



Notice of 2020 Annual General Meeting of Shareholders of Cascades inc. and Management Proxy Circular

Our annual general meeting of shareholders will be held at 11:00 a.m. local time, on Thursday, June 25, 2020.

This year, as a precautionary measure to proactively address the public health impact of coronavirus disease (COVID-19), to mitigate health and safety risks to our shareholders, employees and other stakeholders, and to abide by the Government of Québec's directive that all indoor public events be avoided until further notice, we will hold our annual meeting in a virtual-only format, which will be conducted via live audio webcast. As a shareholder of Cascades Inc., you will have an equal opportunity to participate in the annual meeting online, regardless of your geographic location. You will have the opportunity to ask questions and vote on a number of important topics.

Your vote is important.

This document sets forth who is entitled to vote, the matters upon which you will be asked to vote and how to exercise your shareholder voting rights.

Please read it carefully.

The page numbers referenced in the Circular refer to the print copy.



Notice of Annual General Meeting of the Shareholders of Cascades inc.

To the shareholders of Cascades inc.

Notice is hereby given that the Annual General Meeting of the Shareholders (the "Meeting") of Cascades Inc. (the "Corporation" or "Cascades") will be held via **live audio webcast online at <https://web.lumiagm.com/161344318>** on **Thursday, June 25, 2020 commencing at 11:00 a.m., local time**, for the following purposes:

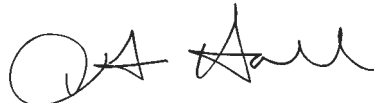
- 1 To receive the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2019, and the Independent Auditor's report thereon;
- 2 To elect the Directors of the Corporation for the ensuing year;
- 3 To appoint the Independent Auditor of the Corporation for the ensuing year and authorize the Board of Directors to fix their remuneration;
- 4 To consider and, if deemed advisable, approve, on an advisory basis, a resolution accepting the Corporation's approach to executive compensation;
- 5 To consider and, if deemed advisable, to adopt an ordinary resolution (the "By-Laws Resolution") ratifying, confirming and approving certain amendments to the Corporation's By-Law No. 2011-1, all as more particularly described in the accompanying Management Proxy Circular of the Corporation; and
- 6 To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the accompanying Management Proxy Circular. Shareholders who are unable to attend the Meeting are requested to complete, date, sign and deliver the enclosed proxy form to Computershare Investor Services Inc., no later than Monday, June 22, 2020 at 5:00 p.m., local time, in the envelope provided for that purpose.

Shareholders may register and log into the live audio webcast platform from 10:00 a.m. We would appreciate your early registration so that the Meeting may start promptly at 11:00 a.m.

Kingsey Falls, Québec, May 1, 2020.

By Order of the Board,



Robert F. Hall
CHIEF OF STRATEGY, LEGAL AFFAIRS AND CORPORATE SECRETARY

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Section 1

Voting Information

This management proxy circular (the “Circular”) is sent in connection with the solicitation of proxies by the management of Cascades Inc. (the “Corporation” or “Cascades”), to be used at the Annual General Meeting of Shareholders of the Corporation or any adjournment thereof (the “Meeting”) to be held at the time and place and for the purposes set forth in the foregoing Notice of said Meeting (the “Notice of Meeting”). Except as otherwise indicated, the information contained herein is given as of May 1, 2020.

1.1 Solicitation of Proxies

Proxies in the enclosed form are solicited by the Board of Directors and the management of the Corporation. The solicitation will be principally by mail and the cost of solicitation will be borne by the Corporation.

If you cannot attend the Meeting, complete and return the enclosed form of proxy to the transfer agent and registrar, Computershare Investor Services Inc., in Montréal, in the envelope provided. Your proxy must be delivered to Computershare Investor Services Inc., no later than 5:00 p.m., local time, on the **second business day preceding the date of the Meeting, or any adjournment thereof, as this will enable your vote to be recorded.**

1.2 Appointment and Revocation of Proxies

The persons named in the enclosed proxy form are Directors and Officers of the Corporation. **A shareholder has the right to appoint another person (who need not be a shareholder of the Corporation) to represent him or her at the Meeting either by inserting the name of his or her chosen representative in the blank space provided in the proxy form or by completing another appropriate proxy form and, in either case, deliver the completed form of proxy to the transfer agent and registrar of the Corporation, Computershare Investor Services Inc., in Montreal, no later than 5:00 p.m., local time, on the second business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used.**

The following applies to shareholders who wish to appoint a person (a “**third party proxyholder**”) other than the management nominees identified in the form of proxy or voting instruction form as proxyholder, including non-registered shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.

Shareholders who wish to appoint a third party proxyholder to attend and participate at the Meeting as their proxyholder and vote their shares **MUST** submit their form of proxy or voting instruction form, as applicable, appointing that person as proxyholder **AND** register that proxyholder online, as described below. Registering your proxyholder is an additional step to be completed **AFTER** you have submitted your form of proxy or voting instruction form. **Failure to register the proxyholder will result in the proxyholder not receiving a 4 character control number that is required to vote at the Meeting and only being able to attend as a guest.**

- **Step 1: Submit your form of proxy or voting instruction form:** To appoint a third party proxyholder, insert that person’s name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed before registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form.
- **Step 2: Register your proxyholder:** To register a third party proxyholder, shareholders must visit <http://www.computershare.com/CASQ> by no later than 5:00 p.m. (Eastern Daylight Time) on June 22, 2020 and provide Computershare with the required proxyholder contact information so that Computershare may provide the proxyholder with a 4 character control number via email. Without a control number, proxyholders will not be able to vote at the Meeting but will be able to participate as a guest.

A shareholder who has given a proxy may revoke it at any time prior to its use, by means of an instrument in writing executed by the shareholder or by his or her attorney authorized in writing or, if the shareholder is a corporation, by a duly authorized officer or attorney thereof. Such instrument should be deposited with Computershare Investor Services Inc., at 100 University Avenue, 8th Floor, Toronto (Ontario) M5J 2Y1 not later than 5:00 p.m., local time, on the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

1.3 Exercise of Discretion by Proxies

The persons named in the enclosed form of proxy will vote or withhold from voting the shares in respect of which they are appointed in accordance with the direction of the shareholder appointing them or, in the absence of such direction, as indicated in the form of proxy. **In the absence of such direction, said voting rights will be exercised IN FAVOUR of the election of each of the thirteen (13) nominees whose names appear herein under the heading Election of Directors on page 7 of the Circular, IN FAVOUR of the appointment of the firm of PricewaterhouseCoopers LLP, Partnership of chartered professional accountants, as Independent Auditor, in accordance with the terms and conditions set out under the heading Appointment of Independent Auditor, all as more particularly described on page 14 of the Circular, IN FAVOUR of the advisory resolution accepting the Corporation's approach to executive compensation as described on page 15 of the Circular and IN FAVOUR of the By-Laws Resolution found in Schedule I of the Circular.**

The enclosed form of proxy confers discretionary authority on the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and to other matters which may properly come before the Meeting (or any adjournment thereof). As of the date of the Circular, Management of the Corporation knows of no such amendment, variation or other matter expected to come before the Meeting.

1.4 Record Date for Notice of Meeting

The Board of Directors has fixed May 1, 2020 as the record date (the "Record Date") for the purpose of determining shareholders entitled to receive the Notice of Meeting.

1.5 Voting Shares and Principal Holders

Holders of Common Shares of the Corporation who are included in the list of shareholders registered at the close of business on May 1, 2020, shall have the right to vote at the Meeting or at any adjournment thereof, except if a shareholder has transferred the ownership of any of his shares after the Record Date and the transferee of those shares produces properly endorsed share certificates or otherwise establishes that he owns the shares and demands no later than ten (10) days before the Meeting, that his name be included in the list of shareholders having the right to vote at the Meeting, in which case the transferee and not the transferor shall be entitled to vote his shares at the Meeting. Each Common Share is entitled to one vote with respect to the matters pertaining to the Meeting.

The Corporation is authorized to issue an unlimited number of common shares. As at May 1, 2020, 94,373,538 common shares (the "Common Shares") were issued and outstanding. If two or more persons holding shares jointly are present or represented by proxy, at the Meeting, they shall vote as one on the shares jointly held by them.

On May 1, 2020, no person, to the knowledge of the Directors and Officers of the Corporation, beneficially owned, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all voting securities, with the exception of the following persons:

SECURITY CLASS	NAME OF BENEFICIAL OWNER	NUMBER OF COMMON SHARES AND NATURE OF OWNERSHIP	PERCENTAGE OF CLASS
Common Shares	Letko, Brosseau & Associates Inc. Montréal, Québec ⁽¹⁾	16,319,775	17.3%
Common Shares	Laurent Lemaire ⁽²⁾	12,472,470	13.2%

(1) Based on the Alternative Monthly Report under Part 4 of NI 62-103 filed with the securities regulatory authorities by Letko, Brosseau and Associates Inc. on October 9, 2019. These shares were acquired in the ordinary course of business and not with the purpose of influencing or changing the control of the Corporation.

(2) Held personally or through a wholly owned holding company.

1.6 Non-registered Holders

The information set forth in this section is of importance to the shareholders who do not hold their Common Shares of the Corporation in their own name (the "Non-Registered Holders", those who hold their Common Shares in their own name being "Registered Holders"). Non-Registered Holders should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. However, in many cases, Common Shares of the Corporation beneficially owned by a Non-Registered Holder are registered either:

- 1 in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Common Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- 2 in the name of a clearing agency (such as The Canadian Depository for Securities Limited, or "CDS"), of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer ("National Instrument 54-101") of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this Circular, the form of proxy, the Financial Statements including management's discussion and analysis (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive the Meeting Materials will either:

- 1 be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is completed as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Computershare Investor Services Inc., as described above;
- 2 more typically, be given a voting instruction form, which must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solution, Inc. ("Broadridge"). Broadridge typically mails a proxy form to the Non-Registered Holders and asks such Non-Registered Holders to return such proxy form to Broadridge (the Broadridge form also allows completion of the voting instructions form by telephone or by Internet). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at a shareholders' meeting. A Non-Registered Holder receiving a proxy form from Broadridge cannot use that proxy to vote Common Shares directly at the Meeting, the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.

Common Shares held by brokers or their agents or nominees can be voted for or against resolutions only upon the instructions of the Non-Registered Holder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the broker's clients. The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder who receives either a proxy or a voting instruction form wish to attend and vote at the Meeting (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided, or, in the case of a voting instruction form, follow the corresponding directions on the form **AND** register that proxyholder online, as described in the section titled **APPOINTMENT AND REVOCATION OF PROXIES**. Registering your proxyholder is an additional step to be completed **AFTER** you have submitted your form of proxy or voting instruction form. **Failure to register the proxyholder will result in the proxyholder not receiving a 4 character control number that is required to vote at the Meeting and only being able to attend as a guest.**

In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies and ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.

