

WESTON

GEORGE WESTON LIMITED

MANAGEMENT PROXY CIRCULAR

GEORGE WESTON LIMITED
ANNUAL MEETING OF SHAREHOLDERS
MAY 11, 2021

THIS DOCUMENT CONTAINS:
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
MANAGEMENT PROXY CIRCULAR

WESTON

GEORGE WESTON LIMITED

March 26, 2021

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 11, 2021, at 11:00 a.m. (Eastern Daylight Time). Due to the ongoing COVID-19 pandemic, and to mitigate risks to the health and safety of our shareholders, colleagues and other stakeholders, this year's meeting will be held in a virtual format only, by way of a live webcast. Shareholders will be able to listen, participate and vote at the meeting in real time through a web-based platform.

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 either 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.

We hope you will be able to join us at our meeting, which will occur by live webcast at <https://web.lumiagm.com/439305643>. This meeting is an opportunity to listen to and ask questions of the people who are responsible for the performance of the Corporation. Additional information on how to attend the virtual meeting 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,

A handwritten signature in black ink, appearing to read 'Galen G. Weston', with a stylized flourish at the end.

Galen G. Weston

Chairman and Chief Executive Officer

MANAGEMENT PROXY CIRCULAR

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WESTON

GEORGE WESTON LIMITED

Notice of Annual Meeting of Shareholders

The 2021 Annual Meeting of Shareholders of George Weston Limited (the "Meeting") will be held on Tuesday, May 11, 2021, at 11:00 a.m. (Eastern Daylight Time) for the following purposes:

1. to receive the consolidated financial statements for the financial year ended December 31, 2020, 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 15, 2021 will be entitled to vote at the Meeting.

Due to the ongoing COVID-19 pandemic, the Meeting will be held in a virtual meeting format only. Shareholders will be able to listen to, participate in and vote at the Meeting in real time through a web-based platform.

You can attend the Meeting by joining the live webcast online at <https://web.lumiagm.com/439305643>. 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 virtual Meeting?" 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, 2020 (the "Annual Report" and together with the Circular, the "Meeting Materials"). 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 Meeting Materials, you are receiving this Notice of Meeting which contains information about how to access the Meeting Materials 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 Meeting Materials are Posted

The Meeting Materials 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 Meeting Materials

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 29, 2021 (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 29, 2021 (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 webcast 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 form of proxy or 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 webcast 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 9, 2021 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 26, 2021
Toronto, Ontario

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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 2021 Annual Meeting of Shareholders (the “Meeting”) of the Corporation to be held on Tuesday, May 11, 2021, at 11:00 a.m. (Eastern Daylight Time). Due to the ongoing COVID-19 pandemic, the Meeting will be held in a virtual meeting format only, by way of a live webcast. Shareholders will be able to listen, participate and vote at the meeting in real time through a web-based platform.

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 15, 2021 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, 2020 (the “2020 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 2020 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 2020 Annual Report and proxy-related materials have been posted on the Corporation’s website and explaining how to access them.

On or about April 5, 2021, 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 2020 Annual Report.

QUESTIONS AND ANSWERS ON THE VIRTUAL MEETING

Q: Why will the Meeting be completely virtual?

A: Due to the ongoing COVID-19 pandemic and in consideration of the health and safety of our shareholders, colleagues and the broader community, the Meeting will be held in a virtual meeting format only, by way of a live webcast. Shareholders will be able to listen, participate and vote at the meeting in real time through a web-based platform instead of attending the meeting in person.

Q: Who can attend and vote at the virtual Meeting?

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 virtual Meeting?

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/439305643>. 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 "**weston2021**" (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 "**weston2021**" (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 15, 2021, 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, you may vote your Common Shares by proxy or during the Meeting by online ballot through the live webcast platform.

1. Voting at the Meeting

If you wish to vote your Common Shares at the Meeting, 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 webcast 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 by online ballot through the live webcast 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, 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 9, 2021, 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 re-appointment of KPMG LLP 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 during the Meeting by online ballot through the live webcast 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 9, 2021, 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 appoint someone else, he or she 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 9, 2021, or two business days before reconvening any adjourned or postponed Meeting. Failure to register the proxyholder you have designated to attend the Meeting 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 9, 2021, 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 deposited 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 by submitting an online ballot through the live webcast 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 15, 2021, there were 152,141,704 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 through the live webcast 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 15, 2021, the record date for the Meeting, there were 152,141,704 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 51.7% 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

- Nine 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 re-appointment of KPMG LLP as the Corporation's auditor. Shareholders or their proxyholders will vote on the re-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, 2020, together with the auditor's report thereon will be placed before the shareholders at the Meeting. These documents are included in the Corporation's 2020 Annual Report. Copies of the 2020 Annual Report in English or French may be obtained from the Secretary of the Corporation upon request. The 2020 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 nine director nominees will be elected at the Meeting. All 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

Seven of the nine 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

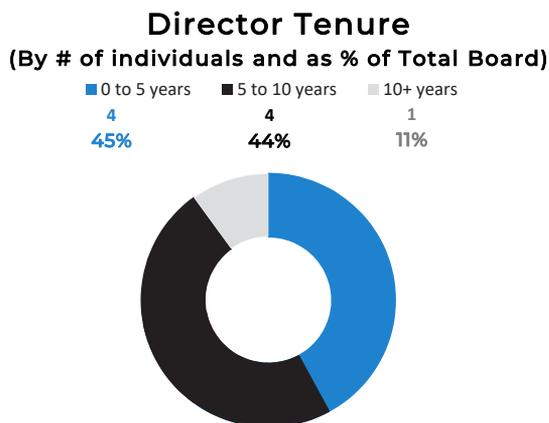
Each director nominee has a wealth of experience in leadership, governance and strategic planning and collectively, they possess the skills and expertise that enable the Board to carry out its responsibilities. The skills matrix set out below is used to assess the Board's overall strengths and to assist 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 10 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	Binning	Ferrier	Lockhart	Marwah	Nixon	Prichard	Strauss	Stymiest	G. Weston
Executive Leadership/Strategic Planning	✓	✓	✓	✓	✓	✓	✓	✓	✓
Retail/Consumer/Marketing	✓		✓				✓		✓
Financial Expertise/Accounting and Financial Reporting	✓	✓		✓	✓	✓	✓	✓	
Supply Chain/Distribution		✓							
Risk Management/Compliance	✓		✓	✓	✓	✓	✓	✓	✓
HR/Compensation		✓	✓	✓		✓		✓	✓
Digitalization and Technology				✓	✓			✓	
Real Estate			✓		✓				✓
US/International Consumer Market	✓	✓					✓		
Legal						✓			

Each director nominee was nominated in large part because of his or her 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 Gender 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 reaching the age of 75, and annually thereafter, or upon a change in principal occupation. The average tenure of the director nominees is 6.76 years. The following diagram shows director tenure broken down by the applicable time periods set out below:



The Board believes that these tenure statistics, and the high caliber 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, 33% of the director nominees identify as women and 22% identify as visible minorities. Further details on the Corporation's director tenure guidelines and diversity policy can be found on pages 24 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 his or her 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 his or her 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 2020 Annual Meeting of Shareholders

In 2020, each director who stood for election at the Annual Meeting of Shareholders received votes in favour from at least 96% 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 5, 2020:

Name of Nominee	Votes For		Votes Withheld	
Paviter S. Binning	136,571,958	99.84 %	223,828	0.16 %
Andrew A. Ferrier	136,497,696	99.78 %	298,200	0.22 %
Nancy H.O. Lockhart	136,630,570	99.88 %	165,216	0.12 %
Sarabjit S. Marwah	136,648,466	99.89 %	147,320	0.11 %
Gordon M. Nixon	136,568,521	99.83 %	227,265	0.17 %
J. Robert S. Prichard	131,411,003	96.06 %	5,384,783	3.94 %
Robert Sawyer ⁽¹⁾	136,757,184	99.97 %	38,602	0.03 %
Christi Strauss	136,753,100	99.97 %	42,686	0.03 %
Barbara Stymiest	136,322,070	99.65 %	473,716	0.35 %
Galen G. Weston	132,830,411	97.10 %	3,965,375	2.90 %

(1) Mr. Sawyer is 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.

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 2020 and 2019 equity holdings of each director nominee of the Corporation as of March 15, 2021 and March 9, 2020, 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 2020 based on the closing price of the Common Shares on the Toronto Stock Exchange ("TSX") on March 15, 2021, which was \$100.55, and for 2019 based on the closing price of the Common Shares on the TSX on March 9, 2020, which was \$96.64.

The persons named in the accompanying form of proxy intend to vote **FOR** the nominees listed below:



Paviter S. Binning,
Toronto, Ontario, Canada

Age 60

Weston Board Details:
Director since 2019
Non-Independent

Mr. Binning is the President and a Director of Wittington Investments, Limited. Mr. Binning is the former President and Chief Executive Officer of the Corporation and prior to this was the Chief Financial Officer of the Corporation. Prior to holding these positions, Mr. Binning was the Chief Financial Officer and Chief Restructuring Officer of Nortel Networks Corporation, Chief Financial Officer of Hanson plc and the Chief Financial Officer of Marconi Corporation plc.

Mr. Binning is a Fellow of the Chartered Institute of Management Accountants (U.K.).

BOARD/COMMITTEE MEMBERSHIP			Attendance		Attendance Total		Director Fees Received	
Board			#	%	Year	Amount		
Weston Foods Committee			4/4		2020	\$472,500		
Pension Committee (Chair)			4/4		2019	\$294,750		
			14/14	100%				

EQUITY OWNERSHIP				Total Market Value of Common Shares and DSUs ⁽²⁾	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
Year	Common Shares	DSUs ⁽¹⁾	Total Common Shares and DSUs			
2020	84,282	34,436	118,718	\$12,241,166	\$900,000	Yes
2019	84,160	32,433	116,593	\$11,575,986		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks	
		Directors	Boards
Loblaw Companies Limited	2019 to present	Galen G. Weston	Loblaw Companies Limited

PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)		Directors	Boards
George Weston Limited	2012 to 2017		
Loblaw Companies Limited	2014 to 2017		

- (1) 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").
- (2) Pursuant to the Director Share Ownership Policy, Mr. Binning's Loblaw Companies Limited ("Loblaw") holdings, at the time of his election to the Board of the Corporation on May 7, 2019, will count towards his minimum equity ownership in the Corporation. As of May 7, 2019, Mr. Binning held 4,596 Loblaw common shares and deferred share units with a value of \$308,438 based on the March 9, 2020 Loblaw common share price of \$67.11, and with a value of \$304,071 based on the March 15, 2021 closing price of Loblaw common shares of \$66.16.



Andrew A. Ferrier
Auckland, New Zealand

Age 61

Weston Board Details:
Director since 2018
Independent

Mr. Ferrier serves as the Executive Chairman of Canz Capital Limited ("Canz"), a private investment company located in New Zealand. Prior to founding Canz, Mr. Ferrier was the Chief Executive Officer of Fonterra Co-operative Group Limited, a New Zealand-based international dairy company, from 2003 to 2011. He was previously President and Chief Executive Officer and a director of GSW Inc., a Canadian consumer durable goods manufacturer, prior to which he held senior corporate roles in the sugar industry in Canada and internationally.

Mr. Ferrier graduated from the University of New Brunswick with a B.B.A. and from Concordia University with an M.B.A.

Mr. Ferrier also serves as Board Chair of New Zealand Trade and Enterprise.

BOARD/COMMITTEE MEMBERSHIP			Attendance		Attendance Total		Director Fees Received	
Board			#	%	Year	Amount		
Audit Committee			4/4		2020	\$262,500		
Weston Foods Committee (Chair)			4/4		2019	\$249,225		
			14/14	100%				

EQUITY OWNERSHIP				Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
Year	Common Shares	DSUs	Total Common Shares and DSUs			
2020	—	6,557	6,557	\$659,306	\$900,000	Yes ⁽¹⁾
2019	—	3,736	3,736	\$361,047		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks	
		Directors	Boards
—	—	—	—

PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)		Directors	Boards
Bunge Limited	2012 to 2020		
Orion Health Group Limited	2011 to 2019		

- (1) Mr. Ferrier has until 2023 to satisfy the Director Share Ownership Policy. Please see page 14 for more details on the Director Share Ownership Policy.



**Nancy H.O. Lockhart,
O. Ont.**
Toronto, Ontario, Canada
Age 66

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 and a member of the Sotheby's Canada Advisory Board. 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			6/6				
Governance Committee			4/4	14/14	100%	2020	\$360,000
Pension Committee			4/4			2019	\$315,900

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
2020	1,961	3,941	5,902	\$4,787,792	\$900,000	Yes
2019	1,961	1,406	3,367	\$4,579,960		

CURRENT PUBLIC BOARD MEMBERSHIPS			Public Board Interlocks	
			Directors	Boards
Choice Properties Real Estate Investment Trust	2019 to present		Galen G. Weston ⁽²⁾	Choice Properties Real Estate Investment Trust
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 \$4,254,573 based on the March 9, 2020 closing price of the Loblaw common shares on the TSX of \$67.11 and with a value of \$4,194,346 based on the March 15, 2021 closing price of Loblaw common shares of \$66.16.
- (2) Mr. Weston will not be standing for re-election as a trustee at Choice Properties Real Estate Investment Trust's ("Choice Properties" or the "Trust") annual and special meeting of unitholders on April 30, 2021.



Sarabjit S. Marwah
Toronto, Ontario, Canada
Age 69

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			6/6				
Audit Committee			4/4	14/14	100%	2020	\$241,500
Governance Committee			4/4			2019	\$237,150

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
2020	3,500	15,881	19,381	\$1,948,760	\$900,000	Yes
2019	3,500	13,074	16,574	\$1,601,711		

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	



Gordon M. Nixon, C.M., O. Ont.
Toronto, Ontario, Canada

Age 64

Weston Board Details:
Director since 2014
Independent

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., is a director of MaRS Discovery District and is a trustee of the Art Gallery of Ontario.

BOARD/COMMITTEE MEMBERSHIP				Attendance		Attendance Total		Director Fees Received	
				#	%	Year	Amount		
Board				6/6					
Governance Committee				4/4		2020	\$239,000		
						2019	\$246,650		
				10/10	100%				

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
2020	5,000	13,395	18,395	\$1,849,617	\$900,000	Yes
2019	5,000	10,666	15,666	\$1,513,962		

CURRENT PUBLIC BOARD MEMBERSHIPS			Public Board Interlocks	
			Directors	Boards
BCE Inc.	2014 to present		—	—
BlackRock, Inc.	2015 to present			

PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)				



J. Robert S. Prichard, O.C., O. Ont.
Toronto, Ontario, Canada

Age 72

Weston Board Details:
Director since 2000
Independent
Lead Director

Mr. Prichard is the non-executive Chair of Torys LLP and former Chair of Bank of Montreal. He is a former Chair of the board of directors of Metrolinx, the regional transportation agency for the Greater Toronto and Hamilton Area as well as a past President and CEO of Metrolinx. Mr. Prichard is a past President and Chief Executive Officer and a former director of Torstar Corporation and President Emeritus of the University of Toronto.

Mr. Prichard graduated from the University of Chicago with an M.B.A., from the University of Toronto with an LL.B., and from Yale Law School with an LL.M. He is an Officer of the Order of Canada, a Member of the Order of Ontario, a Fellow of the Institute of Corporate Directors and a Fellow of the Royal Society of Canada.

In addition to his public board memberships listed below, Mr. Prichard is the Chair and a trustee of the Hospital for Sick Children.

BOARD/COMMITTEE MEMBERSHIP				Attendance		Attendance Total		Director Fees Received	
				#	%	Year	Amount		
Board				6/6					
Governance Committee (Chair)				4/4		2020	\$312,500		
Pension Committee				4/4		2019	\$312,500		
				14/14	100%				

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
2020	2,000	48,980	50,980	\$5,126,039	\$900,000	Yes
2019	2,000	44,738	46,738	\$4,516,760		

CURRENT PUBLIC BOARD MEMBERSHIPS			Public Board Interlocks	
			Directors	Boards
Alamos Gold Inc.	2019 to present		—	—
Onex Corporation	1994 to present			

PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)				
Barrick Gold Corporation	2015 to 2019			
Bank of Montreal	2000 to 2020			



Christi Strauss
Minneapolis, Minnesota,
United States

Age 59

Weston Board Details:
Director since 2016
Independent

Ms. Strauss, a corporate director, is the former President and Chief Executive Officer of Cereal Partners Worldwide, a General Mills joint venture with Nestlé, a position she held from 2006 to 2012. Ms. Strauss joined General Mills in 1986 where she held various executive positions including the President of General Mills Canada from 1996 to 2006.

Ms. Strauss obtained a Master of Business Administration from the Tuck School of Business at Dartmouth and a Bachelor of Arts in Economics from Dartmouth College.

Ms. Strauss sits on the boards of Social Venture Partners Minnesota and Health Partners International. Ms. Strauss is a past Chair of Advertising Standards Canada and Canadian Food Information Council. She is a former board member of The Stratford Festival and Food and Consumer Products of Canada.

BOARD/COMMITTEE MEMBERSHIP				Attendance		Attendance Total		Director Fees Received	
				#	%	Year	Amount		
Board				6/6					
Audit Committee				4/4		2020	\$240,000		
Weston Foods Committee				4/4		2019	\$240,000		
14/14				100%					

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
2020	1,000	9,922	10,922	\$1,098,207	\$900,000	Yes
2019	1,000	7,259	8,259	\$798,150		

CURRENT PUBLIC BOARD MEMBERSHIPS	Public Board Interlocks	
	Directors	Boards
—	—	—

PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)		
—		



Barbara Stymiest,
F.C.A, F.C.P.A
Toronto, Ontario, Canada

Age 64

Weston Board Details:
Director since 2011
Independent

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.

BOARD/COMMITTEE MEMBERSHIP				Attendance		Attendance Total		Director Fees Received	
				#	%	Year	Amount		
Board				6/6					
Audit Committee (Chair)				4/4		2020	\$314,500		
Governance Committee				4/4		2019	\$321,775		
14/14				100%					

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
2020	2,000	21,230	23,230	\$2,335,777	\$900,000	Yes
2019	2,000	18,362	20,362	\$1,967,784		

CURRENT PUBLIC BOARD MEMBERSHIPS	Public Board Interlocks	
	Directors	Boards
BlackBerry Limited	2007 to present	—
Sun Life Financial Inc.	2012 to present	—

PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)		
—		



Galen G. Weston
Toronto, Ontario, Canada

Age 48

Weston Board Details:
Director since 2016
Non-Independent

Mr. Galen G. Weston is the Corporation's Chairman and Chief Executive Officer. He is also the Executive Chairman of Loblaw Companies Limited. He previously held several senior executive positions with Loblaw Companies Limited and its subsidiaries, including as President. 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 and director of President's Choice Bank and Chairman of Wittington Investments, Limited. He is also a director of Selfridges Group Limited and President of the Weston Family Foundation. Mr. Weston is the Chairman of Choice Properties Real Estate Investment Trust, a Weston subsidiary.

