw 2021 STIP payout was approved as follows:

Performance Objective	Weighting (%)	Target	Actual	Performance	Payout Factor (% of Target)
Consolidated Sales	35	$51,725 million	$53,170 million	200.0 %	70.0 %
Consolidated Earnings	35	$3,634 million	$4,024 million	200.0 %	70.0 %
Compliance	10	Established targets	Targets Achieved	198.1 %	19.8 %
EBIT Margin	10	5.92 %	6.5 %	200.0 %	20.0 %
Overall Satisfaction	10	62.6 %	65.5 %	182.9 %	18.3 %
Overall STIP Payout					**198.1 %**

Prior to May 6, 2021, the Loblaw STIP represented approximately 65% and 41% of Messrs. Weston's and Dufresne's overall STIP targets, respectively. Following May 6, 2021, the Loblaw STIP represented approximately 82% and 88% of Messrs. Weston's and Dufresne's overall STIP targets, respectively. The Loblaw STIP represented approximately 41% of Mr. Currie's overall STIP target.

Key Factors Influencing Results

Early in 2022, the Loblaw Governance Committee reviewed Loblaw's 2021 financial results and determined the key factors contributing to each component's performance relative to target. These factors included:

- Consolidated sales exceeded target, driven by strong sales in Food Retail and Drug Retail, continued eat-at-home trends and growth in pharmacy services.
- Consolidated earnings exceeded target, driven by strong underlying operating performance.
- EBIT margin was favourable relative to target, driven by the strong underlying operating performance of both the Retail and Financial Services segments.

In 2021, Loblaw continued to focus on compliance, with industry-leading competition compliance programs administered by the independent compliance function led by the Senior Vice President, Chief Compliance & Ethics Officer. The Corporation achieved all of its compliance targets by the end of 2021. Loblaw successfully maintained its ISO Assurance for Compliance Management Systems with respect to its Competition Law Compliance Program.

The following table sets forth the Loblaw performance measures that were used in determining the Loblaw portion of the STIP awards for Messrs. Weston and Dufresne for 2021:

2021 Loblaw STIP Award - Galen G. Weston and Richard Dufresne [1]

Name	Consolidated Sales ($)	Consolidated Earnings ($)	Compliance ($)	EBIT Margin ($)	Overall Satisfaction ($)	STIP Total from Business Performance (at 198.1%) ($)	Individual Performance [2] ($)	Loblaw STIP Award ($)
Galen G. Weston[3]	576,083	576,083	163,030	164,595	150,522	1,630,313	543,438	2,173,751
Richard Dufresne[4]	327,945	327,945	92,809	93,699	85,688	928,086	309,361	1,237,447

(1) *STIP awards are calculated using the NEO's actual base salary received in 2021.*

(2) *Individual Performance dollar value is calculated as 25% of the STIP target dollar value multiplied by the business performance factor and the individual performance factor.*

(3) *Mr. Weston's aggregate base salary was allocated 60% to the Corporation and 40% to Loblaw until May 6, 2021. As of May 6, 2021, Mr. Weston's aggregate base salary was awarded 30% to Weston and 70% to Loblaw, with each applicable allocation thereof being subject to the applicable company's STIP. Full details of Mr. Weston's compensation from Loblaw are set forth in the Loblaw Management Proxy Circular, which is available at www.sedar.com.*

(4) *Mr. Dufresne's aggregate base salary was allocated 100% to the Corporation until May 6, 2021. As of May 6, 2021, Mr. Dufresne's aggregate base salary was allocated 20% to the Corporation and 80% to Loblaw, with each applicable allocation thereof being subject to the applicable company's STIP. Full details of Mr. Dufresne's compensation from Loblaw are set forth in the Loblaw Management Proxy Circular, which is available at www.sedar.com.*

The following table sets forth the Loblaw performance measures that were used in determining the STIP awards for the Loblaw NEO for 2021:

2021 Loblaw STIP Award [1]

Name	Consolidated Sales ($)	Consolidated Earnings ($)	Compliance ($)	EBIT Margin ($)	Overall Satisfaction ($)	STIP Total from Business Performance (at 198.1%) ($)	Individual Performance [2] ($)	Loblaw STIP Award ($)
Robert Sawyer	528,596	528,596	149,593	151,028	138,115	1,495,928	517,771	2,013,699

(1) *STIP awards are calculated using the NEO's actual base salary received in 2021, as applicable.*

(2) *Individual Performance dollar value is calculated as 25% of the STIP target dollar value multiplied by the business performance factor and the individual performance factor.*

CHOICE PROPERTIES STIP

Plan Design

The Choice Properties STIP is designed to motivate the Trust's executives to meet the Trust's annual business and strategic objectives. The Choice Properties STIP was designed with the following business performance measures, weightings and targets to drive the Trust's strategic goals in 2021:

Choice Properties STIP - 2021 Business Performance Measures

Financial Measures			Pursuit Measures		
Net Operating Income 28.6%	Funds From Operations per Unit 28.6%	Adjusted Funds from Operations per Unit 14.3%	Process Improvement 14.3%	Compliance 7.1%	Culture & People 7.1%

In February 2021, the Choice Properties Governance Committee reviewed the Trust's 2021 financial results and approved a business performance factor of 107.2%. For an executive receiving an individual performance rating of 100%, the combined individual and business performance factors resulted in an aggregate STIP payout factor of 105.1%.

A description of each performance measure is set forth below:

Net Operating Income

Choice Properties' target net operating income ("NOI"*) consists of property rental revenue excluding straight line rental revenue and lease surrender revenue, less direct property operating expenses and realty taxes as set forth in the Trust's consolidated results. The NOI component excludes certain expenses included in the determination of net income such as interest expense, general and administrative expenses and fair value adjustments.

	Threshold		Target		Maximum
Performance Range	$882.8M	Each additional $3.604M	$900.9M	Each additional $3.604M	$918.9M or more
Payout Factor (% of Target)	75%	+5%	100%	+5%	125%

*Non-GAAP financial measure. See the note in the "Other Information" section of this Circular and section 15 of Choice Properties' 2021 Management's Discussion & Analysis, which can be found on www.sedar.com.

FFO per Unit

Choice Properties' target funds from operations per unit ("FFO per Unit"*) is calculated pursuant to the Real Property Association of Canada's white paper titled "White Paper on Funds from Operations & Adjusted Funds from Operations for IFRS" issued in 2019.

	Threshold		Target		Maximum
Performance Range	$0.920	Each additional $0.0047	$0.944	Each additional $0.0047	$0.968 or more
Payout Factor (% of Target)	75%	+5%	100%	+5%	125%

*Non-GAAP financial measure. See the note in the "Other Information" section of this Circular and section 15 of Choice Properties' 2021 Management's Discussion & Analysis, which can be found on www.sedar.com.

AFFO per Unit

Choice Properties' target adjusted funds from operations per unit ("AFFO per Unit"*) is calculated pursuant to the Real Property Association of Canada's white paper titled "White Paper on Funds from Operations & Adjusted Funds from Operations for IFRS" issued in 2019.

	Threshold		Target		Maximum
Performance Range	$0.772	Each additional $0.0040	$0.792	Each additional $0.0040	$0.812 or more
Payout Factor (% of Target)	75%	+5%	100%	+5%	125%

*Non-GAAP financial measure. See the note in the "Other Information" section of this Circular and section 15 of Choice Properties' 2021 Management's Discussion & Analysis, which can be found on www.sedar.com.

Pursuit Measures

For 2021, the Trust's STIP included three pursuit measures, being Process Improvement, Compliance, and Culture & People.

The Process Improvement target for 2021 was designed to focus executives on achieving operational efficiencies and enhancing controls through the standardization of processes. Success of the Process Improvement metric was determined based on achieving certain standardization objectives related to property management and tenant management resources.

The Compliance target for 2021 was designed to focus executives on the Trust's ongoing commitment to legal and regulatory compliance. Achievement of the Compliance metric was determined based on developing compliance programs in 2021 related to construction and development, property operations and privacy. In addition, achievement of the Compliance metric was also based on achieving an information security maturity assessment score of 2.4 by the end of 2021 and roll out of information security training during 2021. The Trust achieved all of its Compliance targets by the end of 2021.

The Culture & People target for 2021 was designed to focus executives on the Trust's ongoing commitment to employee engagement, organizational culture and ESG. Achievement of the Culture & People metric was determined based on the completion of employee engagement surveys, rollout of employee training sessions on equity, diversity and inclusion, as well as achieving certain ESG-related targets.

In February 2021, the Choice Properties Governance Committee determined that the Trust had successfully completed 100% of the Pursuit Measure metrics for 2021.

Initiative	Target
Process Improvement	Established targets
Compliance	Established targets
Culture & People	Yes/No achievement

2021 Choice Properties STIP Calculation

In February 2022, the Choice Properties Governance Committee reviewed the Trust's 2021 financial results and determined the Trust's 2021 STIP payout with respect to the business objectives as follows:

Performance Objective	Weighting	Target	Result	Payout Factor (% of Target)
NOI	20%	$900.9M	$902.8M	**102.7%**
FFO Per Unit	20%	$0.944	$0.954 per Unit	**110.6%**
AFFO Per Unit	10%	$0.792	$0.811 per Unit	**124.0%**
Financial Measures	50%	n/a	n/a	**110.1%**
Pursuit Measures	20%	Established targets	Targets met	**100.0%**
Overall STIP Payout Based on Business Objectives				**107.2%**

Prior to May 6, 2021, the Choice Properties STIP represented approximately 13% and 22% of Messrs. Weston's and Dufresne's overall STIP targets, respectively. Following May 6, 2021, the Choice Properties STIP represented approximately 7% and 4% of Messrs. Weston's and Dufresne's overall STIP targets, respectively. The Choice Properties STIP represented approximately 22% of Mr. Currie's overall STIP target.

The following table sets forth the Choice Properties performance measures that were used in determining the STIP award for the Choice Properties NEO for 2021:

					2021 Choice Properties STIP Award [1]					
Name	**Actual Base Salary ($)**	**STIP Target as Percentage of Base Salary (%)**	**STIP Target [1] ($)**	**Maximum STIP Award [1] ($)**	**NOI Component ($)**	**FFO per Unit Component ($)**	**AFFO per Unit Component ($)**	**Pursuit Measures Component ($)**	**Individual Component ($)**	**Total ($)**
Rael L. Diamond	770,000	100	780,000	994,500	160,182	172,503	96,702	155,971	233,954	819,312

(1) STIP award was calculated using the Choice Properties NEO's STIP-eligible salary received in 2021.

WESTON FOODS STIP

Plan Design

The Weston Foods STIP was designed to incent Weston Foods executives to achieve the Weston Foods business plan and strategic objectives. At the beginning of each fiscal year, the Governance Committee established the Weston Foods STIP design, including specific business performance measures, weightings and targets, and presents it to the Board for approval. In determining the performance measures, weightings, targets and payout ranges for each fiscal year, the Governance Committee took into account the key components of the Weston Foods annual business plan, budget and strategic objectives. Following each year end, the Governance Committee reviewed the financial results of Weston Foods against the performance targets and considered, in its judgment, whether any adjustments were required to account for unexpected events during the year. For 2021, the Governance Committee approved a minimum payout for the business results component of the Weston Foods 2021 STIP, as discussed further below under "2021 Weston Foods STIP Calculation".

Excluding the individual component, Weston Foods' STIP for 2021 was based on the following performance measures:

Weston Foods STIP - 2021 Business Performance Measures

Weston Foods Sales	Weston Foods Earnings	Pursuit Measures
43.3%	43.3%	13.4%
		Operational Excellence (50%) Compliance (50%)

A description of each performance measure is set forth below:

Weston Foods Sales

The Weston Foods sales target for 2021 ($2,086 million) was designed to focus executives on growth in revenue of the Weston Foods business. In March 2021 the Governance Committee approved that the results of the sales target for 2021 would be adjusted downwards by $20 million to account for the impact of the COVID-19 pandemic. The sales target of $2,086 million was net of this adjustment.

	Threshold		Target		Maximum
Performance Range	$1,982 million or less	Each additional 0.50% ($10.43 million)	$2,086 million	Each additional 0.50% ($10.43 million)	$2,170 million
Payout Factor (% of Target)	0%	+10%	100%	+10%	180%

Weston Foods Earnings

The Weston Foods earnings target for 2021 ($86.0 million) was designed to focus executives on delivering adjusted earnings before interest and income taxes* pursuant to Weston Foods' annual and multi-year business plans. In March 2021 the Governance Committee approved that the results of the earnings target for 2021 would be adjusted downwards by $19 million to account for the impact of the COVID-19 pandemic. The earnings target of $86.0 million was net of this adjustment.

	Threshold		Target		Maximum
Performance Range	$64.0 million or less	Each additional 1% ($0.86 million)	$86.0 million	Each additional 1% ($0.86 million)	$103.0 million
Payout Factor (% of Target)	0%	+4.0%	100%	+4.0%	180%

*Non-GAAP financial measure. Please see note in the "Other Information" section of this Circular.

Weston Foods Pursuit Measures

For 2021, Weston Foods had two pursuit measures, being operational excellence and compliance.

The operational excellence target for 2021 was designed to focus executives on driving operating efficiencies and customer satisfaction.

The compliance target for 2021 was designed to focus executives on Weston Foods' ongoing commitment to legal and regulatory compliance. Achievement of the compliance metric was determined based on initiatives related to employee health and safety, food safety, environment, and competition law compliance, including completion of mandatory compliance training and maintaining Weston Foods' ISO Assurance.

The Weston Foods STIP included a condition that the business performance payouts could not exceed 100% of target in a given year unless the earnings target had been met.

2021 Weston Foods STIP Calculation

In March 2021 the Governance Committee approved that the sales and earnings targets for the Weston Foods STIP for 2021 would be adjusted downwards to account for the impact of the COVID-19 pandemic as described above.

In July 2021 the Governance Committee reviewed Weston Foods' year-to-date performance, taking into consideration the ongoing negative impact of COVID-19 on sales and earnings performance, including broad supply chain issues as well as retention considerations during the sale process. On that basis, the Governance Committee approved a minimum payout of 70.0% for the business results component of the Weston Foods 2021 STIP. The adjustments and minimum payout factor did not apply to the Weston Foods component of the Corporation's 2021 STIP performance.

In early 2022, the Governance Committee reviewed Weston Foods' 2021 financial results. Based on Weston Foods' performance, the payout under its STIP for 2021 for the sales and earnings components, absent any adjustment, would have been 27.5%. However, as approved in July 2021, the Committee confirmed the adjusted payout of 70.0% for the business results component of the Weston Foods STIP.

Following the adjustment, Weston Foods' 2021 STIP payout was approved as follows:

Performance Objective	Weighting (%)	Target ($)	Actual ($)	Performance (%)	Unadjusted Payout Factor (%)	Adjusted Payout Factor (% of Target)
Sales	43.3	$2,086 million	2,035 million	97.6 %	22.2 %	n/a
Earnings*	43.3	$86.0 million	(16.7) million	(19.4)%	— %	n/a
Pursuit Measures	13.4	n/a	n/a	40.0 %	5.3 %	n/a
Calculated Weston Foods STIP payout factor					**27.5 %**	**70.0 %**

*Non-GAAP financial measure. Please see note in the "Other Information" section of this Circular.

Prior to May 6, 2021, the Weston Foods STIP represented approximately 4% and 6% of Messrs. Weston's and Dufresne's overall STIP targets, respectively. Following May 6, 2021, the Weston Foods STIP represented approximately 2% and 1% of Messrs. Weston's and Dufresne's overall STIP targets, respectively. The Weston Foods STIP represented approximately 6% of Mr. Currie's overall STIP target.

Key Factors Influencing Results

Early in 2022, the Governance Committee reviewed Weston Foods' 2021 financial results and determined the key factors contributing to each component's performance relative to target. These factors included:

- The decrease in sales relative to target was due to shortfalls in manufacturing capacity and supply chain delays.
- EBIT was further impacted relative to target by higher than foreseen labour and materials inflation and lower than expected manufacturing efficiencies.
- Operational excellence was impacted by fill rate challenges due to broad supply chain impacts.
- Compliance was impacted by a food safety recall.

The following table sets forth the details regarding the 2021 Weston Foods STIP award for Mr. Mongeau:

	2021 Weston Foods STIP Award		
Name	STIP Total from Adjusted Business Performance (70.0%) ($)	Individual Performance ($)	Weston Foods STIP Award ($)
Luc Mongeau	385,228	183,441	568,669

WESTON STIP

Plan Design

The business performance component of the Corporation's STIP is comprised of the weighted performance of Loblaw, Choice Properties and Weston Foods, as discussed above. A description of the Corporation's Compliance measure, performance and payout percentage is set forth below:

Compliance

The Corporation's compliance target for 2021 was designed to focus executives on the Corporation's ongoing commitment to legal and regulatory compliance. Achievement of the compliance metric was determined based on initiatives related to the code of conduct and certification of internal controls over financial reporting, the completion of mandatory compliance training with respect to cybersecurity and competition law compliance, and maintaining ISO Assurance for its competition law compliance program.

STIP Calculation

The Corporation achieved 100% of its 2021 compliance target and, together with the weighted performance of Loblaw, Choice Properties and Weston Foods, achieved a STIP payout factor of 150.1%.

Individual STIP Components

The Governance Committee considered the overall performance of the Chairman and Chief Executive Officer, the President and Chief Financial Officer and the Executive Vice President and Chief Legal Officer of the Corporation and the President of Weston Foods to determine the individual component of each NEO's STIP award. The Loblaw Governance Committee considered the overall performance of its NEOs, including Loblaw's Chairman and President, Chief Financial Officer and Chief Operating Officer. The Choice Properties Governance Committee considered the overall performance of its NEOs, including Choice Properties' President and Chief Executive Officer, Rael L. Diamond.

Galen G. Weston, Chairman and Chief Executive Officer of the Corporation and Chairman and President of Loblaw

The individual performance component of the STIP amount awarded to the Chairman and Chief Executive Officer was determined by the Governance Committees of both the Corporation and Loblaw based on Mr. Weston's achievement of both quantitative and qualitative factors established in early 2021. The quantitative factors were based on the execution of strategic objectives and achievement of the 2021 financial plan. The qualitative factors included the Governance Committees' assessment of Mr. Weston's leadership performance. Mr. Weston's individual component is weighted at 25% of his overall STIP target. In light of the above considerations, the Governance Committees of both the Corporation and Loblaw awarded Mr. Weston an aggregate amount of $726,987 for the individual component of his STIP award, of which the Weston and Loblaw components were $183,549 and $543,438, respectively, representing 100% of his target in aggregate.

Richard Dufresne, President and Chief Financial Officer of the Corporation and Chief Financial Officer of Loblaw

The individual performance component of the STIP amount awarded to the President and Chief Financial Officer was determined by the Governance Committee based on Mr. Dufresne's achievement of both quantitative and qualitative factors established in early 2021. The quantitative factors were based on the financial performance of the Corporation, including Mr. Dufresne's role in delivering on the 2021 financial plan. The qualitative factors included the Governance Committee's assessment of Mr. Dufresne's leadership performance and role in implementing strategic objectives. Mr. Dufresne's individual component is weighted at 25% of his overall STIP target. In light of the above considerations, the Governance Committees of both the Corporation and Loblaw awarded Mr. Dufresne an aggregate amount of $450,071 for the individual component of his STIP award, of which the Weston and Loblaw components were $140,710 and $309,361, respectively, representing 100% of his target in aggregate.