1.7 Attending and Voting at the Meeting

The Corporation is holding the Meeting in a virtual only format, which will be conducted via live audio webcast. Shareholders will not be able to attend the Meeting in person. Registered Holders and duly appointed proxy holders will be able to attend the Meeting, ask questions and vote, all in real time, provided they are connected to the internet and comply with all of the requirements set out herein. Non-Registered Holders who have not duly appointed themselves as proxy holders will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting.

Voting will be conducted by virtual ballot.

To participate to the Meeting, follow the following steps:

- Log in online at <https://web.lumiagm.com/161344318>. We recommend that you log in at least one hour before the Meeting starts;
- Click "Login" and then enter your control number (see below) and Password "**cascades2020**" (case sensitive) OR click "Guest" and then complete the online form.

Registered Holders: The 15-digit control number located on the form of proxy or in the email notification you received is your control number.

Non-Registered Holders: Computershare Investor Services Inc. will provide the proxy holder with a 4 character control number by e-mail after the proxy voting deadline has passed and the proxy holder has been duly appointed and registered as described above.

If you attend the Meeting online, 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 connectivity for the duration of the Meeting. You should allow ample time to check into the Meeting online and complete the related procedure. See Schedule K – Virtual Meeting Guide for additional information, including a list of the compatible web browsers.

Section 2

Business of the Meeting

The Circular contains information relating to the receipt of Cascades' consolidated financial statements, the election of Directors, the appointment of the Independent Auditor including authorizing the Board of Directors (the "Board") to fix their remuneration, the approval of an advisory resolution to accept the Corporation's approach to executive compensation, the ratification, confirmation and approval of certain amendments to the Corporation's By-Law No. 2011-1 and information regarding the shareholder proposals submitted by MÉDAC (*Mouvement d'éducation et de défense des actionnaires*).

This year, as a precautionary measure to proactively address the public health impact of coronavirus disease (COVID-19), to mitigate health and safety risks to our shareholders, employees and other stakeholders, and to abide by the Government of Québec's directive that all indoor public events be avoided until further notice, we will hold our annual meeting in a virtual-only format, which will be conducted via live audio webcast. Shareholders will have an equal opportunity to participate in the annual meeting online, regardless of geographic location.

2.1 Financial Statements

The audited consolidated financial statements for the year ended December 31, 2019 (Fiscal 2019) and report of the Independent Auditor thereon are included in the Corporation's 2019 Annual Report. The 2019 Annual Report, in English or French, is available on SEDAR at www.sedar.com or on the Corporation's website at www.cascades.com and will be available at the Meeting.

2.2 Election of Directors

2.2.1 BOARD NOMINEES

The process to nominate the Corporation's Directors is described under the heading Nomination of Directors in the Statement of Corporate Governance Practices in Schedule B to the Circular. The Board has also adopted a policy on the mandatory retirement age for Directors in order to enable it to engage in a thorough succession planning process. This policy is described under the heading Director term limits and other mechanisms of Board renewal in the Statement of Corporate Governance Practices under paragraph 10 in Schedule B to the Circular.

Mr. Georges Kobrynsky will retire from the Board this year and will not stand for re-election. Having attained mandatory retirement age last year, Mr. Kobrynsky's term limit was extended for one year in order to ensure a proper transition with new directors. In conjunction with the same Board transition and succession plan, which was implemented during the year with the recruitment of new directors with a strong public company finance background, Mr Laurence Sellyn will also not stand for re-election to the Board. Mr Sellyn was to reach the mandatory retirement age in 2021. The Board has established thirteen (13) as the number of Directors to be elected at the Meeting. All of the nominees were elected as Directors at last year's Annual General Meeting, with the exception of Ms. Mélanie Dunn, Mr. Nelson Gentiletti and Ms. Elif Lévesque who were appointed on October 21, 2019 by the Board of Directors, in accordance with the Corporation's Articles. If elected, nominees will hold office until the next annual meeting of shareholders or until their successors are elected or appointed.

For each of the thirteen (13) nominees proposed by management for election as Directors of the Corporation, the following charts set out their name, age and place of residence, their principal occupation, their main areas of expertise, the year in which they first became a Director of the Corporation, the number of Common Shares of the Corporation beneficially owned directly or indirectly by each of them or over which they exercise control, their independence status, the number of deferred share units they hold, if the nominee sits on Boards of Directors and committees of other public companies and membership on the committees of the Board of the Corporation. Also disclosed in their respective biographies is each nominee's current security holdings and their value of at-risk holdings as at December 31, 2019 as well as the percentage of votes voted in favour of their election at last year's Meeting, if applicable. The information related to the number of shares beneficially owned or over which they exercise control was provided by the respective nominees. As indicated in the attached form of proxy, shareholders may vote for each nominee individually as Directors of the Corporation.

The persons named as proxies in the enclosed form of proxy intend to vote the shares represented by such proxy IN FAVOUR of each of the nominees proposed by management, unless the shareholder granting this proxy has indicated that the shares are to be voted otherwise or are not to be voted in respect of the election of Directors. Management does not anticipate that any of the proposed nominees will be unable to act as a Director. If such becomes the case for any reason whatsoever prior to the Meeting, the persons named as proxies in the enclosed form of proxy reserve the right to vote at their discretion IN FAVOUR of other candidates.



AGE 72
KINGSEY FALLS (QUÉBEC) CANADA
NON-INDEPENDENT
DIRECTOR SINCE 1967

Alain Lemaire

PRINCIPAL OCCUPATION: EXECUTIVE CHAIR OF THE BOARD
COMMITTEE(S): N.A.
2019 ANNUAL MEETING VOTES IN FAVOUR (%): 93.46

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | MANUFACTURING INDUSTRIES | SOCIAL RESPONSIBILITY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT | HUMAN RESOURCES AND COMPENSATION

One of the founders of Cascades, Mr. Lemaire is Executive Chair of the Board of the Corporation. He held the position of President and Chief Executive Officer from 2004 to May 2013. He was Executive Vice-President of the Corporation from 1992 to 2004 and was President and Chief Executive Officer of Norampac Inc., from 1998 to 2004. A former student of the *Institut des pâtes et papiers de Trois-Rivières* (Québec), he holds an Honorary Doctorate in Business Administration from the *Université de Sherbrooke* (Québec). He received an Honorary Doctorate in Civil Law from Bishop's University in Lennoxville (Québec) in 2013, and *Doctorat Honoris Causa d'Université* from *Université Laval* (Québec) in 2017. Mr. Lemaire is an Officer of the Order of Canada and was named a *Chevalier de l'Ordre national du Québec* in 2015.

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁵⁾
SHARES ⁽²⁾	DSUs ⁽⁴⁾	SHARES ⁽²⁾	DSUs		
5,225,969	26,173	4,988,718	12,670	250,754	58,876,512



AGE 61
ST-AUGUSTIN-DE-DESMAURES,
(QUÉBEC) CANADA
INDEPENDENT ⁽¹⁾
DIRECTOR SINCE 1996

Louis Garneau

PRINCIPAL OCCUPATION: PRESIDENT, LOUIS GARNEAU SPORTS INC.
COMMITTEE(S): HEALTH AND SAFETY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT (MEMBER)
2019 ANNUAL MEETING VOTES IN FAVOUR (%): 96.53

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | SOCIAL RESPONSIBILITY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT | SALES AND MARKETING | INNOVATION AND TECHNOLOGIES

Mr. Garneau is President of Louis Garneau Sports Inc., a manufacturer and distributor of sports clothing and accessories throughout the world. He is a member of the Health and Safety, Environment and Sustainable Development Committee. A former international cycle racer, Mr. Garneau participated in the 1984 Olympic Games in Los Angeles. He is a *Chevalier de l'Ordre national du Québec* and an Officer of the Order of Canada. In June 2007, he was awarded an Honorary Doctorate from the Faculty of Administration of the University of Ottawa (Ontario). In 2008, he received the "Gloire de l'Escolle" medal as a former graduate having honored *Université Laval* (Québec) due to the extent of his professional activities and his contribution to society. In November 2014, he was awarded the Medal of Honour of the *Assemblée nationale du Québec*. This medal is awarded to public figures who are deserving of recognition by the Members of the Assembly. He was one of the personalities named *Grand Québécois 2017* by the *Chambre de commerce et d'industrie de Québec*.

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁵⁾
SHARES	DSUs ⁽⁴⁾	SHARES	DSUs		
5,018	69,556	5,018	58,748	10,808	835,975



AGE 57
OTTERBURN PARK
(QUÉBEC) CANADA
NON-INDEPENDENT
DIRECTOR SINCE 1999

Sylvie Lemaire

PRINCIPAL OCCUPATION: DIRECTOR OF COMPANIES
COMMITTEE(S): HEALTH AND SAFETY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT (MEMBER)
CORPORATE GOVERNANCE AND NOMINATING (MEMBER)

2019 ANNUAL MEETING VOTES IN FAVOUR (%): 87.37

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | MANUFACTURING INDUSTRIES | SALES AND MARKETING | INNOVATION AND TECHNOLOGIES

Ms. Lemaire is a director of companies. She has held production, research and development and general management positions. She was co-owner of Dismed Inc., a distributor of medical products and Fempro Inc., a manufacturer of absorbent products, where she held the position of President until 2007. She is a member of the Health and Safety, Environment and Sustainable Development Committee and of the Corporate Governance and Nominating Committee. Since June of 2014, Ms. Lemaire is a certified Director of Companies having successfully completed the governance program offered by the *Collège des administrateurs de sociétés* of Université Laval (Québec). Ms. Lemaire sits on the Board of *Harnois Énergies*, wholesaler of petroleum products and propane gas. She holds the degree of Bachelor in Industrial Engineering from *Polytechnique Montréal* (Québec).

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁵⁾
SHARES ⁽³⁾	DSUs ⁽⁴⁾	SHARES ⁽³⁾	DSUs		
125,287	60,870	125,287	55,746	5,124	2,086,820



Élise Pelletier

PRINCIPAL OCCUPATION: DIRECTOR OF COMPANIES
 COMMITTEE(S): HEALTH AND SAFETY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT (CHAIR)
 HUMAN RESOURCES (MEMBER)

2019 ANNUAL MEETING VOTES IN FAVOUR (%): 99.48

MAIN AREAS OF EXPERTISE: MANUFACTURING INDUSTRIES | SOCIAL RESPONSIBILITY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT | HUMAN RESOURCES AND COMPENSATION | GOVERNANCE

Retired since 2003, Ms. Pelletier accumulated over 20 years of experience within the Corporation, having held the position of Vice-President, Human Resources of the Corporation during the period between 1995 and 1998, and thereafter, the position of Vice-President with Norampac Inc., from 1998 to 2003. She has extensive knowledge of the pulp and paper sector and was a member of the Board of Directors of the Corporation from 1993 to 2001. She is Chair of the Health and Safety, Environment and Sustainable Development Committee and a member of the Human Resources Committee. She holds a Certificate in governance of companies from the *Collège des administrateurs de sociétés, Université Laval* (Québec). She holds the degree of Bachelor in Industrial Relations from the *Université de Montréal* (Québec).