BOARD/COMMITTEE MEMBERSHIP				Attendance		Attendance Total		Director Fees Received	
Board	Attendance			#	%	Year	Amount ⁽¹⁾		
				6/6	100%	2020	\$138,000		
					2019	\$91,425			

EQUITY OWNERSHIP			
Year	Common Shares	DSUs ⁽²⁾	Total Common Shares and DSUs
2020	78,650,662	2,188	78,652,850
2019	315,701	2,141	317,842

The value of Mr. Weston's current eligible holdings is \$7,942,471,022. 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 70.

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks	
		Directors	Boards
Loblaw Companies Limited	2006 to present	Nancy H.O. Lockhart	Choice Properties Real Estate Investment Trust
Choice Properties Real Estate Investment Trust	2019 to present	Paviter S. Binning	Loblaw Companies Limited

PAST PUBLIC BOARD MEMBERSHIPS (LAST 5 YEARS)	
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 2020, but did receive \$138,000 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.

Meeting Attendance

The following table provides a summary of each director's attendance at Board and committee meetings in 2020:

Name	Board (6 meetings)	Audit Committee (4 meetings)	Weston Foods Committee (4 meetings)	Governance Committee (4 meetings)	Pension Committee (4 meetings)	Overall Attendance	
						(#)	(%)
Paviter S. Binning	6/6	—	4/4	—	4/4	14/14	100%
Andrew A. Ferrier	6/6	4/4	4/4	—	—	14/14	100%
Nancy H.O. Lockhart	6/6	—	—	4/4	4/4	14/14	100%
Sarabjit S. Marwah	6/6	4/4	—	4/4	—	14/14	100%
Gordon M. Nixon	6/6	—	—	4/4	—	10/10	100%
J. Robert S. Prichard	6/6	—	—	4/4	4/4	14/14	100%
Robert Sawyer ⁽¹⁾	6/6	4/4	—	—	—	10/10	100%
Christi Strauss	6/6	4/4	4/4	—	—	14/14	100%
Barbara Stymiest	6/6	4/4	—	4/4	—	14/14	100%
Alannah Weston ⁽²⁾	2/2	—	—	—	—	2/2	100%
Galen G. Weston	6/6	—	—	—	—	6/6	100%
Total	100%	100%	100%	100%	100%	100%	100%

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

(2) Ms. Weston did not stand for re-election at the Corporation's Annual Meeting of Shareholders held on May 5, 2020.

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. Effective January 1, 2019, the ownership requirement under the Director Share Ownership Policy increased from \$700,000 to \$900,000. 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. Given the increased share ownership requirement that took effect in 2019, those directors who have not met the share ownership requirement at the time of the increase, have until 2023 to meet the incremental share 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 13 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 69.

2020 Director Compensation Amounts

A summary of the 2020 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 2020. 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 2021 for his role as a director of the Corporation.

2020 Director Compensation Table

The following table sets out the compensation elements and total compensation earned by each non-management director in 2020 and the manner in which the compensation was paid:

Name	Fees Breakdown				Total Director Fees Earned (\$)	All Other Compensation (\$)	Allocation of Total Director Fees		
	Board Retainer (\$) ⁽¹⁾	Committee Chair Retainer (\$)	Committee Member Retainer (\$)	Total Compensation (\$)			Cash (\$)	DSUs (\$) ⁽²⁾	Allocation of Fees between Cash and DSUs (%)
Paviter S. Binning	225,000	15,000	7,500	247,500	225,000 ⁽³⁾	472,500	123,748	123,752	50% DSUs
Andrew A. Ferrier	225,000	30,000	7,500	262,500	—	262,500	—	262,500	100% DSUs
Nancy H.O. Lockhart	225,000	—	15,000	240,000	120,000 ⁽⁴⁾	360,000	—	240,000	100% DSUs
Sarabjit S. Marwah	225,000	—	16,500 ⁽⁵⁾	241,500	—	241,500	—	241,500	100% DSUs
Gordon M. Nixon	225,000	5,000	9,000 ⁽⁵⁾	239,000	—	239,000	—	239,000	100% DSUs
J. Robert S. Prichard	225,000	80,000 ⁽⁶⁾	7,500	312,500	—	312,500	—	312,500	100% DSUs
Robert Sawyer	225,000	—	7,500	232,500	—	232,500	—	232,500	100% DSUs
Christi Strauss	225,000	—	15,000	240,000	—	240,000	—	240,000	100% DSUs
Barbara Stymiest	225,000	30,000	7,500	262,500	52,000 ⁽⁷⁾	314,500	26,248	236,252	90% DSUs
Alannah Weston ⁽⁸⁾	85,500	—	—	85,500	—	85,500	—	85,500	100% DSUs
Total (\$)	2,110,500	160,000	93,000	2,363,500	397,000	2,760,500	149,996	2,213,504	

- (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) Includes fees received by Mr. Binning as a director of Loblaw, a subsidiary of the Corporation.
- (4) Includes fees received by Ms. Lockhart as a trustee of Choice Properties, a subsidiary of the Corporation.
- (5) Includes fees received for attendance at other meetings of a Board committee.
- (6) Includes Lead Director fee.
- (7) Ms. Stymiest also received \$52,000, paid in cash, for her role as a director of President's Choice Bank, a subsidiary of Loblaw.
- (8) Ms. Weston did not stand for re-election at the Corporation's Annual Meeting of Shareholders held on May 5, 2020.

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, 2021:

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⁾	—	—	3,314,809
Andrew A. Ferrier	—	—	631,177
Nancy H.O. Lockhart ⁽³⁾	—	—	379,361
Sarabjit S. Marwah	—	—	1,528,705
Gordon M. Nixon	—	—	1,289,403
J. Robert S. Prichard	—	—	4,714,815
Robert Sawyer	—	—	883,859
Christi Strauss	—	—	955,092
Barbara Stymiest	—	—	2,043,600
Alannah Weston ⁽⁴⁾	—	—	771,620

- (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, 2021, which was \$96.26, 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 EDSUs. As at January 4, 2021, Mr. Binning held 32,412 EDSUs in addition to the 2,024 DSUs received as a director of Weston. The value of Mr. Binning's EDSUs is \$3,119,979 based on the closing price of the Common Shares on the TSX on January 4, 2021, which was \$96.26. Mr. Binning also holds 6,651 Loblaw DSUs. Based on the closing price of Loblaw common shares on the TSX on January 4, 2021 of \$63.75, Mr. Binning's Loblaw DSUs had a value of \$424,001.
- (3) Ms. Lockhart also holds 65,130 Loblaw DSUs with a value of \$4,152,038 based on the closing price of Loblaw common shares on the TSX on January 4, 2021 of \$63.75 and 15,765 Choice Properties deferred units with a value of \$202,107 based on the closing price of Choice Properties trust units on the TSX on January 4, 2021 of \$12.82.
- (4) Ms. Weston did not stand for re-election at the Corporation's Annual Meeting of Shareholders held on May 5, 2020.

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, 2021, Mr. Weston held 2,188 DSUs with a value of \$210,617 based on the closing share price of the Common Shares on the TSX on January 4, 2021 of \$96.26. Mr. Weston is the non-executive Chairman of Choice Properties and holds 80,221 Choice Properties deferred units with a value of \$1,028,433 based on the closing price of Choice Properties trust units on the TSX on January 4, 2021 of \$12.82.

APPOINTMENT OF THE AUDITOR

Appointment of the Auditor

The auditor of the Corporation is KPMG LLP. The Board, on the recommendation of the Audit Committee, recommends that KPMG LLP be re-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 KPMG LLP's remuneration. The persons named in the accompanying form of proxy intend to vote FOR the appointment of KPMG LLP as the Corporation's auditor until the next annual meeting of shareholders.

Audit and Other Service Fees

The Audit Committee oversees the fees paid to the independent auditor, KPMG LLP, for audit and non-audit services. The following table sets forth the aggregate fees billed for professional services rendered by KPMG LLP for the fiscal years 2020 and 2019, respectively:

	2020 ⁽⁵⁾ \$(000's)	2019 \$(000's)
Audit fees ⁽¹⁾	8,807	8,621
Audit-related fees ⁽²⁾	1,420	1,091
Tax-related fees ⁽³⁾	122	40
All other fees ⁽⁴⁾	89	142
Total fees	10,438	9,894

- (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.
- (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.
- (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 related to legislative and/or regulatory compliance.
- (5) Fees for 2020 include administrative fees and out-of-pocket expenses.

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 42. In 2020, shareholders were asked to consider an advisory resolution regarding the Corporation's approach to executive compensation, which received the approval of 97.76% 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 persons 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 2021 Annual Meeting of the shareholders of George Weston Limited.

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Committee Reports

AUDIT COMMITTEE



Barbara Stymiest
(Chair)
Independent



Andrew A. Ferrier
Independent



Sarabjit S. Marwah
Independent



Robert Sawyer
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.

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 KPMG LLP. The Lead Audit Partner at KPMG LLP may not serve in this role for the Corporation for longer than seven consecutive years and 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 2020.

2020 Highlights:

- ✓ 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 the benchmarking of corporate centre service costs
- ✓ 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

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 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 four times in 2020.

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 2020 and it is available at www.weston.ca. The members of the Audit Committee are satisfied that the Committee fulfilled its responsibilities in 2020.

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, 2020 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, 2021.

Internal and External Auditor

Throughout the year, the Chair of the Audit Committee met regularly with the external auditor, representatives of the internal audit group and senior members of the Corporation's financial reporting group. In 2020, the Committee reviewed and approved the annual audit plan of the internal audit group and the external auditor and received regular reports from internal audit. In addition, the Audit Committee received reports on key audit matters from the external auditor.

At the end of the year end audit cycle, the Audit Committee conducted an annual assessment of KPMG LLP's performance and effectiveness. In conducting this assessment, the Committee considered factors such as the quality of overall audit services and communications to the Committee and KPMG LLP's independence and objectivity. The Audit Committee was satisfied with KPMG LLP's performance and concluded that KPMG LLP is independent from the Corporation and management. The Audit Committee proposed that the Board recommend to the shareholders the appointment of KPMG LLP 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 policy and risk appetite statement, and reviewed the corresponding management action plans.

COVID-19 Risk Response

In 2020, 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 2020, 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 2020, 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.

Respectfully submitted,

Audit Committee

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

For additional information regarding each member of the Audit Committee, please see pages 9 to 13. For additional information regarding the activities of the Audit Committee, see the Corporation's Statement of Corporate Governance Practices on pages 27 to 41.

WESTON FOODS COMMITTEE



Andrew A. Ferrier
(Chair)
Independent



Christi Strauss
Independent



Paviter S. Binning
Non-independent

The Weston Foods Committee, on behalf of the Board, oversees 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.

WESTON FOODS COMMITTEE REPORT TO SHAREHOLDERS

Dear Shareholders:

On behalf of the Board, the Weston Foods Committee is pleased to share with you the Weston Foods Committee's report and some of the Committee's significant accomplishments in 2020.

2020 Highlights:

- ✓ Oversight of Weston Foods' response to risks related to the COVID-19 pandemic
- ✓ Oversight of Weston Foods' food safety program
- ✓ Oversight of Weston Foods' enterprise risks and regulatory compliance programs

Overview

The Weston Foods Committee provides dedicated oversight over the operational and compliance aspects of Weston Foods' business. The Weston Foods Committee meets at least once every quarter. Activities reviewed are based on the Weston Foods Committee's mandate and work plan. At each meeting, the Weston Foods Committee invites key members of management to attend and present on relevant issues that are critical to ensuring that it carries out its mandate. In addition, it holds an *in camera* session without management present at each meeting. The Weston Foods Committee met four times in 2020.

The Weston Foods Committee approved its mandate in 2020 and it is available at www.weston.ca. The members of the Weston Foods Committee are satisfied that the Weston Foods Committee fulfilled its responsibilities in 2020.

COVID-19 Risk Response

In 2020, the Weston Foods Committee oversaw Weston Foods' response to the risks posed by the COVID-19 pandemic, including reviewing the governance structures and safety protocols established in response to COVID-19.

Operational Performance

The Weston Foods Committee receives periodic reports from management on the operational and financial performance of Weston Foods. The Weston Foods Committee provides oversight for the implementation by management of its financial plan and monitors financial and operating results and other business developments.

Legal and Regulatory Compliance

In executing its mandate, the Weston Foods Committee monitors Weston Foods' legal and regulatory compliance program. The Weston Foods Committee reviews the actions of management to ensure that Weston Foods has sound compliance management systems, that employees of Weston Foods are aware of Weston Foods' policies and procedures regarding legal and regulatory compliance and are expected to appropriately manage legal and regulatory compliance issues and that Weston Foods effectively communicates policies and procedures regarding legal and regulatory compliance matters to independent contractors, as appropriate, recognizing their arm's length relationship. The Weston Foods Committee also receives and reviews periodic reports from management and independent consultants on legal and regulatory compliance matters.

Food and Product Safety

The Weston Foods Committee receives periodic reports from management and reviews the actions taken by management in order for management to ensure that Weston Foods' food safety programs address safe manufacturing, handling and preparation standards, that suppliers of food products adhere to high safety standards and that best practices are in place for storage, handling, distribution and packaging of food products, along with necessary control systems to monitor compliance with such policies.

Environmental, Occupational Health and Safety Matters

The Weston Foods Committee also receives regular reports from management on environmental, occupational health and safety matters, including relevant risks, programs and initiatives and any major incidents.

Environmental, Social and Governance

The Weston Foods Committee also receives periodic reports on Weston Foods' environmental, social and governance ("ESG") initiatives, including environment targets and diversity and inclusion initiatives.

Respectfully submitted,

Weston Foods Committee

Andrew A. Ferrier (Chair)

Christi Strauss

Paviter S. Binning

For additional information regarding each member of the Weston Foods Committee, please see pages 9 to 13. For additional information regarding the activities of the Weston Foods Committee, see the Corporation's Statement of Corporate Governance Practices on pages 27 to 41.

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.

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 2020.

2020 Highlights:

- ✓ Oversaw the results of an asset liability study performed by an independent third-party advisor
- ✓ Oversaw the strategy and implementation of changes to the Corporation's pension plan investment policies
- ✓ Oversaw the strategy and process for merging several of the Corporation's pension plans

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.

Performance of Pension Plans and Changes in Investment Policy

The Pension Committee oversaw the Corporation's investment policies and the allocation of the funds' investments to various asset classes, the overall structuring of the pension fund assets and the selection of investment managers for each asset class. The Pension Committee reviewed and approved a change to the investment strategy following the results of an asset-liability study conducted by independent investment consultants.

Due Diligence Review of Actuarial Service Provider

The Pension Committee oversaw the performance of a due diligence review of actuarial service providers in order to ensure market competitiveness and best-in-class services are provided to the Corporation.

Merger of Pension Plans

The Pension Committee continued to oversee the strategy, process and timelines with respect to the merger of a number of the Corporation's pension plans to realize operational efficiencies and thereby reduce costs and administration requirements.

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 13. For additional information regarding the activities of the Pension Committee, see the Corporation's Statement of Corporate Governance Practices on pages 27 to 41.

GOVERNANCE COMMITTEE



J. Robert S. Prichard
(Chair)
Independent



Nancy H.O. Lockhart
Independent



Sarabjit S. Marwah
Independent



Gordon M. Nixon
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 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.

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 individual compensation of the named executive officers (the "NEOs") identified on page 44. 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, in most cases, 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	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • 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

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 reaching the age of 75, and annually thereafter, or upon a change in 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:

2020 Highlights:

- ✓ Oversaw the design of the Corporation's 2021 Short-Term Incentive Plan and Long-Term Incentive Plan
- ✓ Oversaw the Board's succession plans
- ✓ Reviewed the impact of the COVID-19 pandemic on the Corporation's compensation plans
- ✓ Oversaw the development of the Corporation's ESG program
- ✓ Oversaw the adoption of formal targets for representation of (i) visible minorities on the Board and in management positions and (ii) women in management positions

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 33% and 22% of the Board's composition, respectively. Nine 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. Robert Sawyer will not stand for re-election at the Meeting. On behalf of the Board, the Governance Committee would like to acknowledge Mr. Sawyer for his dedicated service and outstanding contributions to the Corporation.

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 ESG program from management. In 2020, the Governance Committee oversaw the continued development of the Corporation's ESG program and the setting of diversity targets for both the Board and management.

KEY PERFORMANCE HIGHLIGHTS IN 2020

The Board reviewed the Corporation's financial performance in 2020, and determined the NEOs' incentive payouts in part based on such performance:

- The short term incentive plans of Loblaw, Choice Properties and Weston Foods paid out at 90.0%, 76.7% and 70.5% of target, respectively, for the applicable NEOs.
- The 2018 PSUs that vested in 2021 had a payout factor of 73.8% of target for the Corporation's NEOs (excluding individual performance component) and a payout factor of 94.6% of target for the Loblaw 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 the granting of 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 balances the use of (i) the Weston Foods Performance Incentive, which is designed to incent Weston Foods' executives on sales and return on capital; and (ii) restricted share units ("RSUs"), which serve as a key component in retaining executives and aligning their interests with those of shareholders.

The 2020 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.

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

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

For additional information regarding each member of the Governance Committee, please see pages 9 to 13. For additional information regarding the activities of the Governance Committee, see the Corporation's Statement of Corporate Governance Practices on pages 27 to 41.