Robert Sawyer, Chief Operating Officer of Loblaw

The 2021 STIP award for Mr. Sawyer reflected Mr. Sawyer's role as Chief Operating Officer during the year and included an individual performance component weighted at 25% of his overall STIP target. In assessing individual performance, the Loblaw Governance Committee took into account quantitative factors including Mr. Sawyer's management of the impact of the COVID-19 pandemic on Loblaw, his role in leading and advancing Loblaw's enhanced focus on retail excellence and in the execution of the Corporation's 2021 financial plan. The Loblaw Governance Committee also considered qualitative factors, such as Mr. Sawyer's leadership qualities. Based on these criteria, the Loblaw Governance Committee determined that Mr. Sawyer's individual performance factor would be 125%. Because the total payout is capped at 200%, the individual performance component actually paid to Mr. Sawyer was $517,771.

Rael L. Diamond, President and Chief Executive Officer of Choice Properties

The 2021 STIP award for Mr. Diamond reflected Mr. Diamond's role as President and Chief Executive Officer during the year and included an individual performance component weighted at 30% of his overall STIP target. In assessing individual performance, the Choice Properties Governance Committee took into account quantitative factors including Mr. Diamond's performance in implementing and achieving the Trust's strategic objectives and his role in the overall achievement of the Trust's 2021 business plan. The Choice Properties Governance Committee also considered qualitative factors, such as Mr. Diamond's management of the impact of the COVID-19 pandemic on the Trust, his leadership qualities and his role in advancing the Trust's ESG program and driving culture and engagement objectives. Based on these criteria, the Choice Properties Governance Committee awarded Mr. Diamond $233,954 for the individual performance component of his STIP award, representing 100% of target.

Gordon A.M. Currie, Executive Vice President and Chief Legal Officer

The individual performance component of the STIP amount awarded to the Chief Legal Officer was determined by the Governance Committee based on Mr. Currie's achievement of both quantitative and qualitative factors established in early 2021. The quantitative factors were based on the financial performance of the Corporation. The qualitative factors included the Governance Committee's assessment of Mr. Currie's leadership performance and role in implementing strategic objectives. Mr. Currie's individual component is targeted at 25% of his overall STIP target. In light of the above considerations, the Governance Committee awarded Mr. Currie an amount of $175,000 for the individual component of his STIP award, representing 100% of target.

Luc Mongeau, Former President of Weston Foods

The individual performance component of the STIP amount awarded to the Former President of Weston Foods was determined by the Governance Committee based on Mr. Mongeau's achievement of both quantitative and qualitative factors, including Mr. Mongeau's management of the COVID-19 pandemic on Weston Foods and his involvement in the sale process for Weston Foods. The qualitative factors included the Governance Committee's assessment of Mr. Mongeau's leadership performance and role in implementing strategic objectives. Mr. Mongeau's individual component was weighted at 25% of his overall STIP target. In light of the above considerations, the Governance Committee awarded Mr. Mongeau an amount of $183,441 for the individual component of his STIP award, representing 100% of target.

TOTAL AGGREGATED STIP AWARDS FOR 2021

The following tables set out the aggregated STIP awards paid to NEOs of the Corporation and Loblaw in respect of the 2021 fiscal year.

Name	Loblaw STIP Award ($)	Choice Properties STIP Award ($)	Weston Foods STIP Award ($)	Weston Compliance ($)	Individual STIP Award ($)	2021 STIP Award ($)
Galen G. Weston	2,774,511 (1)	176,208	12,665	36,894	183,549	3,183,827 (2)
Richard Dufresne	1,697,993 (1)	135,082	9,709	28,283	140,710	2,011,777 (2)
Robert Sawyer	1,495,928	n/a	n/a	n/a	517,771	2,013,699 (3)
Rael L. Diamond	n/a	585,358	n/a	n/a	233,954	819,312 (3)
Gordon A.M. Currie	572,775	168,000	12,075	35,175	175,000	963,025
Luc Mongeau	n/a	n/a	385,228	n/a	183,441	568,669

(1) *This amount includes the Loblaw business performance component of the Corporation's STIP together with the amount received under the business performance component of the Loblaw STIP.*

(2) *The total STIP awards for 2021 for Messrs. Weston and Dufresne were $3,183,827 and $2,011,777, respectively, of which Loblaw paid $2,173,751 and $1,237,447, respectively. Full details of the compensation of Messrs. Weston and Dufresne from Loblaw are set forth in Loblaw's management proxy circular, which is available at www.sedar.com.*

(3) *The full details of the compensation of Messrs. Sawyer and Diamond are set forth in the management proxy circulars of Loblaw and Choice Properties, respectively, which are available at www.sedar.com.*

Executive Deferred Share Unit Plan

The Corporation's EDSU Plan enables an executive to receive up to 100% of the executive's STIP payout in any year in EDSUs, subject to a cumulative cap of three times the executive's base salary. All EDSUs held by an executive will be paid out in Common Shares or Loblaw common shares purchased on the open market by no later than December 15th of the year following the year in which the executive's employment ceases for any reason. An election to participate in the EDSU Plan in any year must be made before the beginning of that year and is irrevocable. The number of EDSUs granted in respect of any year will be determined by dividing the STIP payout that is subject to an EDSU Plan election by the value of a Common Share or Loblaw common share on the date the STIP bonus would otherwise be paid. For this purpose, and for purposes of determining the value of an executive's EDSUs upon redemption, the value of a Common Share or Loblaw common share is calculated by using the volume-weighted average of the trading price of the Common Shares or Loblaw common shares on the TSX for the five trading days prior to that valuation date. Additional EDSUs are accumulated based on notional equivalents of dividends paid on Common Shares or Loblaw common shares while an EDSU is outstanding. Loblaw has also adopted a similar EDSU Plan for its executives.

LONG-TERM INCENTIVE PLANS

Overview - Weston and Loblaw

Weston's and Loblaw's equity-based LTIPs are designed to retain and incent executives by allowing them to participate in increased shareholder value creation by providing them with equity-based incentive awards that vest over time. Under the LTIPs, Weston and Loblaw award executives long-term incentives in the form of stock options, PSUs and, in the case of Loblaw, RSUs, the values of which are directly linked to the market value of the Common Shares or Loblaw's common shares, as applicable. Executives eligible for LTIP grants generally receive them on an annual basis.

Annual LTIP grants for the Weston NEOs are comprised of 50% stock options and 50% PSUs. The target value of a PSU award is contingent on business performance, measured by the return on capital achieved by the Corporation, and thus the target value of an annual LTIP grant is 50% contingent on business performance. The Corporation's LTIP thus balances the use of stock options, which align an executive's interest with shareholders in share price appreciation, and PSUs, which focus executives on the delivery of key objectives set forth in the strategic plan.

Annual LTIP grants for the Loblaw NEOs are comprised of 1/3 stock options, 1/3 RSUs and 1/3 PSUs.

Overview - Choice Properties

The Trust's equity-based LTIP is designed to retain executives and align their interests with long-term Unitholder value creation by providing them equity-based awards that vest over time. Executives eligible for LTIP grants generally receive them on an annual basis. The value of an LTIP grant to a participating executive is generally based on a percentage of the executive's base salary. All grants are reviewed and approved by the Choice Properties Governance Committee as part of its regular review of compensation.

For 2021, the Choice Properties Governance Committee awarded executives long-term incentives in the form of URUs, RUs and PUs under the LTIP, the values of which are directly linked to the market value of the Trust Units, with PUs comprising 25% of the target annual LTIP award mix and RUs, URUs or a combination thereof, at the executive's election, comprising 75% of the mix.

Overview - Weston Foods Medium Term Incentive Program

Weston Foods' equity and cash-based MTIP program served to motivate its executives to deliver on objectives set forth in Weston Foods' strategic plan and was designed to retain and incent executives by allowing them to participate in increased shareholder value creation by providing them with equity-based incentive awards (RSUs) that vested over time. The Weston Foods Performance Incentive served to focus executives on selected key drivers of corporate performance. The Weston Foods Performance Incentive also served as a pay-for-performance incentive to reward executives for the achievement of prescribed corporate goals. Under the Weston Foods MTIP program, Weston awarded Weston Foods executives long-term incentives in the form of a Weston Foods Performance Incentive linked to Weston Foods' sales and return on capital performance, and RSUs, the value of which was directly linked to the market value of the Common Shares. Annual MTIP grants for senior executives of Weston Foods were comprised of a 2/3 Weston Foods Performance Incentive component and 1/3 RSUs. Executives eligible for MTIP grants generally received them on an annual basis. Payout value of the Weston Foods Performance Incentive component was disclosed following the end of a three-year performance period.

All NEOs

The value of an LTIP grant to a participating executive is generally determined as a percentage of the executive's base salary. All grants are reviewed and approved by the applicable governance committee as part of its regular review of compensation. Annual LTIP awards are granted in the first quarter during the open trading window following the announcement of Weston's, Loblaw's or Choice Properties' year end financial results, as applicable, in accordance with their respective securities trading policies. "Off-cycle" grants are made to newly hired executives and to executives promoted part way through a year, during open trading windows following the release of quarterly financial results.

In 2021, the Governance Committee approved LTIP awards to Messrs. Weston, Dufresne, Currie and Mongeau as follows:

Name	Base Salary (1) ($)	Annual LTIP Grant as a Percentage of Base Salary (%)	Grant Date Fair Value of Equity-Based LTIP (2) ($)	Target Value of Weston Foods Performance Incentive (3) ($)	Total Targeted Award Value (2) ($)	Type of LTIP Grant
Galen G. Weston	1,242,000	500	3,631,542	—	3,631,542 (4)	50% Stock Options and 50% PSUs
Richard Dufresne	950,000	375	3,562,544	—	3,562,544 (5)	50% Stock Options and 50% PSUs
Gordon A.M. Currie	700,000	200	1,400,065	—	1,400,065	50% Stock Options and 50% PSUs
Luc Mongeau	775,000	150	387,504	774,996	1,162,500	1/3 RSUs and 2/3 Weston Foods Performance Incentive

(1) Other than one-time grants, LTIP awards are calculated using each NEO's base salary on the date of grant.

(2) The grant date fair value of a PSU award assumes vesting at 100% of target.

(3) The grant date fair value of a Weston Foods Performance Incentive award assumes vesting at 100% of target.

(4) In addition to his annual LTIP grant from the Corporation, Mr. Weston received an annual LTIP grant from Loblaw, the details of which are set out below. The aggregate grant date fair value of Mr. Weston's annual LTIP grant from the Corporation and Loblaw is $6,105,343, which reflects approximately 500% of his 2021 actual base salary. The cost of Mr. Weston's LTIP was allocated 60% to the Corporation and 40% to Loblaw until May 6, 2021. As of May 6, 2021, the cost of Mr. Weston's LTIP is allocated 30% to the Corporation and 70% to Loblaw.

(5) For 2021, the cost of Mr. Dufresne's LTIP was allocated 100% to the Corporation.

In 2021, the Loblaw Governance Committee approved the following Loblaw LTIP awards to Messrs. Weston and Sawyer:

Name	Base Salary (1) ($)	Annual LTIP Grant as a Percentage of Base Salary (%)	Grant Date Fair Value (2) ($)	Type of LTIP Grant
Galen G. Weston	1,242,000	500	2,473,801 (3)	Stock Options, RSUs and PSUs
Robert Sawyer	1,000,000	400	3,999,999	Stock Options, RSUs and PSUs

(1) Other than one-time grants, LTIP awards are calculated using each NEO's base salary on the date of grant.

(2) The grant date fair value of a PSU award assumes vesting at 100% of target.

(3) Stock options, RSUs and PSUs each comprise one-third of the annual LTIP grant.

(4) Mr. Weston received annual LTIP grants from Loblaw comprised of, in aggregate, 90,846 stock options, 13,048 RSUs and 13,052 PSUs, with an aggregate grant date fair value of $2,473,801. The aggregate grant date fair value of Mr. Weston's annual LTIP grant from the Corporation and Loblaw was $6,105,343 which reflects approximately 500% of his 2021 actual base salary. The cost of Mr. Weston's LTIP was allocated 60% to the Corporation and 40% to Loblaw until May 6, 2021. As of May 6, 2021, the cost of Mr. Weston's LTIP was allocated 30% to the Corporation and 70% to Loblaw.

In 2021, the Choice Properties Governance Committee approved the following Choice Properties LTIP awards to Mr. Diamond:

Name	Base Salary ($)	Annual LTIP Grant as a Percentage of Base Salary (%)	Targeted Annual LTIP Grant Date Value (1) ($)	LTIP Grant (2)
Rael L. Diamond	780,000 (3)	231	1,800,006	75% URUs and 25% PUs

(1) The aggregate targeted annual LTIP grant date value was based on the volume-weighted average price of the Trust Units of $12.80, being the Grant Value Per Trust Unit applicable to the awards of RUs and PUs granted on February 19, 2021. The grant date fair value of the RUs and PUs was based on the volume-weighted average price of the Trust Units of $12.80, being the Grant Value Per Trust Unit applicable to the awards of RUs and PUs granted on February 19, 2021 and the grant value per URU for the URUs granted on February 25, 2021 reflects the volume weighted average trading price of the Trust Units on the TSX for the five trading days immediately preceding the date of the award, which was $12.74.

(2) The grant date fair value of a PU award assumes vesting at 100% of target.

(3) Mr. Diamond received an annual LTIP grant comprised of 87,891 URUs and 29,297 PUs, with an aggregate grant date fair value of $1,500,007. To reflect an increase in his base salary and LTIP target in July 2021, Mr. Diamond received an incremental grant of 15,432 URUs and 5,144 PUs with an aggregate grant date fair value of $299,999, which together with his annual LTIP grant, represents approximately 231% of his actual base salary received. The full details of Mr. Diamond's LTIP grants can be found in Choice Properties' management proxy circular at www.sedar.com.

The key features of the Corporation's stock option plan (the "Stock Option Plan"), RSU Plan, PSU Plan and MTIP are described below. The characteristics of the Loblaw stock option plan, RSU plan and PSU plan are substantially similar to the Weston plans; for a full description of the key features of Loblaw's LTIP, please refer to Loblaw's management proxy circular at www.sedar.com. The key features of Choice Properties' URU and PU Plans are described below. Please also refer to Choice Properties' management proxy circular at www.sedar.com.

Stock Option Plan

Under the Stock Option Plan, the size of the annual award an executive receives is determined by reference to the executive's total LTIP award. The Governance Committee administers the Stock Option Plan, approves the participants, makes grants of options and establishes any limitations, restrictions and conditions on any grants. Any employee of the Corporation or any of its affiliates, as determined by the Governance Committee, may participate in the Stock Option Plan.

The table below provides detail regarding the outstanding options to purchase Common Shares and Common Shares available for future option grants:

As at:	December 31, 2021	March 14, 2022
Issued and Outstanding Common Shares	146,831,203	146,923,973
Outstanding Options to Purchase Common Shares		
Number Outstanding	1,817,548	1,850,735
Number Outstanding as a Percentage of the Issued and Outstanding Common Shares	1.2 %	1.3 %
Maximum Number of Common Shares Issuable Pursuant to the Stock Option Plan at Any Time		
Number Issuable	6,453,726	6,453,726
Number Issuable as a Percentage of the Issued and Outstanding Common Shares	4.4 %	4.4 %
Common Shares Available for Future Option Grants		
Number Available	4,029,099	3,861,442
Number Available as a Percentage of the Issued and Outstanding Common Shares	2.7 %	2.6 %

The Stock Option Plan provides that Common Shares issuable pursuant to outstanding options that are cancelled, expired, forfeited or terminated for any reason without having been exercised will again be available for grant under the Stock Option Plan. Stock options are not transferable or assignable otherwise than by will or by laws of descent and distribution, and during the lifetime of an optionee will be exercisable only by the holder. Please see page 78 for details regarding the treatment of stock options upon the resignation, termination with or without cause, or retirement of a participant as well as the effect of a change of control of the Corporation.

The exercise price for options may not be less than the fair market value of a Common Share, which is defined as the greater of: (i) the volume-weighted average of the trading price of a Common Share on the TSX for the five trading days prior to the grant date; or (ii) the volume-weighted average of the trading price of a Common Share on the TSX on the trading day immediately preceding the grant date. The exercise price for options granted to U.S. participants is no less than the closing price of the Common Shares on the TSX on the day immediately preceding the grant date.

Options may not be exercised prior to the first anniversary of the date of the grant. The vesting of options is determined on the grant of the option. Under the Stock Option Plan, each option has a term of not less than five and not more than 10 years. Generally, options vest over a five-year period at a rate of 20% per year and expire at the end of seven years.

If the expiry date of an option occurs during a blackout period or other period during which an insider is prohibited from trading in securities of the Corporation pursuant to its Securities Trading Policy, the expiry date will automatically be extended for 10 business days after the blackout period ends.

The aggregate number of Common Shares issued to insiders within any 12 month period, or issuable to insiders at any time, under the Stock Option Plan and any other security based compensation arrangement of the Corporation, may not exceed 5% of the total number of issued and outstanding Common Shares during such period of time.

In the event of a consolidation, subdivision or reclassification of the Common Shares, or any stock dividend of Common Shares paid otherwise than in lieu of a normal cash dividend, or any amalgamation or reorganization of the Corporation, the Board will make appropriate adjustments to the number of Common Shares subject to any options then outstanding and the exercise price thereof. The Stock Option Plan provides that shareholder approval is not required for any amendments to the Stock Option Plan or an option granted under the Stock Option Plan, except for any amendment or modification that:

1. increases the number of Common Shares that can be issued under the Stock Option Plan, including an increase to a fixed number of Common Shares or a change from a fixed maximum number of Common Shares to a fixed maximum percentage;
2. reduces the exercise price of an option (including, without limitation, a cancellation and re-grant of an option, constituting a reduction of the exercise price of such option), except in connection with a change in the number of the Corporation's outstanding Common Shares by reason of a stock dividend or split, recapitalization, reorganization, amalgamation, consolidation, combination or exchange of Common Shares, or another corporate change affecting Common Shares;
3. extends the term of an option beyond its original expiry date, except where the expiry date would have occurred during a blackout period or at any other time when the holder may be prohibited from trading in securities of the Corporation pursuant to the Corporation's Securities Trading Policy;
4. changes the provisions relating to the transferability of an option;
5. extends eligibility to participate in the Stock Option Plan to a non-employee director;
6. permits awards, other than options, to be made under the Stock Option Plan;
7. requires shareholder approval under applicable laws, regulations or stock exchange rules; or
8. affects the amending provisions of the Stock Option Plan.

Subject to any required regulatory review or approval, the Board may make all other amendments to the Stock Option Plan without shareholder approval. These amendments include, but are not limited to, the termination of the Stock Option Plan; amendments designed to comply with applicable laws or regulatory requirements and "housekeeping" administrative changes (such as correcting an immaterial inconsistency or curing any ambiguity).

There were no amendments to the Stock Option Plan in 2021.

The Corporation's annual burn rate, which represents the number of Stock Options awarded under an arrangement divided by the weighted average number of Common Shares outstanding as at the end of a fiscal year, under the Stock Option Plan was 0.27% in 2021, 0.36% in 2020 and 0.28% in 2019.