AGE 59
 SUTTON (QUÉBEC) CANADA
 INDEPENDENT ⁽¹⁾
 DIRECTOR SINCE 2011

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁵⁾
SHARES	DSUs ⁽⁴⁾	SHARES	DSUs		
2,000	27,797	2,000	23,418	4,379	334,024



Sylvie Vachon

PRINCIPAL OCCUPATION: PRESIDENT AND CHIEF EXECUTIVE OFFICER, THE MONTREAL PORT AUTHORITY
 COMMITTEE(S): AUDIT AND FINANCE (MEMBER)
 HUMAN RESOURCES (CHAIR)

2019 ANNUAL MEETING VOTES IN FAVOUR (%): 99.48

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | PRIOR OR CURRENT PUBLIC COMPANY BOARD EXPERIENCE | ACCOUNTING, FINANCE AND RISK MANAGEMENT | HUMAN RESOURCES AND COMPENSATION

Ms. Vachon is President and Chief Executive Officer of The Montreal Port Authority (MPA), an autonomous federal agency since 2009. From 1997 to 2009, she was Vice-President, Administration and Human Resources for the federal agency. She is Chair of the Human Resources Committee and a member of the Audit and Finance Committee of the Corporation. Ms. Vachon is a member of the Board of Directors of Hardware Richelieu Ltd and a member of their Human Resources and Corporate Governance Committee. She is also Chair of the Board of Directors of Cargo Montreal, the logistic and transportation metropolitan cluster. She is a member of the Board of Directors of the Association of Canadian Port Authorities and a governor member of the *Conseil patronal de l'environnement du Québec* whose mission is to mobilize Québec companies in order to promote their commitment towards environmental protection and the implementation of sustainable development. She also sits on the board of Green Marine, a voluntary environmental certification program for the North American marine industry and presides the Board of Directors of the *Cercle des présidents* (Québec). In November 2018, Ms. Vachon received the *Femmes d'affaires du Québec - catégorie cadre, dirigeante ou professionnelle, organisme public ou parapublic* award from *Réseau des femmes d'affaires du Québec*. In April 2018, she was awarded the *Mercurie Leadership, Femme d'exception Financière Sun Life* by the *Fédération des chambres de commerce du Québec (Les Mercuriades)*. She holds the degree of Bachelor in Administration, majoring in Human Resources Management from the *Université de Sherbrooke* (Québec).

AGE 60
 LONGUEUIL (QUÉBEC) CANADA
 INDEPENDENT ⁽¹⁾
 DIRECTOR SINCE 2013

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁵⁾
SHARES	DSUs ⁽⁴⁾	SHARES	DSUs		
4,000	31,909	2,000	21,679	12,230	402,540



Mario Plourde

PRINCIPAL OCCUPATION: PRESIDENT AND CHIEF EXECUTIVE OFFICER
 COMMITTEE(S): N.A.

2019 ANNUAL MEETING VOTES IN FAVOUR (%): 96.81

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | MANUFACTURING INDUSTRIES | SOCIAL RESPONSIBILITY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT | MERGERS, ACQUISITIONS AND FINANCINGS

Mr. Plourde is President and Chief Executive Officer of the Corporation since May 2013. He has been in the employ of the Corporation since 1985 and has held several senior management positions such as Vice-President and Chief Operating Officer of Cascades' Specialty Products Group. He was named President of this Group in 2000. In 2011, he was appointed Chief Operating Officer of the Corporation. He joined the Board of Directors of Cascades on November 6, 2014. Mr. Plourde sits on the Board of Directors of Transcontinental Inc., where he is Chair of the Governance Committee and also sits on the Board of Directors of the *Fondation Centre de Cancérologie Charles-Bruneau*. Actively involved in social and community affairs, he was awarded in 2012, the *Prix bâtisseur - Tour CIBC Charles Bruneau*, (a foundation for pediatric cancer research). Mr. Plourde holds a Bachelor's degree in Business Administration, majoring in Finance from the *Université du Québec à Montréal* (Québec).

AGE 58
 KINGSEY FALLS (QUÉBEC) CANADA
 NON-INDEPENDENT
 DIRECTOR SINCE 2014

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁵⁾
SHARES	DSUs ⁽⁴⁾	SHARES	DSUs		
208,451	78,275	194,262	31,974	60,490	3,214,198



Michelle Cormier, CPA, CA

PRINCIPAL OCCUPATION: OPERATING PARTNER, WYNNCHURCH CAPITAL (CANADA) LTD
 COMMITTEE(S): LEAD DIRECTOR
 CORPORATE GOVERNANCE AND NOMINATING (CHAIR)
 AUDIT AND FINANCE (MEMBER)

2019 ANNUAL MEETING VOTES IN FAVOUR (%): 98.92

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | ACCOUNTING, FINANCE AND RISK MANAGEMENT | GOVERNANCE | MERGERS, ACQUISITIONS AND FINANCINGS

A senior-level executive with experience in financial management, strategic consulting as well as corporate financing, turnaround and governance, Michelle Cormier has in-depth knowledge of financial and public markets in Canada and the United States. She is Lead Director, Chair of the Corporate Governance and Nominating Committee and a member of the Audit and Finance Committee of the Corporation. Ms. Cormier has been acting as an Operating Partner for Wynnchurch Capital (Canada) Ltd since 2014. Previously, she was CFO at TNG Capital Inc. and CFO at a major North American forest products company. She also worked at Alcan Aluminium Limited and Ernst & Young. Ms. Cormier is a Certified Director of companies with significant board experience in public, private and not-for-profit organizations. She currently sits on the Boards of Uni-Select Inc. and Champion Iron Ore Ltd.

AGE 63
 MONTRÉAL (QUÉBEC) CANADA
 INDEPENDENT ⁽¹⁾
 DIRECTOR SINCE 2016

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁵⁾
SHARES	DSUs ⁽⁴⁾	SHARES	DSUs		
9,000	22,110	7,000	14,106	10,004	348,743



Martin Couture

PRINCIPAL OCCUPATION: PRESIDENT AND CHIEF EXECUTIVE OFFICER, SANIMAX INC. (CANADA)
 COMMITTEE(S): AUDIT AND FINANCE (MEMBER)
 HUMAN RESOURCES (MEMBER)

2019 ANNUAL MEETING VOTES IN FAVOUR (%): 99.90

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | MANUFACTURING INDUSTRIES | HUMAN RESOURCES AND COMPENSATION | GOVERNANCE

Recipient of a Bachelor's degree in Economics from St. Lawrence University (Canton, New York), Martin Couture is CEO of Sanimax Inc., where he has worked since 1990. He is a member of the Audit and Finance Committee and of the Human Resources Committee of the Corporation. Combining strong leadership skills with extensive operational experience, Mr. Couture was named one of Canada's "Top 40 under 40", a Caldwell Partners award, in 2007. He received the Ernst & Young Entrepreneur of the Year award in 2008. He is an active member of the National Renderers Association, the professional association of the rendering industry in North America and has also been deeply involved with the Young Presidents' Organization since 2003.

AGE 51
 MONTRÉAL (QUÉBEC) CANADA
 INDEPENDENT ⁽¹⁾
 DIRECTOR SINCE 2016

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁵⁾
SHARES ⁽⁴⁾	DSUs ⁽⁴⁾	SHARES	DSUs		
21,190	32,943	21,190	20,989	11,954	606,831



Patrick Lemaire

PRINCIPAL OCCUPATION: PRESIDENT AND CHIEF EXECUTIVE OFFICER, BORALEX INC.
 COMMITTEE(S): N.A.

2019 ANNUAL MEETING VOTES IN FAVOUR (%): 96.47

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | MANUFACTURING INDUSTRIES | MERGERS, ACQUISITIONS AND FINANCINGS | INNOVATION AND TECHNOLOGIES

Patrick Lemaire has served as President and CEO of Boralex Inc. since September 2006. Over the last decade, he has profoundly transformed the company and helped position it as a renewable energy leader in Canada and France. In 1988, after obtaining his degree in Mechanical Engineering from *Université Laval* (Québec), he began his career at Cascades. He successively held the positions of project manager, maintenance manager and plant manager in France and the United States. His managerial skills and leadership were then put to use as General Manager of five plants and as Vice-President and Chief Operating Officer in the containerboard packaging sector. In 2016, he received the Prix d'excellence from the *Cercle des Dirigeants d'Entreprises Franco-Québécois*. In 2017, he was a finalist at the Quebec EY Entrepreneur of the year Awards and ranked as the 58th most influential individual in the wind industry by the British magazine *A Word about Wind*.

AGE 56
 KINGSEY FALLS (QUÉBEC) CANADA
 NON-INDEPENDENT
 DIRECTOR SINCE 2016

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁵⁾
SHARES	DSUs ⁽⁴⁾	SHARES	DSUs		
13,628	11,481	13,628	7,469	4,012	281,472



Hubert T. Lacroix

PRINCIPAL OCCUPATION: STRATEGIC COUNSEL, BLAKE, CASSELS & GRAYDON LLP
 COMMITTEE(S): CORPORATE GOVERNANCE AND NOMINATING (MEMBER)
 HEALTH AND SAFETY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT (MEMBER)
 2019 ANNUAL MEETING VOTES IN FAVOUR (%): 99.88

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | PRIOR OR CURRENT PUBLIC COMPANY BOARD EXPERIENCE | GOVERNANCE | MERGERS, ACQUISITIONS AND FINANCINGS

AGE 64
 WESTMOUNT (QUÉBEC) CANADA
 INDEPENDENT ⁽¹⁾
 DIRECTOR SINCE 2019

Mr. Lacroix acts as strategic counsel for Blake, Cassels & Graydon, a national law firm. Before joining them, he was President and CEO of CBC/Radio-Canada from January 2008 to June 2018, the longest mandate in the history of the corporation. Before acting in that capacity, he held the position of Senior Advisor with the Montreal office of Stikeman Elliott, from 2005 to 2008, and, just prior thereto, was Executive Chairman of Telemédia Corporation and of the other companies in the Telemédia corporate structure from 2000 to 2005. Most of Mr. Lacroix's legal career was spent with McCarthy Tétrault, where he spent close to twenty years, concentrating on mergers and acquisitions of public companies, and securities. He is a member of the Corporate Governance and Nominating Committee and of the Health and Safety, Environment and Sustainable Development Committee of the Corporation. Over the years, Mr. Lacroix has been a member of numerous boards for both public and private companies, as well as, a member of boards for various non-profit organizations. He continues to serve on boards of private companies and non-profit organizations, including the Canadian Olympic Committee. Mr. Lacroix received his Bachelor of Civil Law (1976) and his MBA (1981) from McGill University (Québec). He has been a member of the Quebec Bar since 1977. He also holds the certified designation of ICD.D from the ICD Corporate Governance College program.