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Statement of Corporate Governance

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 7 of the Circular for additional detail See Policy on: www.weston.ca	<ul style="list-style-type: none"> 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 	<ul style="list-style-type: none"> At least 96% of total votes cast at the 2020 Annual Meeting of Shareholders were cast in favour of each of the Directors
Independence Statement	See page 31 of the Circular for additional detail	<ul style="list-style-type: none"> Majority of the Board to be comprised of independent Directors 	<ul style="list-style-type: none"> 78% of Directors are independent 100% of Audit Committee members are Independent 100% of Governance Committee members are Independent
Board Effectiveness	See page 35 of the Circular for additional detail	<ul style="list-style-type: none"> Ensure that the Board and its Committees are functioning at optimal levels 	<ul style="list-style-type: none"> 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 14 and 69 of the Circular for additional detail	<ul style="list-style-type: none"> Aligns the interests of Directors and executives with those of Shareholders Applies to each Director and executive at the SVP level and higher 	<ul style="list-style-type: none"> 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	<ul style="list-style-type: none"> Ensuring relevant continuing education sessions are provided to Directors 	<ul style="list-style-type: none"> 12 continuing education sessions provided to a Committee or the Board in 2020
Director Tenure Guidelines	See pages 7 and 24 of the Circular for additional detail	<ul style="list-style-type: none"> Foster ongoing renewal of the Board's membership Chairman and Governance Committee Chair assess Director's continued participation on the Board upon reaching the age of 75 or a change in occupation, and annually thereafter 	<ul style="list-style-type: none"> 45% of Director nominees have tenure of 0 to 5 years 44% of Director nominees have tenure of 5 to 10 years Average tenure of 6.76 years
Director Interlock Policy	See page 8 of the Circular for additional detail	<ul style="list-style-type: none"> 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 	<ul style="list-style-type: none"> 0 interlocks among independent Directors
Related Party Transactions	See page 30 of the Circular for additional detail	<ul style="list-style-type: none"> Oversight of related party transactions rests with the Audit Committee Monitor significant related party transactions within the Weston Group 	<ul style="list-style-type: none"> Quarterly updates on related party transactions delivered to the Audit Committee
Corporate Opportunities Principles	See page 30 of the Circular for additional detail	<ul style="list-style-type: none"> 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) 	<ul style="list-style-type: none"> 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	<ul style="list-style-type: none"> Providing Shareholders with an opportunity to vote on the Corporation's approach to executive compensation 	<ul style="list-style-type: none"> 97.76% of votes cast at the 2020 Annual Meeting of Shareholders were cast in favour of the Corporation's approach to executive compensation
Executive Clawback Agreement	See page 45 of the Circular for additional detail	<ul style="list-style-type: none"> Deterrent to executives taking excessive risk 	<ul style="list-style-type: none"> 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.	<ul style="list-style-type: none"> Reflects the Corporation's ongoing commitment to a rigorous competition law compliance program, including controls, training programs and reporting processes 	<ul style="list-style-type: none"> Maintained ISO Assurance in respect of the Corporation's competition law compliance program
Code of Conduct	See Code on: www.weston.ca	<ul style="list-style-type: none"> 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 	<ul style="list-style-type: none"> 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 37 of the Circular for additional detail	<ul style="list-style-type: none"> 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 	<ul style="list-style-type: none"> 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
Disclosure Policy	See page 41 of the Circular for additional detail	<ul style="list-style-type: none"> 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 	<ul style="list-style-type: none"> 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	<ul style="list-style-type: none"> 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 	<ul style="list-style-type: none"> Governance Committee receives periodic reports on ESG initiatives with annual reporting to the Board
Mandate of the Weston Foods Committee	See Mandate on: www.weston.ca	<ul style="list-style-type: none"> Oversight of the Weston Foods corporate responsibility program Provides guidance to Weston Foods on its corporate responsibility program 	<ul style="list-style-type: none"> Weston Foods Committee receives periodic reports on corporate responsibility initiatives with annual reporting to the Board
ESG Reporting	See page 37 of the Circular for additional detail www.loblaw.ca/en/responsibility www.choicereit.ca/sustainability www.westonfoods.ca	<ul style="list-style-type: none"> Cross-functional management working team with representation from all the operating businesses of the Weston Group to advance ESG initiatives <p>Loblaw</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee, comprised of senior leaders, responsible for setting priorities, tracking metrics and championing program initiatives across Loblaw 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 <p>Choice Properties</p> <ul style="list-style-type: none"> 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 Two full-time resources who are tasked with the day-to-day management of initiatives related to the ESG program <p>Weston Foods</p> <ul style="list-style-type: none"> Management committee responsible for overseeing program initiatives Corporate Responsibility Leadership Committee, comprised of senior leaders across Weston Foods are responsible for guiding program initiatives 	<ul style="list-style-type: none"> Alignment on ESG reporting strategy across all the operating businesses of the Weston Group <p>Loblaw</p> <ul style="list-style-type: none"> Release of Loblaw's 2019 Corporate Social Responsibility Report Release of Loblaw's 2019 SASB Food and Retailer & Distributor disclosure Received B- score on 2020 Carbon Disclosure Project (CDP) - Climate Change Report <p>Choice Properties</p> <ul style="list-style-type: none"> Release of Choice Properties' 2019 ESG Report 1st year incorporating SASB metrics into the ESG Report 2nd submission to GRESB benchmarking survey, resulting in a 16-point increase over the previous year's score (on a 100-point scale) <p>Weston Foods</p> <ul style="list-style-type: none"> Received the following scores on Carbon Disclosure Project (CDP) disclosures: (i) B- on Climate Change 2020 Report; (ii) B on Forests 2020 Report; and (iii) C on Water Security 2020 Report

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (Continued)			
Approach	Reference	Application	Highlights
Board Diversity Policy	See page 35 of the Circular for additional detail	<ul style="list-style-type: none"> 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 	<ul style="list-style-type: none"> 33% of Director nominees identify as women 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
Management Diversity and Inclusion Programs	See page 35 of the Circular for additional detail	<ul style="list-style-type: none"> 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 <p><i>Loblaw</i></p> <ul style="list-style-type: none"> 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 <p><i>Choice Properties</i></p> <ul style="list-style-type: none"> Talent initiatives focused on mentoring and recruiting practices based on inclusion strategies Leadership and Management training opportunities Annual self-identification on designated group membership <p><i>Weston Foods</i></p> <ul style="list-style-type: none"> Progress diversity at leadership levels Learning and engagement opportunities Annual self-identification on designated group membership 	<ul style="list-style-type: none"> 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 <p><i>Loblaw</i></p> <ul style="list-style-type: none"> 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 <p><i>Choice Properties</i></p> <ul style="list-style-type: none"> Adoption of formal targets in respect of women and visible minorities in management positions 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 <p><i>Weston Foods</i></p> <ul style="list-style-type: none"> Adoption of formal targets in respect of women and visible minorities in management positions Creation of goal that by 2024, 37% of executive management positions and 45% of other management positions be held by people who identify as women and 25% of executive management positions and 26% of other management 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 19 and 30 of the Circular for additional detail on the Board and Audit Committee's oversight of the Corporation's ERM program	<ul style="list-style-type: none"> 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 	<ul style="list-style-type: none"> 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 or Loblaw's 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, Loblaw's board or Choice Properties' board either to the full Boards or to committees of the Boards. In 2020, 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 2020 Annual Report and the Annual Information Form for the year ended December 31, 2020, 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 2020 the Board re-appointed an independent director, Mr. J. Robert S. Prichard, to serve as Lead Director. Subject to his election at the Meeting, the Board expects to appoint Mr. Gordon M. Nixon as successor to Mr. J. Robert S. Prichard 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:

	<p style="text-align: center;">Chairman and Chief Executive Officer Galen G. Weston</p>
<ul style="list-style-type: none"> • 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 	

	<p style="text-align: center;">Independent Lead Director J. Robert S. Prichard</p>
<ul style="list-style-type: none"> • 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 seven of the nine 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. Paviter S. Binning, President of Wittington, the controlling shareholder of Weston, and Mr. Galen G. Weston, who is Chairman and Chief Executive Officer of the Corporation, Executive Chairman of Loblaw and Chairman of Choice Properties, and the Corporation's principal shareholder, were determined not to be independent because they have a material relationship with the Corporation.

Name	Status of Director Nominees		
	Independent	Not Independent	Reason for Non-Independent Status
Paviter S. Binning		x	President of Wittington, the controlling shareholder of Weston
Andrew A. Ferrier	x		
Nancy H.O. Lockhart	x		
Sarabjit S. Marwah	x		
Gordon M. Nixon	x		
J. Robert S. Prichard	x		
Christi Strauss	x		
Barbara Stymiest	x		
Galen G. Weston		x	Chairman and Chief Executive Officer of the Corporation, Executive Chairman of Loblaw, Chairman of Choice Properties and the Corporation's principal shareholder as the controlling shareholder of Wittington

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 2020, can be found on pages 9 to 13 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 four standing committees:

- Audit Committee;
- Governance Committee;
- Pension Committee; and
- Weston Foods 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 policy 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 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, Robert Sawyer and Christi Strauss, had four meetings in 2020. Further information relating to the Audit Committee's accomplishments in 2020 is set out in the "Audit Committee Report to Shareholders" on pages 18 to 19.

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 J. Robert S. Prichard (Chair), Nancy H.O. Lockhart, Sarabjit S. Marwah, Gordon M. Nixon and Barbara Stymiest, had four meetings in 2020. Further information relating to the Governance Committee's accomplishments in 2020 is set out in the "Governance Committee Report to Shareholders" on pages 23 to 26.

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 2020. Further information relating to the Pension Committee's accomplishments in 2020 is set out in the "Pension Committee Report to Shareholders" on page 22.

4. Weston Foods Committee

The Weston Foods Committee is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to Weston Foods' operational and financial performance, its employee engagement and culture, and its policies, management systems and performance with respect to: (i) legal and regulatory compliance matters; (ii) food and product safety matters; and (iii) environmental, occupational health and safety matters. The Weston Foods Committee's specific responsibilities include:

- reviewing and monitoring the operational and financial performance of Weston Foods including operational policies and systems, key functions such as sales, key customer relationships, capital expenditure, free cash-flow, supply chain and the operational management of information technology and cyber-security;
- overseeing Weston Foods' legal and regulatory compliance program and receiving regular reports from the compliance function lead;
- reviewing actions taken by Weston Foods management to ensure that, amongst other food safety actions, food safety programs address safe manufacturing, handling and preparation standards;
- reviewing policies, management systems and key performance metrics with respect to environmental, occupational health and safety matters at Weston Foods;
- receiving reports from Weston Foods management on any serious incidents, including any involving a breach of violation of policies, regulations or laws applicable to Weston Foods and any food safety incidents; and
- receiving and reviewing periodic reports from Weston Foods management on the Weston Foods corporate social responsibility program.

The Weston Foods Committee, whose current members are Andrew A. Ferrier (Chair), Paviter S. Binning and Christi Strauss, had four meetings in 2020. Further information relating to the Weston Foods Committee's accomplishments in 2020 is set out in the "Weston Foods Committee Report to Shareholders" on pages 20 to 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 2020, 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
Update on Stock Option Pricing and Taxation	February 22, 2020	Governance Committee
Category Strategy	February 22, 2020	Weston Foods Committee
Cyber-Security	May 4, 2020	Audit Committee
Cyber-Security	May 4, 2020	Weston Foods Committee
Governance Insights	July 27, 2020	Governance Committee
Category Strategy	July 27, 2020	Weston Foods Committee
Governance Insights	November 16, 2020	Governance Committee
Impact of COVID-19 and Trends in Executive Compensation	November 16, 2020	Governance Committee
ESG and Disclosure	November 16, 2020	Governance Committee
Cyber-Security	November 16, 2020	Audit Committee
Cyber-Security	November 16, 2020	Weston Foods Committee
Category Strategy	November 16, 2020	Weston Foods 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 2020 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 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 comprise at least 30% of the Board's directors. This year, three of the nine director nominees identify as women, representing 33% 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 comprise at least 25% of the Board's directors by 2024. This year, two of the nine director nominees identify as visible minorities, representing approximately 22% 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⁽¹⁾ (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 a target 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. 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 33% of the Board's composition. Two director nominees have identified as visible minorities, representing 22% of the Board's composition. No director nominees have identified as an Aboriginal person or a person with disabilities and one director nominee preferred not to disclose any information as part of the self-identification survey. Loblaw has five director nominees that identify as women, representing 42% of its board composition. Two Loblaw director nominees have identified as visible minorities, representing 17% of its board composition. One Loblaw director nominee has identified as a person with disabilities, representing 8% of its board composition. No Loblaw director nominees have identified as an Aboriginal person and one director nominee preferred not to disclose any information as part of the self-identification survey. Choice Properties has four trustee nominees that identify as women, representing 44% of its board composition. No trustee nominees have identified as visible minorities, an Aboriginal person or a person with disabilities.

⁽¹⁾ "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.

The Corporation's senior management, which is comprised of vice-president level positions and higher, includes: six individuals who have identified as women, representing 43% of senior management and four individuals who have identified as visible minorities, representing 29% of senior management. No member of the Corporation's senior management has identified as an Aboriginal person or a person with disabilities. Loblaw's senior management, which is comprised of vice-president level positions and higher, includes: 59 individuals who have identified as women, representing 33% of its senior management; 42 individuals who have identified as visible minorities, representing 23% of its senior management; one individual who has identified as Aboriginal, representing 1% of its senior management; and five individuals who have identified as persons with disabilities, representing 3% of senior management. Choice Properties' senior management, which is comprised of vice-president level positions and higher, includes: six individuals who have identified as women, representing 38% of its senior management and three individuals who have identified as visible minorities, representing 19% of its senior management. No member of Choice Properties' senior management has identified as an Aboriginal person or 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.

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, Choice Properties and Weston Foods 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 through its *Weston - Seeding Stronger Communities* employee engagement program, 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.

Weston Foods Corporate Responsibility

Corporate responsibility and ESG considerations are at the forefront of Weston Foods' long-term strategy. Weston Foods is committed to being a force for positive environmental and social change. Corporate responsibility matters are central to the decisions made across the business. By integrating consideration of environmental and social risks and good governance

practices into its day-to-day business activities, implementing robust compliance and ethics programs and undertaking impactful charitable activities, Weston Foods strives to be an inclusive employer and a trusted brand. The corporate responsibility program at Weston Foods is comprised of a series of initiatives and programs and is overseen by the Weston Foods Committee. Key corporate responsibility initiatives include the following:

- Weston Foods has established a corporate responsibility program, with a focus on the environment and social considerations by creating a safe, inclusive workplace, robust food safety and quality systems, and community stewardship. Weston Foods' environmental programs include established policies and procedures aimed at ensuring compliance with applicable legislative requirements and industry standards. To this end, Weston Foods employs environmental risk assessments and audits using internal and external resources together with employee awareness programs throughout its operating locations. Weston Foods endeavours to be socially and environmentally responsible and recognizes that the competitive pressures for economic growth and cost efficiency must be integrated with sound environmental stewardship and ecological considerations.
- Weston Foods is committed to addressing its customers' needs concerning the sustainable sourcing of certain ingredients, such as palm oil. Energy costs and climate change can impact the Weston Foods business and, consequently, key contributors such as energy consumption are tracked and energy conservation programs are implemented.
- Weston Foods is committed to diversity, equity and inclusion. To deliver on this commitment, Weston Foods has adopted formal targets for women and visible minorities in senior management positions (see the chart on page 27) and developed various colleague led initiatives to both guide and deliver on strategic objectives. People leaders across Weston Foods will complete training on understanding bias, stopping discrimination and building inclusive behaviours.
- Through the Weston - Seeding Stronger Communities employee campaign, Weston Foods engages with and supports charitable organizations in helping children become healthier and more active outside of school. Weston Foods employees at bakeries and offices across North America select non-profit organizations in their local communities to support, with Weston Foods raising additional funds by matching donations made by employees. Annually, Weston Foods also donates a portion of pre-tax profits to children's sports and nutrition programs, among other causes.

Environmental, Social, and Governance Disclosure

Weston Foods 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 2020, Weston Foods submitted reporting disclosure to the Carbon Disclosure Project (CDP), receiving the following scores: (i) B- on Climate Change 2020 Report; (ii) B on Forests 2020 Report; and (iii) C on Water Security 2020 Report.

Going forward, Weston Foods intends to remain focused on corporate responsibility and to continue refining its programs, governance practices, and related ESG disclosure and will disclose such developments, as appropriate.

Additional information on Weston Foods can be found on its website at www.westonfoods.com.

Loblaw Corporate Social Responsibility (CSR)

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. Loblaw's approach to CSR is driven by its purpose to help Canadians Live Life Well and is focused on respecting the environment, sourcing responsibly, and supporting its colleagues and the communities in which it operates. Loblaw increasingly integrates into its day-to-day business practices an evaluation of the relevant risks and opportunities associated with ESG matters. CSR is comprised of a series of initiatives across Loblaw

Loblaw aims to be a leading contributor to Canadian society both today and for generations to come and reports its progress relative to ESG topics, which further demonstrate its commitment to being a responsible corporate citizen to its valued stakeholders.

Loblaw's CSR scope includes but is not limited to the following initiatives:

Respecting the Environment

Loblaw aims to continue reducing the environmental impacts of its operations specifically in the areas of food and packaging waste and greenhouse gas emissions related to electricity, transportation and refrigeration.

- In 2019, Loblaw achieved a carbon reduction of 29.7% in absolute greenhouse gas (GHG) emissions across its corporate operations against a 2011 baseline, nearly achieving its reduction target of 30% by 2030 announced in 2016. With this progress, Loblaw announced a more ambitious goal to reduce its corporate carbon footprint by 50% by 2030, against a 2011 baseline. Loblaw has an action plan focused on energy-efficient stores and distribution centres, fuel-efficient transportation, and managing refrigerant leaks and organic waste diversion. Loblaw intends to deliver carbon reduction in line with Canada's national targets and, along with other forward-looking Canadian companies, demonstrate that these goals can be achieved without sacrificing economic growth.

- In 2019, Loblaw introduced an ambitious plastics reduction plan, focusing on three distinct and complimentary pillars: Eliminate What We Can; Better Manage What We Use; and Invest in Research and Community Clean Ups. More than 100 different plastic reduction initiatives and programs have been explored and/or initiated since then, including the announcement that all PC® packaging will be either reusable or recyclable by 2025. Loblaw is also a leading member of the Consumer Goods Forum's (CGF) Plastic Waste Coalition, an initiative established by some of the world's largest brands and retailers, all committed to helping deliver industry-led solutions to help prevent the release of plastic waste into nature.
- Loblaw is a member of the One Planet Business for Biodiversity (OP2B) initiative designed to meaningfully protect and restore biodiversity globally. Focus areas of OP2B include scaling up regenerative agricultural practices; boosting cultivated biodiversity and diets through product portfolios; and eliminating deforestation and enhancing the management, reforestation and protection of high-value natural ecosystems.
- Food waste is an area of continued focus for Loblaw. That is why in 2017, Loblaw committed to reducing food waste by 50% by 2025 across its corporate retail operations against a 2016 baseline. Loblaw is making important progress towards that goal through reclamation, diversion and donation programs, and has matched more than 600 stores to local food banks and food rescue organizations making it one of the largest food donors in Canada. In 2020 more than 4.9 million kilograms of perishable food were donated to those in need.

Sourcing Responsibly

Loblaw strives to sell products that are safe and responsibly sourced. This means upholding its values throughout its supply chain, sourcing products sustainably and ethically, and supporting Canadian suppliers.

- In 2020, Loblaw released an updated version of its Supplier Code of Conduct, communicating to suppliers its continued expectation for ethical and responsible business conduct, including standards related to working conditions, worker safety, respect for working hours and wages, human rights, animal welfare, the environment, forced labour and child labour. In 2019, Loblaw enhanced and relaunched its Integrity Action Line (IAL) (i.e., a whistleblower program) to its colleagues and employees, and extended it in 2020 to its supplier network, encouraging the reporting of unethical practices, suspicious behaviour and suspected non-compliance with Loblaw's policies and procedures. The IAL (1-800-525-7868) is available in seven languages and accessible through loblaw.ca. Loblaw recognizes its responsibility to respect and protect the human rights of all people who support and intersect the business and published a formal statement in 2020. The statement, "Our Position on Human Rights", is founded on Loblaw's strong belief in doing what is right, and outlines the standards, codes, and governance structure in place to ensure Loblaw's programs, policies and practices are operationalized and effective.
- Loblaw's commitment to improving safe working conditions in Bangladesh remains. In 2020, Loblaw joined the steering committee of the newly formed Readymade Garments Sustainability Council (RSC) which is tasked with continuing building safety and worker training still underway in Bangladesh.
- Loblaw continues to publicly disclose its contracted factory lists for apparel and footwear products, and updates the list twice a year, maintaining its commitment to supplier transparency.
- Loblaw remains committed to supporting Canadian suppliers. In 2017, guided by a focus on innovation and opportunity, Loblaw committed to increase Canadian-grown produce purchases by \$150 million by 2025 via shift from imports to local. In 2019, nearly 50% of produce purchases during peak local season were purchased from Canadian growers. In 2020, Loblaw became the first Canadian retailer to purchase beef from farms and ranches certified by the Canadian Roundtable for Sustainable Beef (CRSB).
- Loblaw remains committed to tackling issues associated with animal welfare and regularly collaborates with industry partners and experts to achieve the goals outlined in its Animal Welfare Principles.
- Loblaw analyzes at-risk commodities and seeks to obtain third-party verification of sustainable agricultural practices for certain commodities, including seafood, cocoa, coffee, palm oil and beef.