In 2021, the following NEOs exercised Weston stock options as described in the table below:

Name	Grant Date	Exercise Date	Quantity Exercised (#)	Exercise Price ($)	Market Price ($)
Richard Dufresne	March 28, 2014	March 23, 2021	37,425	81.92	108.06
	March 12, 2015	December 17, 2021	9,542	100.59	149.52
Gordon A.M. Currie	March 28, 2014	March 23, 2021	40,544	81.92	107.95
	March 12, 2015	August 5, 2021	33,079	100.59	132.00
	March 10, 2016	December 13, 2021	23,770	111.97	141.32

In 2021, the following NEOs exercised Loblaw stock options as described in the table below:

Name	Grant Date	Exercise Date	Quantity Exercised (#)	Exercise Price ($)	Market Price ($)
Richard Dufresne	September 16, 2014	August 11, 2021	816	46.87	85.22
	March 5, 2015	August 11, 2021	9,184	53.41	85.34
	March 5, 2015	November 22, 2021	10,000	53.41	98.00
	March 5, 2015	November 23, 2021	5,000	53.41	97.22
	March 5, 2015	December 6, 2021	5,000	53.41	98.15
	March 5, 2015	December 17, 2021	6,281	53.41	104.43

In 2021, Messrs. Weston, Dufresne and Currie received stock option grants from Weston as described in the table below:

Name	Options Granted (#)	Exercise Price ($)	Grant Date Fair Value ($)	Vesting Schedule	Term of Grant
Galen G. Weston	121,786	100.86	1,799,997	20% per year over 5 years	7 years
	773 (1)	132.17	15,769	20% per year over 5 years	7 years
Richard Dufresne	120,518	100.86	1,781,256	20% per year over 5 years	7 years
Gordon A.M. Currie	47,361	100.86	699,996	20% per year over 5 years	7 years

(1) *Mr. Weston received an additional grant of options in August 2021 to reflect an increase in his base salary. For full details of this increase please refer to the section "2021 Compensation Decisions Regarding the Named Executive Officers".*

In 2021, Messrs. Weston and Sawyer received stock option grants from Loblaw as described in the table below:

Name	Options Granted (#)	Exercise Price ($)	Grant Date Fair Value ($)	Vesting Schedule	Term of Grant
Galen G. Weston	89,010	62.67	800,200	20% per year over 5 years	7 years
	1,836 (1)	86.30	24,492	20% per year over 5 years	7 years
Robert Sawyer	122,989	71.32	1,333,201	20% per year over 5 years	7 years

(1) *Mr. Weston received an additional grant of Loblaw options in August 2021 to reflect an increase in his base salary. Full details of Mr. Weston's compensation from Loblaw are set forth in Loblaw's management proxy circular, which is available at www.sedar.com.*

Restricted Share Unit Plan

RSUs entitle an executive to receive the value of the RSU award in Common Shares purchased on the open market at the end of the applicable vesting period, which is usually three years in length. An executive receives the number of Common Shares equal to the number of RSUs granted, with the ultimate award value determined by the Common Share price at the end of the applicable vesting period. Dividend equivalents in the form of additional RSUs that are equal in value to dividends paid on Common Shares are credited to the participant's account on each dividend payment date based on the number of RSUs in the account as of each dividend record date. The additional RSUs are subject to the same vesting conditions applicable to the related RSUs.

As discussed above, in 2021 the Corporation did not award RSUs to the Weston NEOs as part of its executive LTIP program, but did award RSUs to Weston Foods senior executives, including the Weston Foods NEO, Mr. Mongeau, as part of the Weston Foods MTIP program.

In 2021, Mr. Mongeau was awarded RSUs from the Corporation as set forth below:

Name	RSUs Granted (#)	Grant Value Per Unit ($)	Grant Date Fair Value ($)	Vesting Date
Luc Mongeau	3,842	100.86	387,504	March 9, 2024

(1) *Upon the closing of the sale of the Weston Foods fresh and frozen business, a portion of Mr. Mongeau's 2021 RSU grant was forfeited. See the section "Weston Foods Performance Incentive - 2019 Performance and Settlement of 2019 to 2021 Grants of Weston Foods Performance Incentive and RSUs" on page 71 for a description of the form of settlement for Mr. Mongeau's 2021 RSU grant.*

In 2021, Messrs. Weston and Sawyer were awarded RSUs from Loblaw as follows:

Name	RSUs Granted (#)	Grant Value Per Unit ($)	Grant Date Fair Value ($)	Vesting Date
Galen G. Weston	12,764 (1)	62.67	799,920	March 4, 2024
	284 (1) (2)	86.30	24,509	August 5, 2024
Robert Sawyer	18,693 (1)	71.32	1,333,185	May 12, 2024

(1) *Full details of Messrs. Weston's and Sawyer's compensation from Loblaw are set forth in Loblaw's management proxy circular, which is available at www.sedar.com.*

(2) *Mr. Weston received an additional grant of Loblaw RSUs in August 2021 to reflect an increase in his base salary.*

Performance Share Unit Plan

PSUs represent a form of at-risk long-term compensation that serves to motivate the recipient to deliver on objectives set forth in the Corporation's strategic plan. PSUs serve to focus executives on selected key drivers of corporate performance and reduce the number of stock options granted and potential shareholder dilution. PSUs also serve as a pay-for-performance incentive to reward executives for the achievement of prescribed corporate goals and share price appreciation. PSUs entitle an executive to receive the value of a PSU award in Common Shares purchased on the open market at the end of the applicable performance period, typically three years in length. However, the number of PSUs that vest during such period depends on the achievement of certain performance measures.

The Corporation's PSU performance measure and weighting for the Corporation's PSUs awarded to Messrs. Weston, Dufresne and Currie for 2021 is set out below:

Performance Measure	Weighting (%)
Consolidated Return on Capital	100

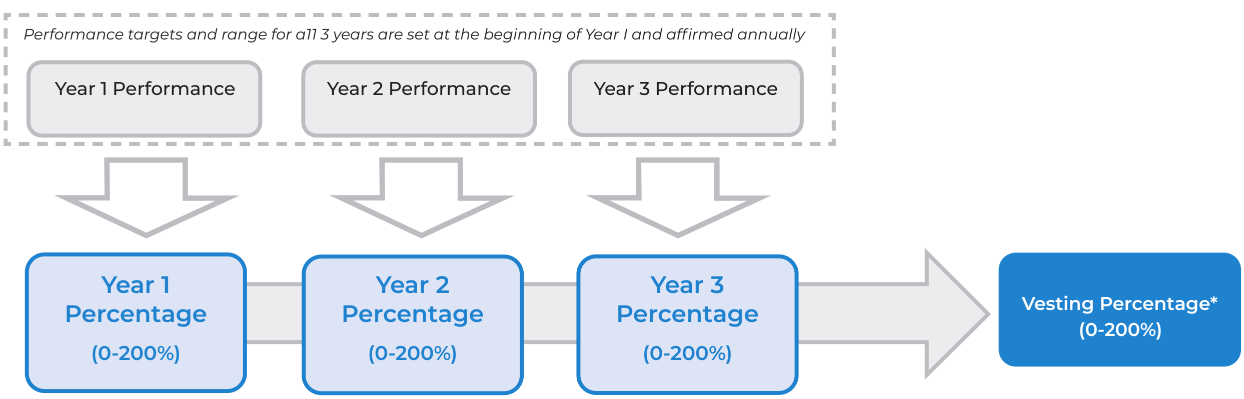
For 2021, the Loblaw PSU performance measures for the Loblaw PSUs awarded to Messrs. Weston and Sawyer were consolidated revenue and return on capital, excluding consolidated franchises.

Though the Governance Committee closely monitors the Corporation's performance relative to that of its peers when making compensation decisions, the Governance Committee believes that the best approach for the Corporation is to tie its executive compensation to performance metrics that are aligned with the Corporation's strategy and operating plans and that can be directly impacted by its executives. Consolidated return on capital creates a direct link to value creation by measuring effective deployment of shareholders' capital.

The Loblaw Governance Committee has determined that relative total shareholder return is not an appropriate performance measure for Loblaw's PSUs due to the lack of size-appropriate Canadian retail peers and the significantly different inflation, foreign exchange and macro-economic factors to which comparable U.S. retailers are subject. The Corporation's Governance Committee has likewise determined that relative total shareholder return is not an appropriate performance measure for the Corporation's PSUs due to its inapplicability to Loblaw as well as the lack of size-appropriate Canadian peers of the Corporation and the significantly different inflation, foreign exchange and macro-economic factors to which comparable U.S. peers are subject.

The Loblaw Governance Committee has determined that consolidated revenue is appropriate as a significantly-weighted performance measure for the Loblaw PSUs, notwithstanding its inclusion as a measure for the STIP, as it serves as a proxy for market share and is intended to reward growth of the business. Growth in revenue and market share is critical to the success of Loblaw and to Loblaw remaining competitive relative to its peers. Using consolidated revenue as a factor in the LTIP and STIP aligns the interests of executives with those of shareholders.

PSUs vest at the end of the applicable three-year performance period, however the performance factor that determines the number of PSUs that vest is determined by averaging results against target in each year in the performance period. Setting yearly performance targets reduces the need for the Corporation to make provisions for adjustments or moderation of macro-economic impacts which may be more likely over a longer term. The results in each year, in turn, are determined based upon the level of achievement of each of the performance conditions during that year. When setting the three one-year targets, the Governance Committee considers the longer term financial operating model of the Corporation. The setting of three one-year targets, as opposed to one three-year target, aligns with the emerging trend among retail organizations to set targets over shorter periods and reflects a retail industry specific incentive design. The overall number of PSUs that vest at the end of a performance period range from 0% to 200% of the initial grant as illustrated below:



Each PSU measure has a threshold, target and maximum performance level. Where performance is below threshold, PSUs do not vest. PSUs vest at 100% if target performance is achieved and at 200% if maximum performance is achieved.

For performance between threshold and target and target and maximum, vesting of PSUs is determined on a linear basis. Dividend equivalents in the form of additional PSUs that are equal in value to dividends paid on Common Shares are credited to the participant's account on each dividend payment date based on the number of PSUs in the account as of the dividend record date. The additional PSUs are subject to the same vesting conditions applicable to the underlying PSUs.

The performance target for the PSUs granted in 2021 relates to a three-year period ending December 31, 2023 and was developed taking into account the Corporation's confidential business strategies, plans and initiatives and its expectations regarding financial and operational performance. The target is intended to be challenging – neither impossible nor easy to achieve. PSU targets are forward-looking and disclosure of them before the end of the performance period would seriously prejudice the Corporation's interests. As a result, targets are disclosed at the time of payout of PSUs.

In 2021, Messrs. Weston, Dufresne and Currie were awarded PSUs from Weston for which the grant date fair value assumes vesting at 100% of target:

Name	PSUs Granted (#)	Grant Value Per Unit ($)	Grant Date Fair Value ($)	Vesting Date
Galen G. Weston	17,847	100.86	1,800,048	March 9, 2024
	119 (1)	132.17	15,728	August 9, 2024
Richard Dufresne	17,661	100.86	1,781,288	March 9, 2024
Gordon A.M. Currie	6,941	100.86	700,069	March 9, 2024

(1) Mr. Weston received an additional grant of PSUs in August 2021 to reflect an increase in his base salary. For full details of this increase please refer to the section "2021 Compensation Decisions Regarding the Named Executive Officers".

In 2021, Messrs. Weston and Sawyer were awarded PSUs from Loblaw for which the grant date fair value assumes vesting at 100% of target:

Name	PSUs Granted (#)	Grant Value Per Unit ($)	Grant Date Fair Value ($)	Vesting Date
Galen G. Weston	12,768	62.67	800,171	March 4, 2024
	284 (1)	86.30	24,509	August 5, 2024
Robert Sawyer	18,699	71.32	1,333,613	May 12, 2024

(1) Mr. Weston received an additional grant of Loblaw PSUs in August 2021 to reflect an increase in to his base salary. Full details of Mr. Weston's compensation from Loblaw are set forth in Loblaw's management proxy circular, which is available at www.sedar.com.

Performance of 2019 PSUs

In 2019, the Weston NEOs were awarded PSUs whose vesting was tied to achieving specific targets. For Weston, the performance target related to consolidated return on capital, defined as adjusted earnings before interest and taxes divided by capital at the start of the year*.

At the time of grant, the performance targets relating to the 2019 measures, namely, Weston's consolidated return on capital metric, were forward-looking as they related to the three-year period ending in 2021 and were developed taking into account Weston's business strategies, plans and initiatives, and expectations regarding financial and operational performance. The targets were intended to be challenging – neither impossible nor easy to achieve.

The targets and performance for the PSUs awarded in 2019, which were equally weighted on the Corporation's results from 2019, 2020 and 2021 and paid out in 2022, are set out below:

2019-2021 PSU PERFORMANCE

	2019	2020	2021	Payout
Consolidated Return on Capital	15.9 %	12.3 %	14.3 %	
Target	16.0 %	12.7 %	13.0 %	
Performance	94.9 %	89.2 %	132.0 %	
Performance Weight	33.3 %	33.3 %	33.3 %	
Vesting	31.6 %	29.7 %	44.0 %	
Overall Payout				**105.4%**

*Non-GAAP financial measure. Please see the note in the "Other Information" section of this Circular.

COMPENSATION DISCUSSION AND ANALYSIS

2019 PSU Payout Summary

In early 2022, the Governance Committee reviewed the performance of the 2019 PSU grants against target and determined the PSU payout for the Corporation was 105.4% of target. The number of PSUs that vested for Messrs. Weston, Dufresne and Currie pursuant to these performance results is set out in the table below:

Name	2019 PSUs Granted (#)	Total number of PSUs vested prior to application of performance factor [1] (#)	Total number of PSUs Vested from Consolidated Return on Capital (#)	Actual Settlement Value ($)
Galen G. Weston	19,320	20,520	21,627	3,250,056 [2]
Richard Dufresne	14,490	15,390	16,220	2,437,504 [2]
Gordon A.M. Currie	15,028	15,961	16,822	2,527,971 [2]

(1) *The total number of PSUs vested prior to application of performance factor reflects the original number of PSUs granted plus the dividend equivalents earned subsequent to the grant date.*

(2) *The actual value of the PSU settlements was based on the market price of the Common Shares on March 7, 2022, the vesting date of the PSUs, which was $150.28.*

Performance of 2019 Loblaw PSUs

In 2019, Mr. Weston was awarded Loblaw PSUs whose vesting was tied to Loblaw's consolidated revenue and return on capital targets over a three-year period. Revenue excluded the consolidation of franchises in 2019 and 2020, but was included as of 2021. The return on capital measure was defined as Adjusted EBIT* divided by capital at the start of the year. Adjusted EBIT, as referenced in relation to Loblaw's 2019 PSU targets, includes certain further adjustments in addition to those noted in Loblaw's 2021 Management's Discussion & Analysis. At the time of grant, the performance targets relating to the 2019 return on capital and enterprise consolidated revenue metrics were forward-looking as they related to the three-year period ending in 2021 and were developed taking into account Loblaw's business strategies, plans and initiatives and its expectations regarding financial and operational performance. The targets were intended to be challenging – neither impossible nor easy to achieve.

*Non-GAAP financial measure. Please see the note in the "Other Information" section of this Circular and section 17 of Loblaw's 2021 Management's Discussion & Analysis, which can be found on www.sedar.com.

The targets and performance for the Loblaw PSUs awarded in 2019, which were equally weighted on Loblaw results from 2019, 2020 and 2021 and paid out in 2022, are set out below:

Measures		2019		2020		2021		Performance by Measure	Performance Factor
		Target	Results	Target	Results	Target	Results		
Enterprise Consolidated Revenue	Max:	$47,317		$49,436		$52,760			
	Target:	**$46,618**	**$46,618**	**$48,705**	**$50,847**	**$51,725**	**$53,170**	**166.5%**	**83.3%**
50% weighting	Min:	$46,152		$48,218		$50,690			
Loblaw Return on Capital	Max:	16.29%		10.95%		12.02%			
	Target:	**15.79%**	**15.72%**	**10.45%**	**9.95%**	**11.27%**	**12.90%**	**95.0%**	**47.5%**
50% weighting	Min:	15.29%		9.95%		10.52%			
Performance by Year		**92.7%**		**100.0%**		**200.0%**		–	–
Vesting		**30.9%**		**33.3%**		**66.6%**		–	–
Overall Payout									**130.8%**

2019 Loblaw PSU Payout Summary

In 2022, the Loblaw Governance Committee determined that the 2019 grant of Loblaw's PSUs paid out at 130.8% of target for Mr. Weston. The number of PSUs that vested for Mr. Weston pursuant to these performance results is set out in the table below:

			Vesting of 2019 PSU Award			
Name	2019 PSUs Granted (#)	Total number of PSUs vested prior to application of performance factor [1] (#)	Enterprise Consolidated Revenue Component (#)	Loblaw Return on Capital Component (#)	Total number of PSUs Vested (#)	Actual Settlement Value ($)
Galen G. Weston	12,204	12,882	10,727	6,122	16,849	1,666,054 [2]

(1) *The total number of PSUs vested prior to application of performance factor reflects the original number of PSUs granted plus the dividend equivalents earned subsequent to the grant date.*

(2) *The actual value of the PSU settlements was based on the market price of Loblaw common shares on February 28, 2022, the vesting date of the PSUs, which was $98.8815.*

Choice Properties Performance Unit Plan

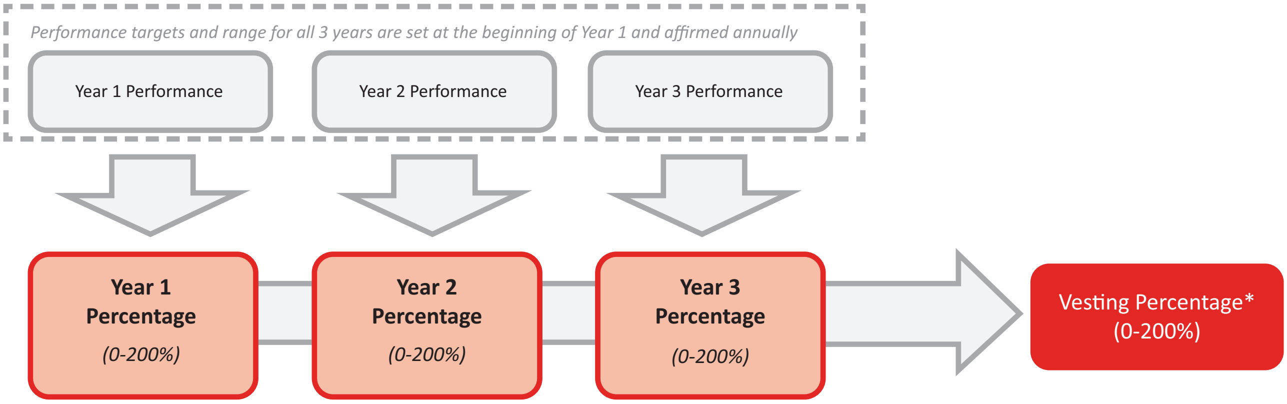
PUs represent a form of at-risk long-term compensation that serves to motivate the recipient to deliver on objectives set forth in the Trust's strategic plan. PUs serve to focus executives on selected key drivers of performance. PUs also serve as a pay-for-performance incentive to reward executives for the achievement of prescribed goals and Trust Unit price appreciation. PUs also entitle an executive to receive the value of the PU award in cash or Trust Units at the end of the applicable vesting period, which is also usually three years in length. A participant receives either a cash payment or the number of Trust Units (acquired on the open market) at the end of the applicable performance period. However, the number of PUs that vest during such period depends on the achievement of certain measures. Under the PU Plan, when distributions are paid on Trust Units for the period when a PU is outstanding, additional PUs equivalent in value to the distributions paid on Trust Units will be credited to the participant's account. The additional PUs vest at the same time as, and based on the achievement of performance measures applicable to, the underlying PUs.

If a participant is either terminated for cause or voluntarily resigns prior to the end of the applicable vesting period, all PUs are cancelled on the date of cessation of employment and no payments are made in respect of such PUs.

If a participant's employment is terminated: (i) due to death; (ii) retirement; or (iii) by the Trust without cause, then the PUs vest at target on a pro-rata basis for the period of time the participant was actively employed. All other PUs are cancelled. Settlement of vested PUs is made as soon as practicable following the last day of active employment.

The Choice Properties Governance Committee approved that the Trust's PU performance measure for 2021 would be total Unitholder return. The total Unitholder return metric aligns with the Trust's strategic objectives, with the underlying objective of the PU plan being to focus executives on the achievement of long-term strategic objectives in addition to meeting short-term business and financial objectives contained in the Trust's annual business plan.