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁶⁾
SHARES	DSUs ⁽⁴⁾	SHARES	DSUs		
—	4,676	—	—	4,676	52,418



Mélanie Dunn

PRINCIPAL OCCUPATION: PRESIDENT AND CEO, COSSETTE / PRESIDENT, VISION7 (QUEBEC)
 COMMITTEE(S): HUMAN RESOURCES (MEMBER)
 HEALTH AND SAFETY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT (MEMBER)
 2019 ANNUAL MEETING VOTES IN FAVOUR (%): N/A

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | HUMAN RESOURCES AND COMPENSATION | SALES AND MARKETING | INNOVATION AND TECHNOLOGIES

AGE 48
 MONTRÉAL (QUÉBEC) CANADA
 INDEPENDENT ⁽¹⁾
 DIRECTOR SINCE 2019 ⁽⁷⁾

Ms. Dunn has over 20 years of experience in business management and marketing communications. She is the President and CEO of Cossette and a member of the executive management team of Vision7 International, a holding company with an extensive portfolio of communications firms in North America, Europe and Asia. She is a member of the Human Resources Committee and of the Health and Safety, Environment and Sustainable Development Committee of the Corporation. Ms. Dunn is actively involved in several professional and community organizations. She sits on the Board of Directors of the Canada Post Corporation, the CHU Sainte-Justine Foundation and the Montreal Canadiens Children's Foundation. Since 2015, she has been an active member of the Board of Directors and Executive Committee of the Chamber of Commerce of Metropolitan Montreal. She has been named one of the 2018 Top 100 Most Powerful Women in Canada by Women's Executive Network (WXN). Ms. Dunn has a Bachelor's degree in Economics and a Marketing certificate from the *Université du Québec à Montréal* (Québec).

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁶⁾
SHARES	DSUs ⁽⁴⁾	SHARES	DSUs		
—	1,408	—	—	1,408	15,784



AGE 58
KIRKLAND (QUÉBEC) CANADA
INDEPENDENT ⁽¹⁾
DIRECTOR SINCE 2019 ⁽⁸⁾

Nelson Gentiletti

PRINCIPAL OCCUPATION: CHIEF OPERATING AND CHIEF FINANCIAL OFFICER, LOOP INDUSTRIES INC.

COMMITTEE(S): AUDIT AND FINANCE (MEMBER)
HUMAN RESOURCES (MEMBER)

2019 ANNUAL MEETING VOTES IN FAVOUR (%): N/A

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | PRIOR OR CURRENT PUBLIC COMPANY BOARD EXPERIENCE | ACCOUNTING, FINANCE AND RISK MANAGEMENT | MERGERS, ACQUISITIONS AND FINANCINGS

Nelson Gentiletti is a CPA and, since January 1, 2019, serves as Chief Operating and Chief Financial Officer of Loop Industries Inc., a technology company listed on the NASDAQ whose mission is to accelerate the shift toward sustainable PET plastic and fiber. He is a member of the Audit and Finance Committee and of the Human Resources Committee of the Corporation. Mr. Gentiletti has a broad operational, financing, accounting, mergers and acquisition, as well as strategic planning experience on a global basis, having served as the Chief Financial and Development Officer of Transcontinental Inc., where he worked from November 2011 until December 2018 and contributed to the transformation of the company. He has also served as Chief Operating and Chief Financial Officer of Transat AT Inc. Mr. Gentiletti currently serves on the board of directors and audit committee of SportsScene Group, Inc. since 2006 and sits on the John Molson Business School advisory board. Mr. Gentiletti received his Bachelor of Commerce degree from Concordia University in 1983 and his Graduate Diploma in Public Accountancy from McGill University (Québec) in 1985.

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁵⁾
SHARES	DSUs ⁽⁴⁾	SHARES	DSUs		
—	1,408	—	—	1,408	15,784



AGE 46
MONTRÉAL (QUÉBEC) CANADA
INDEPENDENT ⁽¹⁾
DIRECTOR SINCE 2019 ⁽⁹⁾

Elif Lévesque

PRINCIPAL OCCUPATION: CHIEF FINANCIAL OFFICER, GUERRERO VENTURES INC. (NOMAD ROYALTY COMPANY LTD)

COMMITTEE(S): AUDIT AND FINANCE (MEMBER)
CORPORATE GOVERNANCE AND NOMINATING (MEMBER)

2019 ANNUAL MEETING VOTES IN FAVOUR (%): N/A

MAIN AREAS OF EXPERTISE: EXECUTIVE LEADERSHIP (CHIEF EXECUTIVE OFFICER OR SENIOR OFFICER) | ACCOUNTING, FINANCE AND RISK MANAGEMENT | GOVERNANCE | MERGERS, ACQUISITIONS AND FINANCINGS

Elif Lévesque is the Chief Financial Officer of Guerrero Ventures Inc. (Nomad Royalty Company Ltd) since April 2020. From June 2014 until February 2020 she was Chief Financial Officer and Vice President Finance of Osisko Gold Royalties Ltd. Prior to this, Ms. Lévesque was Vice President and Controller of Osisko Mining Corporation and contributed to the finance function at Osisko since 2008. Ms. Lévesque has over 20 years of experience with Canadian and U.S. listed companies, including 18 years with leading intermediate gold producers (Cambior Inc. 2002-2006 and Iamgold Corporation 2006-2008). She is a member of the Audit and Finance Committee and of the Corporate Governance and Nominating Committee of the Corporation. Ms. Lévesque is a member of the board of directors of Gold Terra Resource Corp. and is the chair of its audit committee. She is a member of the *Ordre des Comptables Professionnels Agréés du Québec*, holds an MBA from Clark University (Massachusetts, USA) and has an ICD.D designation. She is a fundraiser for the *Centre des Femmes de Montréal*. Ms. Lévesque was the winner in the category "Financial executive of a small or medium enterprise" in the 2018 Aces of Finance competition held by FEI Canada, Québec Section and was named as one of the "Top 100 global inspirational women in mining", 2018 edition of Women in Mining, the UK.

INFORMATION ON EQUITY HOLDINGS

DECEMBER 31, 2019		DECEMBER 31, 2018		TOTAL NET CHANGE (#)	TOTAL VALUE AT RISK AS OF DECEMBER 31, 2019 (\$) ⁽⁵⁾
SHARES	DSUs ⁽⁴⁾	SHARES	DSUs		
—	1,408	—	—	1,408	15,784

(1) "Independent" refers to the standards of independence established under Section 1.2 of the Canadian Securities Administrators' National Instrument 58-101 (Disclosure of Corporate Governance Practices).

(2) Held directly or indirectly by Gestion Alain Lemaire Inc., of which Alain Lemaire is the sole voting shareholder.

(3) 36,277 shares are held directly or indirectly by Tremor II Inc., a company in which Ms. Lemaire holds a 50% shareholding.

(4) For external Directors, DSUs are paid annually, as described in section 3.8.3 Deferred Share Unit Plan on page 30 of the Circular and were attributed on January 15, 2020. For Executive Officers, including Alain Lemaire and Mario Plourde, DSUs are paid annually, as described in section 3.1.4 Compensation Components on page 19 of the Circular and were attributed on August 19, 2019.

(5) The total value at risk is based on the closing share price of the Common Shares of the Corporation on the Toronto Stock Exchange (TSX) on December 31, 2019 (\$11.21).

(6) Held directly by Foresee Capital, of which Martin Couture is the sole voting shareholder.

(7) Ms. Mélanie Dunn was appointed to the Board on October 21, 2019 and became a member of the Human Resources Committee and the Health and Safety, Environment and Sustainable Development Committee on January 1, 2020.

(8) Mr. Nelson Gentiletti was appointed to the Board on October 21, 2019 and became a member of the Audit and Finance Committee and the Human Resources Committee on January 1, 2020.

(9) Ms. Elif Lévesque was appointed to the Board on October 21, 2019 and became a member of the Audit and Finance Committee and the Corporate Governance and Nominating Committee on January 1, 2020.

2.2.2 MAJORITY VOTING POLICY

The majority voting policy applies to this election. Under this policy, a nominee for election as a Director who receives a greater number of votes withheld than votes for, with respect to the election of Directors by shareholders, will be expected to offer to tender his resignation immediately to the Executive Chair of the Board following the meeting of shareholders at which the Director is elected. The Corporate Governance and Nominating Committee will consider such resignation offer and make a recommendation to the Board whether to accept it, absent exceptional circumstances, or not. The Board will make its decision and announce it in a press release within 90 days following the meeting of shareholders with a copy to the Toronto Stock Exchange (TSX). The Director who offered to tender his resignation shall not take part in any committee or Board deliberations pertaining to the resignation offer. This policy only applies in circumstances involving an uncontested election of Directors, namely those where the number of Director nominees is the same as the number of Directors to be elected to the Board and that no proxy material is circulated in support of one or more nominees other than those presented, as determined by the Board.

2.2.3 SHAREHOLDERS ENGAGEMENT POLICY

The Board believes in the importance of open and constructive dialogue with its shareholders. In 2017, to facilitate such engagement, the Corporate Governance and Nominating Committee approved a policy outlining how the Board and Management may communicate with shareholders, and vice-versa, and recommended its approval to the Board. This policy is available on the Corporation's website at www.cascades.com. Shareholders may communicate with the Board or Committee Chairs through the Corporate Secretary's office, by mail or email, with the mention "confidential", to the contact information provided in section 4.7 Additional Information on page 34 of the Circular.