Supporting Colleagues and Communities

- Loblaw aims to make a positive difference in the communities it serves, placing a focus on advancing diversity, equity and inclusion through its operations, promoting health and wellness, tackling hunger and corporate philanthropy.
- Loblaw has a long-standing commitment to diversity, equity and inclusion with an emphasis on the inclusion of women, people with disabilities, LGBTQ+, Indigenous peoples, and all races and ethnicities. To deliver on this commitment, Loblaw has founded various colleague resource groups to both guide and deliver on strategic objectives. Colleagues across Loblaw are required to complete various trainings 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 representation progress. Loblaw partners with and supports community organizations, including, the Canadian Council for Diversity and Inclusion, Canadian Council for Aboriginal Business, Black Business and Professional Association, Toronto Regional Immigration Council, Ascend Canada, Pride at Work, Women's Executive Network (WXN), Giant Steps and more.
- Loblaw's grocery stores and pharmacies together make health and wellness more convenient and accessible to millions of Canadians. Through various programs and services, including a network of dietitians helping customers

manage health issues through nutrition and pharmacists supporting more than 13.7 million patients, Loblaw is a trusted health and wellness provider.

- Since 1989, *President's Choice Children's Charity* (the "Charity") has invested more than \$200 million to nurture the well-being of nearly 6 million Canadian children. The Charity is committed to the fight against childhood hunger, and as Canada's largest funder of school meal programs, after government, continued to feed kids during closures wherever they were learning. In 2020, the Charity fed nearly 800,000 children, and empowered them with growing and cooking skills.
- The *LOVE YOU* by Shoppers Drug Mart program works together with local charities to help advance women's health in mind, body and spirit, and provides support systems to help put women's health first. In 2020, Shoppers Drug Mart raised and granted over \$7.5M, with proceeds benefiting charities in support of women's health in communities across Canada.
- In 2020, with the help of its customers, colleagues, employees and business partners, Loblaw raised and donated more than \$83 million to charities and non-profits across Canada.

ESG Disclosure

Loblaw 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. In 2020, Loblaw became the first Canadian retailer to publish Sustainability Accounting Standards Board ("SASB") disclosure for Food Retailers and Distributors, the industry standard for Loblaw as defined by the SASB's Sustainable Industry Classification System. The SASB is an independent nonprofit organization that sets industry-specific and metric-focused standards to assist companies in disclosing financially material sustainability information. In addition, Loblaw has submitted a Carbon Disclosure Project – Climate Change Report since 2010 with demonstrated improvement, achieving a B- score in 2020. Since 2007, Loblaw has published an annual Corporate Social Responsibility Report.

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

Choice Properties Environmental, Social and Governance

ESG considerations are an integral component of the Trust's corporate strategy. The Trust is committed to conducting business in a manner that is respectful of the environment and the communities in which it operates. The Trust 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 demonstrating robust governance practices. By integrating consideration of environmental and social risks and good governance practices into its day-to-day business activities, implementing robust compliance and ethics programs, focusing on employee equity and wellness and undertaking impactful charitable activities, the Trust strives to be an ESG leader in the North American real estate industry. To achieve this goal, the Trust intends to focus on three areas where it can have significant impact on social and environmental sustainability: Climate Action, Sustainable Developments, and Employee Equity and Wellness. 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:

Environmental

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 greenhouse gas (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.

Supporting Colleagues and Communities

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 a long-standing commitment to diversity, equity and inclusion. The Trust has founded various colleague resource groups to both guide and

deliver on this commitment. Colleagues are 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*, a colleague led program, focused on empowering colleagues to give back to the communities in which the Trust operates. In 2020, through *Choice Cares*, the Trust donated approximately \$350,000 and volunteered over 1,330 hours in support of charities across the country, with a focus on making a positive impact on those who have been negatively affected by the COVID-19 pandemic.

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 2019, the Trust made its first submission to the Global Real Estate Sustainability Benchmark ("GRESB"), a global assessment that benchmarks ESG performance of real estate entities, and received a GRESB Green Star rating. In 2020, the Trust achieved a 16 point increase over its 2019 GRESB score (on a 100-point scale). 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 the Sustainability Accounting Standards Board ("SASB") Real Estate Standard into its ESG Report. SASB is an independent nonprofit organization that sets industry-specific and metric-focused standards to assist companies in disclosing financially material sustainability information. 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. The Trust has initiated an assessment of its practices on the basis of the Financial Stability Board's Task Force on Climate-related Financial Disclosure ("TCFD") and intends to align with the recommendations of the TCFD. In 2020, the Trust completed a physical climate change risk screening of its entire portfolio. 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. This analysis considered several climate change scenarios across multiple timeframes, in line with the recommendations of the TCFD.

ESG Governance

The Trust understands that good governance is critical to sustainable business operations. The Board, primarily through the Governance Committee, oversees the Trust's ESG program. 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 CSR and ESG initiatives 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.

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Compensation Discussion and Analysis

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INTRODUCTION

This Compensation Discussion and Analysis describes the compensation programs of the NEOs. For 2020, the NEOs were:

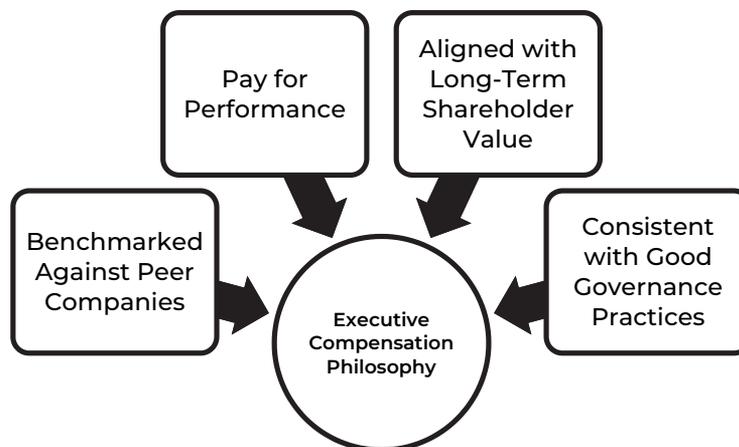
Name	Position
Galen C. Weston	Chairman and Chief Executive Officer of the Corporation and Executive Chairman of Loblaw
Richard Dufresne	President and Chief Financial Officer of the Corporation
Sarah R. Davis	President of Loblaw
Darren Myers	Chief Financial Officer of Loblaw
Luc Mongeau	President of Weston Foods

Messrs. Weston and Dufresne are NEOs of the Corporation (the “Weston NEOs”). Ms. Davis and Mr. Myers, who are NEOs of Loblaw, are referred to as “Loblaw NEOs” for purposes of the Circular. Mr. Mongeau, who is a senior executive of Weston Foods, is referred to as the “Weston Foods NEO” for purposes of the Circular.

On March 23, 2021, the Corporation and Loblaw announced that Ms. Davis would retire as President of Loblaw on May 6, 2021 and that Mr. Myers would be leaving Loblaw on May 6, 2021. The Corporation and Loblaw further announced that Mr. Weston would assume the role of President of Loblaw while maintaining his position as Chairman of Loblaw; Mr. Dufresne would assume the role of Chief Financial Officer of Loblaw and would continue to hold a dual role at both companies; and that Mr. Robert Sawyer, who will not be standing for re-election at the Annual Meeting of Shareholders, would be appointed as Chief Operating Officer of Loblaw, all effective May 6, 2021.

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 2020 ranged from 73.9% to 86.4% of their total direct target compensation, as discussed under “Components of Executive Compensation for 2020” on page 50.

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 2020, 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 2020 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 personal 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 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 69.

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 2020, 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, 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.

In 2020, Meridian was retained to review and benchmark the compensation of the President and Chief Financial Officer, Richard Dufresne, and the President of Weston Foods, Luc Mongeau.

Meridian is not an independent compensation advisor. In 2020 and 2019, Meridian received \$42,251 and \$22,397, 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 2020 or 2019.

Choice Properties

In 2019, Meridian was retained to assist in benchmarking compensation for certain senior executives of Choice Properties, including the President and Chief Executive Officer and the Chief Financial Officer. In 2020, Meridian was retained to assist in evaluating the competitiveness of Choice Properties' STIP and LTIP against its peers and industry standards, as well as a review of COVID-19 related trends in executive compensation.

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 2020, Willis Towers Watson was engaged by Loblaw to assist with benchmarking compensation for the President, President's Choice Financial, in addition to another senior executive position. Willis Towers Watson is not an independent compensation advisor. In 2020 and 2019, Willis Towers Watson received \$62,031 and \$63,011, respectively, from Loblaw for advisory services to Loblaw.

COMPENSATION COMPARATOR GROUP

In addition to its periodic review of individual executive compensation, in 2018, Meridian reviewed the comparator group used to benchmark Loblaw's executive compensation and confirmed that, although it remained size and industry appropriate, a few changes were necessary in order to better reflect a comparable peer group based on availability of compensation data and change in business focus.

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

LOBLAW'S COMPENSATION ANALYSIS

The Loblaw Governance Committee reviews the compensation of its NEOs on a bi-annual basis. In 2020, the Loblaw Governance Committee reviewed the results of the compensation analysis performed by Meridian and Willis Towers Watson.

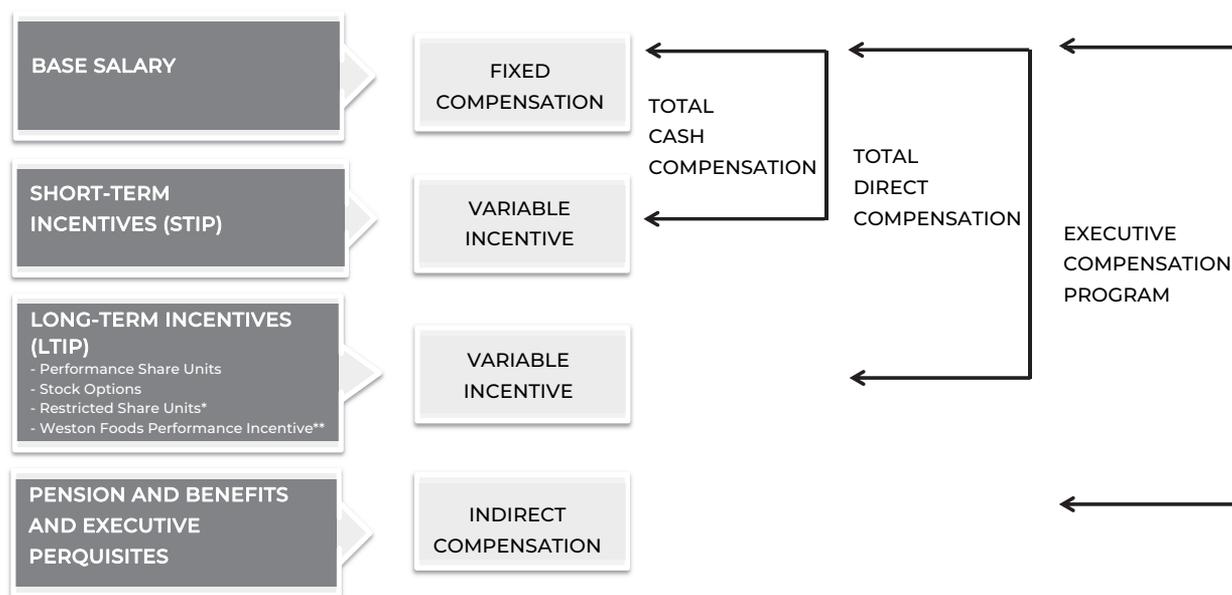
WESTON'S COMPENSATION ANALYSIS

In early 2020, the Governance Committee reviewed the results of the compensation analysis performed by Meridian in determining the compensation adjustments for 2020 for Mr. Mongeau in his role as President, Weston Foods.

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 is a component of the Weston Foods MTIP program.

OVERVIEW OF COMPONENTS

The 2020 NEO compensation was comprised principally of base salary, short-term cash incentives (which executives may elect to receive in the form of EDSUs) and long-term incentives (RSUs, PSUs and stock options) 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	<ul style="list-style-type: none"> Reflects the executive's level of responsibility and experience, market competitiveness, internal equity among executives and the executive's overall performance.
	Variable Compensation	Short-Term Incentive Plan (STIP)	Cash	Annual
		EDSUs (Elective)	Annual election; EDSUs held until cessation of employment	<ul style="list-style-type: none"> Each executive can choose to receive all or a portion of the executive's STIP payout in the form of EDSUs, to a cumulative maximum of three times the 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.
		RSUs	3 year vesting period	<ul style="list-style-type: none"> Motivate and reward executives for increasing shareholder value. Serve as a key component in retaining executives. RSU grants are generally made once per year. RSUs are no longer part of the value of annual LTIP grants to Weston executives, but typically comprise one-third of the total value of annual LTIP grants to Loblaw and MTIP grants to Weston Foods executives. RSUs are settled in Common Shares or Loblaw common shares, as applicable, purchased on the open market at the end of the applicable vesting period. RSU Plan provides for the crediting of additional RSUs in respect of dividends paid on Common Shares for the period when a RSU is outstanding. Dividend RSUs vest at the end of the applicable vesting period.
		PSUs	3 year performance period	<ul style="list-style-type: none"> Motivate and reward executives for increasing shareholder value. PSU 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. For the Corporation, for 2020 PSU vesting is based on success in achieving consolidated return on capital targets. Prior to 2019 the Corporation's PSU vesting was based on Loblaw's success in achieving revenue and return on capital targets and on Weston Foods' success in achieving sales and return on capital targets, and in certain cases, on individual performance. For Loblaw, PSU vesting is based on Loblaw's success in achieving revenue and return on capital targets. PSUs are settled in Common Shares or Loblaw common shares, as applicable, purchased on the open market at the end of the applicable performance period. PSU Plan provides for the crediting of additional PSUs in respect of dividends paid on Common Shares for the period when a PSU is outstanding. Dividend PSUs vest at the same time and based on the same performance factor as the PSUs.
		Long-Term Incentive Plan (LTIP)	Stock Options	5 year vesting period (20% per year); 7 year term
		Weston Foods Performance Incentive	3 year performance period	<ul style="list-style-type: none"> Each executive has a target LTIP grant value (% of base salary). The Weston Foods Performance Incentive typically comprises 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 are determined by the achievement of predetermined financial and/or operating performance objectives. Payouts range from zero to a maximum of 180% of a Weston Foods' executive's target value. Weston Foods Performance Incentive grants are 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	Executive Defined Benefit Plan ("Executive DB Plan")	Post-employment		<ul style="list-style-type: none"> The Corporation and Loblaw's pension plans are designed to provide a reasonable level of retirement income to executives to reward them for their service. Pension entitlements for an executive in the Corporation and Loblaw's Executive DB Plan are based on length of service and eligible salary. The total annual benefits payable under the Corporation and Loblaw's Executive DB Plan are capped at \$125,000 per year. The Executive DB Plan was closed to new participants in 2006.
	Executive Defined Contribution Plan ("Executive DC Plan")	Post-employment		<ul style="list-style-type: none"> Since 2006, new executives participate on a non-contributory basis in the Corporation's or Loblaw's Executive DC Plan. Contributions were set as a percentage of base salary (maximum of \$250,000) and in 2020 were capped at \$27,830 per year.
	Supplemental Executive Retirement Plan ("SERP")	Post-employment		<ul style="list-style-type: none"> 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 2020

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 or the Loblaw Governance Committee, as applicable, 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 2020. For further details with respect to the reasons for any increase in annualized base salary from 2019, refer to the section titled "2020 Compensation Decisions Regarding the Named Executive Officers" on page 70.

Name	2020 Base Salary (\$)	Increase From 2019 (%)
Galen G. Weston	1,200,000 ⁽¹⁾	Nil
Richard Dufresne	950,000 ⁽²⁾	5.6
Sarah R. Davis	1,000,000	Nil
Darren Myers	865,000 ⁽³⁾	5.5
Luc Mongeau	775,000 ⁽²⁾	3.3

(1) Mr. Weston's aggregate base salary of \$1,200,000 is allocated 60% to Weston and 40% to Loblaw, with Weston paying \$720,000 and Loblaw paying \$480,000 in 2020.

(2) The increases in base salary for Messrs. Dufresne and Mongeau were approved in February 2020 as part of their regular compensation review.

(3) The increase in base salary for Mr. Myers was approved in November 2019 as part of his regular compensation review.

SHORT-TERM INCENTIVE PLANS

As detailed below, the awards under the Corporation's STIP, in which Messrs. Weston and Dufresne participate, are determined based in part on the results of each of Loblaw's, Choice Properties' and Weston Foods' STIP results. The Loblaw NEOs participate in the Loblaw STIP program and the Weston Foods NEO participates in the Weston Foods STIP. Mr. Weston also participates 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, Choice Properties and Weston Foods each have their own STIP program. 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 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.

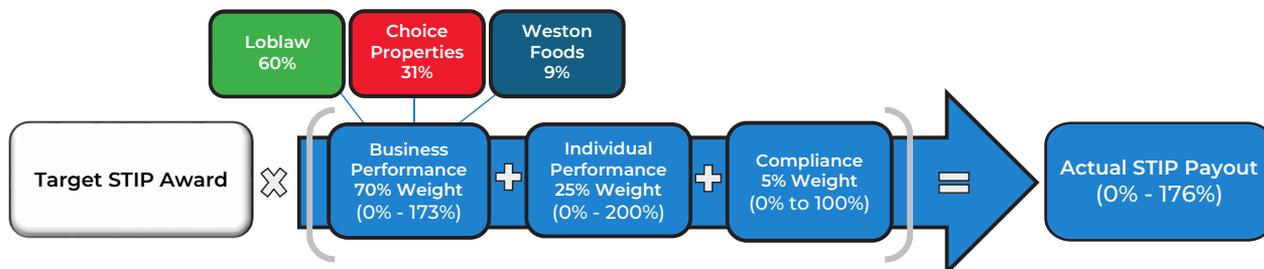
All participating executives have STIP award targets that are expressed as a percentage of their base salary, with such targets determined by the executive's position and level within the organization. Depending on actual performance relative to the performance targets, payouts for each performance target 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 2020, 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 in the descriptions that follow. The Weston Foods STIP includes a condition that the business performance payouts cannot exceed 100% of target unless the earnings target has been met.