The number of PUs that vest at the end of the applicable three-year performance period is determined by averaging each of the three year's results against target. The results in each year are determined based upon the level of achievement of each of the performance conditions during that year. The overall number of PUs that vest at the end of a performance period will range from 0% to 200% of the initial grant as illustrated below:



*Calculated as a simple average of performance in Years 1, 2, and 3.

A threshold performance condition for total Unitholder return must be met in order for any PUs to vest and the Trust sets targeted levels of performance for total Unitholder return. If the target performance condition is achieved, the number of PUs that vest will be equal to 100% of PUs initially granted. If the maximum performance condition is achieved during every year of the performance period, 200% of the initial number of PUs granted will vest.

Any performance results between the threshold performance conditions and maximum performance conditions will result in the vesting of PUs determined on a linear basis.

The total Unitholder return performance targets for the PUs granted in 2021 relate to a three-year period ending December 31, 2023 and were developed taking into account the Trust's business strategies, plans and initiatives and its expectations regarding financial and operational performance. These targets are intended to be challenging – neither impossible nor easy to achieve.

In 2021, Mr. Diamond was awarded PUs from the Trust for which the grant date fair value assumes vesting at 100% of target, as follows:

Name	PUs Granted (#)	Grant Value Per Trust Unit ($)	Grant Date Fair Value (1) ($)	Vesting Date
Rael L. Diamond	29,297	12.80	375,002	February 19, 2024
	5,144 (2)	14.58	75,000	July 29, 2024

(1) The grant date fair value of the PUs is calculated as the number of PUs granted multiplied by the greater of the volume weighted average Trust Unit price on the TSX for the one or five trading days preceding the grant date as applicable.

(2) Mr. Diamond received an incremental grant in connection with a compensation adjustment during 2021. Full details of Mr. Diamond's compensation from Choice Properties are set forth in Choice Properties' management proxy circular, which is available at www.sedar.com.

Performance of Choice Properties 2019 Performance Units

In 2019, Mr. Diamond was awarded PUs whose vesting was based on total Unitholder return over a three-year period.

The Trust's relative total Unitholder return is measured in relation to a select group of peers, based on a percentile ranking, where the minimum (threshold), target and maximum performance are achieved by nil, 50th and 100th percentile rankings, respectively, resulting in payouts of 0%, 100% and 200%, respectively. The peer group is comprised of certain Canadian REIT and real estate operating entities comparable in terms of size and complexity to Choice Properties, including a strong performance correlation to Choice Properties. The Trust's comparator group for this purpose is set out below:

Choice Properties Comparator Group	
Allied Properties REIT	First Capital REIT
Canadian Apartment Properties REIT	H&R REIT
Cominar REIT	RioCan REIT
CT REIT	SmartCentres REIT

At the time of the grant, the performance targets relating to the 2019 total Unitholder return metric were forward-looking as they related to a three-year performance period ending in 2021 and were developed taking into account the Trust's business strategies, plans and initiatives and its expectations regarding financial and operating performance. These targets were intended to be challenging – neither impossible nor easy to achieve.

In early 2022, the Governance Committee reviewed the performance of the 2019 PU and determined the following results based on the average of the three year performance:

The TUR measure achieved performance results of 150%, 175% and 75% in the first, second and third years of the performance period, respectively.

The target and performance for total Unitholder return for the PUs awarded in 2019, which were equally weighted on the results from 2019, 2020 and 2021 and paid out in 2022, are set out below:

	2019	2020	2021
Total Unitholder Return (1)	**27.2%**	**(0.1)%**	**22.6%**
Percentile Ranking	75.0%	87.5%	37.5%
Payout Factor	150%	175%	75%
Performance Weight	33.3%	33.3%	33.3%
Vesting	**50.0%**	**58.3%**	**25.0%**
Overall Payout			**133.3%**

(1) Total Unitholder Return is calculated using a starting price and ending price equal to the volume weighted average Trust Unit price on the TSX for the five trading days including and immediately preceding the first and last trading days of the year, respectively.

2019 Choice Properties Performance Unit Payout Summary

In early 2022, the Choice Properties Governance Committee confirmed that the 2019 grant of PUs paid out at 133.3% of target. The actual value of the PU payout earned was based on the volume-weighted average of the Trust Units on the TSX for the 5 trading days immediately preceding February 21, 2022, being the final day of the performance period, which was $14.47.

The number of PUs that vested for Mr. Diamond pursuant to this performance result is set out in the table below:

Name	Grant Date	PUs Granted (#)	Total number of PUs vested prior to application of performance factor [(1)] (#)	Total number of PUs vested from Total Unitholder Return (#)	Actual Settlement Value ($)
Rael L. Diamond	February 22, 2019	12,731	14,956	19,936	288,409 [(2)]
	May 8, 2019	10,098	11,705	15,602	241,838 [(3)]

(1) The total number of PUs vested prior to the application of the performance factor reflects the original number of PUs granted plus the distribution equivalents earned subsequent to the grant date.

(2) The actual value of the PU payouts was based on the volume-weighted average of the Trust Units on the TSX for the 5 trading days immediately preceding February 21, 2022, being the final day of the performance period, which was $14.47.

(3) Mr. Diamond's May 2019 PUs will vest on May 8, 2022. These amounts are the estimated value of the PU settlement, based on the number of PUs held on March 14, 2022, the performance factor and the closing price of the Trust Units on the TSX on March 14, 2022, which was $15.50. The actual number of units outstanding on May 8, 2022, being the vesting date of the PUs, will include distribution equivalents earned between March 14, 2022 and May 8, 2022, and the actual value of the PU settlement at that time will be based on the volume-weighted average of the Trust Units on the TSX for the 5 trading days immediately preceding May 7, 2022, being the final day of the vesting period.

Choice Properties Unit-Settled Restricted Unit Plan ("URU Plan")

The URU Plan is designed to achieve the following objectives: (i) foster the long-term retention of executives (through multi-year vesting and disposition restriction provisions); (ii) provide a performance-driven component to an executive's compensation; (iii) align the long-term interest of executives with the interests of Unitholders, through multi-year vesting and the six-year disposition restrictions; and (iv) assist in the recruitment of key personnel.

The URU Plan provides for the award of URUs to certain employees of the Trust, subject to approval by the Choice Properties Governance Committee. The Trust Units represented by the URUs granted under the URU Plan are purchased in the open market and are held by an independent custodian on behalf of each participant until such time as they have vested and the disposition restrictions have been lifted. The participant has the right to vote the Trust Units represented by the URUs and to receive distributions from the date of grant.

URUs have multi-year disposition restriction periods encouraging executives to think and act with a clear focus on long-term value creation. Disposition means selling, pledging or disposing of the URUs, except as otherwise permitted in the URU Plan and corresponding instruments of grant.

URUs vest over a three-year period at a rate of 1/3 per year, on each of the 1st, 2nd and 3rd anniversaries of the grant date and the awards are subject to a disposition restriction until six years following the grant date. Once the URUs have vested, they are no longer subject to forfeiture.

For further details on the Choice Properties URU Plan, including termination provisions, refer to the Choice Properties management proxy circular available at www.sedar.com.

The table below sets out the URUs granted under the URU Plan to Mr. Diamond in respect of 2021. The value of the URUs is based on the market value of Trust Units and does not reflect the fair value of the restricted Trust Units, which is lower than the market value, since the restricted Trust Units are not freely tradeable.

Name	URUs Granted (#)	Grant Date	Grant Value Per URU [(1)] ($)	Grant Date Fair Value ($)	Vesting Schedule	Date no longer subject to disposition restrictions
Rael L. Diamond	87,891	February 25, 2021	12.74	1,119,731	1/3 on grant anniversary in each of 2022, 2023 and 2024	February 25, 2027
	15,432 [(2)]	August 3, 2021	14.58	224,999	1/3 on grant anniversary in each of 2022, 2023 and 2024	August 3, 2027

(1) The grant values per URU for the URUs granted to Mr. Diamond reflect the volume weighted average trading price of the Trust Units on the TSX for the five trading days immediately preceding the dates of the award; the targeted grant value for the URU allocations of the February 25, 2021 and August 3, 2021 LTIP grants for Mr. Diamond were $1,125,005 and $224,999, respectively, based on the volume-weighted average price of the Trust Units of $12.80 and $14.58, respectively, being the Grant Values Per Trust Unit applicable to the awards of RUs and PUs granted on February 19, 2021 and July 29, 2021, respectively.

(2) Mr. Diamond received an incremental grant in connection with a compensation adjustment during 2021.

WESTON FOODS PERFORMANCE INCENTIVE

The Weston Foods Performance Incentive represented a form of at-risk long-term compensation that served to motivate the recipient to deliver on objectives set forth in Weston Foods' strategic plan. The Weston Foods Performance Incentive served to focus executives on selected key drivers of corporate performance. The Weston Foods Performance Incentive also served as a pay-for-performance Incentive to reward executives for the achievement of prescribed corporate goals. The Weston Foods Performance Incentive entitled an executive to a payout at the end of the applicable performance period, typically three years in length. However, the value of the Weston Foods Performance Incentive that vested during such period depended on the achievement of certain performance measures.

For 2021, the performance measures for the Weston Foods Performance Incentive target value awarded to Mr. Mongeau were Weston Foods sales and return on capital.

The Governance Committee believed that the best approach for Weston Foods was to tie its executive compensation to performance metrics that were aligned with Weston Foods' strategy and operating plans and that could be directly impacted by its executives. Return on capital created a direct link to value creation by measuring effective deployment of capital.

The Governance Committee determined that Weston Foods' revenue was appropriate as a significantly-weighted performance measure for the Weston Foods Performance component, notwithstanding its inclusion as a measure for the Weston Foods STIP, as it served as a proxy for market share and was intended to reward growth of the business. Growth in revenue and market share was critical to the success of Weston Foods and to Weston Foods remaining competitive relative to its peers. Using Weston Foods revenue as a factor in its LTIP and STIP aligned the interests of executives with those of the Corporation's shareholders.

The Weston Foods Performance Incentive vested at the end of the applicable three-year performance period, however the performance factor that determined the value of the Weston Foods Performance Incentive that vests was determined by aggregating points achieved against target in each year in the performance period. Setting yearly performance targets reduced the need for Weston Foods to make provisions for adjustments or moderation of macro-economic impacts which may be more likely over a longer term. The results in each year, in turn, were determined based upon the level of achievement of each of the performance conditions during that year. When setting the three one-year targets, the Governance Committee considered the longer term financial operating model of Weston Foods. The overall value of the Weston Foods Performance Incentive that vested at the end of a performance period ranged from 0% to 200% of the targeted grant value.

Each Weston Foods Performance Incentive measure had a threshold, target and maximum performance level. Each measure was awarded points annually based on performance against target, with three points per measure per year, for a combined maximum of 18 points achievable over three years. Where performance was below threshold, no points are awarded. The Weston Foods Performance Incentive paid out at 50% at the end of the three-year performance period if threshold performance (7 points) was achieved, at 100% if target performance (12 points) was achieved, and at 200% if maximum performance (18 points) was achieved. For performance between threshold and target and target and maximum, the performance payout percentage was determined on a linear basis.

The performance targets for the Weston Foods Performance Incentive granted in 2021 related to a three-year period ending December 31, 2023 and were developed taking into account Weston Foods' confidential business strategies, plans and initiatives and its expectations regarding financial and operational performance. The targets were intended to be challenging – neither impossible nor easy to achieve. The Weston Foods Performance Incentive targets were forward-looking and disclosure of them before the end of the performance period would seriously prejudice the Corporation's interests.

In 2021, Mr. Mongeau was awarded a Weston Foods Performance Incentive with a targeted payout value as set forth below. The award value assumed vesting at 100% of target.

Name	Weston Foods Performance Incentive Target Payout ($)	Vesting Date
Luc Mongeau	774,996	March 9, 2024

(1) Upon the closing of the sale of the Weston Foods fresh and frozen business, a portion of Mr. Mongeau's 2021 grant was forfeited. See the section "Weston Foods Performance Incentive - 2019 Performance and Settlement of 2019 to 2021 Grants", below, for a description of the form of settlement for the 2021 grants.

Weston Foods Performance Incentive - 2019 Performance and Settlement of 2019 to 2021 Grants of Weston Foods Performance Incentive and RSUs

In 2021, in connection with the sale of Weston Foods, the Governance Committee approved the form of settlement for the Weston Foods Performance Incentives and RSUs held by Mr. Mongeau.

Pursuant to the form of settlement, upon the closing of the Corporation's sale of the Weston Foods fresh and frozen business, the Weston Foods Performance Incentives granted in 2019 to Mr. Mongeau were settled on a pro-rata basis based on actual performance, as discussed further below. The Weston Foods Performance Incentives granted in 2020 were settled based on a deemed 2/3 completion of the performance period and a deemed 50% performance result, resulting in a 1/3 payout, and the Weston Foods Performance Incentives granted in 2021 were settled based on a deemed 1/3 completion of the performance period and a deemed 100% performance result, resulting in a 1/3 payout.

Pursuant to the form of settlement, upon the closing of the Corporation's sale of the Weston Foods fresh and frozen business, the RSUs granted in 2019 to Mr. Mongeau were settled on a pro-rata basis and the RSUs granted in 2020 and 2021 were settled based on a deemed 2/3 and 1/3 completion of the vesting period, respectively.

The Weston Foods Performance Incentives and RSUs held by other employees of Weston Foods were settled in a substantially similar manner to Mr. Mongeau's.

The Weston Foods Performance Incentive for 2019 was based on the following performance measures:

Weston Foods Performance Incentive 2019-2021 Business Performance Measures	
Weston Foods Sales **50%**	**Weston Foods Return on Capital** **50%**

Under the Weston Foods Performance Incentive, the performance in each of the three years during the performance period is weighted equally. Weston Foods' performance against its 2021 targets, when coupled with the 2019 and 2020 performance, resulted in no payout (0%) for the Weston Foods Performance Incentive for 2019-2021.

When coupled with the performance of the RSUs awarded under the same grant cycle, the payout for the awards under the 2019, 2020 and 2021 Weston Foods MTIP programs is set out below:

Settlement of Weston Foods Medium Term Incentive Programs 2019-2021

Components		2019-2021 (1)	2020-2022 (2)	2021-2023 (3)
Weston Foods Performance Incentive	Time Factor	97.2%	66.7%	33.3%
	Performance Factor	—%	50%	100%
	Combined Factor	—%	33.3%	33.3%
	Program Weighting	66.7%	66.7%	66.7%
GWL RSUs	Time Factor	92.3%	66.6%	33.3%
	Performance Factor(4)	151.5%	135.6%	140.0%
	Combined Factor	139.8%	90.3%	46.6%
	Program Weighting	33.3%	33.3%	33.3%
Overall Payout(5)		**46.6%**	**52.3%**	**37.7%**

(1) 2019-2021: Weston Foods Performance Incentive time factor is based on the number of completed months in the performance period of January 1, 2019 to December 31, 2021; Weston Foods Performance Incentive performance factor reflects actual performance; RSU time factor is based on the number of completed days between the grant date of March 5, 2019 and the closing of the sale of the Weston Foods Fresh and Frozen business on December 10, 2021.

(2) 2020-2022: Weston Foods Performance Incentive and RSU time factors were based on a deemed 2/3 completion of their respective performance periods; Weston Foods Performance Incentive performance factor was based on a deemed performance result of 50%.

(3) 2021-2023: Weston Foods Performance Incentive and RSU time factors were based on a deemed 1/3 completion of their respective performance periods; Weston Foods Performance Incentive performance factor was based on a deemed performance result of 100%.

(4) RSU performance is based on the change in market value of the GWL common shares from the grant date to the vest date.

(5) For the Weston Foods' colleagues whose RSUs were settled in connection with the sale of the Weston Foods Ambient business, the 2019 RSU time factor was based on the number of completed days between the grant date of March 5, 2019 and the closing of the sale of the Weston Foods Ambient business on December 29, 2021.

Weston Foods Performance Incentive Payout Summary

In late 2021, in conjunction with the closing of the sale of the Weston Foods fresh and frozen business, the Governance Committee approved the performance and deemed performance for the outstanding Weston Foods Performance Incentive grants as described above. The Weston Foods Performance Incentive payout for Mr. Mongeau, pursuant to these performance results, is set out in the table below:

Vesting of 2019-2021, 2020-2022 and 2021-2023 Awards under the Weston Foods Performance Incentive

Name	Performance Period	Target Value Awarded ($)	Performance (%)	Award ($)
Luc Mongeau	2019-2021	625,008	— %	—
	2020-2022	774,958	33.3 %	258,319
	2021-2023	774,996	33.3 %	258,332
Overall Payout				**516,651**

OTHER COMPENSATION MATTERS AND THEIR APPLICATION TO EACH NEO, AS APPLICABLE

Weston Foods - Other Payments Applicable to the President of Weston Foods

In connection with a strategic project undertaken by Weston Foods in 2020-2021, Mr. Mongeau was provided with an incentive bonus to be determined by the outcome of the project in late March 2021. As described in the Corporation's management proxy circular dated May 11, 2021, in early 2021 the Governance Committee determined that the 2020 Weston Foods STIP would pay out at an adjusted factor of 70.5%. Addressing this adjustment, the Governance Committee exercised its discretion to proportionately reduce the strategic project bonus that would otherwise have been awarded to Mr. Mongeau in March 2021 and determined to pay out a reduced project bonus of $136,525.

In connection with the sale of Weston Foods, Mr. Mongeau was provided with a sale price incentive. The sale bonus structure for Mr. Mongeau contemplated a cash payout based on the sale price achieved for the Weston Foods business, with a minimum payment of $1.0 million and a maximum payment of $3.0 million, depending on the proceeds of sale of the business.

In addition, a small number of key individuals, including Mr. Mongeau, were provided retention incentives to address their roles in helping to promote and execute the transaction itself and in keeping the broader organization engaged and the business on a strong footing until the transaction closed, as well as other considerations. Delivery on the sale required deep and active engagement by the key executives, including Mr. Mongeau, whose targeted incentives were intended to reflect his level of direct accountability and effort.

The strategic project and Weston Foods sale incentives for Mr. Mongeau paid out as set out in the table below:

Name	Weston Foods Project and Sale Incentives			
	Strategic Project Bonus ($)	Sale Price Bonus ($)	Retention Incentive ($)	Total Project and Sale Incentives ($)
Luc Mongeau	136,525	1,000,000	775,000	1,911,525

Long-Term Incentive Plan Clawback

All LTIP grants by the Corporation include a clawback provision stating that if an executive accepts employment with a competitor of the Corporation, Loblaw or Choice Properties within six months after leaving the employment of the Corporation, the gross dollar value of all stock option, RSU and PSU payments received in the 12 months of employment immediately prior to the date of cessation of employment must be repaid to the Corporation. Loblaw LTIP awards and Choice Properties LTIP awards to their respective executives also include this provision.

Securities Authorized for Issuance under Equity Compensation Plans as of December 31, 2021

The following table shows the number of securities authorized for issuance under equity compensation plans of the Corporation:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity Compensation Plans Approved by Securityholders			
Stock Option Plan	1,817,548	$101.89	4,029,099
Equity Compensation Plans Not Approved by Securityholders	N/A	N/A	N/A
Total	**1,817,548**	**$101.89**	**4,029,099**

RETIREMENT AND PENSION ARRANGEMENTS

The retirement and pension arrangements of the Corporation, Loblaw and Choice Properties are designed to provide a reasonable level of retirement income to executives. Senior executives of the Corporation, Loblaw and Choice Properties (other than Mr. Weston) participate in either the defined benefit or the defined contribution component of the Consolidated Executive Plan. Certain Choice Properties executives, including Mr. Diamond, continue to participate in the CREIT Management, L.P. Pension Plan, a defined contribution registered pension plan. Mr. Weston does not participate in any of the Corporation's or Loblaw's pension plans.

All new executives join the Consolidated Executive Plan and participate in the defined contribution portion of the plan. In addition, senior executives of the Corporation and Loblaw whose pensionable earnings exceed prescribed levels participate in a non-contributory SERP.