2.2.4 ADDITIONAL DISCLOSURE RELATING TO DIRECTORS

To the best knowledge of the Corporation, based on the information provided by the Nominee Directors, no other proposed nominee to the Board of Directors is, as at the record date of this Circular, or has been, within 10 years before the date hereof; (a) subject to a cease trade order, an order similar to a cease trade order or an order that denied a company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued while the proposed Director was acting in the capacity as Director, Chief Executive Officer or Chief Financial Officer of that company; (b) subject to a cease trade order, an order similar to a cease trade order or an order that denied a company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued after the proposed Director ceased to be a Director, chief executive officer or chief financial officer of that company and which resulted from an event that occurred while that person was acting in such capacity; (c) a Director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (d) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets. Furthermore, to the knowledge of the Corporation, no proposed nominee to the Board of Directors has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether or not to vote for a proposed nominee to the Board of Directors, save for:

- i) In January 2017, Ms. Michelle Cormier was asked by the remaining senior secured creditor and by the sole shareholder of Calyx Transportation Inc. ("Calyx") to become the sole Director and Officer of Calyx. In this capacity, her mandate was to wind down Calyx in the most efficient manner, following the sale, in December 2016, by Calyx of all assets and businesses in which it operated. The large majority of net proceeds from such sales were used to repay bank indebtedness, employee severances and suppliers. Following all such payments, the cash on hand was insufficient to repay the remaining secured creditor. Given the insolvency of Calyx, Michelle Cormier in her capacity of Director of Calyx approved a voluntary assignment in bankruptcy pursuant to the Bankruptcy and Insolvency Act in order to complete the wind down of Calyx's affairs and discharge her mandate.
- ii) Mr. Hubert T. Lacroix served as director (as of January 21, 2019) and then as Chairman of the Board (as of May 14, 2019) of Stornoway Diamond Corporation (Stornoway) until November 1, 2019. Stornoway filed for protection under the Companies' Creditors Arrangement Act (CCAA) on September 9, 2019. The CCAA process was concluded by order of the Superior Court of Quebec in November 2019 and Stornoway's operating subsidiary emerged from such process, continuing its operations on a going concern basis after the successful implementation of Stornoway's restructuring transactions. In November 2019, Stornoway made a voluntary assignment into bankruptcy pursuant to the Bankruptcy and Insolvency Act. He now acts as the Chairman of the Board of the company which pursued the operations of Stornoway.
- iii) Mr. Louis Garneau is a member of the Board and is President of Louis Garneau Sports Inc., a manufacturer and distributor of sports clothing and accessories. On March 3, 2020, the company filed a notice of intention to file a proposal and obtained a stay of proceedings pursuant to the Bankruptcy and Insolvency Act (Canada), as the implementation of a plan to restructure its business was determined to be the only way for the company to continue its operations.

2.2.5 BOARD INTERLOCKS

The Board of Directors has reviewed the membership of the proposed nominees to the Corporation's Board on the boards of other public companies and has determined that none of the nominees sit on the same Board of Directors.

2.2.6 DIRECTORS ATTENDANCE RECORD TO BOARD AND COMMITTEE MEETINGS

The Board has established the following four (4) committees, each with its own written charter and workplan: the Audit and Finance Committee, the Corporate Governance and Nominating Committee, the Human Resources Committee and the Health and Safety, Environment and Sustainable Development Committee. The following table sets forth the attendance of the current Directors at the Board and Committee meetings held during the last fiscal year:

Number and percentage of meetings attended by a director

	BOARD OF DIRECTORS (12 MEETINGS)		AUDIT AND FINANCE COMMITTEE (6 MEETINGS)		CORPORATE GOVERNANCE AND NOMINATING COMMITTEE (5 MEETINGS)		HUMAN RESOURCES COMMITTEE (6 MEETINGS)		HEALTH AND SAFETY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE (4 MEETINGS)	
Alain Lemaire	11/12	92%								
Michelle Cormier ⁽¹⁾	12/12	100%	6/6	100%	2/2	100%	3/3	100%		
Martin Couture ⁽²⁾	12/12	100%	5/6	83%			3/3	100%	2/2	100%
Mélanie Dunn ⁽³⁾	5/5	100%								
Louis Garneau	11/12	92%							4/4	100%
Nelson Gentiletti ⁽³⁾	5/5	100%								
Georges Kobrynsky ⁽⁴⁾	12/12	100%	6/6	100%	3/3	100%	3/3	100%		
Hubert T. Lacroix ⁽⁵⁾	8/8	100%			2/2	100%			2/2	100%
Patrick Lemaire	11/12	92%								
Sylvie Lemaire	12/12	100%			5/5	100%			4/4	100%
Elif Lévesque ⁽³⁾	5/5	100%								
David McAusland ⁽⁶⁾	3/4	75%			2/3	67%	3/3	100%		
Élise Pelletier	12/12	100%					6/6	100%	4/4	100%
Mario Plourde	12/12	100%								
Laurence Sellyn	11/12	92%	6/6	100%	5/5	100%				
Sylvie Vachon	11/12	92%	6/6	100%			6/6	100%		

(1) Ms. Michelle Cormier became a member of the Corporate Governance and Nominating Committee and left the seat she held on the Human Resources Committee on May 9, 2019.

(2) Mr. Martin Couture became a member of the Human Resources Committee and left the seat he held on the Health and Safety, Environment and Sustainable Development Committee on May 9, 2019.

(3) Ms. Mélanie Dunn, Mr. Nelson Gentiletti and Ms. Elif Lévesque were appointed to the Board on October 21, 2019.

(4) Mr. Georges Kobrynsky became a member of the Human Resources Committee and left the seat he held on the Corporate Governance and Nominating Committee on May 9, 2019.

(5) Mr. Hubert T. Lacroix was elected to the Board and became a member of the Corporate Governance and Nominating Committee and the Health and Safety, Environment and Sustainable Development Committee on May 9, 2019.

(6) Mr. David McAusland did not seek re-election to the Board in 2019 and ceased to be a director and a member of the Human Resources and Corporate Governance and Nominating Committees on May 9, 2019.

For Fiscal 2019, the total attendance record of Directors was 96% for Board meetings, 97% for Audit and Finance Committee meetings, 95% for Corporate Governance and Nominating Committee meetings, 100% for Human Resources Committee meetings and 100% for the Health and Safety, Environment and Sustainable Development Committee meetings. The attendance rate at Board and Committee meetings attests to the Directors' strong commitment to their roles and responsibilities. In addition to attending meetings of the Board and its Committees on which they sit, Directors are invited to attend other Committee meetings of which they are not a member, on a non-voting basis.

2.3 Appointment of Independent Auditor

At the Meeting, the shareholders will be asked, upon the recommendation of the Audit and Finance Committee and the Board, to appoint the Independent Auditor to hold office until the next annual meeting of shareholders and to authorize the Board of Directors to fix their remuneration.

The persons named as proxies in the enclosed form of proxy intend to vote the shares represented by such proxy **IN FAVOUR** of the appointment of PricewaterhouseCoopers LLP, Partnership of chartered professional accountants, as Independent Auditor of the Corporation, to hold office until the next Annual General Meeting of Shareholders, and to authorize the Board of Directors to fix their compensation unless the shareholder granting the proxy has indicated that the shares are to be voted otherwise.

2.3.1 AUDITOR'S INDEPENDENCE

For the financial year ended December 31, 2019, the Corporation's Audit and Finance Committee obtained written confirmation from the Independent Auditor of their independence and objectivity with respect to the Corporation, pursuant to the Code of Ethics of the Québec Order of Chartered Professional Accountants.

2.3.2 INDEPENDENT AUDITOR FEES

The Audit and Finance Committee, in accordance with its Charter, approves all audit services provided by the Independent Auditor and determines and approves in advance non audit services provided, in compliance with applicable legal and regulatory requirements.

The following table presents, by category, the fees incurred by the Corporation and paid to PricewaterhouseCoopers LLP, Partnership of Chartered Professional Accountants, in Canadian dollars in the past two fiscal years for various services provided to the Corporation and its subsidiaries:

SERVICES	FEES	
	DECEMBER 31, 2018	DECEMBER 31, 2019
Audit Fees ⁽¹⁾	\$1,550,145	\$1,887,790
Audit-Related Fees ⁽²⁾	\$24,750	\$217,750
Tax Fees ⁽³⁾	\$262,487	\$249,879
Other Fees ⁽⁴⁾	\$130,478	\$26,295
Total	\$1,967,860	\$2,381,714

(1) Professional services provided in connection with statutory and regulatory filings and audit of the annual financial statements of the Corporation.

(2) Professional services provided in connection with auditing as well as consultations on accounting and regulatory matters.

(3) Professional services mainly for compliance with Income Tax laws.

(4) Professional services consisting primarily of transaction support services.

2.3.3 POLICIES AND PROCEDURES FOR THE ENGAGEMENT OF AUDIT AND NON-AUDIT SERVICES

The Corporation's Audit and Finance Committee (the "Committee") has adopted a Pre-approval Policy and Procedures for services provided by the Independent Auditor (the "Policy") that sets forth the procedures and the conditions pursuant to which permissible services proposed to be performed by the Independent Auditor are pre-approved. Under the terms of the Policy, services that involve fees of less than \$25,000 up to an annual limit of \$50,000 are pre-approved. The Committee has delegated to the Chairman of the Committee pre-approval authority for any services not previously approved by the Committee that involve the payment of unbudgeted fees up to a maximum of \$100,000 per mandate. Services that involve fees of more than \$100,000 require pre-approval of all members of the Committee.

2.4 Advisory Vote on Executive Compensation

The Board of Directors of the Corporation approved a say on pay advisory vote policy with respect to executive officers. The Corporation's approach to executive compensation was approved by 94.22% of the shareholders at the May 9, 2019 Annual General Meeting. The purpose of the say on pay advisory vote is to provide shareholders with the opportunity to vote at each annual shareholders meeting on the Corporation's approach to executive compensation, as described in Section 3.1 Compensation Discussion and Analysis (CD&A) section of the Circular. The CD&A describes the Corporation's approach to executive compensation and the details of the compensation program and practices. This disclosure has been approved by the Board on the recommendation of the Human Resources Committee.

At the Meeting, shareholders will be asked to vote on the following advisory resolution:

"Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board, that the shareholders accept the Corporation's approach to executive compensation disclosed in the Circular furnished in advance of the 2020 Annual General Meeting of Shareholders."

The vote being advisory, the results will not be binding on the Board. However, the Board will consider the outcome of the vote when reviewing and approving future executive compensation policies and decisions.

The Board and Management recommend that the shareholders vote **FOR** the Corporation's approach to executive compensation.

The persons named as proxies in the enclosed form of proxy intend to vote the shares represented by such proxy FOR the Corporation's approach to executive compensation, unless the shareholder granting the proxy has indicated that the shares are to be voted otherwise.

2.5 Amendments to the Corporation's By-Laws

By-Law No. 2011-1, which regulates the business and affairs of the Corporation, was adopted in 2011. However, the technological landscape has evolved since then and the Board has resolved to amend By-Law No. 2011-1 to allow the Corporation to hold annual meetings entirely by telephonic, electronic or other communication facility. The proposed changes are reflected in Schedule J to this Circular. At the Meeting, shareholders will be asked to consider and, if deemed appropriate, to adopt the resolution set out in Schedule I to this Circular.

The Board and Management recommend that the shareholders vote **FOR** the By-Laws Resolution.

The persons named as proxies in the enclosed form of proxy intend to vote the shares represented by such proxy FOR the By-Laws Resolution, unless the shareholder granting the proxy has indicated that the shares are to be voted otherwise.

2.6 Shareholder Proposals

Two proposals were received from a shareholder. The shareholder withdrew the first proposal regarding the incorporation of environmental, social and governance (ESG) metrics in senior management compensation based on the response provided by the Corporation last year in the 2019 Circular. Schedule A to this Circular sets forth the second proposal received from the shareholder. However, since the Corporation has already adopted a written policy regarding the representation of women on its Board of directors which aspires towards gender parity and a written policy on workplace diversity and inclusion throughout the organization, it was agreed with the shareholder not to present the proposal for a vote at the Meeting.