For 2020, the Corporation's STIP included an individual performance component weighted at 25% of its NEOs' overall STIP target. The Loblaw STIP also included an individual performance component weighted at 25% of each Loblaw NEO's overall STIP target. The Weston Foods STIP included an individual performance component weighted at 20% of the overall STIP target of the Weston Foods NEO. For 2020, the Governance Committees of the Corporation and Loblaw, in assessing individual

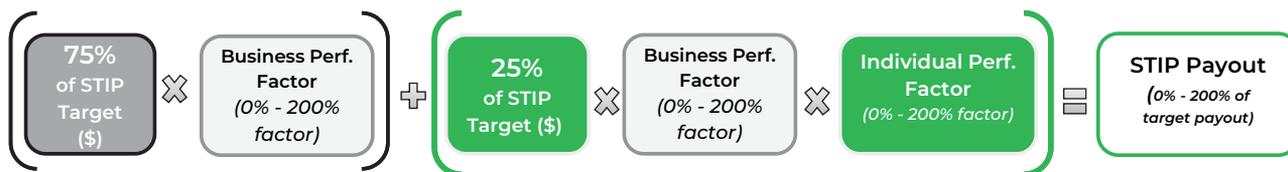
performance, took into account the executive's role in the overall achievement of the Corporation's, Loblaw's or Weston Foods' goals, as applicable, and the individual performance objectives and leadership qualities of the executive. Mr. Weston's overall STIP design was determined by the Governance Committees of the Corporation and Loblaw to reflect his 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 2020 were determined using the following formula:



Loblaw STIP awards for 2020 were determined using the following formula:



Weston Foods' STIP awards for 2020 were determined using the following formula:



The Governance Committees of the Corporation and Loblaw determine the appropriate STIP performance measures and weightings for each NEO, based on their roles and responsibilities within the Corporation and Loblaw, 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 2020:

Name	Title	STIP Programs	Weighting (%)
Galen G. Weston	Chairman and Chief Executive Officer of the Corporation and Executive Chairman of Loblaw	Loblaw STIP	40
		Weston STIP	60
Richard Dufresne	President and Chief Financial Officer of the Corporation	Weston STIP	100
Sarah R. Davis	President of Loblaw	Loblaw STIP	100
Darren Myers	Chief Financial Officer of Loblaw	Loblaw STIP	100
Luc Mongeau	President of Weston Foods	Weston Foods STIP	100

The following table sets forth details regarding the STIP targets and maximum aggregate STIP award achievable for 2020 for each NEO:

Name	Annualized Base Salary (\$) ⁽¹⁾	STIP Target as Percentage of Base Salary (%)	STIP Target (\$) ⁽¹⁾	Maximum STIP (\$)
Galen G. Weston	1,200,000	150	1,800,000	3,340,800
Richard Dufresne	950,000	125	1,187,500	2,090,000
Sarah R. Davis	1,000,000	150	1,500,000	3,000,000
Darren Myers	865,000	125	1,081,250	2,162,500
Luc Mongeau	775,000	100	775,000	1,395,000

(1) 2020 STIP awards were calculated based on each NEO's STIP-eligible salary for 2020, which in each case was the NEO's annualized base salary. The actual base salaries received by Messrs. Dufresne and Mongeau were \$937,500 and \$768,750, respectively.

LOBLAW STIP

Plan Design

In 2020, 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 2020:

Loblaw STIP - 2020 Business Performance Measures				
Consolidated Sales 35%	Consolidated Earnings 35%	Compliance 10%	Operating Leverage 10%	Consolidated OSAT ⁽¹⁾ 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 2020 (\$48,705 million) was designed to focus executives on growth in consolidated revenues (excluding the consolidation of franchises). For 2020, the consolidated sales measure 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.

	Threshold			Target		Maximum
Performance Range	Less than \$48,218 million	\$48,218 million	Each additional 0.10% (\$48.7 million)	\$48,705 million	Each additional 0.15% (\$73.1 million)	\$49,436 million or more
Payout Factor (% of Target)	0%	50%	+5%	100%	+10%	200%

Consolidated Earnings Target

The consolidated earnings target for 2020 (\$3,602 million) was designed to focus executives on delivering adjusted earnings before interest, income taxes, depreciation and amortization ("Adjusted EBITDA") (excluding the consolidation of franchises) pursuant to Loblaw's and SDM's combined annual and multi-year business plans. For 2020, the consolidated earnings target included a qualifier that in order to be eligible for above target achievement, Adjusted EBITDA growth must be positive and target Adjusted EBITDA must be achieved.

	Threshold			Target		Maximum
Performance Range	Less than \$3,512 million	\$3,512 million	Each additional 0.25% (\$9.0 million)	\$3,602 million	Each additional 0.5% (\$18.0 million)	\$3,782 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 2020 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 occupational health and safety, food safety audit corrective action plans, pharmacy action plans, competition law, risk management by design and IT projects); and on-time completion of mandatory compliance training (for occupational health and safety, 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, operating leverage 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

Operating Leverage Target

The operating leverage target for 2020 was based on achieving an improvement in Loblaw's retail selling, general and administrative expenses (SG&A) (excluding depreciation and amortization and the consolidation of franchises) expressed as a percentage of sales. The target for 2020 was 20.5%.

		Threshold		Target		Maximum
Performance Range	Higher than 20.55%	20.55%	Each 0.5 basis point improvement	20.5%	Each 0.5 basis point improvement	20.45% or lower
Payout Factor (% of Target)	0%	50%	+5%	100%	+10%	200%

Overall Satisfaction Target

The enterprise-wide customer satisfaction index, OSAT, is a direct measure of customer interaction in-store. The OSAT target for 2020 (60.5%) was designed to focus executives on customer satisfaction in the short term to drive loyalty in the longer term. The 2020 target and performance range were developed with the target representing a proposed improvement of 40 basis points in Loblaw's OSAT compared to the 2019 OSAT.

		Threshold		Target		Maximum
Performance Range	Less than 57.5%	57.5%	Each 0.30% improvement	60.5%	Each 0.30 % improvement	63.5%
Payout Factor (% of Target)	0%	50%	+5%	100%	+10%	200%

2020 Loblaw STIP Calculation

In February 2021, the Loblaw Governance Committee reviewed Loblaw's 2020 financial results and determined that maximum payouts for each performance target for each component of the STIP would be capped at 150%. Following the adjustment, the Loblaw 2020 STIP payout was approved as follows:

Performance Objective	Weighting (%)	Target	Actual	Performance	Payout Factor (% of Target)
Consolidated Sales	35	\$48,705 million	\$50,847 million	150.0 %	52.5 %
Consolidated Earnings	35	\$3,602 million	\$3,457 million	0.0 %	0.0 %
Compliance	10	Established targets	Targets Achieved	100.0 %	10.0 %
Operating Leverage	10	20.5 %	20.25 %	150.0 %	15.0 %
Overall Satisfaction	10	60.5 %	62 %	125.0 %	12.5 %
Overall STIP Payout					90.0 %

The Loblaw STIP represents approximately 65% and 42% of Messrs. Weston's and Dufresne's overall STIP targets, respectively.

Key Factors Influencing Results

Early in 2021, the Loblaw Governance Committee reviewed Loblaw's 2020 financial results and determined the key factors contributing to each component's performance relative to target. These factors included:

- The increase in consolidated sales relative to target was driven by strong sales in Food Retail and Drug Retail, partly related to more customers cooking and eating at home as a result of the COVID-19 pandemic.
- The decrease in consolidated earnings relative to target was driven by increased costs to ensure the safety and security of customers and colleagues during the COVID-19 pandemic and incremental e-commerce labour costs as a result of higher online sales.
- Operating leverage was favourable relative to target, driven by increased sales and process and efficiency gains and partially offset by higher costs related to the COVID-19 pandemic and incremental e-commerce labour.

In 2020, 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 2020. 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 Mr. Weston's STIP awards for 2020:

2020 Loblaw STIP Award - Galen G. Weston ⁽¹⁾

Name	Consolidated Sales (\$)	Consolidated Earnings (\$)	Compliance (\$)	Operating Leverage (\$)	Overall Satisfaction (\$)	STIP Total from Business Performance (at 90.0%) (\$)	Individual Performance (\$) ⁽²⁾	Loblaw STIP Award (\$)
Galen G. Weston	283,500	—	54,000	81,000	67,500	486,000	162,000	648,000

(1) STIP awards are calculated using the NEO's actual base salary received in 2020. Mr. Weston's base salary is paid 60% by the Corporation and 40% by Loblaw, with the Weston and Loblaw portions thereof being subject to the Corporation's STIP and Loblaw's STIP, respectively. 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.

The following table sets forth the Loblaw performance measures and weightings that were used in determining the STIP awards for each Loblaw NEO for 2020:

2020 Loblaw STIP Award ⁽¹⁾

Name	Consolidated Sales (\$)	Consolidated Earnings (\$)	Compliance (\$)	Operating Leverage (\$)	Overall Satisfaction (\$)	STIP Total from Business Performance (at 90.0%) (\$)	Individual Performance (\$) ⁽²⁾	Loblaw STIP Award (\$)
Sarah R. Davis	590,625	—	112,500	168,750	140,625	1,012,500	337,500	1,350,000
Darren Myers	425,742	—	81,094	121,641	101,367	729,844	243,281	973,125

(1) STIP awards are calculated using the NEO's actual base salary received in 2020, 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 2020:

Choice Properties STIP - 2020 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 17.1%	Information Security 4.3%	Culture & People 7.1%

In February 2021, the Choice Properties Governance Committee approved an adjustment to the financial measure component of the STIP to eliminate approximately 50% of the impact from both the Trust's early redemption of debt in 2020 and the accounting impact of the credit loss from foreclosing on a mortgage receivable that was originally advanced in 2013. Both these actions were proactive measures taken by management in the best interests of the Trust over the long term, despite the impact on results over the short term. The Choice Properties Governance Committee approved an adjusted business performance factor of 76.7%. 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 83.7%.

A description of each performance measure is set forth below:

Net Operating Income

Choice Properties' target net operating income ("NOI"*) consists of rental revenue from properties less property operating expenses as set forth in the Trust's consolidated results. The NOI component excludes certain expenses included in the determination of net income such as general and administrative expenses, fair value adjustments and amortization.

	Threshold		Target		Maximum
Performance Range	\$841.9M	Each additional \$3.4M	\$859.1M	Each additional \$3.4M	\$876.3M or more
Payout Factor (% of Target)	75%	+5%	100%	+5%	125%

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

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 February 2019. In February 2021, the Choice Properties Governance Committee approved an adjustment to the FFO measure to address the negative impact from the Trust's early redemption of debt in 2020 and the accounting impact of a credit loss from foreclosing on a mortgage receivable in 2020.

	Threshold		Target		Maximum
Performance Range	\$0.931	Each additional \$0.0048	\$0.955	Each additional \$0.0048	\$0.979 or more
Payout Factor (% of Target)	75%	+5%	100%	+5%	125%

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

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 February 2019. In February 2021, the Choice Properties Governance Committee approved an adjustment to the AFFO measure to address the negative impact from the Trust's early redemption of debt in 2020 and the accounting impact of a credit loss from foreclosing on a mortgage receivable in 2020.

	Threshold		Target		Maximum
Performance Range	\$0.787	Each additional \$0.0040	\$0.808	Each additional \$0.0040	\$0.828 or more
Payout Factor (% of Target)	75%	+5%	100%	+5%	125%

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

Pursuit Measures

For 2020, the Trust's STIP included three pursuit measures, being Process Improvement, Information Security, and Culture & People.

The Process Improvement target for 2020 was designed to focus executives on achieving efficiencies and enhancing controls through the standardization of documentation and processes. Success of the Process Improvement metric was determined based on achieving certain standardization objectives related to lease documentation, lease administration, and accounting and property management during 2020.

The Information Security target for 2020 was designed to focus executives on the Trust's information security maturity journey. Achievement of the Information Security metric was determined based on achieving an information security maturity score of 1.70 by December 31, 2020 and roll-out of colleague information security training during 2020.

The Culture & People target for 2020 was designed to focus executives on the Trust's ongoing commitment to employee engagement, organizational culture and sustainability. Achievement of the Culture & People metric was determined based on establishing a Culture Committee, building out the culture framework and supporting employee engagement, as well as achieving certain sustainability measures related to LED lighting and waste diversion targets.

In February 2021, the Choice Properties Governance Committee determined that the Trust had successfully completed 95% of the Pursuit Measure metrics for 2020.

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

2020 Choice Properties STIP Calculation

In February 2021, the Choice Properties Governance Committee reviewed the Trust's 2020 financial results and determined the Trust's 2020 STIP payout with respect to the business objectives as follows:

Performance Objective	Weighting	Target	Result	Adjusted Payout Factor (% of Target)
NOI	20%	\$859.1M	\$844.1M	n/a
FFO Per Unit	20%	\$0.955	\$0.921 per Unit	n/a
AFFO Per Unit	10%	\$0.808	\$0.800 per Unit	n/a
Financial Measures	50%	n/a	n/a	69.4%
Pursuit Measures	20%	Established targets	Targets met	95.0%
Overall STIP Payout Based on Business Objectives				76.7%

The Choice Properties STIP represents approximately 13% and 22% of Messrs. Weston's and Dufresne's overall STIP targets, respectively.

WESTON FOODS STIP

Plan Design

The Weston Foods STIP is 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 establishes 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 takes into account the key components of the Weston Foods annual business plan, budget and strategic objectives. Following year end, the Governance Committee reviews the financial results of Weston Foods against the performance targets and considers, in its judgment, whether any adjustments are required to account for unexpected events during the year.

Excluding the personal component, Weston Foods' STIP for 2020 was based on the following performance measures:

Weston Foods STIP - 2020 Business Performance Measures		
Weston Foods Sales 40.6%	Weston Foods Earnings 40.6%	Pursuit Measures 18.8% Customer Centricity (1/3) Compliance (1/3) Enterprise Resource Planning (1/3)

A description of each performance measure is set forth below:

Weston Foods Sales

The Weston Foods sales target for 2020 (\$2,188 million) was designed to focus executives on growth in revenue of the Weston Foods business.

	Threshold		Target		Maximum
Performance Range	\$2,079 million or less	Each additional 0.50% (\$10.94 million)	\$2,188 million	Each additional 0.50% (\$10.94 million)	\$2,276 million
Payout Factor (% of Target)	0%	+10%	100%	+10%	180%

Weston Foods Earnings

The Weston Foods earnings target for 2020 (\$122.0 million) was designed to focus executives on delivering adjusted earnings before interest and income taxes ("Adjusted EBIT")* pursuant to Weston Foods' annual and multi-year business plans.

	Threshold		Target		Maximum
Performance Range	\$91.50 million or less	Each additional 1% (\$1.22 million)	\$122.0 million	Each additional 1% (\$1.22 million)	\$146.4 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 2020, Weston Foods had three pursuit measures, being customer centricity, compliance and enterprise resource planning ("ERP").

The customer centricity target for 2020 was designed to focus executives on increasing customer satisfaction and loyalty to support revenue growth. Achievement of the customer centricity metric was determined based on Weston Foods' ability to meet customer demand and deliver on product quality.

The compliance target for 2020 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 its ISO Assurance.

The ERP target for 2020 was designed to focus executives on operational improvements and efficiencies. Achievement of the ERP metric was determined based on Weston Foods' successful initial deployment of a new ERP system as a tool to help achieve process simplification and optimization.

The Weston Foods STIP includes a condition that the business performance payouts cannot exceed 100% of target in a given year unless the earnings target has been met.

2020 Weston Foods STIP Calculation

In early 2021, the Governance Committee reviewed Weston Foods' 2020 financial results, taking into consideration the extraordinary negative impact of COVID-19 on Weston Foods' sales and earnings performance, due to sharply reduced demand in food service products and several retail categories, as well as incremental costs for temporary pay premiums and safety measures. Based on Weston Foods' performance, the payout under its STIP for 2020 for the sales and earnings components would have been nil (0%). However, in recognition of substantial employee efforts in connection with Weston Foods' annual priorities under unprecedented circumstances, the Committee determined that a payout of 70.5%, was appropriate in the circumstances. Following the adjustment, Weston Foods' 2020 STIP payout was approved as follows:

Performance Objective	Weighting (%)	Target (\$)	Actual (\$)	Performance (%)	Unadjusted Payout Factor (%)	Adjusted Payout Factor (% of Target)
Sales	40.6	\$2,188 million	2,031 million	92.8 %	0.0 %	93.4 %
Earnings*	40.6	\$122.0 million	65.9 million	54.0 %	0.0 %	50.8 %
Pursuit Measures	18.8	n/a	n/a	63.3 %	63.3 %	63.3 %
Calculated Weston Foods STIP payout factor						70.5 %

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

The Weston Foods' STIP represents approximately 4% and 6% of Messrs. Weston's and Dufresne's overall STIP targets, respectively.

Key Factors Influencing Results

Early in 2021, the Governance Committee reviewed Weston Foods' 2020 financial results and determined the key factors contributing to each component's performance relative to target. These factors included:

- The decrease in sales and EBIT relative to target was due to significant contraction of the food service channel and key retail categories related to the impact of COVID-19, only slightly offset by sales in packaged bread and rolls related to an increase in consumers eating at home as a result of the pandemic.
- EBIT was further impacted relative to target by increased costs to ensure the safety and security of customers and colleagues during the COVID-19 pandemic, partially offset by SG&A savings caused by COVID lockdowns.

The following table sets forth the details regarding the 2020 Weston Foods STIP award for Mr. Mongeau:

2020 Weston Foods STIP Award						
Name	Sales (\$)	Earnings (\$)	Pursuit Measures (\$)	STIP Total from Business Performance (70.5%) (\$)	Individual Performance (\$)	Weston Foods STIP Award (\$)
Luc Mongeau	235,290	128,030	73,780	437,100	155,000	592,100

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 2020 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, the completion of mandatory compliance training with respect to privacy, phishing, and competition law compliance, and maintaining ISO Assurance for its competition law compliance program.

STIP Calculation

The Corporation achieved 100% of its 2020 compliance target and, together with the weighted performance of Loblaw, Choice Properties and Weston Foods, achieved a STIP payout factor of 85.2%.

Individual STIP Components

The Governance Committee considered the overall performance of the Chairman and Chief Executive Officer and the President and Chief Financial 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 Executive Chairman, President and Chief Financial Officer.

Galen G. Weston, Chairman and Chief Executive Officer of the Corporation and Executive Chairman 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 2020. The quantitative factors were based on the execution of strategic objectives and achievement of the 2020 financial plan. The qualitative factors included the Governance Committees' assessment of Mr. Weston's leadership performance. Based on this assessment, the Governance Committees of the Corporation and Loblaw concluded that Mr. Weston demonstrated superior performance in 2020. Mr. Weston's individual component is targeted 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 \$432,000 for the individual component of his STIP award, of which the Weston and Loblaw components were \$270,000 and \$162,000, respectively, representing 100% of his target in aggregate.

Richard Dufresne, President and Chief Financial Officer of the Corporation

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 2020. The quantitative factors were based on the financial performance of the Corporation, including Mr. Dufresne's role in delivering on the 2020 financial plan. The qualitative factors included the Governance Committee's assessment of Mr. Dufresne's leadership performance and role in implementing strategic objectives. Based on this assessment, the Governance Committee concluded that Mr. Dufresne demonstrated superior performance in 2020. Mr. Dufresne's individual component is targeted at 25% of his overall STIP target. In light of the above considerations, the Governance Committee awarded Mr. Dufresne an amount of \$296,875 for the individual component of his STIP award, representing 100% of target.