The details of these retirement and pension arrangements are set out in the section "Pension Plan and Long Service Executive Arrangements" on page 88.

EXECUTIVE BENEFIT PLANS

The Corporation and Loblaw, as participating employers in Weston's executive benefit program, provide their respective NEOs with designated health, dental, disability and insurance coverage through executive benefit plans paid for by the Corporation and Loblaw, respectively.

PERQUISITES

NEOs receive a limited number of perquisites. These include the use of a car or car allowance, an annual medical examination and a discretionary health care spending account, and the right to participate in the employee share ownership plan.

EXECUTIVE SHARE OWNERSHIP POLICY

The Corporation maintains an Executive Share Ownership Policy to further align the interests of senior executives with those of the Corporation's shareholders. The policy establishes minimum share ownership levels for executives which, based on their executive level, are set at a multiple of their base salary.

Under the policy, Common Shares, DSUs, EDSUs and the in-the-money value of vested stock options of the Corporation are the only eligible holdings included in determining an executive's ownership value. The policy applies to every executive at the senior vice president level and higher. Senior executives of the Corporation who serve the Corporation as well as Loblaw or Choice Properties may include their eligible holdings of each entity that they serve to satisfy the policy.

Under the policy, senior executives are expected to own eligible equity-based holdings with a value equal to a multiple of their base salary as determined by their position:

Chief Executive Officer	5x base salary
President	3x base salary
Executive Vice Presidents	2x base salary
Senior Vice Presidents	0.5x base salary

Executives are expected to attain the required ownership level within five years of their appointment. The Chief Executive Officer and the President are subject to post-employment hold periods which require them to maintain their share ownership levels for one year following the end of their employment.

Executives subject to the policy are required to retain a minimum of 50% of the after-tax proceeds received on the settlement of RSUs or PSUs or an exercise of stock options in Common Shares until their respective executive ownership levels have been attained.

The dollar values of each NEO's eligible equity-based holdings, based on the closing price of the Common Shares on the TSX on March 14, 2022 of $157.26 and the closing price of the Loblaw common shares on the TSX on March 14, 2022 of $114.54, are set forth in the following table, along with the dollar value of those equity-based holdings that are not eligible to be included in determining an executive's ownership value:

	Ownership Requirement		Value of Eligible Equity-Based Holdings				Value of Ineligible Equity-Based Holdings			
Name	**($)**	**Multiple of Salary**	**Common Shares ($)**	**DSUs and EDSUs ($)**	**Vested In-the-Money Stock Options ($)**	**Eligible Total ($)**	**RSUs ($)**	**PSUs [1] ($)**	**Unvested In-the-Money Stock Options ($)**	**Ineligible Total ($)**
Galen G. Weston [2]	6,210,000	5	12,422,853,373	350,375	33,530,702	12,456,734,450	4,546,436	11,210,573	25,922,022	41,679,031
Richard Dufresne [3]	2,850,000	3	2,519,829	—	17,029,068	19,548,897	—	5,993,650	15,315,098	21,308,748
Robert Sawyer [4]	2,000,000	2	900,580	1,536,116	—	2,436,696	3,704,567	3,705,713	6,716,730	14,127,010
Gordon A.M. Currie [5]	1,400,000	2	5,182,214	1,417,856	6,581,303	13,181,373	—	2,931,326	6,081,554	9,012,880
			Unrestricted Trust Units ($)	**Trust Units, Restricted [7] ($)**	**In-the-Money Unit Options ($)**		**RUs ($)**	**PUs [1] ($)**	**In-the-Money Unit Options ($)**	
Rael L. Diamond [6]	2,340,000	3	3,418,246	9,106,498	—	12,524,744	544,289	1,699,010	—	2,243,299

(1) The value of PSU and PU awards assumes vesting at 100% of target.

(2) Mr. Weston is also subject to Loblaw's Executive Share Ownership Policy. His Loblaw equity-based holdings are included in the table based on their value on March 14, 2022 at $114.54, being the closing price on the TSX of a Loblaw common share on that date. Mr. Weston was granted DSUs during his time as a non-management director of the Corporation between 2016 and 2017. Mr. Weston's common share amount includes the value of the common shares controlled by him through his control of Wittington Investments, Limited.

(3) Mr. Dufresne is also subject to Loblaw's Executive Share Ownership Policy. His Loblaw equity-based holdings are included in the table based on their value on March 14, 2022 at $114.54, being the closing price on the TSX of a Loblaw common share on that date.

(4) Mr. Sawyer is subject to Loblaw's Executive Share Ownership Policy. His Loblaw equity-based holdings are set forth in the table based on their value on March 14, 2022 at $114.54, being the closing price on the TSX of a Loblaw common share on that date. Mr. Sawyer was a director of Weston until May 2021. Pursuant to Loblaw's Share Ownership Policy, Mr. Sawyer's equity holdings in Weston, as at May 6, 2021, the date of his appointment at Loblaw, count towards his minimum equity ownership requirement. Mr. Sawyer held 4,270 Weston common shares and 9,768 Weston deferred share units with a value of $1,536,116 based on the closing price on the TSX of a Weston common share on March 14, 2022 of $157.26.

(5) Pursuant to the Executive Share Ownership Policy, Mr. Currie's Loblaw holdings count towards his minimum equity ownership in the Corporation. His Loblaw equity-based holdings are included in the table based on their value on March 14, 2022 at $114.54, being the closing price on the TSX of a Loblaw common share on that date. Mr. Currie elected to take all or a portion of his STIP award in the form of EDSUs for certain years.

(6) Mr. Diamond is subject to Choice Properties' Executive Equity Ownership Policy. His Choice Properties equity-based holdings are set forth in the table based on their value on March 14, 2022 at $15.50, being the closing price on the TSX of a Choice Properties Trust Unit on that date.

(7) The Trust Unit values are based on the market value of freely tradeable Trust Units.

For a description of the Loblaw Executive Share Ownership Policy in respect of Messrs. Weston, Dufresne and Sawyer, please refer to Loblaw's management proxy circular available at www.sedar.com. For a description of the Choice Properties Executive Equity Ownership Policy in respect of Mr. Diamond, please refer to Choice Properties' management proxy circular available at www.sedar.com.

2021 COMPENSATION DECISIONS REGARDING THE NAMED EXECUTIVE OFFICERS

The following outlines the rationale underlying the compensation decisions for each of the Corporation's NEOs for 2021.

Galen G. Weston, Chairman and Chief Executive Officer of the Corporation and Chairman and President of Loblaw

In the second half of 2020, the Boards of both Loblaw and Weston engaged Meridian to review and benchmark Mr. Weston's compensation relative to the Weston and Loblaw comparator groups. Mr. Weston's compensation was last reviewed in 2018, with a limited salary increase effective January 1, 2019. The results of the 2020 review suggested that Mr. Weston's total direct compensation was below the market median and Loblaw's compensation policy objective.

Effective May 6, 2021, Mr. Weston assumed the role of President and Chairman of Loblaw, in addition to his duties as Chairman and Chief Executive Officer of Weston. To reflect this expanded role at Loblaw, since May 6, 2021, 70% of Mr. Weston's base salary has been paid by Loblaw and 30% by Weston. Each of Loblaw and Weston determines and funds its respective share of Mr. Weston's STIP. 70% of Mr. Weston's STIP is subject to the Loblaw STIP and 30% is subject to the Weston STIP.

Recognizing Mr. Weston's unique position as Chairman and President of Loblaw and Chairman and Chief Executive Officer of Weston, and to further reflect the complexity of managing these multiple roles, Mr. Weston received a base salary increase from $1,200,000 to $1,242,000 effective July 1, 2021. For purposes of his annual STIP determination, Mr. Weston's STIP target remained at 150% of his base salary and for purposes of his annual LTIP determination, Mr. Weston's LTIP target remained at 500% of his base salary.

Mr. Weston's annual Loblaw LTIP granted in March, 2021 had an aggregate grant date fair value of $2,400,291, comprised of 89,010 stock options, 12,764 RSUs and 12,768 PSUs. In conjunction with the increase to Mr. Weston's base salary, the Governance Committee approved a one-time grant of 1,836 stock options, 284 RSUs and 284 PSUs in August 2021, with an aggregate grant date fair value of $73,510, representing Mr. Weston's incremental LTIP value from Loblaw for 2021.

Mr. Weston's annual LTIP grant from Weston for 2021 had an aggregate grant date fair value of $3,600,045, comprised of 121,786 stock options and 17,847 PSUs. In conjunction with the increase to Mr. Weston's base salary, the Weston Governance Committee approved a one-time grant of 773 stock options and 119 PSUs in August 2021, with an aggregate grant date fair value of $31,497, representing Mr. Weston's incremental LTIP value from Weston for 2021.

As discussed in the section "Individual STIP Components for the Corporation and Loblaw", the Governance Committees of both the Corporation and Loblaw awarded Mr. Weston an individual performance component of his STIP award of $726,987.

Richard Dufresne, President and Chief Financial Officer of the Corporation and Chief Financial Officer of Loblaw

Mr. Dufresne's compensation arrangements were last set in 2020 and did not change in 2021, being a base salary of $950,000 and STIP and LTIP targets of 125% and 375% of base salary, respectively.

Effective May 6, 2021, Mr. Dufresne assumed the role of Chief Financial Officer of Loblaw, in addition to his duties as President and Chief Financial Officer of the Corporation. To reflect his dual role, since May 6, 2021, 80% of Mr. Dufresne's base salary has been paid by Loblaw and 20% by the Corporation. Each of the Corporation and Loblaw determines and funds its respective share of Mr. Dufresne's STIP. 80% of Mr. Dufresne's STIP is subject to the Loblaw STIP and 20% is subject to the Corporation's STIP.

Mr. Dufresne's LTIP grants from the Corporation for 2021 had an aggregate grant date fair value of approximately $3,562,544, comprised of 120,518 stock options and 17,661 PSUs. In addition, as discussed in the section "Individual STIP Components for the Corporation and Loblaw", the Governance Committee awarded Mr. Dufresne an individual performance component of his STIP award of $450,071.

Robert Sawyer, Chief Operating Officer of Loblaw

Mr. Sawyer, a former director of Weston, was appointed as Chief Operating Officer of Loblaw effective May 6, 2021. The compensation arrangements approved by the Loblaw Governance Committee for Mr. Sawyer upon his appointment included a base salary of $1,000,000 and STIP and LTIP targets of 150% and 400% of base salary, respectively. Mr. Sawyer's compensation also includes an allowance paid for certain relocation and travel expenses.

For 2021, Mr. Sawyer received an LTIP grant from Loblaw comprised of 122,989 stock options, 18,693 RSUs and 18,699 PSUs, with an aggregate grant date value of $3,999,999, representing a full year grant.

In addition, as discussed in the section "Individual STIP Components" of the Loblaw management proxy circular, available at www.sedar.com, the Loblaw Governance Committee awarded Mr. Sawyer $517,771 for the individual performance component of his 2021 STIP award.

Rael L. Diamond, President and Chief Executive Officer of Choice Properties

Prior to 2021, Mr. Diamond's compensation arrangements were last set effective May 1, 2019, upon his appointment to the role of President and Chief Executive Officer of Choice Properties.

In 2021, the Choice Properties Governance Committee engaged Meridian to benchmark Mr. Diamond's compensation relative to the Trust's comparator group. After reviewing the results of the benchmarking, the Choice Properties Governance Committee determined that effective May 1, 2021, Mr. Diamond's base salary would increase from $750,000 to $780,000 and his LTIP target would increase from 200% to 250%. Mr. Diamond's STIP target remained unchanged at 100%.

For 2021, Mr. Diamond received an LTIP grant comprised of 87,891 URUs and 29,297 PUs, with an aggregate grant fair value of $1,500,007. In conjunction with the increases to Mr. Diamond's base salary and LTIP target, the Governance Committee approved a grant of 15,432 URUs and 5,144 PUs with an aggregate grant date fair value of $299,999, representing Mr. Diamond's incremental LTIP value for 2021.

As described previously, in early 2022 the Choice Properties Governance Committee awarded Mr. Diamond $819,312 for his 2021 STIP award.

Gordon A.M. Currie, Executive Vice President and Chief Legal Officer

Mr. Currie's compensation arrangements as Executive Vice President and Chief Legal Officer were last set in 2019 and did not change in 2021, being a base salary of $700,000 and STIP and LTIP targets of 100% and 200% of base salary, respectively.

Mr. Currie's LTIP grants from the Corporation for 2021 had an aggregate grant date fair value of approximately $1,400,065, comprised of 47,361 stock options and 6,941 PSUs. In addition, as discussed in the section "Individual STIP Components for the Corporation and Loblaw", the Governance Committee awarded Mr. Currie an individual performance component of his STIP award of $175,000.

Luc Mongeau, Former President of Weston Foods

Prior to 2021, Mr. Mongeau's compensation arrangements were last set in January 2020 and were unchanged for 2021, being a base of $775,000 and STIP and MTIP targets for 100% and 150% of base salary, respectively. For 2021, Mr. Mongeau's targeted MTIP grant value was $1,162,500. His MTIP grant was comprised of 3,842 RSUs, with an aggregate grant date fair value of $387,504 and a Weston Foods Performance Incentive component with a targeted value at the end of the three-year performance period in 2023 of $774,996. In addition, as discussed in the section "Individual STIP Components for the Corporation and Loblaw", the Governance Committee awarded Mr. Mongeau an individual performance component of his STIP award of $183,441.

TERMINATION AND CHANGE OF CONTROL BENEFITS

None of the NEOs' employment agreements provide for change of control benefits; however, the Corporation's compensation plans have termination and change of control provisions. The table below summarizes the termination and change of control benefits provided under each plan in situations that result in cessation of employment. The actual amounts that a NEO would receive upon termination of employment can only be determined at the time the NEO leaves the Corporation.

	Separation Event [(1)(2)]					Change of Control
Type of Compensation	**Resignation**	**Termination without Cause**	**Termination with Cause**	**Retirement after age 55 with at least 10 years of service (the "Conditions")**	**Retirement that does not meet the Conditions**	
Short-Term Incentive Plan	No payment	Bonus for the applicable year is prorated to the termination date	No payment	Bonus for the applicable year is prorated to the retirement date	Bonus for the applicable year is prorated to the retirement date	Governance Committee discretion to grant or adjust bonus
Weston Foods Medium Term Incentive Plan	Units forfeited at time of notice of resignation	Value of units paid out on a pro rata basis	All outstanding units are forfeited	Value of units will vest until the end of the term of the grant and pay out in the normal course	Grant value paid out on a pro rata basis	Governance Committee discretion to adjust grant or payout of current value
Stock Option Plan	30 days from the last day of active employment to exercise vested options	90 days from notice of termination to exercise vested options	All outstanding options forfeited at time of notice of termination	Options will continue to vest and pay out in the normal course, with the exception of any award granted in the calendar year of retirement	90 days from the date of retirement to exercise vested options	Governance Committee discretion to accelerate vesting of options
Restricted Share Unit Plan	Units forfeited upon the last day of active employment	Value of units paid out on a prorated basis (at target level) for units granted at least 12 months prior to termination date	All outstanding units forfeited upon the last day of active employment	RSUs will continue to vest and pay out in the normal course, with the exception of any award granted in the calendar year of retirement	Value of outstanding units paid out on a prorated basis	Governance Committee discretion to adjust grant
Performance Share Unit Plan	Units forfeited upon the last day of active employment	Value of units paid out on a prorated basis (at target level) for units granted at least 12 months prior to termination date	All outstanding units forfeited upon the last day of active employment	PSUs will continue to vest and pay out in the normal course, with the exception of any award granted in the calendar year of retirement	Value of outstanding units paid out on a prorated basis	Governance Committee discretion to adjust grant
Executive Deferred Share Unit Plan	NEO has until December 15th of the year following resignation to redeem	NEO has until December 15th of the year following termination to redeem	NEO has until December 15th of the year following termination to redeem	NEO has until December 15th of the year following retirement to redeem	NEO has until December 15th of the year following retirement to redeem	Governance Committee to ensure substantially similar award following a change of control event
Choice Properties Performance Unit Plan	All outstanding PUs forfeited upon the last day of active employment	Value of outstanding PUs paid out on a prorated basis to the date of termination	All outstanding PUs forfeited upon the last day of active employment	PUs will continue to vest and pay out in the normal course, with the exception of any award granted in the calendar year of retirement	Value of outstanding PUs paid out on a prorated basis to the date of retirement	Governance Committee discretion to adjust grant
Choice Properties Unit-Settled Restricted Unit Plan	Unvested URUs forfeited upon the last day of active employment	Unvested URUs which would have vested within 24 months from date of termination will vest and the balance will be forfeited	Unvested URUs forfeited upon the last day of active employment	Unvested URUs will continue to vest in the normal course	Unvested URUs will continue to vest in the normal course	Unvested URUs will immediately vest

(1) The Corporation's plans were amended in 2016 to provide for certain benefits upon an executive's retirement at age 55 with at least 10 years of service. The plans were also amended for executives who die or become disabled, to allow for their RSUs and PSUs to continue to vest and pay out in the normal course. All vested and unvested stock options will immediately vest and executives (or their estates) will have 2 years from the date of death or disability (or, if earlier, expiry of the term) to exercise vested options.

(2) The Trust's RU and PU plans were amended in 2021 to provide for certain benefits upon an executive's retirement at age 55 with at least 10 years of service. The plans were also amended for executives who die or become disabled, to allow for their RUs and PUs to continue to vest and pay out in the normal course.

The Governance Committee has discretion to make adjustments to the general plan provisions for a particular executive if considered appropriate in the circumstances. The following summarizes the termination benefits described above as they relate to the specific arrangements under each NEO's employment agreement as at December 31, 2021.

Galen G. Weston, Chairman and Chief Executive Officer of the Corporation and Chairman and President of Loblaw

Mr. Weston is not contractually entitled to severance, termination or change of control payments other than applicable incentive payments and share-based settlements as provided for under the terms of the STIP and the LTIP. Upon termination, Mr. Weston would be subject to certain non-competition and confidentiality undertakings.

Richard Dufresne, President and Chief Financial Officer of the Corporation and Chief Financial Officer of Loblaw

If Mr. Dufresne's employment is terminated without cause, he would be entitled to receive for a period of 18 months plus one additional month for every completed year of service from the effective date of his most recent employment agreement up to a maximum of 24 months: (a) his base salary and car allowance, (b) his target STIP bonus, and (c) his health care and dental benefits, participation in the employee/family assistance program and pension accrual. Mr. Dufresne would also be entitled to applicable incentive payments and share-based settlements as provided for under the terms of the LTIP. Upon termination, Mr. Dufresne would be subject to certain non-competition and confidentiality undertakings.

Robert Sawyer, Chief Operating Officer of Loblaw

If Mr. Sawyer's employment is terminated without cause, he would be entitled to receive (a) a lump sum of 50% of his base salary for the period beginning on the last day of his employment and ending April 30, 2023; and (b) a lump sum of 50% of his target STIP bonus for the period beginning on the last day of his employment and ending April 30, 2023. In addition, his LTIP awards received during the term of his employment would continue to vest on their original timeline without pro-ration. Upon termination, Mr. Sawyer would be subject to certain non-competition and confidentiality undertakings. If Mr. Sawyer remains employed by Loblaw until April 30, 2023 his LTIP awards received during the term of his employment will continue to vest on their original timeline.

Rael L. Diamond, President and Chief Executive Officer of Choice Properties

If Mr. Diamond's employment is terminated without cause, he would be entitled to receive for a period of 18 months plus one additional month for every completed year of service after ten years of continuous service up to a maximum of 24 months: (a) his base salary and car allowance, (b) his target STIP bonus, and (c) his health care and dental benefits, participation in the employee/family assistance program and pension accrual. Mr. Diamond would also be entitled to certain incentive and unit based payments applicable to the period prior to the termination date, as provided for under the terms of the STIP and LTIP. Upon termination, Mr. Diamond would be subject to certain non-competition and confidentiality undertakings.