Section 3

Statement of Executive Compensation

3.1 Compensation Discussion and Analysis

3.1.1 COMPENSATION AND HUMAN RESOURCES COMMITTEE

a) Human Resources Committee report

The Human Resources Committee (the “Committee”) has approved the contents of Section 3 Statement of Executive Compensation and has recommended its approval to the Board of Directors of the Corporation.

b) Composition

The Committee is composed entirely of independent Directors, namely Ms. Sylvie Vachon (Chair), Ms. Élie Pelletier, Mr. Georges Kobrynsky, Mr. Martin Couture, Ms. Mélanie Dunn and Mr. Nelson Gentiletti. None of the members of the Committee is or has been indebted to the Corporation or any of its subsidiaries, or has or has had an interest in a material transaction involving the Corporation. Each of the Committee’s members has direct experience that is relevant to his or her responsibilities in executive compensation, as well as the skills and experience that enable him or her to make decisions on the suitability of the Corporation’s policies and practices taking into account the Corporation’s business culture. More specifically, all members either hold or have held executive management positions or directorships in organizations with oversight over human resources functions. In connection with their responsibilities, all members have implemented, managed and/or provided advice on compensation policies and practices, including with respect to wage policies, components of management compensation, succession plans, pension plans, and share-based incentive programs. See section 2.2.1 Board Nominees on page 7 of the Circular for the biography of each member of the Committee.

c) Mandate

The Committee’s mandate, amongst others, is to review and make recommendations to the Board of Directors (the “Board”) with respect to the annual compensation for the Executive Chair and the President and Chief Executive Officer. The Committee receives from the President and Chief Executive Officer his evaluation of the attainment by each member of the Management Committee of his or her previously set objectives, as well as his recommendations concerning their compensation. Furthermore, the Executive Chair of the Board submits to the Committee his assessment and recommendation on compensation for the President and Chief Executive Officer. Based on the foregoing and on market data provided by an external firm, the members of the Committee discuss, without the presence of Management, the compensation of executive officers. The Committee also recommends to the Board the overall compensation of the President and Chief Executive Officer and other executives.

The Committee reviews practices put in place by the Corporation relating to recruitment, training, professional development and succession of senior management and submits its recommendations to the Board on the appointment of the Chief Executive Officer and other senior executives. It reviews and makes recommendations to the Board with respect to the pertinence and importance of the Long-term Incentive Plan regarding the granting and terms and conditions of exercise of stock options, Performance Share Units (PSUs) and Deferred Share Units (DSUs) to those persons eligible in accordance with the Corporation’s Stock Option Plan, Performance Share Unit Plan and Deferred Share Unit Plan for Executives and Key Employees. In addition, it recommends, together with the Corporate Governance and Nominating Committee, the appropriate type of compensation for the members of the Board and its Committees. The Committee met 6 times in 2019. The Charter of the Human Resources Committee describing its responsibilities, powers and operation is reviewed annually by the Committee and is available on the Corporation’s website.

d) Executive Compensation - Compensation Advisors

Since 2013, the Committee has, in accordance with its Charter, retained the services of Mercer, outside consultants specialized in compensation. The Corporation has also occasionally retained the advisory services of Mercer, mainly on matters related to executive and non-executive compensation. Mercer has specifically recognized that its advisory and reporting relationship to the Committee and the Board of Directors is paramount and this is made clear and accepted by the Corporation’s management. In Fiscal 2019, more specifically, Mercer reported to the Committee, as outside compensation consultant, on compensation policies, including assessing developments in the employment market for senior executives. With the input of Mercer, the Committee reviewed the compensation policy and the competitiveness of each compensation component within a total compensation approach. In Fiscal 2018, fees under the caption “Executive Compensation Related Fees” paid to Mercer were in the amount of \$19,975 and fees of \$226,980, under the caption “All Other Fees”, were paid to Mercer for services related to non-executive compensation, namely advice and guidance on the health care benefits plan offered to employees in the United States, retirement plans and governance related matters. In Fiscal 2019, fees under the caption “Executive Compensation Related Fees” paid to Mercer were in the amount of \$78,305 and fees of \$185,139, under the caption “All Other Fees”, were paid to Mercer and Pavillion, which was acquired by Mercer in December 2018, for services related to non-executive compensation, namely advice and guidance on retirement plans in the United States and investment consulting advice for retirement plans in Canada.

e) Risk Oversight

The Committee annually conducts a review and approves the Corporation’s compensation policies and practices, taking into account any associated risks. As further described hereunder, the components of compensation include a base salary, a Short-term Incentive Plan (profit-sharing plan), a Long-term Incentive Plan (made up of the Performance Share Unit Plan, the Stock Option Plan and the Deferred Share Unit Plan for Executives and Key Employees) and retirement benefits. In 2019, the Committee reviewed the practices and policies applicable to all employees including the Named Executive Officers and did not identify any risks arising from the Corporation’s compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation. The significant risks and uncertainties which could affect the Corporation are disclosed in the Corporation’s annual information form and in the management discussion and analysis accompanying the Corporation’s annual financial statements.

3.1.2 COMPENSATION OF NAMED EXECUTIVE OFFICERS

This section is intended to provide shareholders of the Corporation with a description of the policies and programs regarding compensation of the Named Executive Officers (NEOs) for the financial year ended December 31, 2019. The NEOs are the Executive Chair of the Board, the President and Chief Executive Officer, the Vice-President and Chief Financial Officer, the President and Chief Operating Officer of the Specialty Products Group, a division of Cascades Canada ULC (SPG) and the President and Chief Operating Officer of Cascades Containerboard Packaging, a division of Cascades Canada ULC (CCP). Although this section essentially describes the compensation policies and programs for the NEOs, these programs and policies also apply to the Corporation’s other management personnel. Unless otherwise indicated, the information contained herein is as at December 31, 2019.

Fundamentals behind the Compensation Policy

The Corporation’s main goal is to attract and retain within its ranks the talent required to realize its strategic plan. By establishing specific objectives for each strategic axis, the Corporation and its employees are aligned in a common direction. In 2019, all salaried employees developed personal objectives, in support of their supervisor’s objectives. In addition to informal feedback which is regularly provided, 96% of salaried employees had two performance reviews during the year to support the achievement of Cascades’ business objectives.

The year’s objectives are set using a performance management process that has been designed to take into consideration the employees’ capacity to attain both their personal objectives and their behavioral competencies, and to impact their annual compensation increase.

The objectives setting process is cascaded further down to include the hourly employees throughout the Corporation and emphasizes the importance of the contribution of all employees towards adding value for our customers and maximizing Cascades’ overall profitability.

These processes are aimed at facilitating the client-focused approach and remain anchored in the Corporation’s values. The fundamental purpose is to reinforce the culture of the Corporation by integrating financial results and specific expectations, measured by a competencies-based approach. To support these processes, six (6) strategic axis were developed as well as sought after behavioral competencies. For each of these axes, salaried employees are required to develop measurable objectives for the current year in support of their supervisor’s objectives thereby resulting in a better business objectives alignment.



Compensation components

The components of the compensation policy reflect the Corporation’s goal of maintaining a balance between the recognition of the performance and the retention of assets. For more details, see Section 3.1.4 Compensation Components on page 19 of the Circular.

Base Salary	Reward individual performance, experience and leadership
Short-term Incentive Plan	Reward individual performance and operational results for business units, divisions and the Corporation
Long-term Incentive Plan	Reward the collective performance as a whole

3.1.3 BENCHMARKING PRACTICES

Following the 2018 material adjustments that were necessary to position our key executives in a competitive position with respect to the reference group described below, regular increases were applied in 2019 with the exception of the President and Chief Operating Officer of CCP, for whom a competitive adjustment proved to be necessary.

With the assistance of Mercer, the comparator groups or reference groups described below were used in the annual cash compensation determination process for the NEOs, save for Alain Lemaire, the Executive Chair of the Board.

In addition to considering annual cash compensation (base salary and short-term incentive plan) indicators extracted from national compensation surveys published by compensation consulting companies, such as the 2018 Mercer Benchmark Database (MBD), the annual cash compensation, namely the base salary and the variable compensation for all of the NEOs, save for Alain Lemaire, was benchmarked by the Committee in 2019, against a reference market or "Reference Group". The financial data for the reference groups was extracted from management proxy circulars filed on SEDAR in 2018 and increased by 2.5% to reflect 2019 remuneration levels.

The Reference Group for the President and Chief Executive and the Vice-President and Chief Financial Officer consisted of 15 Canadian companies (gas and oil companies were excluded), chosen on the basis of one or more of the following criteria:

- the companies are listed on a stock exchange;
- the companies operate their activities on a national or international level;
- the head office of these companies is located in Québec;
- these companies have sales ranging from one third to three times Cascades' sales (\$4.6 billion in 2018).

The Committee considers that the aforementioned characteristics that the companies in the reference groups share with the Corporation allow for a better understanding and benchmarking of the competitiveness of remuneration for senior executives.

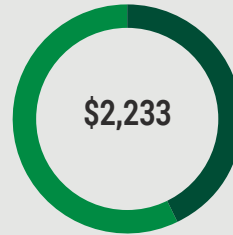
The companies that form part of the Reference Group include: Domtar Corporation, Resolute Forest Products Inc., West Fraser Timber Company Ltd., Canfor Inc., BRP Inc., TFI International Inc., Québecor Inc., CCL Industries Inc., Dorel Industries Inc., Gildan Activewear Inc., CAE Inc., Transcontinental Inc., Norbord Inc., Uni-select Inc. and Winpak Ltd.

In the case of the Presidents and Chief Operating Officers of SPG and CCP, the reference group includes 14 of the above corporations, but excludes Dorel Industries Inc.

With respect to Mr. Alain Lemaire, who was appointed Executive Chairman of the Board on May 9, 2013 and continues to hold the position, the responsibilities are described in Schedule E to the Circular. Although he has reached the age of 70 and has received his predetermined annual pension, Cascades' senior management team continues to benefit from his participation in an executive capacity in the Corporation's decisions and strategic orientations. In 2019, the Human Resources Committee reviewed and adjusted Alain Lemaire's base salary to reflect his continuing role and responsibilities within the executive team. See Table 3.2.1 Summary of Executive Compensation Table on page 24 of the Circular.

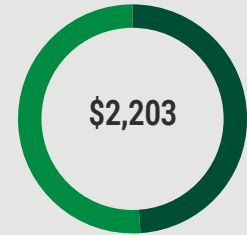
The following graphics illustrate the benchmarking comparison for each NEO, in thousands of dollars, representing total annual cash compensation.