Sarah R. Davis, President of Loblaw

The 2020 STIP award for Ms. Davis reflected Ms. Davis' role as President of Loblaw during the year, and included an individual performance component weighted at 25% of her overall STIP target. In assessing individual performance, the Loblaw Governance Committee took into account quantitative factors including Ms. Davis' management of the impact of the COVID-19 pandemic on Loblaw, her role in maintaining focus on Loblaw's compliance and ethics plan and advancing Loblaw's strategic initiatives and 2020 business plan. The Loblaw Governance Committee also considered qualitative factors, such as Ms. Davis' leadership qualities and her role in implementing Loblaw's strategic and culture plans. Based on these criteria, the Loblaw Governance Committee awarded Ms. Davis an individual performance component of \$337,500, representing 100% of target.

Darren Myers, Chief Financial Officer of Loblaw

The 2020 STIP award for Mr. Myers reflected Mr. Myers' role as Chief Financial Officer of Loblaw 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. Myers' management of the impact of the COVID-19 pandemic on Loblaw, his role in supporting and advancing Loblaw's strategic initiatives and operating efficiencies and in the execution of Loblaw's business plan. The Loblaw Governance Committee also considered qualitative factors, such as Mr. Myers' leadership qualities. Based on these criteria, the Loblaw Governance Committee awarded Mr. Myers an individual performance component of \$243,281, representing 100% of target.

Luc Mongeau, President of Weston Foods

The individual performance component of the STIP amount awarded to the 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 management and completion of Weston Foods' three-year transformation program. 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 is targeted at 20% of his overall STIP target. In light of the above considerations, the Governance Committee awarded Mr. Mongeau an amount of \$155,000 for the individual component of his STIP award, representing 100% of target.

TOTAL AGGREGATED STIP AWARDS FOR 2020

The following tables set out the aggregated STIP awards paid to NEOs of the Corporation and Loblaw in respect of the 2020 fiscal year.

Name	Loblaw STIP Award (\$)	Choice Properties STIP Award (\$)	Weston Foods STIP Award (\$)	Weston Compliance (\$)	Individual STIP Award (\$)	2020 STIP Award (\$)
Galen G. Weston	1,056,240 ⁽¹⁾	179,820	47,790	54,270	270,000	1,608,120 ⁽²⁾
Richard Dufresne	448,875	197,719	52,546	59,672	296,875	1,055,687
Sarah R. Davis	1,012,500	n/a	n/a	n/a	337,500	1,350,000 ⁽³⁾
Darren Myers	729,844	n/a	n/a	n/a	243,281	973,125 ⁽³⁾
Luc Mongeau	n/a	n/a	437,100	n/a	155,000	592,100

(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) Mr. Weston's total STIP award for 2020 was \$1,608,120, of which Loblaw paid \$648,000. 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.

(3) The full details of the compensation of Ms. Davis and Mr. Myers from Loblaw are set forth in Loblaw's management proxy circular, which is 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 PLAN

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.

Prior to 2019, annual LTIP grants for the Weston NEOs were comprised of 1/3 stock options, 1/3 RSUs and 1/3 PSUs. In 2019 the Governance Committee approved a change to the composition of the Corporation's LTIP awards to discontinue the use of RSUs for the long-term incentives granted to executives, such that since 2019 the annual LTIP grants for its NEOs are comprised of 1/2 stock options and 1/2 PSUs. In 2019 the Governance Committee further approved the elimination of a personal performance component applicable to the PSUs, such that since 2019 the target value of a PSU award is 100% contingent on business performance, measured by the return on capital achieved by the Corporation, and the target value of an annual LTIP grant, comprised of 1/2 stock options and 1/2 PSUs, is 50% contingent on business performance. The Corporation's 2020 LTIP thus balanced 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 - Weston Foods Medium Term Incentive Program

Weston Foods' equity and cash-based MTIP program serves to motivate executives to deliver on objectives set forth in Weston Foods' strategic plan and is 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 vest over time. The Weston Foods Performance Incentive serves to focus executives on selected key drivers of corporate performance. The Weston Foods Performance Incentive also serves as a pay-for-performance incentive to reward executives for the achievement of prescribed corporate goals. Under the Weston Foods MTIP program, Weston awards 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 is directly linked to the market value of the Common Shares. Annual MTIP grants for senior executives of Weston Foods are comprised of a 2/3 Weston Foods Performance Incentive component and 1/3 RSUs. Executives eligible for MTIP grants generally receive them on an annual basis. Payout value of the Weston Foods Performance Incentive component is disclosed following the end of a three-year performance period.

Weston Foods Transformation Project Incentive Plan

In 2017, Weston Foods introduced a new strategic framework with a corresponding multi-year transformation program, as more thoroughly described in the section "Weston Foods 2018 Transformation Project Incentive Plan" on page 68. Achieving the goals of the transformation program required engaging talent in its workforce and executing with excellence. To drive overall business performance and delivery of the potential identified with the transformation project, Weston Foods established project-related incentives for key members of its leadership team, in the form of targeted payout values at the end of a three-year performance period. These initial grant values were awarded in March 2018 under the Weston Foods Transformation Project Incentive Plan ("TPIP") and reflected the scope and challenge of the transformation amidst a challenging business environment.

Mr. Mongeau was awarded a one-time grant under the TPIP in 2018. Details of the grant and the performance results are discussed below in the section titled "Weston Foods 2018 Transformation Project Incentive Plan" on page 68.

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 or Loblaw's 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 2020, the Governance Committee approved LTIP awards to Messrs. Weston, Dufresne 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	1,200,000	500	3,600,022	—	3,600,022 ⁽⁴⁾	50% Stock Options and 50% PSUs
Richard Dufresne	950,000	375	3,562,532	—	3,562,532	50% Stock Options and 50% PSUs
Luc Mongeau	775,000	150	387,542	774,958	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 \$6,000,050, which reflects approximately 500% of his 2020 actual base salary, and the cost of his LTIP is allocated 60% to the Corporation and 40% to Loblaw.

In 2020, the Loblaw Governance Committee approved the following Loblaw LTIP awards to Ms. Davis and Messrs. Weston and Myers:

Name	Base Salary (\$) ⁽¹⁾	Annual LTIP Grant as a Percentage of Base Salary (%)	Grant Date Fair Value (\$) ⁽²⁾	Type of LTIP Grant ⁽³⁾
Galen G. Weston	1,200,000	500	2,400,028 ⁽⁴⁾	Stock Options, RSUs and PSUs
Sarah R. Davis	1,000,000	400	3,999,960	Stock Options, RSUs and PSUs
Darren Myers	865,000	300	2,595,061	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 an annual LTIP grant from Loblaw comprised of 97,919 stock options, 11,419 RSUs and 11,419 PSUs, with an aggregate grant date fair value of \$2,400,028. The aggregate grant date fair value of Mr. Weston's annual LTIP grant from the Corporation and Loblaw is \$6,000,050 which reflects approximately 500% of his 2020 actual base salary and the cost of his LTIP is allocated 60% to the Corporation and 40% to Loblaw.

The key features of the Corporation's stock option plan (the "Stock Option Plan"), RSU Plan, PSU Plan and the MTIP and TPIP are described below. For a description of the key features of Loblaw's LTIP, please refer to Loblaw's 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, 2020	As at: March 15, 2021
Issued and Outstanding Common Shares	152,374,416	152,141,704
Outstanding Options to Purchase Common Shares		
Number Outstanding	1,746,483	2,129,090
Number Outstanding as a Percentage of the Issued and Outstanding Common Shares	1.1 %	1.4 %
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	4.2 %	4.2 %
Common Shares Available for Future Option Grants		
Number Available	4,028,880	3,631,883
Number Available as a Percentage of the Issued and Outstanding Common Shares	2.6 %	2.4 %

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 72 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 2020.

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 0.36% in 2020, 0.28% in 2019 and 0.18% in 2018.

In 2020, Messrs. Weston and Dufresne 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	162,016	104.15	1,799,998	20% per year over 5 years	7 years
Richard Dufresne	160,329	104.15	1,781,255	20% per year over 5 years	7 years

In 2020, Ms. Davis and Messrs. Weston and Myers 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	97,919	70.06	799,998	20% per year over 5 years	7 years
Sarah R. Davis	163,199	70.06	1,333,336	20% per year over 5 years	7 years
Darren Myers	105,875	70.06	864,999	20% per year over 5 years	7 years

None of the NEOs exercised stock options in 2020.

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 2020 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 2020, Mr. Mongeau was awarded RSUs from the Corporation as follows:

Name	RSUs Granted (#)	Grant Value Per Unit (\$)	Grant Date Fair Value (\$)	Vesting Date
Luc Mongeau	3,721	104.15	387,542	March 3, 2023

In 2020, Ms. Davis and Messrs. Weston and Myers were awarded RSUs from Loblaw as follows:

Name	RSUs Granted (#)	Grant Value Per Unit (\$)	Grant Date Fair Value (\$)	Vesting Date
Galen G. Weston	11,419	70.06	800,015	February 27, 2023
Sarah R. Davis	19,031	70.06	1,333,312	February 27, 2023
Darren Myers	12,347	70.06	865,031	February 27, 2023

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 and Dufresne for 2020 is set out below:

Performance Measure	Weighting (%)
Consolidated Return on Capital	100

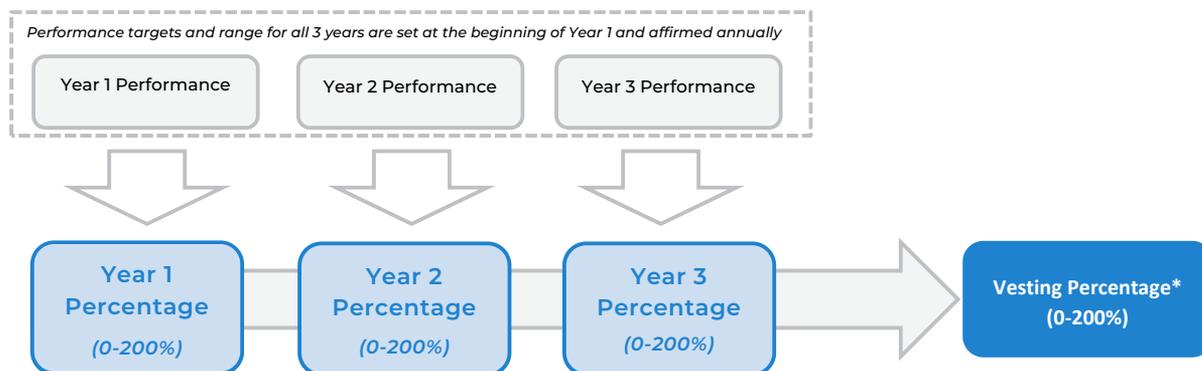
For 2020, the Loblaw PSU performance measures for the Loblaw PSUs awarded to Ms. Davis and Messrs. Weston and Myers were consolidated revenue and return on capital, excluding consolidated franchises.

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:



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

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 2020 relates to a three-year period ending December 31, 2022 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 2020, Messrs. Weston and Dufresne 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 C. Weston	17,283	104.15	1,800,024	March 3, 2023
Richard Dufresne	17,103	104.15	1,781,277	March 3, 2023

In 2020, Ms. Davis and Messrs. Weston and Myers 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	11,419	70.06	800,015	February 27, 2023
Sarah R. Davis	19,031	70.06	1,333,312	February 27, 2023
Darren Myers	12,347	70.06	865,031	February 27, 2023

Performance of 2018 PSUs

In 2018, the Corporation's Weston and Loblaw NEOs were awarded PSUs whose vesting was tied to achieving specific Weston Foods and Loblaw targets related to consolidated revenue, excluding, for Loblaw, gas bar and consolidated franchises, and return on capital over a three-year period. The return on capital measure for Loblaw was defined as Loblaw's adjusted earnings before interest and taxes ("Adjusted EBIT") divided by capital at the start of the year. At the time of grant, the performance targets relating to the 2018 measures, namely, Weston Foods' sales and return on capital and Loblaw's return on capital and enterprise consolidated revenue metrics, were forward-looking as they related to the three-year period ending in 2020 and were developed taking into account Weston Foods' and Loblaw's business strategies, plans and initiatives and their expectations regarding financial and operational performance. The targets were intended to be challenging – neither impossible nor easy to achieve. For further details with respect to the Weston Foods Performance Incentives, please refer to the sections titled "Overview - Weston Foods Medium Term Incentive Program" and "Weston Foods Performance Incentive" on pages 60 and 66, respectively.

In early 2021, the Governance Committee reviewed the performance of the 2018 PSU grants against target and determined the PSU payout for the Corporation was 73.8% of target, which was comprised of a Loblaw PSU payout of 94.6% and a Weston Foods MTIP program payout of 32.2% (comprised of a Weston Foods Performance Incentive result of 0.0% and GWL RSU performance of 96.7%).

2018 PSU PERFORMANCE					
	Weighting	Measures	Measure Weighting	Performance	Overall Payout
Loblaw	2/3	Enterprise Consolidated Revenue	50.0%	94.6%	73.8%
		Return on Capital	50.0%		
Weston Foods	1/3	Weston Foods Performance Incentive	66.7%	32.2%	
		GWL RSUs	33.3%		

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

The target and performance for the Loblaw component of PSUs awarded in 2018, which were equally weighted on Loblaw results from 2018, 2019 and 2020 and paid out in 2021, are set out below:

Measures	2018		2019		2020		Performance by Measure	Performance Factor	
	Target	Results	Target	Results	Target	Results			
Enterprise Consolidated Revenue 50% weighting	Max:	\$46,553		\$47,317		\$49,436	129.8%	64.9%	
	Target:	\$45,865	\$45,795	\$46,618	\$46,618	\$48,705			\$50,847
	Min:	\$45,521		\$46,152		\$48,218			
Loblaw Return on Capital 50% weighting	Max:	15.27%		16.29%		10.95%	59.4%	29.7%	
	Target:	14.77%	14.73%	15.79%	15.72%	10.45%			9.95%
	Min:	14.27%		15.29%		9.95%			
Performance by Year	91.4%		92.7%		100.0%		–	–	
Vesting	30.4%		30.9%		33.3%		–	–	
Overall Payout								94.6%	

Please refer to the section titled "Weston Foods Performance Incentive" on page 66 for a discussion of the target and performance for the Weston Foods Performance Incentive component of the Corporation's PSUs awarded in 2018.

2018 Individual Component PSU Performance Results

Galen G. Weston, Chairman and Chief Executive Officer

The individual component of Mr. Weston's 2018 PSUs was evaluated by the Governance Committee based on his achievement of certain strategic objectives that were established and delivered upon over the three year period, including his role in driving strategic initiatives, the delivery of the Corporation's financial plan, and achievement of compliance initiatives. Mr. Weston's individual component was targeted at 33% of his 2018 PSU target, which was approximately 2,661 PSUs. In light of these considerations, the Governance Committee awarded Mr. Weston 2,661 PSUs, representing 100% of target for this individual component of his PSU award.

Richard Dufresne, President and Chief Financial Officer

The individual component of Mr. Dufresne's 2018 PSUs was evaluated by the Governance Committee based on his achievement of certain strategic objectives that were established and delivered upon over the three year period, including his role in the delivery of the Corporation's financial plans, and completing specific strategic initiatives. Mr. Dufresne's individual component was targeted at 33% of his 2018 PSU target, which was approximately 3,045 PSUs. In light of these considerations, the Governance Committee awarded Mr. Dufresne 3,045 PSUs, representing 100% of target for this individual component of his PSU award.

2018 PSU Payout Summary

In 2021, the Governance Committee determined that the 2018 grant of the Corporation's PSUs paid out at 73.8% of target, excluding the individual components. The 2018 grant of Loblaw PSUs, which excludes the Weston Foods MTIP program component, paid out at 94.6% of target for Ms. Davis and Messrs. Weston, Dufresne and Myers. The number of PSUs that vested pursuant to these performance results is set out in the table below:

Name	2018 PSUs Granted (#)	Total number of PSUs vested prior to application of performance factor ⁽¹⁾	Enterprise Consolidated Revenue Component (#)	Loblaw Return on Capital Component (#)	Weston Foods MTIP Program Component (#)	Individual Component (#)	Total number of PSUs Vested (#)	Actual Settlement Value (\$)
Galen G. Weston	14,156	14,924	9,687	4,432	—	—	14,119	876,180 ⁽²⁾
	7,506	7,985	2,304	1,054	571	2,661	6,590	665,320 ⁽³⁾
Richard Dufresne	8,587	9,134	2,635	1,206	653	3,045	7,539	761,130 ⁽³⁾
Sarah R. Davis	16,195	17,073	11,080	5,071	—	—	16,151	1,002,279 ⁽²⁾
Darren Myers	14,756	15,557	10,096	4,620	—	—	14,716	913,228 ⁽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 March 1, 2021, the vesting date of the PSUs, which was \$62.06.

(3) The actual value of the PSU settlements was based on the market price of the Common Shares on March 9, 2021, the vesting date of the PSUs, which was \$100.96.

WESTON FOODS PERFORMANCE INCENTIVE

The Weston Foods Performance Incentive represents a form of at-risk long-term compensation that serves to motivate the recipient to deliver on objectives set forth in Weston Foods' strategic plan. The Weston Foods Performance Incentive serves to focus executives on selected key drivers of corporate performance. The Weston Foods Performance Incentive also serves as a pay-for-performance Incentive to reward executives for the achievement of prescribed corporate goals. The Weston Foods Performance Incentive entitles 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 vests during such period depends on the achievement of certain performance measures.

For 2020, 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 believes that the best approach for Weston Foods is to tie its executive compensation to performance metrics that are aligned with Weston Foods' strategy and operating plans and that can be directly impacted by its executives. Return on capital creates a direct link to value creation by measuring effective deployment of capital.

The Governance Committee has determined that Weston Foods' revenue is 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 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 Weston Foods and to Weston Foods remaining competitive relative to its peers. Using Weston Foods revenue as a factor in its LTIP and STIP aligns the interests of executives with those of the Corporation's shareholders.

The Weston Foods Performance Incentive vests at the end of the applicable three-year performance period, however the performance factor that determines the value of the Weston Foods Performance Incentive that vests is determined by aggregating points achieved against target in each year in the performance period. Setting yearly performance targets reduces 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, 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 Weston Foods. The overall value of the Weston Foods Performance Incentive that vests at the end of a performance period ranges from 0% to 200% of the targeted grant value.

Each Weston Foods Performance Incentive measure has a threshold, target and maximum performance level. Each measure is 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 is below threshold, no points are awarded. The Weston Foods Performance Incentive will pay out at 50% at the end of the three-year performance period if threshold performance (7 points) is achieved, at 100% if target performance (12 points) is achieved, and at 200% if maximum performance (18 points) is achieved. For performance between threshold and target and target and maximum, the performance payout percentage is determined on a linear basis.

The performance target for the Weston Foods Performance Incentive granted in 2020 relates to a three-year period ending December 31, 2022 and was developed taking into account Weston Foods' 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. The Weston Foods Performance Incentive 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 the Weston Foods Performance Incentive.

In 2020, Mr. Mongeau was awarded a Weston Foods Performance Incentive with a targeted payout value as set forth below. The award value assumes vesting at 100% of target. Results are disclosed at the time of payout of the incentive.