Gordon A.M. Currie, Executive Vice President and Chief Legal Officer

If Mr. Currie's employment is terminated without cause, he would be entitled to receive: (a) a lump sum payment of $2,500,000, and (b) applicable incentive payments and share-based settlements as provided for under the terms of the LTIP. Upon termination, Mr. Currie would be subject to certain non-competition and confidentiality undertakings.

POTENTIAL AMOUNTS PAID ON TERMINATION

The following table sets forth the estimated incremental payments or benefits that the NEOs would have received upon termination of employment on December 31, 2021 for the various reasons described below.

		Amounts Due on Termination								
		Contractual Severance								
						Long-Term Incentive Plans				
Name	**Event**	**Salary [1] ($)**	**Annual Bonus [1] ($)**	**Benefits ($)**	**Other ($)**	**Stock Options [2] ($)**	**RSUs [3] ($)**	**PSUs / PUs [3] ($)**	**URUs [4] ($)**	**Total ($)**
Galen G. Weston	Termination with cause	—	—	—	—	—	—	—	—	—
Chairman and Chief Executive Officer of the Corporation and Chairman and President of Loblaw	Termination without cause	—	—	—	—	—	—	—	—	—
	Resignation	—	—	—	—	—	—	—	—	—
	Retirement	—	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—	—
Richard Dufresne	Termination with cause	—	—	—	—	—	—	—	—	—
President and Chief Financial Officer of the Corporation and Chief Financial Officer of Loblaw	Termination without cause	1,741,666 [5]	2,177,084 [6]	117,415 [7]	44,001 [8]	—	—	—	—	4,080,166 [9]
	Resignation	—	—	—	—	—	—	—	—	—
	Retirement	—	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—	—
Robert Sawyer	Termination with cause	—	—	—	—	—	—	—	—	—
Chief Operating Officer of Loblaw	Termination without cause	666,667 [10]	1,000,000 [10]	— [10]	— [10]	3,975,004	1,604,433	1,604,948	—	8,851,052
	Resignation	—	—	—	—	—	—	—	—	—
	Retirement	—	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—	—
Rael L. Diamond	Termination with cause	—	—	—	—	—	—	—	—	—
President and Chief Executive Officer of Choice Properties	Termination without cause	1,170,000 [11]	1,170,000 [11]	82,215 [11]	31,500 [11]	—	—	—	2,254,530	4,708,245
	Resignation	—	—	—	—	—	—	—	—	—
	Retirement	—	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—	—
Gordon A.M. Currie	Termination with cause	—	—	—	—	—	—	—	—	—
Executive Vice President and Chief Legal Officer	Termination without cause	—	—	—	2,500,000	—	—	—	—	2,500,000
	Resignation	—	—	—	—	—	—	—	—	—
	Retirement	—	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—	—

(1) The Salary and Annual Bonus figures reflect contractual entitlements and may be paid by salary continuance, subject to mitigation obligations.

(2) The NEOs are entitled to exercise vested options following termination without cause in accordance with the Stock Option Plan. NEOs are entitled to continued vesting and payout of stock options in the normal course if they retire at age 55 with 10 years of service.

(3) Weston and Loblaw RSUs and PSUs are paid out on a prorated basis where the NEO retires or is terminated without cause in accordance with the RSU Plan and PSU Plan, respectively. NEOs are entitled to continued vesting and payout of RSUs and PSUs if they retire at age 55 with 10 years of service. Choice Properties PUs are paid out on a prorated basis where the NEO retires or is terminated without cause, and the NEO is entitled to continued vesting and payout of PUs upon retirement at age 55 with 10 years of service, in accordance with the PU Plan.

(4) Following termination without cause, in accordance with the URU Plan, the unvested URUs that would have vested within 24 months of the termination date will vest immediately.

(5) Aggregate based on 18 months' salary, plus one additional month for every completed year of service from the effective date of his most recent employment agreement, which amounts to 22 months. The Weston and Loblaw allocations are $348,333 and $1,393,333, respectively.

(6) Aggregate annual bonus is valued at target level. The Weston and Loblaw allocations are $435,417 and $1,741,667, respectively.

(7) Aggregate is based on benefits and pension accruals for 22 months. The Weston and Loblaw allocations are $18,643 and $98,772, respectively.

(8) Aggregate is based on car allowance for 22 months. The Weston and Loblaw allocations are $20,940 and $23,061, respectively.

(9) The Weston and Loblaw allocations are $823,333 and $3,256,833, respectively.

(10) For Mr. Sawyer, the Salary and Annual Bonus figures are calculated based on 50% of the base salary and STIP that he would otherwise have received from December 31, 2021 to his contractual end of term, which amounts to 16 months. In the event of termination without cause, Mr. Sawyer's benefits and other perquisites would cease.

(11) For Mr. Diamond, the Salary and Annual Bonus figures reflect contractual entitlements and may be paid by salary continuance, subject to mitigation obligations. The Annual Bonus figure is valued at target level. The salary and annual bonus amounts are calculated based on 18 months' salary plus one additional month for every completed year of service after 10 years of continuous service, up to a maximum of 24 months, which amounts to 18 months. The Benefits figure includes benefits and pension accrual based on 18 months, per the terms of Mr. Diamond's employment agreement. The Other figure includes Mr. Diamond's car allowance, based on 18 months.

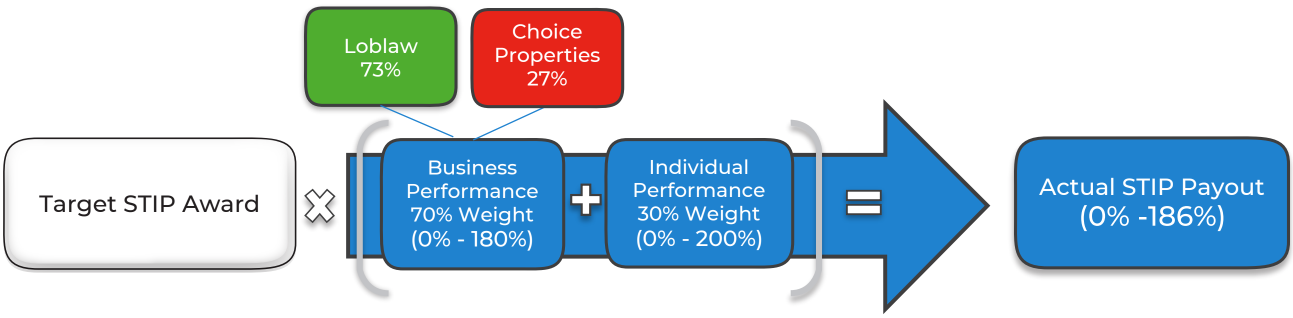
COMPENSATION DECISIONS FOR 2022

COMPENSATION CHANGES FOR NEOs

No changes were made to the compensation arrangements of any NEO for 2022.

2022 WESTON SHORT-TERM INCENTIVE PLAN

For 2022, the Corporation's STIP awards will be determined using the following formula:

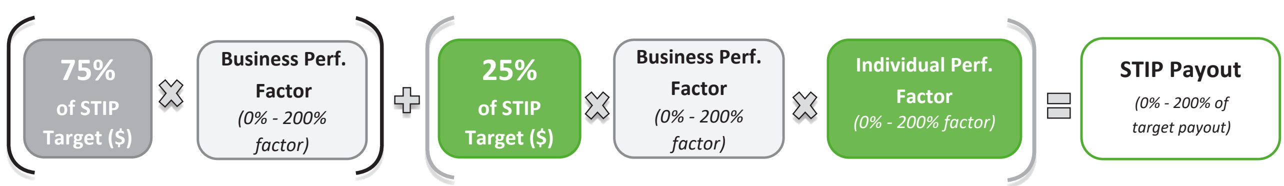


In early 2022, the Governance Committee determined that, subsequent to the sale of Weston Foods, business performance would continue to make up 70% of the Corporation's overall STIP payout, measured as a weighted average of the Loblaw and Choice Properties STIP payouts, weighted at 73% and 27%, respectively, with the weightings reflecting each entity's contribution to the value of the Corporation's market capitalization. The Governance Committee further determined that with the successful integration of compliance initiatives into the operational best practices of the businesses, it was appropriate to remove the compliance measure from the Corporation's STIP targets for 2022, and that the weighting of the individual performance component would be correspondingly increased to 30%.

2022 LOBLAW SHORT-TERM INCENTIVE PLAN

The Loblaw Governance Committee has approved the performance measures and weightings for the 2022 STIP as set out below.

In early 2022, the Loblaw Governance Committee determined that with the successful integration of compliance initiatives into the operational best practices of the businesses, it was appropriate to replace the compliance measure from Loblaw's STIP targets for 2022 with a new measure focused on ESG, to continue driving higher levels of corporate social responsibility across the business. For 2022 Loblaw will also continue to include the customer satisfaction index, OSAT, as well as the EBIT margin measure introduced in 2021 and designed to measure management's ability to translate revenue into profitability, calculated as Adjusted EBIT as a percentage of revenue. For 2022, the STIP design will continue to include a revenue qualifier whereby consolidated revenue performance will be capped at 100% if year-over-year adjusted tonnage share, normalized for a change in square footage, declines, and an earnings qualifier whereby in order to be eligible for above-target achievement, year-over-year Adjusted EBITDA growth must be positive and the Adjusted EBITDA target must be achieved.



Loblaw STIP - 2022 Business Performance Measures

Consolidated Sales	Consolidated Earnings	ESG	EBIT Margin	Consolidated OSAT
35%	35%	10%	10%	10%

2022 CHOICE PROPERTIES SHORT-TERM INCENTIVE PLAN

For 2022, the Choice Properties Governance Committee determined it would be appropriate to remove AFFO per Unit* from the financial measures while continuing to focus on NOI* and FFO per Unit*. The Governance Committee further determined that with the successful integration of compliance initiatives into the operational best practices of the business, it was appropriate to remove the Compliance measure from the Trust's STIP targets for 2022 and to introduce a new measure focused on ESG, to continue driving higher levels of environmental and social responsibility across the business. The Choice Properties Governance Committee also removed the Culture & People measure so as to increase the weighting for the two pursuit measures for 2022, being Process Improvement and ESG, recognizing that the ESG objectives include important components relating to culture and people.

For 2022, Choice Properties' STIP awards will be determined using the following formula:

Financial Measures 50%	**NOI* 25%**
	FFO per Unit* 25%
Pursuit Measures 20%	**Process Improvement 10%**
	ESG 10%
Individual Performance 30%	**Individual Performance 30%**

*Non-GAAP financial measure. See the note in the "Other Information" section of this Circular and section 15 of Choice Properties' 2021 Management's Discussion & Analysis, which can be found on www.sedar.com.

2022 LONG-TERM INCENTIVE PLAN

For 2022, the Governance Committee approved annual LTIP grants for the Corporation's NEOs comprised of 50% stock options and 50% PSUs, with the PSU performance measured by the return on capital achieved by the Corporation.

2022 Long-Term Incentive Plan Grants

In March 2022, the Governance Committee approved LTIP awards to Messrs. Weston, Dufresne and Currie as set out below. The LTIP grants were awarded on March 9, 2022. The annual LTIP grants to Messrs. Weston, Dufresne and Currie were comprised of equal grants (by grant value) of stock options and PSUs. For 2022, the LTIP compensation arrangements for Messrs. Weston and Dufresne will be allocated 30% and 20% to the Corporation and 70% and 80% to Loblaw, respectively.

Name	Grant Date Fair Value (1) ($)	Stock Options (2) (#)	PSUs (#)
Galen G. Weston	1,863,016	42,792	6,089
Richard Dufresne	712,511	16,364	2,329
Gordon A.M. Currie	1,400,005	32,155	4,576

(1) These amounts reflect the grant date fair value of the options and PSUs. The grant date fair value of stock options is calculated in the following manner: Stock Option Value = Number of Stock Options Granted x Black-Scholes-Merton Value. The grant date fair value of PSUs is calculated in the following manner: PSU Value = Number of PSUs Granted x the greater of the volume-weighted average share price for the one or five trading days preceding the grant date, which was $152.97 as of March 9, 2022. The grant date fair value of a PSU award assumes vesting at 100% of target.

(2) The exercise price of the stock options is $152.97 for the Corporation.

In February 2022, the Loblaw Governance Committee approved LTIP awards to the Loblaw NEOs as set out below. These annual LTIP grants were comprised of equal grants (by grant value) of stock options, RSUs and PSUs, and were awarded on March 3, 2022. For 2022, the LTIP compensation arrangements for Messrs. Weston and Dufresne will be allocated 30% and 20% to the Corporation and 70% and 80% to Loblaw, respectively.

Name	Grant Date Fair Value (1) ($)	Stock Options (2) (#)	RSUs (#)	PSUs (#)
Galen G. Weston	4,346,772	100,112	14,586	14,591
Richard Dufresne	2,849,837	65,636	9,563	9,566
Robert Sawyer	3,999,788	92,120	13,422	13,426

(1) *These amounts reflect the grant date fair value of the options, RSUs and PSUs. The grant date fair value of stock options is calculated in the following manner: Stock Option Value = Number of Stock Options Granted x Black-Scholes-Merton Value. The grant date fair value of the RSUs and PSUs is calculated in the following manner: RSU or PSU Value = Number of RSUs or PSUs Granted x the greater of the volume-weighted average share price for the one or five trading days preceding the grant date, which was $99.33 as of March 3, 2022. The grant date fair value of a PSU award assumes vesting at 100% of target.*

(2) *The exercise price of the stock options is $99.33.*

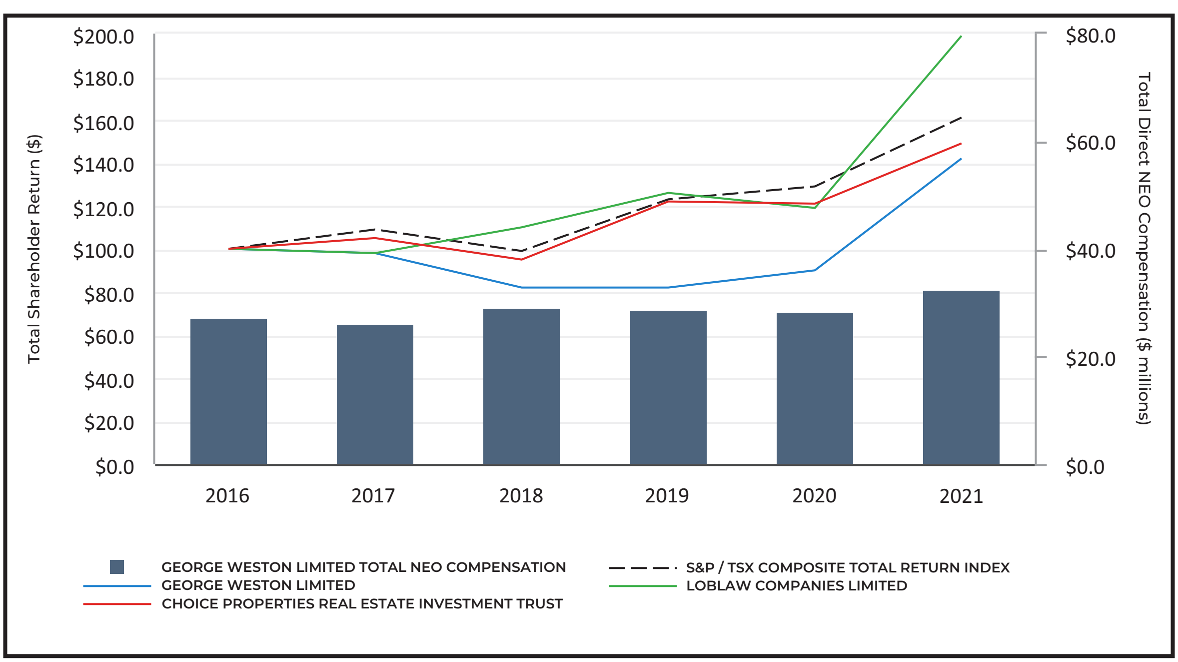
In February 2022, the Choice Properties Governance Committee approved an LTIP grant to Mr. Diamond as set out below. The annual LTIP grant was comprised of PUs and, at the election of the participant, RUs, URUs or a combination thereof, and were awarded during an open trading window on February 25, 2022, in the case of the PUs and the RUs, and on February 28, 2022, in the case of the URUs.

Name	Grant Date Fair Value (1) ($)	URUs (#)	RUs (#)	PUs (#)
Rael L. Diamond	1,950,005	101,578	—	33,839

(1) *These amounts reflect the grant date fair value of the PUs, RUs and URUs when granted. The grant date fair value of PUs and RUs is calculated in the following manner: Number of PUs or RUs granted times the greater of the volume-weighted average Trust Unit price on the TSX for the one or five trading days preceding the grant date, which was $14.40 as of February 25, 2022. The grant date fair value of the URUs is calculated in the following manner: The price used for the PU and RU calculation of grant date fair value, being $14.40, was used to determine the number of URUs to be awarded and the grant date fair value reflected above. Trust Units were purchased by the trustee of the URU Plan in the market over several days to fund the URU grants.*

PERFORMANCE GRAPH

The graph below compares the cumulative total shareholder return on $100 invested in Common Shares, Loblaw common shares and Choice Properties trust units on December 31, 2016, with the cumulative annual total return of the S&P/TSX Composite Total Return Index over the same period (assuming all dividends and distributions were reinvested). The graph also shows the Corporation's total direct NEO target compensation (which includes base salary, STIP and LTIP) over the same period.



Five-Year Cumulative Total Shareholder Return on $100 Investment

	2016	2017	2018	2019	2020	2021
S&P / TSX COMPOSITE TOTAL RETURN INDEX	$100	$109	$99	$123	$129	$161
GEORGE WESTON LIMITED	$100	$98	$82	$82	$90	$142
CHOICE PROPERTIES REAL ESTATE INVESTMENT TRUST	$100	$105	$95	$122	$121	$149
LOBLAW COMPANIES LIMITED	$100	$98	$110	$126	$119	$199

Total Direct NEO Compensation

	2016	2017	2018	2019	2020	2021
TOTAL DIRECT NEO COMPENSATION ($ millions)	$27.1	$26.1	$29.0	$28.6	$28.1	$32.4

For the five-year period ended December 31, 2021, total shareholder return of the Corporation and total unitholder return of Choice Properties trailed the S&P/TSX Composite Total Return Index; total shareholder return of Loblaw outperformed the S&P/TSX Composite Total Return Index. During the period, the total cumulative shareholder return for $100 invested in Common Shares was $142, compared to $161 for the S&P/TSX Composite Total Return Index.

The total compensation for the Corporation's NEOs during this period has remained relatively stable. However, there have been year-over-year fluctuations in the reported total compensation primarily as a result of changes in the constitution of the NEO group. Over this period, the mix of NEO compensation has also changed such that equity-based incentives account for approximately 48% of all NEO compensation in 2021.

The NEO compensation disclosed in the Summary Compensation Table is not strongly correlated to shareholder returns in the short to medium term, in part because equity-based incentives are calculated at the time of grant using grant date fair values, which do not reflect the actual value of compensation received when such incentives vest or are exercised. In the longer term, NEO compensation is directly affected by the Corporation's share price performance. Stock option, RSU and PSU awards directly correlate to the share price and are therefore aligned with shareholder returns.

A substantial portion of NEO pay is at risk. In addition to the LTIP awards, the STIP awards are made based on the successful performance of key financial objectives that are tied to the business plan. These at-risk components (the STIP and LTIP awards) for the NEOs in 2021 ranged from 66.7% to 90.0% of the NEOs' total direct compensation.