Mario Plourde



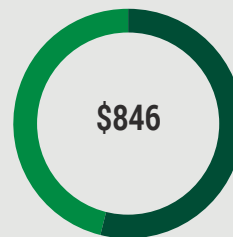
- Base Salary – \$959
- Variable Pay – \$1,274

Benchmark



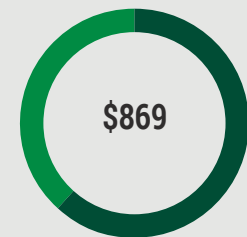
- Base Salary – \$1,079
- Variable Pay – \$1,124

Allan Hogg



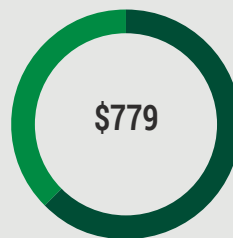
- Base Salary – \$456
- Variable Pay – \$390

Benchmark



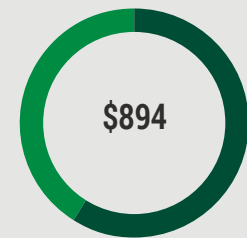
- Base Salary – \$538
- Variable Pay – \$331

Luc Langevin



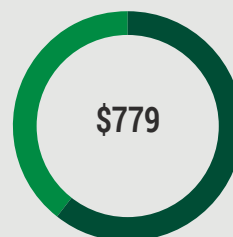
- Base Salary – \$488
- Variable Pay – \$291

Benchmark



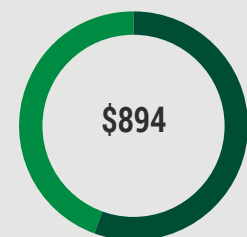
- Base Salary – \$497
- Variable Pay – \$397

Charles Malo



- Base Salary – \$472
- Variable Pay – \$307

Benchmark



- Base Salary – \$497
- Variable Pay – \$397

3.1.4 COMPENSATION COMPONENTS

Total annual cash compensation

The objective sought is to offer to Executive Officers a total annual cash compensation, composed of a base salary coupled with a short-term incentive plan, positioned at the median of the market for positions with comparable responsibilities.

Base Salary

For the purposes of internal equity, the Executive Officer positions are evaluated and classified in accordance with their responsibilities, required competencies and other specific conditions related to the position. Base salaries are also determined on the basis of a number of factors, such as the level of responsibilities, the experience of the Executive Officer and his sustained contribution to the success of the Corporation. The base salaries of the NEOs for the fiscal year ended December 31, 2019 were set on February 1, 2019 and remained unchanged throughout the fiscal year. In Fiscal 2019, the salary increases for the NEOs ranged from 3.5% to 10%, including competitive adjustments to executive compensation when applicable as a result of the benchmarking practices previously described. Mr. Alain Lemaire was granted a base salary increase of 5%, Mr. Mario Plourde was granted a base salary increase of 6%, Mr. Allan Hogg was granted a base salary increase of 3.5%, Mr. Luc Langevin was granted a base salary increase of 4% and Mr. Charles Malo was granted a base salary increase of 10%.

Short-term Incentive Plan

The Short-term Incentive Plan entitles the NEOs, as well as other members of senior management and all permanent employees with a year's seniority to participate in the profit-sharing program. They participate in the profit-sharing program under the following terms: between November 1st and October 31st of each year, (the "Reference Period"); 1) the NEOs whose functions are directly related to operations are eligible to receive a short term incentive based on the following ratio: 70% of the operating profit of the business units which are under their supervision plus 30% on the financial results of all the business units, capped at two times the annual base salary; 2) members of senior management, who have a support function participate in the profit-sharing plan and are eligible to receive during the Reference Period a short term incentive based on the financial results of all of the business units, taking into account their experience, responsibilities and their personal performance, capped at two times the annual base salary.

Profit-sharing paid to the President and Chief Executive Officer represents 0.25% of operating profit of all of the operating subsidiaries, divisions and affiliated entities of the Corporation, with the exception of Greenpac, for which the percentage is 0.15%, capped at two times his annual base salary. Profit-sharing paid to the Vice-President and Chief Financial Officer is constituted of a discretionary amount of \$390,434, taking into account his responsibilities and performance capped at two times his annual base salary. Profit-sharing paid to the President and Chief Operating Officer of SPG is fixed at 0.25%, capped at two times his annual base salary. Profit-sharing paid to the President and Chief Operating Officer of CCP varies between 0.03% and 0.20% of operating profit of the business units for which he is responsible, capped at two times his annual base salary. For Fiscal 2019, compensation derived from the short-term incentive plan represents 57% of the total cash compensation of Mr. Mario Plourde, 46% of the total cash compensation of Mr. Allan Hogg, 37% of the total cash compensation of Mr. Luc Langevin, and 39% of the total cash compensation of Mr. Charles Malo.

In order to determine the profitability of the business units, their profits are accounted for on a non-consolidated basis, unit by unit, month by month during the Reference Period commencing on November 1 and ending on October 31. Certain business units in a start-up or restructuring mode may be excluded from the calculation during the start-up or restructuring period, as the case may be. The profitability of our European operations is excluded from the calculation basis, save for the President and Chief Executive Officer. The entire compensation derived from the Short-term Incentive Plan is based on measures that cannot be disclosed, as in past years, and the Corporation is relying on the serious prejudice exemption available under securities regulations. Indeed, the Corporation does not publicly disclose the profits derived from each of these business units and does not furnish the financial results based on the Reference Period. The Corporation is of the view that disclosure of the information relative to operating profit of its business units would be greatly prejudicial to its interests. Indeed, disclosing these results would allow the Corporation's competitors to isolate certain data and could harm the Corporation's products competitive position and negatively affect its financial situation. As well, the percentage of operating profit of each of the units used to determine senior management's compensation is also confidential and sensitive from a competitive point of view. Its disclosure could provide indications to competitors of the strategic importance of one unit over others in terms of operating profit.

The Committee remains satisfied that the Corporation's profit-sharing plan which reflects a philosophy that has been in place for several years, is challenging and effectively encourages senior management's productivity and aligns their interests with those of the Corporation's shareholders. When the Committee determines the percentage of the profits of each business unit to be paid to the senior executive, it considers in a discretionary manner, the experience, the responsibilities and the past performance of the executive as well as the number of business units under his or her responsibility. The Committee also ensures that the compensation to be paid is appropriately correlated to the performance of the relevant business units.

Long-term Incentive Plan

The Long-term Incentive Plan is made up of the Performance Share Unit Plan (the "PSU Plan"), the Stock Option Plan (the "Option Plan") and the Deferred Share Unit Plan for Executives and Key Employees (the "DSU Plan for Executives"). The purpose of the Long-term Incentive Plan is to assist and encourage officers and key employees of the Corporation and its subsidiaries to work towards and participate in the growth and development of the Corporation, to assist the Corporation in attracting, retaining and motivating such officers and key employees, and to align the interests of such officers and key employees with those of the shareholders of the Corporation.

The number of PSUs, Options and DSUs attributed is based on a multiple of the base salary. The multiples used for the grant of PSUs, Options and DSUs in 2019 to the NEOs are as follows: for the Executive Chair, a multiple of 1.5, for the President and Chief Executive Officer, a multiple of 3, for the Vice-President and Chief Financial Officer a multiple of 1.4, for the President and Chief Operating Officer of SPG, a multiple of 1.5 and for the President and Chief Operating Officer of CCP, a multiple of 1.5. The grant is divided among PSUs, Options and DSUs according to the following percentages 50%, 30% and 20% respectively. The Board of Directors may increase or reduce the multiples and/or percentages at its discretion.

a) Performance Share Unit Plan

The Performance Share Unit Plan (“PSU Plan”) is intended to allow the Board to grant to selected officers and key employees of the Corporation and its subsidiaries share units in accordance with the terms and conditions of the PSU Plan. The PSU Plan is administered by the Board or, if determined by the Board, by a committee of the Board of Directors. The Board of Directors approves the number of PSUs granted and may amend, suspend or terminate the PSU Plan or any PSUs granted thereunder.

The Board has the discretion to establish at the time of each grant, within the restrictions set forth in the PSU Plan, the Award Date, the Vesting Date, the performance objectives which must be attained for the PSU Award, or part thereof, to vest, and other particulars applicable to a PSU Award. The Vesting Date of a PSU Award will be determined by the Board at the time of grant. However, the Vesting Date will not be later than the end of the second fiscal year of the Corporation following the year during which such PSU Award is granted.

On the Vesting Date, the number of PSUs forming part of the Award shall be adjusted depending upon the three-year average ROCE of the Corporation. Such adjusted number shall be obtained by multiplying the number of PSUs forming part of the Award by the applicable multiplier as described below. For purposes of the PSU Plan, ROCE is defined as capital employed which includes total assets less accounts payable and accrued liabilities. It includes the Corporation’s share of capital employed of its core business investments and excludes capital employed attributable to non-controlling interests. Capital employed is calculated on the average of the last four (4) quarters for each year. Return is defined as operating profit less income taxes and excludes specific items as defined in the Corporation’s Management Discussion and Analysis section of the Annual Report. Return also includes dividends from non-core business investments.

On February 26, 2020, the Board approved modifications to the ROCE calculation and applicable multiplier. With respect to the ROCE calculation, strategic investments over \$50M may be temporarily excluded from the calculation upon approval by the Committee based on the fact that the capital invested for the long-term benefit of the Corporation may only generate cash flows after the integration of the operations and related synergies are realized. While the previous ROCE calculation method did not immediately reflect the cash flows generated in the long run from significant strategic investments, as these would be realized only after a certain time, the capital costs were nonetheless increased by the inclusion of such investments. This led to PSU Award performance results, which did not properly incentivize management in relation to long-term investments. In order to correct this, the calculation of the ROCE has been reviewed as outlined above. In addition to this change, the Board approved a revised version of the applicable multiplier grid. These changes are applicable to the 2018 and all subsequent grants. For the June 2018 PSU grants, these modifications are expected to lead to an increase in applicable multiplier, passing from 0% to 10%, as shown below. The Corporation considers its review and update to be appropriate in order to ensure highly qualified employee retention and motivation.

On June 1, 2018, the Board of Directors granted 292,920 PSUs vesting on May 31, 2020 to 34 senior executives and key management employees of the Corporation, its subsidiaries, divisions or affiliated companies.

On August 19, 2019, the Board of Directors granted 333,922 PSUs vesting on May 31, 2021 to 32 senior executives and key management employees of the Corporation, its subsidiaries, divisions or affiliated companies.

For those PSUs granted in June 2018, the multiplier is 10% based on a ROCE of 4.3% (as defined below). For those PSUs granted in August 2019, the expected multiplier is 40% based on an estimated ROCE of 5.2% (as defined below).

The details of these awards are shown in Table 3.2.1 Summary of Executive Compensation Table on page 24 and in Table 3.3.1 Outstanding Option-Based Awards and Share-Based Awards on page 25 of the Circular.

The applicable multiplier shall correspond to the average ROCE, as determined by the Corporation, for the three calendar years ended before the Vesting Date, based on the following table.