Name	Weston Foods Performance Incentive Target Payout (\$)	Vesting Date
Luc Mongeau	774,958	March 3, 2023

Weston Foods Performance Incentive - 2018 Performance

The Weston Foods Performance Incentive for 2018 was based on the following performance measures:

Weston Foods Performance Incentive 2018-2020 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 2020 targets, when coupled with the 2018 and 2019 performance, resulted in no payout (0%) for the Weston Foods Performance Incentive for 2018-2020. When coupled with the performance of the RSUs awarded under the same grant cycle, the payout for the 2018 awards under the Weston Foods MTIP program is set out below:

Weston Foods Medium Term Incentive Program 2018-2020		
Components	Weighting	Overall Payout
Weston Foods Performance Incentive	66.7%	–%
CWL RSUs	33.3%	96.7%
Overall Payout		32.2%

WESTON FOODS 2018 TRANSFORMATION PROJECT INCENTIVE PLAN

In 2017, Weston Foods introduced a new strategic framework with a corresponding multi-year transformation program, centered on its ambition of becoming a premier North American bakery, all while delivering solid financial results. Under the framework, Weston Foods aimed to redefine bakery for its consumers and customers with superior taste and experiences, enhance its level of service to customers, build on its leading brands and engage in strategic innovation. Achieving these goals requires engaging talent in its workforce, investing in a competitive integrated supply chain, executing with excellence and implementing new systems to support agile ways of working. To support these critical elements, Weston Foods put a transformation program in place with the aim of realizing \$100 million of adjusted EBITDA improvement.

To drive overall business performance and delivery of the potential identified with the transformation project, Weston Foods established project-related incentives for key members of its leadership team, in the form of targeted payout values at the end of a three-year performance period. These initial grant values were awarded in March 2018 under the TPIP and reflected the scope and challenge of the transformation amidst a challenging business environment.

The TPIP structure contemplated a cash payout factor at target (100%) based on \$100 million of benefits realized by 2020, net of project costs. Every 1% of over-achievement would result in an increase in payout by 2%, with a maximum payout of 200% for \$150 million delivered in savings, and every 1% underachievement would result in a decrease in payout by 2%, with a minimum threshold for payout of \$75 million delivered (50% payout), as set forth in the table below:

Performance Range	Threshold		Target		Maximum	
	Less than \$75 million	\$75 million	Each additional 1.0% (\$1.0 million)	\$100 million	Each additional 1.0% (\$1.0 million)	\$150 million
Payout Factor (% of Target)	0%	50%	+2%	100%	+2%	200%

Delivery on the three-year transformation project required deep and active engagement by the key executives, including Mr. Mongeau, as sponsors of the broad-based transformation program, and their targeted awards were intended to reflect their respective levels of direct accountability and effort. In reviewing the performance of the 2018 TPIP against its targets in early 2021, the Governance Committee considered the results in light of Weston Foods' business performance over the three year performance period, and the performance of the 2020 STIP and the 2018-2020 MTIP and the discretionary adjustment approved for the STIP payout. While recognizing the efforts of the key executives in delivering the strong achievement under the transformation project, the Governance Committee determined that a payout at the achieved performance level would be inappropriate in this context. Accordingly the Governance Committee determined that the TPIP for the key employees would pay out at 80.0% of target. The 2018 to 2020 Weston Foods TPIP for Mr. Mongeau paid out in March 2021 as set out in the table below:

Vesting of 2018 TPIP Award			
Name	2018 Target Value Awarded	TPIP Benefits Realized Component Performance (%)	2018 TPIP Award
Luc Mongeau	1,500,000	80.0 %	1,200,000

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

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 (or Loblaw) 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 to its executives also include this provision.

Securities Authorized for Issuance under Equity Compensation Plans as of December 31, 2020

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	1,746,483	\$101.44	4,028,880
Equity Compensation Plans Not Approved by Securityholders	N/A	N/A	N/A
Total	1,746,483	\$101.44	4,028,880

RETIREMENT AND PENSION ARRANGEMENTS

The retirement and pension arrangements of the Corporation and Loblaw are designed to provide a reasonable level of retirement income to executives. Senior executives of the Corporation and of Loblaw (other than Mr. Weston) participate in either the Corporation's or Loblaw's executive defined benefit registered pension plan (the "Executive DB Plan") or executive defined contribution registered pension plan (the "Executive DC Plan"). Mr. Weston does not participate in any of the Corporation's or Loblaw's pension plans.

All new executives join the Executive DC Plan of the Corporation or of Loblaw as the case may be. 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 80.

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 market value as at March 15, 2021 of \$100.55, 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:

Name	Ownership Requirement		Value of Eligible Equity-Based Holdings				Value of Ineligible Equity-Based Holdings			
	(\$)	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⁾	6,000,000	5	7,939,659,822	220,003	2,591,197	7,942,471,022	2,452,419	8,049,096	1,595,069	12,096,584
Richard Dufresne ⁽³⁾	2,850,000	3	1,501,667	—	2,031,871	3,533,538	—	5,052,738	625,046	5,677,784
Sarah R. Davis ⁽⁴⁾	3,000,000	3	847,576	—	3,554,300	4,401,876	5,291,080	4,087,894	1,220,793	10,599,767
Darren Myers ⁽⁴⁾	1,730,000	2	3,403,535	—	1,274,002	4,677,537	2,604,653	2,604,918	1,202,324	6,411,895
Luc Mongeau ⁽⁵⁾	1,550,000	2	166,511	—	—	166,511	1,120,328	—	—	1,120,328

(1) The value of PSU 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 15, 2021 at \$66.16, being the 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) Pursuant to the Executive Share Ownership Policy, Mr. Dufresne'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 15, 2021 at \$66.16, being the price on the TSX of a Loblaw common share on that date.

(4) Ms. Davis and Mr. Myers are subject to Loblaw's Executive Share Ownership Policy. Their Loblaw equity-based holdings are set forth in the table based on their value on March 15, 2021 at \$66.16, being the price on the TSX of a Loblaw common share on that date.

(5) Mr. Mongeau has until 2022 to satisfy the Executive Share Ownership Policy.

For a description of the Loblaw Executive Share Ownership Policy in respect of Ms. Davis and Messrs. Weston and Myers, please refer to Loblaw's management proxy circular available at www.sedar.com.

2020 COMPENSATION DECISIONS REGARDING THE NAMED EXECUTIVE OFFICERS

The following outlines the rationale underlying the compensation decisions for each of the Corporation's NEOs for 2020.

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

Mr. Weston's compensation arrangements became effective January 1, 2019, with an aggregate base salary of \$1,200,000 and STIP and LTIP targets of 150% and 500% of base salary, respectively. Mr. Weston's compensation arrangements did not change in 2020. Since January 1, 2019, the cost of Mr. Weston's base salary and LTIP has been paid 40% by Loblaw and 60% by Weston. Each of Loblaw and Weston determines and funds its respective share of Mr. Weston's STIP. 60% of Mr. Weston's STIP is subject to the Weston STIP and 40% is subject to the Loblaw STIP. Mr. Weston's annual LTIP grant from Loblaw for 2020 had an aggregate grant date fair value of \$2,400,028, comprised of 97,919 stock options, 11,419 RSUs and 11,419 PSUs. Mr. Weston's annual LTIP grant from Weston for 2020 had an aggregate grant date fair value of \$3,600,022, comprised of 162,016 stock options and 17,283 PSUs. 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 \$432,000.

Richard Dufresne, President and Chief Financial Officer of the Corporation

Prior to 2020, Mr. Dufresne's compensation arrangements were last set in January 2018 upon his appointment to the role of President and Chief Financial Officer of the Corporation and did not change in 2019. In February 2020, as part of the regular biennial review of Mr. Dufresne's compensation, the Governance Committee approved an increase in base salary for 2020 for Mr. Dufresne from \$900,000 to \$950,000 and an increase in his LTIP target from 300% to 375% of base salary. Mr. Dufresne's STIP target of 125% of his base salary did not change in 2020. Mr. Dufresne's LTIP grants from the Corporation for 2020 had an aggregate grant date fair value of approximately \$3,562,532, comprised of 160,329 stock options and 17,103 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 \$296,875.

Sarah R. Davis, President of Loblaw

Ms. Davis' compensation arrangements became effective January 1, 2019, with a base salary of \$1,000,000 and STIP and LTIP targets of 150% and 400% of base salary, respectively. Ms. Davis' compensation arrangements did not change in 2020. For 2020, Ms. Davis received an annual LTIP award comprised of 163,199 stock options, 19,031 RSUs and 19,031 PSUs, with an aggregate grant date fair value of \$3,999,960. 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 Ms. Davis \$337,500 for

the 25% individual performance component of her 2020 STIP award. On March 23, 2021, the Corporation and Loblaw announced that Ms. Davis would retire as President of Loblaw effective May 6, 2021.

Darren Myers, Chief Financial Officer of Loblaw

Mr. Myers' compensation arrangements were set in September 2017 when he joined Loblaw as Executive Vice President, Finance and remained the same upon his appointment as Chief Financial Officer effective January 1, 2018 and throughout 2019. For 2020, the Governance Committee approved an increase in Mr. Myers' base salary from \$820,000 to \$865,000. Mr. Myers' STIP and LTIP targets of 125% and 300%, respectively, of base salary, did not change in 2020. For 2020, Mr. Myers received an LTIP grant comprised of 105,875 stock options, 12,347 RSUs and 12,347 PSUs, with an aggregate grant date fair value of \$2,595,061. 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. Myers \$243,281 for the 25% individual performance component of his 2020 STIP award. On March 23, 2021, the Corporation and Loblaw announced that Mr. Myers would be leaving Loblaw effective May 6, 2021.

Luc Mongeau, President of Weston Foods

For 2020, the Governance Committee approved an increase in base salary for Mr. Mongeau from \$750,000 to \$775,000 and an increase in his MTIP target from 125% to 150% of base salary. Mr. Mongeau's STIP target of 100% of base salary did not change in 2020. For 2020, Mr. Mongeau's targeted MTIP grant value was \$1,162,500. His MTIP grant was comprised of 3,721 RSUs, with an aggregate grant date fair value of \$387,542 and a Weston Foods Performance Incentive component with a targeted value at the end of the three-year performance period in 2023 of \$774,958. 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 \$155,000.

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.

Type of Compensation	Separation Event ⁽¹⁾					Change of Control
	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

(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.

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, 2020.

Galen C. Weston, Chairman and Chief Executive Officer of the Corporation and Executive Chairman 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

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.

Sarah R. Davis, President of Loblaw

On March 23, 2021, the Corporation and Loblaw announced that Ms. Davis will retire as President of Loblaw effective May 6, 2021. Following her retirement, and for the balance of the year, Ms. Davis will continue to receive certain payments. Upon her retirement, Ms. Davis will be subject to certain non-competition and confidentiality undertakings. Her LTIP, other than that granted in 2021, will continue to vest in the ordinary course.

Darren Myers, Chief Financial Officer of Loblaw

On March 23, 2021, the Corporation and Loblaw announced that Mr. Myers will be leaving Loblaw effective May 6, 2021. Mr. Myers' entitlements upon his departure will be calculated in accordance with the terms of his employment agreement and as provided for under the terms of the STIP and LTIP. Upon his departure, Mr. Myers will be subject to certain non-competition and confidentiality undertakings.

Luc Mongeau, President of Weston Foods

If Mr. Mongeau's employment is terminated without cause, he would be entitled to receive for a period of 18 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. Mongeau would also be entitled to applicable incentive payments and share-based settlements as provided for under the terms of the STIP, MTIP and TPIP. Upon termination, Mr. Mongeau 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, 2020 for the various reasons described below.

Name	Event	Amounts Due on Termination								Total (\$)
		Contractual Severance				Long-Term Incentive Plans				
		Salary (\$) ⁽¹⁾	Annual Bonus (\$) ⁽¹⁾	Benefits (\$)	Other (\$)	Stock Options (\$) ⁽²⁾	RSUs (\$) ⁽³⁾	PSUs (\$) ⁽³⁾	Non-equity (\$) ⁽⁴⁾	
Galen C. Weston	Termination with cause	—	—	—	—	—	—	—	—	—
Chairman and Chief Executive Officer of the Corporation and Executive Chairman of Loblaw	Termination without cause	—	—	—	—	—	—	—	—	—
	Resignation	—	—	—	—	—	—	—	—	—
	Retirement	—	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—	—
Richard Dufresne	Termination with cause	—	—	—	—	—	—	—	—	—
President and Chief Financial Officer of the Corporation	Termination without cause	1,662,500 ⁽⁵⁾	2,078,125 ⁽⁶⁾	110,217 ⁽⁷⁾	42,000 ⁽⁸⁾	—	—	—	—	3,892,842
	Resignation	—	—	—	—	—	—	—	—	—
	Retirement	—	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—	—
Luc Mongeau	Termination with cause	—	—	—	—	—	—	—	—	—
President of Weston Foods	Termination without cause	1,162,500 ⁽⁵⁾	1,162,500 ⁽⁶⁾	79,321 ⁽⁷⁾	31,500 ⁽⁸⁾	—	—	—	—	2,435,821
	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) 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.

(4) Weston Foods Performance Incentive and TPIP awards are paid out on a prorated basis where the NEO is terminated without cause or, in the case of the Weston Foods Performance Incentive, where the NEO retires, all in accordance with the Weston Foods Performance Incentive Plan and TPIP. NEOs are entitled to continued vesting and payout of Weston Foods Performance Incentive awards if they retire at age 55 with 10 years of service.

(5) For Mr. Dufresne, calculated 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 21 months. For Mr. Mongeau, calculated based on 18 months' salary.

(6) Annual bonus is valued at target level.

(7) Includes benefits and pension accruals as follows: Mr. Dufresne: 21 months and Mr. Mongeau: 18 months; as per the terms of their respective employment agreements.

(8) Includes annual car allowance as follows: Mr. Dufresne: 21 months and Mr. Mongeau: 18 months.

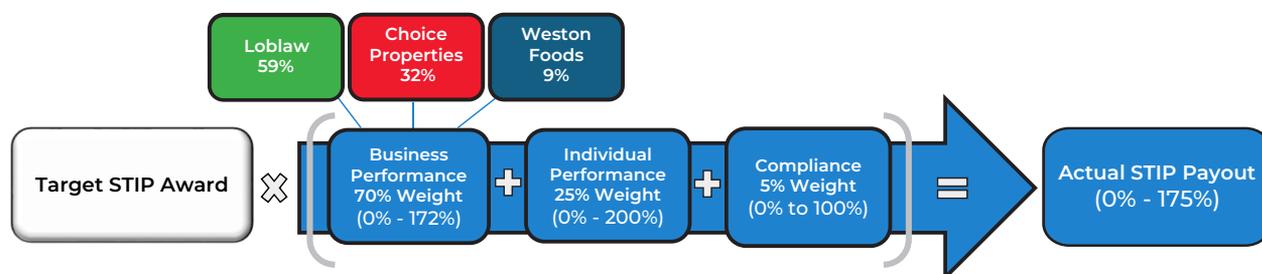
COMPENSATION DECISIONS FOR 2021

COMPENSATION CHANGES FOR NEOs

On March 23, 2021, the Corporation and Loblaw announced that Ms. Davis would retire as President of Loblaw effective May 6, 2021 and that Mr. Myers would be leaving Loblaw effective May 6, 2021. No other changes have been made to the compensation arrangements of any NEO for 2021.

2021 WESTON SHORT-TERM INCENTIVE PLAN

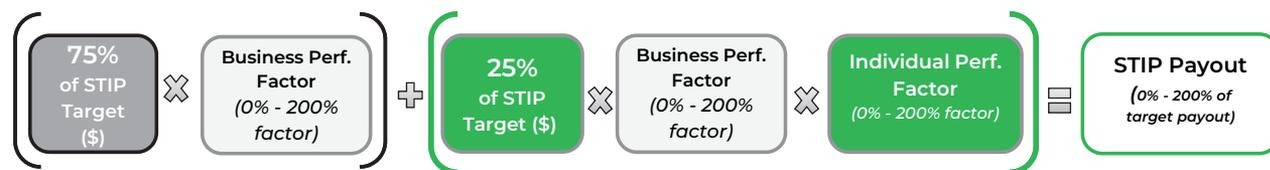
For 2021, the Corporation's STIP awards will be determined using the following formula:



Business performance will continue to make up 70% of overall STIP payout, measured as a weighted average of the Loblaw, Choice Properties and Weston Foods STIP payouts, weighted at 59%, 32% and 9%, respectively, with the weightings reflecting each entity's contribution to the value of the Corporation's market capitalization. The weighting of the individual performance component will be 25%. Consistent with its ongoing commitment to legal and regulatory compliance, the Corporation will continue to include a compliance measure in its STIP targets for 2021, with a weighting of 5%, as the compliance initiatives are factored into the operational best practices of the businesses.

2021 LOBLAW SHORT-TERM INCENTIVE PLAN

The Loblaw Governance Committee has approved the performance measures and weightings for the 2021 STIP as set out below. Consistent with its ongoing commitment to legal and regulatory compliance, Loblaw will continue to include a compliance measure in its STIP targets for 2021 as the compliance initiatives are included in Loblaw's operational best practices. For 2021 Loblaw will also continue to include the customer satisfaction index, OSAT. For 2021 the STIP design will include a revenue qualifier whereby consolidated revenue performance will be capped at 100% if year-over-year adjusted tonnage share declines, normalized for a change in the square footage 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. In addition, the operating leverage performance measure included in the 2020 STIP will be replaced by an Adjusted EBIT margin ("EBIT Margin") measure, designed to measure management's ability to translate revenue into profitability. The EBIT Margin will be determined by calculating Adjusted EBIT as a percentage of revenue.



Loblaw STIP - 2021 Business Performance Measures

Consolidated Sales 35%	Consolidated Earnings 35%	Compliance 10%	EBIT Margin 10%	Consolidated OSAT 10%
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2021 WESTON FOODS SHORT-TERM INCENTIVE PLAN

For 2021, the Governance Committee approved an increase to the weighting of the individual performance component of the Weston Foods STIP from 20% to 25% and a decrease in the weighting of the pursuit measures from 15% to 10%, with a corresponding decrease in the aggregate business performance component from 80% to 75%. Consistent with its ongoing commitment to legal and regulatory compliance, Weston Foods will continue to include a compliance measure in its pursuit measures for 2021, with a weighting of 5%, along with a new pursuit measure, operational excellence. For 2021, Weston Foods' STIP awards will be determined using the following formula:



2021 LONG-TERM INCENTIVE PLAN

For 2021, the Governance Committee approved annual LTIP grants for the Corporation's NEOs comprised of 1/2 stock options and 1/2 PSUs, with the PSU performance measured by the return on capital achieved by the Corporation.

2021 Long-Term Incentive Plan Grants

In March 2021, the Governance Committee approved LTIP awards to Messrs. Weston and Dufresne and an MTIP award to Mr. Mongeau as set out below. The LTIP grants were awarded on March 9, 2021. The annual LTIP grants to Messrs. Weston and Dufresne were comprised of equal grants (by grant value) of stock options and PSUs and the annual MTIP grant to Mr. Mongeau was allocated as 2/3 Weston Foods Performance Incentive (by target value) and 1/3 RSUs (by grant value). As in 2020, in 2021 Mr. Weston's LTIP compensation arrangements will be allocated 60% to the Corporation and 40% to Loblaw.