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation earned by the NEOs during fiscal years 2021, 2020 and 2019, as applicable:

					Non-Equity Incentive Plan Compensation				
Name and Principal Position	**Year**	**Salary ($)**	**Share/ Trust Unit-Based Awards (1) ($)**	**Option-Based Awards (2) ($)**	**Annual Incentive Plans ($)**	**Long-Term Incentive Plans ($)**	**Pension Value ($)**	**All Other Compensation (3) ($)**	**Total Compensation ($)**
Galen G. Weston	2021	1,221,000 (4)	3,464,885 (5)	2,640,458 (5)	3,183,827 (6)	—	— (7)	96,219	10,606,389 (8,9)
Chairman and CEO of the Corporation	2020	1,200,000 (4)	3,400,054 (5)	2,599,996 (5)	1,608,120 (6)	—	— (7)	191,908	9,000,078
	2019	1,200,000 (4)	3,399,988 (5)	2,600,004 (5)	1,963,872 (6)	—	— (7)	156,747	9,320,611
Richard Dufresne	2021	950,000 (10)	1,781,288 (11)	1,781,256 (12)	2,011,777	—	42,500	74,337	6,641,158 (13)
President and Chief Financial Officer	2020	937,500	1,781,277	1,781,255	1,055,687	—	42,500	81,654	5,679,873
	2019	900,000	1,350,033	1,349,996	1,219,950	—	39,600	81,584	4,941,163
Robert Sawyer	2021	666,667	2,666,798	1,333,201	2,013,699	—	42,500	798,335 (14)	7,521,200
Chief Operating Officer of Loblaw	2020								
	2019								
Rael L. Diamond	2021	770,000	1,800,006	—	819,312	—	37,500	62,886	3,489,704
President and Chief Executive Officer of Choice Properties	2020	750,000	1,500,008	—	650,250	—	37,500	67,710	3,005,468
	2019	683,600	1,230,176	—	754,329	—	34,200	61,388	2,763,693
Gordon A.M. Currie	2021	700,000	700,069	699,996	963,025	—	103,000	166,169 (15)	3,332,259
Executive Vice President and Chief Legal Officer	2020	700,000	700,096	699,997	622,300	—	84,000	67,473	2,873,866
	2019	693,750	1,400,158	699,999	773,080	—	69,000	76,209	3,712,196
Luc Mongeau	2021	733,766	387,504	—	568,669	516,651 (16)	37,500	2,030,228 (17)	4,274,318
Former President of Weston Foods	2020	768,750	387,542	—	592,100	1,200,000 (16)	37,500	67,066	3,052,958
	2019	750,000	312,492	—	925,650	350,000 (16)	37,500	64,788	2,440,430

(1) *Amounts represent the grant date fair value of RSUs and PSUs awarded to the Weston and Loblaw NEOs and URUs and PUs awarded to the Choice Properties NEO, calculated in the following manner:*

RSU Grant Date Value + PSU Grant Date Value. RSU Grant Date Value = Number of RSUs Granted x the greater of the volume-weighted average share price for the one or five trading days preceding the grant date. PSU Grant Date Value = Number of PSUs Granted x the greater of the volume-weighted average share price for the one or five trading days preceding the grant date. The grant date fair value of an RSU or PSU award is the same as the *accounting grant date fair value of such award on the applicable grant date. Dividends or equivalents of dividends, if any, earned subsequent to a grant date are not included in the values reflected in the table. The grant date fair value of a PSU award assumes vesting at 100% of target. The number of PSUs that may vest will range between 0% and 200% of the number granted.*

PU and URU Grant Date Value. PU Grant Date Value = the number of PUs granted multiplied by the greater of the volume weighted average Trust Unit price on the TSX either for the one or five trading days preceding the grant date as applicable. URU market value = the number of URUs granted multiplied by the volume weighted average unit price of the Trust Units on the TSX for the five trading days preceding or subsequent to the grant date or price on the grant date. The grant date fair value of a PU award is the same as the accounting fair value of such award on the applicable grant date and assumes vesting at 100% of target. The number of PUs that vest will range between 0% and 200% of the number granted. The accounting fair value of a URU award is based on the market value of a Trust Unit, less a discount to account for the vesting and holding period restrictions placed on the URUs.

Grant Date	Valuation Discount (%)	Accounting Value, in Relation to Grant Date Market Value for Compensation Reporting Purpose, Per URU ($)	Applicable NEO URU holder(s)
March 5, 2019	41.41%	Lower by $5.62	R. Diamond
February 28, 2020	42.76%	Lower by $6.29	R. Diamond
February 25, 2021	51.02%	Lower by $6.50	R. Diamond
August 3, 2021	48.15%	Lower by $7.02	R. Diamond

(2) *These amounts reflect the grant date fair value of the Weston and Loblaw stock options when granted. The grant date fair value of stock options is calculated in the following manner: Stock Option Value = Number of Stock Options Granted x Black-Scholes-Merton Value. The Corporation has chosen to use the Black-Scholes-Merton model as the methodology for calculating the grant date fair value of the options granted as this methodology is commonly used by issuers. To determine the grant date fair value of options granted using the Black-Scholes-Merton model, an expected life of 7 years is used, which is based on the contractual term of the options. The other assumptions used in the model are based on relevant market data on the day of the valuation. The Corporation also uses the Black-Scholes-Merton model for accounting purposes. However, the accounting value ascribed at the grant date for the stock options is based on an expected life that reflects historical exercise patterns, as opposed to the contractual term of the option which is used for compensation reporting purposes (see Notes 2 and 30 to the Corporation's annual audited consolidated financial statements for the year ended December 31, 2021, for the other assumptions and estimates used for this calculation). As a result, when using the Black-Scholes-Merton value method, there is a difference between the grant date fair value per option for compensation reporting purposes, and the accounting value per option as set forth below:*

Grant Date	Accounting Value, in Relation to Grant Date Fair Value for Compensation Reporting Purpose, Per Option	Issuer	Applicable NEO Optionholder(s)
March 5, 2019	Lower by $1.46	Weston	G. Weston, R. Dufresne, G. Currie
March 3, 2020	Lower by $0.39	Weston	G. Weston, R. Dufresne, G. Currie
March 9, 2021	Lower by $0.66	Weston	G. Weston, R. Dufresne, G. Currie
August 9, 2021	Lower by $1.37	Weston	G. Weston
February 28, 2019	Lower by $1.99	Loblaw	G. Weston
February 27, 2020	Lower by $1.21	Loblaw	G. Weston
March 4, 2021	Lower by $0.27	Loblaw	G. Weston
May 12, 2021	Lower by $1.08	Loblaw	R. Sawyer
August 5, 2021	Lower by $1.94	Loblaw	G. Weston

(3) *Amounts under All Other Compensation include the value of (i) perquisites; and (ii) payments made by the Corporation, Loblaw and Choice Properties under their respective employee share/unit ownership plans. Other than certain allowances received by Mr. Sawyer and one-time payments to Mr. Mongeau as discussed below, the largest single payment received by certain NEOs relates to participation in the Corporation-leased car program with an annual value of approximately $24,000.*

(4) *For 2021, Mr. Weston's base salary was allocated 60% to Weston and 40% to Loblaw until May 6, 2021. As of May 6, 2021, the cost of Mr. Weston's base salary is paid 30% by Weston and 70% by Loblaw. In aggregate, for 2021 Weston paid $490,454 and Loblaw paid $730,546 of the cost of Mr. Weston's base salary. In 2020 and 2019, Mr. Weston's base salary was allocated 60% to the Corporation and 40% to Loblaw, with Weston paying $720,000 and $720,000, respectively, and Loblaw paying $480,000 and $480,000, respectively.*

(5) *Mr. Weston's LTIP grants from the Corporation in 2021 had an aggregate grant date value of $3,631,542. The cost of Mr. Weston's LTIP awarded in March 2021 was allocated 60% to the Corporation and 40% to Loblaw, and the cost of his LTIP awarded in August 2021 was allocated 30% to the Corporation and 70% to Loblaw. In 2020 and 2019, the cost of Mr. Weston's LTIP grant was allocated 60% to the Corporation and 40% to Loblaw. Mr. Weston's annual LTIP grants from Loblaw in 2021, 2020 and 2019 had aggregate grant date values of $2,473,801, $2,400,028 and $2,399,949, respectively.*

(6) *For 2021, Mr. Weston's base salary was allocated 60% to Weston and 40% to Loblaw until May 6, 2021. As of May 6, 2021, the cost of Mr. Weston's base salary is paid 30% by Weston and 70% by Loblaw. In 2019 and 2020, Mr. Weston's actual base salary was allocated 60% to the Corporation and 40% to Loblaw. In each year the Weston and Loblaw allocations of his salary were subject to the Corporation's STIP and Loblaw's STIP, respectively. In 2021, Mr. Weston received STIP payments from the Corporation and Loblaw of $1,010,076 and $2,173,751, respectively.*

(7) *Mr. Weston does not participate in any retirement plans and does not have any other retirement or pension arrangement with the Corporation.*

(8) *In 2021, 2020 and 2019, Mr. Weston received $45,540, $138,000 and $91,425, respectively, in compensation for his role as Chairman of Choice Properties.*

(9) *The cost of Mr. Weston's total compensation amount was apportioned between the Corporation and Loblaw, as described in footnotes 4, 5 and 6. In 2021, Loblaw paid $5,408,363 of Mr. Weston's total compensation amount.*

(10) *For 2021, Mr. Dufresne's base salary was allocated 100% to Weston until May 6, 2021. As of May 6, 2021, the cost of Mr. Dufresne's base salary is paid 20% by Weston and 80% by Loblaw. In aggregate, for 2021 Weston paid $452,103 and Loblaw paid $497,897 of the cost of Mr. Dufresne's base salary.*

(11) *Mr. Dufresne's annual LTIP grant from the Corporation in 2021 had an aggregate grant date value of $3,562,544. The cost of Mr. Dufresne's LTIP for 2021 was allocated 100% to the Corporation.*

(12) *For 2021, Mr. Dufresne's base salary was allocated 100% to Weston until May 6, 2021. As of May 6, 2021, the cost of Mr. Dufresne's base salary is paid 20% by Weston and 80% by Loblaw. The Weston and Loblaw allocations of his salary were subject to the Corporation's STIP and Loblaw's STIP, respectively. In 2021, Mr. Dufresne received STIP payments from the Corporation and Loblaw of $774,330 and $1,237,447, respectively.*

(13) *The cost of Mr. Dufresne's total compensation amount was apportioned between the Corporation and Loblaw, as described in footnotes 10, 11 and 12. In 2021, Loblaw paid $1,817,143 of Mr. Dufresne's total compensation amount.*

(14) *"All Other Compensation" for Mr. Sawyer included: (a) housing rental reimbursement of $192,500; (b) travel reimbursement of $249,027; (c) tax equalization of $236,348; and (d) $88,350 received from the Corporation for his role as a director of the Corporation until May 2021.*

(15) *"All Other Compensation" for Mr. Currie includes $105,960 received from Choice Properties for his role as Chair of Choice Properties in 2021.*

(16) *Mr. Mongeau's long-term incentive plan values include: for 2021, a payout under the 2020-2022 and 2021-2023 Weston Foods Performance Incentives of $516,651; for 2020, a payout under Weston Foods' 2018 Transformation Project Incentive Plan of $1,200,000; and for 2019, a payout under the 2017-2019 Weston Foods Performance Incentive of $350,000. The full details of Weston Foods' 2018 Transformation Project Incentive Plan are set forth in the Corporation's proxy circular dated May 11, 2021, available at www.sedar.com.*

(17) *"All Other Compensation" for Mr. Mongeau for 2021 included a strategic project bonus payment of $136,525, a payout of Mr. Mongeau's pension allowance of $63,677, and, in connection with the sale of Weston Foods, a sale price bonus of $1,000,000 and a retention payment of $775,000.*

INCENTIVE PLAN AWARDS

INCENTIVE PLAN AWARDS – OUTSTANDING OPTION-BASED AWARDS AND SHARE-BASED AWARDS

The following tables sets forth the number and value of all unexercised option-based and share- or unit-based awards granted to NEOs outstanding as at December 31, 2021 for the Corporation, Loblaw and Choice Properties:

	Option-Based Awards				Share-Based Awards (1)		
Name	**Number of Securities Underlying Unexercised Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Value of Unexercised In The Money Options (2) ($)**	**Number of Shares or Units of Shares That Have Not Vested (#)**	**Market or Payout Value of Share- or Unit-Based Awards That Have Not Vested (3) ($)**	**Market or Payout Value of Vested Share- or Unit-Based Awards Not Paid Out or Distributed ($)**
Galen G. Weston	46,576	112.52	March 9, 2024	1,590,105	56,572	8,296,835	325,529 (4)
Chairman and Chief Executive Officer of the Corporation and Chairman and President of Loblaw	57,463	104.81	March 9, 2025	2,404,827			
	145,867	93.17	March 5, 2026	7,802,426			
	162,016	104.15	March 3, 2027	6,887,300			
	121,786	100.86	March 9, 2028	5,577,799			
	773	132.17	August 9, 2028	11,201			
	35,667 (5)	53.41	March 5, 2022	1,791,553	75,984 (5)	7,874,993	—
	60,730 (5)	58.00	March 3, 2023	2,771,717			
	93,333 (5)	59.00	March 2, 2024	4,166,385			
	104,364 (5)	55.69	March 1, 2025	5,004,254			
	82,136 (5)	65.55	March 4, 2026	3,128,560			
	97,919 (5)	70.06	February 27, 2027	3,288,120			
	89,010 (5)	62.67	March 4, 2028	3,646,740			
	1,836 (5)	86.30	August 5, 2028	31,836			
Richard Dufresne	123	111.66	August 10, 2022	4,305	50,968	7,474,954	—
President and Chief Financial Officer of the Corporation and Chief Financial Officer of Loblaw	7,131	111.97	March 10, 2023	247,374			
	7,697	112.52	March 9, 2024	262,776			
	3,425	109.78	August 4, 2024	126,314			
	65,741	104.81	March 9, 2025	2,751,261			
	109,400	93.17	March 5, 2026	5,851,806			
	160,329	104.15	March 3, 2027	6,815,586			
	120,518	100.86	March 9, 2028	5,519,724			
	511 (5)	58.75	July 30, 2022	22,939	— (5)	—	—
	31,401 (5)	58	March 3, 2023	1,433,142			
	35,989 (5)	59	March 2, 2024	1,606,549			
	15,216 (5)	57.66	August 2, 2024	699,632			
Robert Sawyer	—	—	—	—	—	—	1,483,516 (6)
Chief Operating Officer of Loblaw	122,989 (5)	71.32	May 12, 2028	3,975,004	37,850 (5)	3,922,743	0
Rael L. Diamond	—	—	—	—	124,786 (7)	1,895,499	—
President and Chief Executive Officer of Choice Properties							
Gordon A.M. Currie	25,656	112.52	March 9, 2024	875,896	29,904	4,385,746	1,316,978 (8)
Executive Vice President and Chief Legal Officer	32,871	104.81	March 9, 2025	1,375,651			
	56,726	93.17	March 5, 2026	3,034,274			
	63,006	104.15	March 3, 2027	2,678,385			
	47,361	100.86	March 9, 2028	2,169,134			

(1) Includes Weston and Loblaw RSUs, PSUs and DSUs, if applicable, and Choice Properties RUs, PUs and DUs, if applicable, but excludes Choice Properties URUs, which are disclosed in the next table.

(2) The value of outstanding vested and unvested option-based awards is calculated based on the closing price for the Common Shares on the TSX on December 31, 2021, which was $146.66 or the Loblaw common shares on the TSX on January 1, 2022, which was $103.64, as applicable.

(3) The value of RSUs, PSUs, DSUs, RUs, PUs and DUs held by the NEOs, as applicable, is calculated based on the closing price of the Common Shares on the TSX on December 31, 2021, which was $146.66, the closing price of the Loblaw common shares on the TSX on January 1, 2022, which was $103.64, or the closing price of the Choice Properties trust units on the TSX on December 31, 2021, which was $15.19, in each case multiplied by the number of RSUs, PSUs, DSUs, RUs, PUs or DUs held, as applicable. The value of RSU, PSU, RU and PU awards assumes vesting at 100% of target.

(4) Mr. Weston held 2,219 DSUs as at December 31, 2021 received as compensation for his role as a Director of Weston prior to his appointment as Chairman and Chief Executive Officer of the Corporation on January 18, 2017.

(5) *Stock Options, RSUs and PSUs awarded by Loblaw.*

(6) *Mr. Sawyer held 10,115 DSUs as at December 31, 2021 received as compensation for his role as a Director of Weston prior to his appointment as Chief Operating Officer of Loblaw on May 6, 2021.*

(7) *PUs awarded by Choice Properties.*

(8) *Mr. Currie elected to take all or a portion of his STIP award in the form of EDSUs for certain years.*

The following table sets forth the number and value of all Choice Properties Trust Unit-based URU awards granted to Mr. Diamond, excluding any URU awards that are no longer subject to disposition restrictions, that were outstanding at December 31, 2021:

Name	Total Number of Unvested URUs	Value of Unvested URUs (1)	Date on which Units Vest or are no longer subject to Disposition Restrictions	# of Units that will Vest	# of URUs that will no longer be subject to Disposition Restrictions
Rael L. Diamond	182,863	2,777,689	February 25, 2022	29,297	—
President and Chief Executive Officer of Choice Properties			February 28, 2022	25,084	—
			March 5, 2022	29,373	—
			May 31, 2022	—	59,013
			August 3, 2022	5,144	—
			February 25, 2023	29,297	—
			February 28, 2023	25,083	55,800
			August 3, 2023	5,144	—
			February 25, 2024	29,297	—
			February 26, 2024	—	60,954
			August 3, 2024	5,144	—
			September 28, 2024	—	43,477
			March 5, 2025	—	88,120
			February 28, 2026	—	75,251
			February 25, 2027	—	87,891
			August 3, 2027	—	15,432

(1) *The value of the unvested URUs is calculated based on the closing price for the Trust Units on the TSX on December 31, 2021, which was $15.19.*

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth the value of option-based and share-based awards of the NEOs that vested during fiscal 2021, as well as the value of non-equity incentive plan compensation that the NEOs earned during fiscal 2021. The dollar value of the option-based and share-based awards is calculated using the number of units vested/earned multiplied by the closing price of the Common Shares, Loblaw common shares or Choice Properties Trust Units, as applicable, on the TSX on the applicable vesting date.

Name	Option-Based Awards – Value Vested During The Year ($)	Share-Based Awards – Value Vested During The Year ($)	Non-Equity Incentive Plan Compensation – Value Earned During The Year (1) ($)
Galen G. Weston Chairman and Chief Executive Officer of the Corporation and Chairman and President of Loblaw	527,037 (2)	3,273,630 (3)	3,183,827
Richard Dufresne President and Chief Financial Officer of the Corporation and Chief Financial Officer of Loblaw	296,143 (4)	1,683,289 (5)	2,011,777
Robert Sawyer Chief Operating Officer of Loblaw	—	— (6)	2,013,699
Rael L. Diamond President and Chief Executive Officer of Choice Properties	—	1,168,207	819,312
Gordon A.M. Currie Executive Vice President and Chief Legal Officer	74,196	841,493	963,025
Luc Mongeau Former President of Weston Foods	—	1,320,880 (7)	1,085,320

(1) *Payments made in accordance with the Corporation's STIP and Loblaw's STIP, as applicable.*

(2) *Mr. Weston has option-based awards in the Corporation with value vested during the year of $190,798 and in Loblaw with value vested during the year of $336,239.*

(3) *Mr. Weston has share-based awards in the Corporation with value vested during the year of $1,471,376 and in Loblaw with a value vested during the year of 1,802,254.*

(4) *Mr. Dufresne has option-based awards in the Corporation with value vested during the year of $159,001 and in Loblaw with value vested during the year of $137,142.*

(5) *Mr. Dufresne has share-based awards in the Corporation with a value vested during the year of $1,683,289 and no share-based awards in Loblaw with a value vested during the year.*

(6) *Mr. Sawyer has share-based awards (DSUs) in the Corporation received as compensation for his role as a Director prior to his appointment as Chief Operating Officer of Loblaw on May 6, 2021.*

(7) *Mr. Diamond has unit-based awards in Choice Properties.*

PENSION PLAN AND LONG SERVICE EXECUTIVE ARRANGEMENTS

The Corporation's and Loblaw's retirement programs are designed to facilitate the retirement of executives who have served over the long term. The NEOs, other than Mr. Weston, who does not participate in any pension plan, participate in the same retirement programs as other executives and receive no additional enhancements in determining their pension benefits. The NEOs (other than Mr. Weston) participate in, variously, the Consolidated Executive Plan, as well as the corresponding SERP, and the CREIT Management L.P. Pension Plan. All newly hired or newly appointed executives join the defined contribution portion of the Consolidated Executive Plan.

CONSOLIDATED EXECUTIVE PLAN - DEFINED BENEFIT PROVISIONS AND SERP

The Consolidated Executive Plan includes defined benefit plan provisions that provide a reasonable level of retirement income to executives to reward them for their service. Pension entitlements for an executive who participates in the defined benefit portion of the Consolidated Executive Plan is based on length of service and eligible salary. The total annual benefits payable under the defined benefit component of the Consolidated Executive Plan and corresponding SERP combined is capped at $125,000 per year. The defined benefit provisions of both plans were closed to new participants in 2006. The following table sets forth details regarding Mr. Currie, who participates in the defined benefit portion of the Consolidated Executive Plan:

Name	Number of Years Credited Service (#)	Annual Benefits Payable ($)		Opening Present Value of Defined Benefit Obligation (1) ($)	Compensatory Change ($)	Non-Compensatory Change ($)	Closing Present Value of Defined Benefit Obligation (2) ($)
		At Year End	At Age 65				
Gordon A.M. Currie	16	81,200	88,300	1,602,000	103,000	(196,000)	1,509,000

(1) *Discount rate is 2.50%.*

(2) *Discount rate is 3.30%.*

CONSOLIDATED EXECUTIVE PLAN - DEFINED CONTRIBUTION PROVISIONS AND SERP

Executives who do not participate in the defined benefit component of the Consolidated Executive Plan participate on a non-contributory basis in the defined contribution component of the Consolidated Executive Plan and corresponding SERP. Contributions for these plans were set as a percentage of base salary (maximum of $250,000). In 2021, contributions to the Consolidated Executive Plan were capped at $29,210 per year, as set forth in the following table:

Age + Years of Service	Employer Contributions as a Percentage of Base Salary
<50	13%
50-60	15%
60+	17%

The Corporation, Loblaw or Choice Properties, as applicable, have entered into retirement agreements with certain executives to provide SERP benefits (both defined benefit and defined contribution) to those executives with allocations for pension accrual in excess of registered plan limits. As noted above, the SERP is an unfunded obligation of the Corporation, Loblaw or Choice Properties, as applicable, and executives who participate in the SERP must comply with certain eligibility provisions in order to receive payment; most notably, executives are not eligible to receive SERP payments while employed by a competitor of the Corporation, Loblaw or Choice Properties, as applicable.

The following table sets forth details regarding the plan participation of Messrs. Dufresne, Sawyer, Diamond and Mongeau during 2021:

Name	Applicable Plan	Accumulated Value at Start of Year ($)	Compensatory ($)	Accumulated Value at Year End [(1)] ($)
Richard Dufresne	Consolidated Executive Plan - DC Component and SERP	443,200	42,500	552,500
Robert Sawyer	Consolidated Executive Plan - DC Component and SERP	0	42,500	43,100
Rael L. Diamond	Consolidated Executive Plan - DC Component and SERP	68,200	37,500	119,400
	CREIT Management L.P. Pension Plan	221,900	—	252,400
Luc Mongeau	Weston Foods Executive DC Plan and SERP	181,900	37,500	181,300 [(2)]

(1) The accumulated value includes interest (investment returns) earned by each member during the financial years ended December 31, 2021, in the case of Weston and Choice Properties, and January 1, 2022, in the case of Loblaw.

(2) Mr. Mongeau's information reflects the payout of his DC SERP entitlement in 2021 upon the disposition of Weston Foods.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

As of March 14, 2022, none of the current or former executive officers or directors of the Corporation or any of its subsidiaries was indebted to the Corporation or any of its subsidiaries (other than "routine indebtedness" under applicable Canadian securities laws).

OTHER INFORMATION

DIRECTOR AND OFFICER LIABILITY INSURANCE

The Corporation maintains insurance for the benefit of its directors and officers, and the directors and officers of its subsidiaries, in respect of the performance by them of their duties. This insurance policy is shared with Loblaw. The Corporation's annual insurance premium in 2021 was $1,141,990, half of which was paid by Loblaw. The insurance limit is $200 million per year on an aggregate basis or per occurrence basis. There is no deductible in the case of directors and officers and a deductible of up to $1 million for the Corporation.

NORMAL COURSE ISSUER BID

The Corporation has a Normal Course Issuer Bid (the "NCIB") on the TSX which allows for the purchase and cancellation of up to 7,596,891 Common Shares at market prices. A copy of the Corporation's Notice of Intention to make a Normal Course Issuer Bid filed with the TSX can be obtained by shareholders, without charge, by contacting the Corporation. As at March 14, 2022, the Corporation had purchased a total of 5,071,144 Common Shares for cancellation at a weighted average price of $131.05 per Common Share. The current NCIB expires on May 24, 2022. The Corporation intends to refile the NCIB.

NON-GAAP FINANCIAL MEASURES

Certain financial measures discussed in this Circular, such as Adjusted EBITDA, EBIT Margin, Adjusted EBIT*, NOI, FFO per unit, AFFO per unit are non-GAAP financial measures. For more information on the Corporation's use of non-GAAP financial measures, please see section 14, "Non-GAAP Financial Measures", included in the Corporation's 2021 Management's Discussion & Analysis, which is incorporated by reference herein and is available on SEDAR at www.sedar.com. As discussed in more detail under the "Loblaw STIP" and "Performance of the 2019 PSUs" sections of this Circular, the Adjusted EBITDA and Adjusted EBIT* figures reported in this Circular reflect certain additional adjustments for the purposes of determining 2021 STIP performance and 2019 PSU performance, as applicable, as compared to the Adjusted EBITDA and Adjusted EBIT figures reported in Loblaw's 2021 Management's Discussion & Analysis, which is available on SEDAR at www.sedar.com. For more information on NOI, FFO per unit, and AFFO per unit, please see the "Choice Properties STIP" section of this Circular and section 15 "Non-GAAP Financial Measures" in Choice Properties' 2021 Management's Discussion & Analysis, which is available on SEDAR at www.sedar.com.

These measures do not have a standardized meaning prescribed by GAAP and therefore they may not be comparable to similarly titled measures presented by other publicly traded companies, and they should not be construed as an alternative to other financial measures determined in accordance with GAAP.

* Adjusted EBIT is referred to in Loblaw's 2021 Management's Discussion & Analysis as "Adjusted Operating Income".

ADDITIONAL INFORMATION

The Corporation is a reporting issuer under the applicable legislation of all of the provinces and territories of Canada and is required to file consolidated financial statements and information circulars with the various securities commissions. The Corporation has filed with those securities commissions its Annual Information Form which, among other things, contains all of the disclosure required by Form 52-110F1 under National Instrument 52-110 – *Audit Committees*.

Copies of the Corporation's latest Annual Information Form, the Corporation's 2021 Annual Report and this Circular can be obtained upon request from the Senior Director, Investor Relations of the Corporation, at 22 St. Clair Avenue East, Suite 700, Toronto, Ontario, M4T 2S5.

Financial information is provided in the Corporation's audited consolidated financial statements and management's discussion and analysis for its most recently completed financial year.

Additional information about or relating to the Corporation can also be found at www.weston.ca and www.sedar.com or by dialing in for regularly scheduled conference calls. Additional information regarding Loblaw and Choice Properties can be found at www.loblaw.ca, www.choicereit.ca and www.sedar.com.

SHAREHOLDER PROPOSALS

There were no shareholder proposals received in relation to the Meeting.

The *Canada Business Corporations Act* permits eligible shareholders of the Corporation to submit shareholder proposals for consideration at the Annual Meeting of Shareholders. The final date for submission of proposals by shareholders to the Corporation for inclusion in the Management Proxy Circular in connection with the 2023 Annual Meeting of Shareholders is December 28, 2022.

CONTACTING THE BOARD OF DIRECTORS

Shareholders, employees and other interested parties may communicate directly with the Board through the Lead Director by writing to:

Lead Director
c/o Vice President, General Counsel and Secretary
George Weston Limited
22 St. Clair Avenue East, Suite 700, Toronto, Ontario M4T 2S5

Shareholders may also contact the Lead Director with any proposals for director nominees.

BOARD APPROVAL

The contents and sending of this Circular to shareholders entitled to receive notice of the Meeting, to each director, to the external auditor of the Corporation and to the appropriate government agencies have been approved by the Board.

Andrew Bunston
Vice President, General Counsel and Secretary

Dated in Toronto, Ontario

March 25, 2022

SCHEDULE A
GEORGE WESTON LIMITED

Mandate of the Board of Directors

1. ROLE

As a public holding company, the Corporation's mission is to build generational value with actively managed market-leading business in retail and real estate through expertise in strategy, mergers and acquisition, capital allocation and talent development. The role of the Board is to ensure that the Corporation remains focused on this mission, by overseeing the development of the overall corporate strategy, assigning responsibility to management for the achievement of that strategy, establishing limitations on the authority delegated to management and overseeing performance against approved objectives. In fulfilling this role, the Board regularly reviews management's strategic plans to ensure that they continue to be responsive to the changing business environment of the Corporation and its operating subsidiaries. The Board oversees the Corporation's approach to corporate governance, environmental and social matters, succession planning, capital allocation, structuring, finance matters, risk management activities, ethics and compliance matters, internal control over financial reporting, disclosure controls and procedures, and information systems. Through its oversight, the Board ensures that the Corporation accurately and fairly reports financial and other information to shareholders, other stakeholders and the public. The Board is required to appoint corporate officers. The Board satisfies itself as to the integrity of senior management, that the Corporation engages in ethical and legal conduct and that senior management maintains a culture of integrity throughout the Corporation.

2. RESPONSIBILITIES

To ensure that it fulfills its role, the Board, or any Committee so delegated by the Board, will oversee the following:

(a) Strategic Goals, Corporate Performance, Performance Objectives and Operational Policies

The Board will review and, if advisable, approve broad strategic objectives and values against which corporate performance will be measured. In this regard, the Board will:

- Determine, from time to time, the appropriate criteria against which to evaluate performance, and set corporate strategic goals and objectives within this context.
- Monitor and evaluate performance against both corporate strategic goals and objectives.
- Approve long-term strategies.
- Review and approve management's strategic and operational plans so that they are consistent with long-term goals.
- Oversee the development, execution and fulfillment of the Corporation's strategic plans and the operational policies within which management will operate.
- Approve significant acquisitions, sales of assets or shares, and material financing arrangements.
- Review and approve the Corporation's dividend policy and approve the payment of dividends.
- Approve targets and budgets against which to measure corporate and executive performance.

(b) Finance and Capital Matters

- Review with management and receive periodic reports on the Corporation's target capital structure.
- Review with management and receive periodic reports on the Corporation's consolidated balance sheet, including cash, investment assets and debt position.
- Receive periodic reports from rating agencies and updates on any material discussions or communications with rating agencies.

(c) Executive Compensation and Succession Planning

- Satisfy itself of the appropriateness of all executive and colleague compensation matters and that a portion of executive compensation is linked appropriately to corporate performance.
- Satisfy itself that a process is in place with respect to the appointment, development, evaluation and succession of senior management.

(d) Delegation of Management Authority to the Chairman and Chief Executive Officer

- Delegate to the Chairman and Chief Executive Officer the authority to manage and supervise the business of the Corporation and to make decisions regarding the Corporation's ordinary course of business and operations that are not specifically reserved to the Board under the terms of that delegation of authority.
- Determine what, if any, executive limitations may be required in the exercise of the authority delegated to management.

(e) **Financial Disclosure**

- Oversee the Corporation's financial reporting and disclosure obligations in accordance with applicable law.
- Approve the Corporation's financial statements, management's discussion and analysis and related releases.
- Oversee the Corporation's compliance with applicable audit, accounting and reporting requirements, including in the areas of internal control over financial reporting and disclosure controls and procedures.

(f) **Enterprise Risk Management Program**

- Oversee the Corporation's enterprise risk management program, including its design and structure and assessment of its effectiveness.
- Approve the Corporation's enterprise risk management policy, the risk appetite statement, and management's approach to enterprise risk management and its mitigation practices, including the identification, assessment and mitigation of the principal risks. Satisfy itself as to the effective oversight of risk management of individual risks, through the receipt of periodic reports from the Committee Chairs or management, as appropriate.
- Delegate, as appropriate, the oversight of the enterprise risk management design and structure, assessment of its effectiveness to the Audit Committee and the oversight of the principal risks to the appropriate Committee.

(g) **Related Party Transactions**

- Approve all proposed material related party transactions and any related party transactions that are not dealt with by a "special committee" of independent directors pursuant to applicable securities legislation.

(h) **External Communications**

- Satisfy itself that there is effective communication between the Board and the Corporation's shareholders, other stakeholders and the public.
- At least annually, with the assistance of the Audit Committee, review and approve any material changes to the Corporation's Disclosure Policy.

(i) **Corporate Governance**

- Develop, and review compliance with, a set of corporate governance principles and guidelines.
- Appoint a lead director who is independent to provide leadership to the Board and the independent directors, including presiding over meetings or sessions of the non-management directors and consulting with the Chairman on any matters arising out of such sessions.
- Ensure that independent directors hold regular meetings without the attendance of management or non-independent directors.
- On the recommendation of the Governance, Human Resource, Nominating and Compensation Committee, approve the appointment of directors or recommend the election of director nominees to the Board at the annual general meeting of shareholders.
- Review the Board's mandate on an annual basis and make appropriate revisions.
- Develop, adopt and regularly review position descriptions for the Chairman and Chief Executive Officer, the Lead Director and the chair of each committee of the Board.
- Assess the effectiveness and performance of the Board and its committees as well as their individual members.
- Oversee significant compensation decisions for the directors and for senior executive management.

(j) **Environmental, Social and Governance ("ESG"), Ethics and Compliance**

- Oversees and monitors the Corporation's approach, policies and practices related to ESG matters.
- Oversee actions taken by management to ensure that senior executives maintain a culture of integrity throughout the Corporation.
- Review and approve a written code of conduct which is applicable to employees, officers and directors of the Corporation, and oversee compliance with the code.
- Receive periodic reports on the Corporation's compliance and ethics matters.

3. COMPOSITION

The Board shall be comprised of a majority of independent directors. For this purpose, a director is independent if he or she would be independent within the meaning of the applicable Canadian securities laws, as the same may be amended from time to time.

4. COMMITTEES

The Board may establish committees of the Board where required or prudent. The Board may delegate to such committees of the Board matters for which the Board is responsible, including the approval of Board and management compensation, the conduct of performance evaluations and oversight of internal controls, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities. The Board has established the following committees:

- the Audit Committee (comprised entirely of independent directors);
- the Governance, Human Resource, Nominating and Compensation Committee (comprised entirely of independent directors);
- the Weston Foods Committee (no more than one member of the Committee shall be a management director); and
- the Pension Committee (a majority of whom shall be non-management directors).

The Board shall provide a forum for discussion and reporting of all matters considered by the committees. Circumstances may warrant the establishment of new committees, the disbanding of current committees or the reassignment of authority and responsibilities amongst committees. The authority and responsibilities of each committee are set out in a written mandate, as approved by the Board. At least annually, each mandate shall be reviewed by the respective committee and submitted to the Board for approval with such amendments as the committee proposes. Each Committee Chair shall provide a report to the Board on material matters considered by the Committee at the next regular Board meeting following such Committee's meeting.

5. ORIENTATION AND CONTINUING EDUCATION

With the Governance, Human Resource, Nominating and Compensation Committee, the Board shall ensure that all directors receive a comprehensive orientation program and continuing education in connection with their role, responsibilities, the business of the Corporation, and the skills they must use in their roles as directors.

6. EQUITY OWNERSHIP BY DIRECTORS

The Board shall oversee directors' compliance with the Corporation's Share Ownership Policy.

7. RETENTION OF EXPERTS

The Board may engage any professional advisors including legal, accounting or other experts, at the expense of the Corporation, as it considers necessary to perform its duties.

SCHEDULE B
GEORGE WESTON LIMITED

CHANGE OF AUDITOR NOTICE

George Weston Limited (“GWL”) hereby gives notice, pursuant to Section 4.11 of National Instrument 51-102, as follows:

1. GWL currently engages KPMG LLP (“KPMG”) as its auditor.
2. GWL conducted a tender process for its external auditor services for fiscal 2022.
3. On September 24, 2021, following the completion of the tender process, the board of directors of GWL determined to request the resignation of KPMG as its auditor effective on the business day following the filing of the consolidated financial statements of GWL for the financial year ending December 31, 2021 and the auditor’s report thereon, and to appoint PricewaterhouseCoopers LLP (“PwC”) as GWL’s auditor for fiscal 2022. KPMG will continue to act as GWL’s auditor for the remainder of fiscal 2021.
4. KPMG’s reports on GWL’s financial statements relating to the period commencing at the beginning of GWL’s two most recently completed financial years, being KPMG’s reports on the financial statements for the fiscal years ended December 31, 2019 and December 31, 2020, have not expressed any modified opinion.
5. There have been no reportable events (including disagreements, consultations or unresolved issues) in connection with the audits of the two most recent fiscal years and with any subsequent period to date.

DATED this 24th day of September, 2021

Confirmation of Change of Auditor Notice From Successor Auditor (PwC)

September 29, 2021

To:
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers (Québec)
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Service Newfoundland & Labrador
Office of the Superintendent of Securities, Government of Prince Edward Island
Office of the Superintendent of Securities, Northwest Territories
Office of the Yukon Superintendent of Securities
Nunavut Securities Office

We have read the statements made by George Weston Limited in the attached copy of change of auditor notice dated September 24, 2021, which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

We agree with the statements concerning PricewaterhouseCoopers LLP in the change of auditor notice dated September 24, 2021.

Yours very truly,

PricewaterhouseCoopers LLP
Chartered Professional Accountants

Confirmation of Change of Auditor Notice from Former Auditor (KPMG LLP)

To:
Alberta Securities Commission
British Columbia Securities Commission
The Manitoba Securities Commission
Financial and Consumer Services Commission, New Brunswick
Office of the Superintendent of Securities, Service Newfoundland & Labrador
Office of the Superintendent of Securities, Northwest Territories
Nova Scotia Securities Commission
Nunavut Securities Office
Ontario Securities Commission
The Office of the Superintendent of Securities, Consumer, Corporate and Insurance Services Division, Prince Edward Island
Autorité des marchés financiers
Financial and Consumer Affairs Authority of Saskatchewan
Office of the Yukon Superintendent of Securities

September 27, 2021

Dear Sir/Madam:

Re: Notice of Change of Auditors of George Weston Limited

We have read the Notice of George Weston Limited dated September 24, 2021 and are in agreement with the statements contained in such Notice except that we are not in a position to agree or disagree with the George Weston Limited's statements 2 and 3 contained in the Notice.

Yours very truly,

KPMG LLP
Chartered Professional Accountants, Licensed Public Accountants
Toronto, Canada

WESTON

GEORGE WESTON LIMITED