Name	Grant Date Fair Value (\$) ⁽¹⁾	Stock Options (#) ⁽²⁾	PSUs (#)	RSUs (#)	Weston Foods Performance Incentive (\$)
Galen G. Weston	3,600,045	121,786	17,847	—	—
Richard Dufresne	3,562,544	120,518	17,661	—	—
Luc Mongeau	1,162,500	—	—	3,842	774,996

(1) These amounts reflect the grant date fair value of the options, PSUs and RSUs, and the target value of the Weston Foods Performance Incentive. 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 and RSUs is calculated in the following manner: PSU or RSU Value = Number of PSUs or RSUs Granted x the greater of the volume-weighted average share price for the one or five trading days preceding the grant date, which was \$100.86 as of March 9, 2021. The grant date fair value of a PSU award assumes vesting at 100% of target. The target value of the Weston Foods Performance Incentive represents the targeted value at the end of the three-year performance period and assumes vesting at 100% of target.

(2) The exercise price of the stock options is \$100.86 for the Corporation.

In February 2021, 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 4, 2021. As in 2020, in 2021 the cost of Mr. Weston's LTIP compensation arrangements will be allocated 60% to the Corporation and 40% to Loblaw. On March 23, 2021, the Corporation and Loblaw announced that Ms. Davis would retire as President of Loblaw effective May 6, 2021 and that Mr. Myers would be leaving Loblaw effective May 6, 2021. As such, the 2021 LTIP grants to Ms. Davis will be forfeited and the 2021 RSU and PSU grants to Mr. Myers will be paid out on a prorated basis.

Name	Grant Date Fair Value (\$) ⁽¹⁾	Stock Options (#) ⁽²⁾	RSUs (#)	PSUs (#)
Galen G. Weston	2,400,291	89,010	12,764	12,768
Sarah R. Davis	4,000,464 ⁽³⁾	148,350	21,273	21,280
Darren Myers	2,595,284	96,242 ⁽⁴⁾	13,801 ⁽⁵⁾	13,805 ⁽⁵⁾

(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 \$62.67 as of March 4, 2021. The grant date fair value of a PSU award assumes vesting at 100% of target.

(2) The exercise price of the stock options is \$62.67.

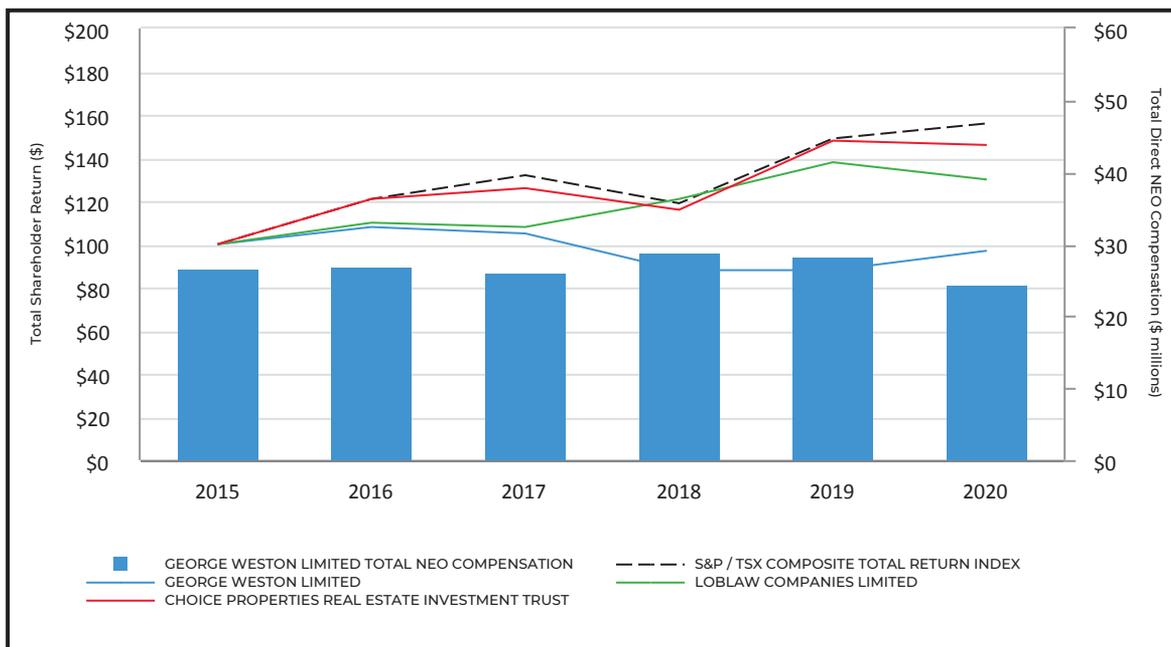
(3) This award will be forfeited in its entirety as Ms. Davis will be retiring from Loblaw effective May 6, 2021.

(4) In accordance with the Stock Option Plan, these stock options will not vest as Mr. Myers will be leaving Loblaw effective May 6, 2021.

(5) In accordance with the RSU and PSU Plans, respectively, as Mr. Myers will be leaving Loblaw effective May 6, 2021, Mr. Myers will receive an equity payment of Common Shares equal to the prorated portion of the RSUs and PSUs to which he will be entitled up to May 6, 2021, and will have no further entitlement to the RSUs or PSUs set out above.

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, 2015, 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

	2015	2016	2017	2018	2019	2020
S&P / TSX COMPOSITE TOTAL RETURN INDEX	\$ 100	\$ 121	\$ 132	\$ 119	\$ 149	\$ 156
GEORGE WESTON LIMITED	\$ 100	\$ 108	\$ 105	\$ 88	\$ 88	\$ 97
CHOICE PROPERTIES REAL ESTATE INVESTMENT TRUST	\$ 100	\$ 121	\$ 126	\$ 116	\$ 148	\$ 146
LOBLAW COMPANIES LIMITED	\$ 100	\$ 110	\$ 108	\$ 121	\$ 138	\$ 130

Total Direct NEO Compensation

	2015	2016	2017	2018	2019	2020
TOTAL DIRECT NEO COMPENSATION (\$ millions)	\$ 26.7	\$ 27.1	\$ 26.1	\$ 29.0	\$ 28.6	\$ 28.1

For the five-year period ended December 31, 2020, total shareholder return of the Corporation and Loblaw and total unitholder return of Choice Properties trailed the S&P/TSX Composite Total Return Index. During the period, the total cumulative shareholder return for \$100 invested in Common Shares was \$97 as compared to \$156 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 58% of all NEO compensation in 2020.

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 2020 ranged from 73.9% to 86.4% of the NEOs' total target compensation.

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation earned by the NEOs during fiscal years 2020, 2019 and 2018, as applicable:

Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$) ⁽¹⁾	Option-Based Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation			All Other Compensation (\$) ⁽³⁾	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)	Pension Value (\$)		
Galen C. Weston 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 ^(8,9)
	2019	1,200,000 ⁽⁴⁾	3,399,988 ⁽⁵⁾	2,600,004 ⁽⁵⁾	1,963,872 ⁽⁶⁾	—	— ⁽⁷⁾	156,747	9,320,611
	2018	1,180,000 ⁽⁴⁾	3,146,744 ⁽⁵⁾	1,573,339 ⁽⁵⁾	1,963,063 ⁽⁶⁾	—	— ⁽⁷⁾	65,409	7,928,555
Richard Dufresne 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
	2018	900,000	1,800,006	899,994	1,091,700	—	37,500	76,905	4,806,105
Sarah R. Davis President of Loblaw	2020	1,000,000	2,666,624	1,333,336	1,350,000	—	42,500	74,181	6,466,641
	2019	1,000,000	2,666,706	1,333,338	1,593,000	—	42,500	78,861	6,714,405
	2018	900,000	2,799,938	900,004	1,403,719	—	42,500	58,884	6,105,045
Darren Myers Chief Financial Officer of Loblaw	2020	865,000	1,730,062	864,999	973,125	—	37,500	62,753	4,533,439
	2019	820,000	1,640,062	820,001	1,156,584	—	32,500	69,349	4,538,496
	2018	820,000	1,640,056	820,002	1,139,928	—	32,500	65,541	4,518,027
Luc Mongeau President of Weston Foods	2020	768,750	387,542	—	592,100	1,200,000 ⁽¹⁰⁾	37,500	67,066	3,052,958
	2019	750,000	312,492	—	925,650	350,000 ⁽¹⁰⁾	37,500	64,788	2,440,430
	2018	750,000	312,543	—	375,000	— ⁽¹⁰⁾	37,500	61,820	1,536,863

(1) Amounts represent the grant date fair value of RSUs and PSUs awarded to the Weston and Loblaw NEOs 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.

(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, 2020, 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 9, 2018	Higher by \$1.28	Weston	G. Weston, R. Dufresne
March 5, 2019	Lower by \$1.46	Weston	G. Weston, R. Dufresne
March 3, 2020	Lower by \$0.39	Weston	G. Weston, R. Dufresne
March 1, 2018	Higher by \$0.41	Loblaw	G. Weston, S. Davis, D. Myers
February 28, 2019	Lower by \$1.99	Loblaw	G. Weston, S. Davis, D. Myers
February 27, 2020	Lower by \$1.21	Loblaw	G. Weston, S. Davis, D. Myers

(3) Amounts under All Other Compensation include the value of (i) perquisites; and (ii) payments made by the Corporation and Loblaw under their respective employee share ownership plans.

(4) In 2019 and 2020, Mr. Weston's actual base salary was allocated 60% to the Corporation and 40% to Loblaw, with Weston paying \$720,000 and Loblaw paying \$480,000. In 2018, Mr. Weston's actual base salary was split equally between Loblaw and Weston, with each company paying \$590,000.

(5) In 2019 and 2020, the cost of Mr. Weston's annual LTIP grant was allocated 60% to the Corporation and 40% to Loblaw. In 2018, the cost of Mr. Weston's annual LTIP grant was split equally between Loblaw and Weston. Mr. Weston's annual LTIP grant from Loblaw in 2020 had an aggregate grant date value of \$2,400,028. Mr. Weston's annual LTIP grant from the Corporation in 2020 had an aggregate grant date value of \$3,600,022.

(6) In 2019 and 2020, Mr. Weston's actual base salary was allocated 60% to the Corporation and 40% to Loblaw, and in 2018, Mr. Weston's base salary was paid equally by the Corporation and 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 2020, Mr. Weston received STIP payments from the Corporation and Loblaw of \$960,120 and \$648,000, 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 2020 and 2019, Mr. Weston received \$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 2020, Loblaw paid \$3,549,591 of Mr. Weston's total compensation amount.

(10) Mr. Mongeau's long-term incentive plan values include: for 2020, a payout under the TPIP of \$1,200,000; and for 2019, a payout under the 2017-2019 Weston Foods Performance Incentive of \$350,000. Mr. Mongeau was not employed by Weston Foods at the time the 2016-2018 MTIP program awards were granted.

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-based awards granted to NEOs outstanding as at December 31, 2020 for the Corporation and Loblaw:

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In The Money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$) ⁽²⁾	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
Galen C. Weston	46,576	112.52	March 9, 2024	—	53,473	5,084,209	206,883 ⁽³⁾
Chairman and Chief Executive Officer of the Corporation and Executive Chairman of Loblaw	57,463	104.81	March 9, 2025	—			
	145,867	93.17	March 5, 2026	278,606			
	162,016	104.15	March 3, 2027	—			
	35,667 ⁽⁴⁾	53.41	March 5, 2022	335,270	78,457 ⁽⁴⁾	4,927,879	—
	60,730 ⁽⁴⁾	58.00	March 3, 2023	292,111			
	93,333 ⁽⁴⁾	59.00	March 2, 2024	355,599			
	104,364 ⁽⁴⁾	55.69	March 1, 2025	743,072			
	82,136 ⁽⁴⁾	65.55	March 4, 2026	—			
	97,919 ⁽⁴⁾	70.06	February 27, 2027	—			
Richard Dufresne	37,425	81.92	March 28, 2021	492,513	50,568	4,808,022	—
President and Chief Financial Officer of the Corporation	9,542	100.59	March 12, 2022	—			
	123	111.66	August 10, 2022	—			
	7,131	111.97	March 10, 2023	—			
	7,697	112.52	March 9, 2024	—			
	3,425	109.78	August 4, 2024	—			
	65,741	104.81	March 9, 2025	—			
	109,400	93.17	March 5, 2026	208,954			
	160,329	104.15	March 3, 2027	—			
	816 ⁽⁴⁾	46.87	September 16, 2021	13,007	— ⁽⁴⁾	—	—
	35,465 ⁽⁴⁾	53.41	March 5, 2022	333,371			
	511 ⁽⁴⁾	58.75	July 30, 2022	2,075			
Sarah R. Davis	45,156 ⁽⁴⁾	39.97	March 28, 2021	1,031,363	133,357 ⁽⁴⁾	8,376,136	—
President of Loblaw	46,610 ⁽⁴⁾	53.41	March 5, 2022	438,134			
	2,191 ⁽⁴⁾	58.75	July 30, 2022	8,895			
	44,859 ⁽⁴⁾	58.00	March 3, 2023	215,772			
	106,778 ⁽⁴⁾	59.00	March 2, 2024	406,824			
	119,400 ⁽⁴⁾	55.69	March 1, 2025	850,128			
	136,893 ⁽⁴⁾	65.55	March 4, 2026	—			
	163,199 ⁽⁴⁾	70.06	February 27, 2027	—			
Darren Myers	102,161 ⁽⁴⁾	56.86	September 1, 2024	607,858	82,250 ⁽⁴⁾	5,166,099	—
Chief Financial Officer of Loblaw	108,786 ⁽⁴⁾	55.69	March 1, 2025	774,556			
	84,189 ⁽⁴⁾	65.55	March 4, 2026	—			
	105,875 ⁽⁴⁾	70.06	February 27, 2027	—			
Luc Mongeau	—	—	—	—	10,413	990,050	—
President of Weston Foods							

(1) 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, 2020, which was \$95.08 or the Loblaw common shares on the TSX on January 2, 2021, which was \$62.81, as applicable.

(2) The value of RSUs and PSUs held by the NEOs is calculated based on the closing price of the Common Shares on the TSX on December 31, 2020, which was \$95.08 or the Loblaw common shares on the TSX on January 2, 2021, which was \$62.81, in each case multiplied by the number of RSUs or PSUs held, as applicable. The value of a RSU or PSU award assumes vesting at 100% of target.

(3) Mr. Weston held 2,175 DSUs as at December 31, 2020 received as compensation for his role as a Director prior to his appointment as Chairman and Chief Executive Officer of the Corporation on January 18, 2017.

(4) Stock Options, RSUs and PSUs awarded by Loblaw.

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 2020, as well as the value of non-equity incentive plan compensation that the NEOs earned during fiscal 2020. 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 or the Loblaw common shares, 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 C. Weston			
Chairman and Chief Executive Officer of the Corporation and Executive Chairman of Loblaw	843,954 ⁽²⁾	3,273,608 ⁽³⁾	1,608,120
Richard Dufresne			
President and Chief Financial Officer of the Corporation	633,263 ⁽⁴⁾	1,347,452 ⁽⁵⁾	1,055,687
Sarah R. Davis			
President of Loblaw	739,738	2,101,566	1,350,000
Darren Myers			
Chief Financial Officer of Loblaw	456,122	5,384,365	973,125
Luc Mongeau			
President of Weston Foods	—	236,811	1,792,100

(1) Payments made in accordance with the Corporation's STIP and Loblaw's STIP, as applicable.

(2) Mr. Weston has option-based awards in Loblaw with value vested during the year of \$397,300 and in the Corporation with value vested during the year of \$446,654.

(3) Mr. Weston has share-based awards in Loblaw with a value vested during the year of 1,836,922 and in the Corporation with value vested during the year of \$1,436,686.

(4) Mr. Dufresne has option-based awards in Loblaw with value vested during the year of \$298,280 and in the Corporation with value vested during the year of \$334,983.

(5) Mr. Dufresne has share-based awards in Loblaw with a value vested during the year of \$1,011,307 and in the Corporation with a value vested during the year of \$336,145.

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 the Corporation's or Loblaw's Executive DC Plan. All newly hired or newly appointed executives join the Corporation's Executive DC Plan.

EXECUTIVE DEFINED CONTRIBUTION PENSION PLANS AND SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

Certain senior executives of the Corporation participate on a non-contributory basis in the Corporation's Executive DC Plan. During 2020, contributions were set as a percentage of base salary (maximum of \$250,000) and were capped at \$27,830 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 or Loblaw have entered into retirement agreements with certain executives who participate in the Corporation's or Loblaw's Executive DC Plan to provide SERP benefits to those executives with allocations for contributions in excess of the annual \$27,830 registered plan limit. As noted above, the SERP is an unfunded obligation of the Corporation or Loblaw and executives who participate in this plan 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 or Loblaw.

The following table sets forth details regarding Mr. Dufresne, who participated in the Corporation's Executive DC Plan and SERP during 2020:

Name	Accumulated Value at Start of Year (\$)	Compensatory (\$)	Accumulated Value at Year End (\$) ⁽¹⁾
Richard Dufresne	375,400	42,500	443,200

(1) The accumulated value includes interest (investment returns) earned by Mr. Dufresne during the financial year ended December 31, 2020.

The following table sets forth details regarding Ms. Davis and Mr. Myers, who participated in Loblaw's Executive DC Plan and SERP during 2020:

Name	Accumulated Value at Start of Year (\$)	Compensatory (\$)	Accumulated Value at Year End (\$) ⁽¹⁾
Sarah R. Davis	694,800	42,500	822,100
Darren Myers	84,300	37,500	135,000

(1) The accumulated value includes interest (investment returns) earned by each member during the financial year ended January 2, 2021.

The following table sets forth details regarding Mr. Mongeau, who participated in Weston Food's Executive DC Plan and SERP during 2020:

Name	Accumulated Value at Start of Year (\$)	Compensatory (\$)	Accumulated Value at Year End (\$) ⁽¹⁾
Luc Mongeau	123,400	37,500	181,900

(1) The accumulated value includes interest (investment returns) earned by Mr. Mongeau during the financial year ended December 31, 2020.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

As of March 15, 2021, 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 2020 was \$964,625, 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 7,683,528 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 15, 2021, the Corporation had purchased a total of 1,577,473 Common Shares for cancellation at a weighted average price of \$95.46 per Common Share. The current NCIB expires on May 24, 2021. The Corporation intends to refile the NCIB.

NON-GAAP FINANCIAL MEASURES

Certain financial measures discussed in this Circular, such as Adjusted EBITDA and Adjusted EBIT, 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 Management's Discussion & Analysis of the Corporation's 2020 Annual Report.

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.

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 2020 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 2022 Annual Meeting of Shareholders is December 18, 2021.

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.

A handwritten signature in black ink, appearing to be 'AB', written in a cursive style.

Andrew Bunston
Vice President, General Counsel and Secretary

Dated in Toronto, Ontario

March 26, 2021

SCHEDULE A

GEORGE WESTON LIMITED

Mandate of the Board of Directors

1. ROLE

The role of the Board is to provide governance and stewardship to the Corporation which consists of reviewing corporate strategy, assigning responsibility to management for 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 in which the Corporation operates. The Board oversees the Corporation's approach to corporate governance, succession planning, capital structure and 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.

WESTON

GEORGE WESTON LIMITED