2018 AND 2019 AWARDS	
AVERAGE ROCE	MULTIPLIER
< 4.0%	0%
4.0%	10%
4.5%	25%
5.0%	40%
5.5%	60%
6.0%	80%
6.5%	100%
7.0%	120%
7.5%	140%
8.0%	170%
8.5%	210%
9.0%	250%

The Corporation shall pay on the Vesting Date, to the PSU Holder of such vested PSU Award (or, if deceased, his or her legal representatives), an amount in cash equal to the Market Value, calculated as the average closing price of the Common Shares on the Toronto Stock Exchange (TSX) on the five trading days prior to the Payment Date, for the Shares represented by such vested PSU Award (or part thereof), subject to any adjustment required.

The PSU Plan is non-dilutive. Payment of PSUs will be made in cash or in Shares purchased from the secondary market, at the option of Cascades, pursuant to the terms and conditions described in the PSU Plan. The PSU Plan will not rely upon shares from treasury, nor are there any corresponding shares reserved in treasury for purposes of the PSU Plan.

Unless otherwise determined by the Board at or after the time of grant: a) where vesting of a PSU Award, or part thereof, is subject to the attainment of performance objectives, such PSU Award, or part thereof, shall expire on the Vesting Date if such performance objectives have not been attained, the whole in accordance with the terms and conditions of the applicable Share Unit Agreement; b) any PSU Award granted to a Participant who ceases to be an officer or employee of Cascades following his or her voluntary termination or dismissal for cause before the vesting of such PSU Award, whether or not such PSU Award is subject to the attainment of performance objectives, shall expire on the Cessation Date; c) in a case where a Participant retires at the age prescribed under the Corporation's retirement policies or ceases to be an officer or a key employee of the Corporation for a reason other than voluntary termination or dismissal for cause, the Participant shall be entitled to a number of PSUs, prorated to take into account the number of days worked as an officer or a key employee within the vesting period, the whole subject to the attainment of performance objectives, if applicable. Such PSUs shall be paid forthwith, once the Corporation has determined that the performance objectives of the Participant have been attained, if applicable.

The rights in PSU Awards and PSUs may not be assigned or transferred and PSUs may not be disposed of, sold, pledged, hypothecated or given as security by a Participant. In the case where a Participant dies and a PSU Award is vested at the time of the death, the legal representatives of the Participant shall have the rights of such Participant under the Plan and under the Share Unit Agreement, as applicable. The obligations of a Participant shall be binding upon his or her legal representatives.

b) Stock Option Plan

The Stock Option Plan enables Officers, including the NEOs, as well as key employees of the Corporation, its subsidiaries, divisions, and affiliated companies to receive options entitling them to acquire Common Shares of the Corporation. When new awards occur, previous awards are used for reference purposes only and do not bind the Board of Directors. The exercise price for an option will be determined by the Board of Directors at the time of grant and will not be less than market price of the shares at the grant date, calculated as the average of the closing price of the shares on the Toronto Stock Exchange (TSX), on the five (5) trading days prior to the grant date.

Pursuant to the terms of the Option Plan, an optionee may exercise an option at any time before its expiration, which date will be no later than 10 years after the date the option is granted. If an option expires during a trading prohibition period or within 10 business days following the last day of the trading prohibition period, the exercise period for the option in question is extended to the end of the tenth business day following the last day of the trading prohibition period. The terms for exercising the options granted are 25% of the number of shares after the 1st anniversary date of grant, and an additional 25% each on the 2nd, 3rd and 4th anniversary date of grant. Unless the Board of Directors decides otherwise, in the event of a Change in Control of the Corporation, all options granted under the Option Plan become exercisable within 60 days of the date of the Change in Control.

Unless the Board of Directors decides otherwise, the options granted under the Option Plan expire at their expiry date or in the event of one of the following situations: a) options will expire immediately upon the optionee ceasing to be an eligible employee as a result of being terminated for cause by the Corporation; b) options will expire before the expiry date pursuant to the following events and in the following manner: i) if an optionee voluntarily terminates his employment, the portion of any option held by such optionee that is exercisable at the date of termination may be exercised by the optionee during a period of 60 days after the date of termination; ii) if an optionee's employment is terminated by the Corporation but his termination is not deemed a termination for cause, the portion of any option held by such optionee that is exercisable at the date of termination may be exercised by the optionee during a period of 60 days after the date of termination; iii) if an optionee dies or if his employment with the Corporation is terminated due to permanent disability, the portion of any option held by such optionee that is exercisable at the date of his death or at the date of his termination of employment due to permanent disability may be exercised by the optionee or the legal personal representative of the optionee, as the case may be, during a period of 120 days after the death of the optionee or after the date of his termination due to permanent disability; iv) upon retirement, an optionee whose age and years of service total at least 70 years, taking into account only whole years, may exercise the vested portion of an option at the date of termination of employment and the portion of an option to be vested within 2 years following such date within 90 days after the expiration of such 2 year period or prior to the expiration of the original term of the option, whichever occurs first; the options which are not exercisable at the time of the occurrence of any event in b) hereinabove mentioned, are immediately forfeited upon the optionee ceasing to be an eligible employee.

The Option Plan provides that i) the maximum number of shares that may be reserved for issuance to any one person pursuant to the exercise of options granted under the Option Plan or options under any other share compensation arrangement shall not exceed 5% of the outstanding issue at the time of grant; ii) unless shareholder approval is obtained, the total number of shares reserved for issuance to insiders pursuant to the exercise of options under the Option Plan and pursuant to other share compensation arrangements shall not exceed 10% of the outstanding issue; iii) the number of shares issued under the Option Plan and other share compensation arrangements in a one year period shall not exceed a) 10% of the outstanding issue, in the case of shares issued to insiders, or b) 5% of the outstanding issue, in the case of shares issued to any one insider and related persons. The Board of Directors may amend, suspend or terminate the Option Plan or any option granted thereunder at any time, provided that such actions may be taken: a) without obtaining any required regulatory approval, including the approval of the stock exchanges upon which the shares are then listed or, if required by such regulatory approval, any shareholder approval; b) do not alter or impair any rights of an optionee under options previously granted without the prior consent of the optionee. The Board of Directors may make the following amendments with the approval of the regulatory authorities and the shareholders: i) any increase in the maximum number of shares issuable under the Option Plan (except for any amendment resulting from a share split, a consolidation or any other similar operation) including an increase to a fixed maximum number of securities or a change from a fixed maximum number of securities to a fixed maximum percentage; ii) any amendment to the method of determining the purchase price (subscription price or exercise price) of each share covered by an option granted pursuant to the Option Plan; iii) any extension to the term of an option held by an optionee beyond the original expiry date in the circumstances described above; iv) the addition of any form of financial assistance and any amendment to a financial assistance program which is more favorable to participants; (v) any increase in the limits set forth in article 3.8 of the Option Plan (pertaining to the issuance of shares); (vi) any change to the Option Plan which would allow non-employee Directors to participate in the Option Plan; (vii) any amendment which would permit any option granted under the Option Plan to be transferable or assignable other than by will or pursuant to the laws of succession; and (viii) any amendment to the amendment provisions of the Option Plan.

Other than as aforesaid, with respect to any other amendments, including the following amendments, the approval of the shareholders will not be required for: i) any amendment to the eligibility for participation in the Option Plan and limitations or conditions on participation in the Option Plan; ii) any amendment to the terms relating to the grant or exercise of options, including, but not limited to, the terms relating to the amount and payment of the exercise price (other than a reduction in the option price), vesting, expiry, adjustment of options, any amendment to the termination provisions of an option or the Option Plan; iii) any change that is necessary or desirable to comply with applicable laws, rules or regulation of any governmental entity, agency, department or authority or any applicable stock exchange; iv) any correction or rectification of any ambiguity, defective provision, error or omission in the Option Plan or in any option; v) any amendment of the terms relating to the administration of the Option Plan; and vi) the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the Option Plan reserve. The Corporate Secretary may determine, from time to time, the manner in which an option may be exercised, including by way of processes administered by the Corporation or by third parties mandated by the Corporation. Options may be exercised only by the optionee and are not assignable.

On June 1, 2018, the Board of Directors granted options to 34 senior executives and key management employees of the Corporation, its subsidiaries, divisions or affiliated companies, giving them the opportunity to purchase collectively 175,749 Common Shares at the exercise price of \$12.39 per share expiring on May 31, 2028, representing 0.19% of the 94,163,515 Common Shares outstanding as at December 31, 2018.

On August 19, 2019, the Board of Directors granted options to 32 senior executives and key management employees of the Corporation, its subsidiaries, divisions or affiliated companies, giving them the opportunity to purchase collectively 200,354 Common Shares at the exercise price of \$11.97 per share expiring on August 18, 2029, representing 0.21% of the 94,245,295 Common Shares outstanding as at December 31, 2019.

c) Deferred Share Unit Plan for Executives and Key Employees

In 2018, the Board of Directors adopted the Deferred Share Unit Plan for Executives and Key Employees (“DSU Plan for Executives”) which is intended to allow the Board to grant to selected officers and key employees of the Corporation and its subsidiaries deferred share units (“DSUs”) in accordance with the terms and conditions of the DSU Plan for Executives. The DSU Plan for Executives is administered by the Board or, if determined by the Board, by a committee of the Board of Directors. The Board of Directors approves the number of DSUs granted and may amend, suspend or terminate the DSU Plan for Executives or any DSUs granted thereunder.

The principal terms of the DSU Plan for Executives are as follows: the Board designates the salaried officers or key employees of the Corporation or any of its subsidiaries which are eligible to participate in the DSU Plan for Executives and establishes the number of DSUs to be awarded. Each eligible employee has an account in his name to which the DSUs are credited and held until he ceases to be an employee of the Corporation. DSU holders are credited annually additional DSUs in an amount equal to the dividends paid on the Common Shares of the Corporation. Under no circumstances shall DSUs be considered shares of the Corporation nor shall they entitle their holder to the rights normally conferred on shareholders of the Corporation.

When a participant in the DSU Plan for Executives ceases to be an employee for any reason whatsoever and, if applicable, ceases to be a director of the Corporation or any of its subsidiaries, he may select a payment date for the DSUs subsequent to the date on which he ceased to be an employee and director, but such date cannot be later than December 31 of the calendar year following the year in which the employee's termination occurred. The employees must advise the Corporate Secretary of their choice of payment date of the DSUs at least five (5) business days prior to this date, it being understood that if an employee does not send such a notice to the Corporate Secretary before December 1 of the calendar year following the year in which the employee's termination occurred, he will be deemed to have elected the fifth business day following December 1 of that year as the payment date of the DSUs. He will receive a lump sum payment in cash equal to the number of DSUs recorded in the employee's account multiplied by the closing price of the Common Shares (the average closing price of the Common Shares traded on the Toronto Stock Exchange (TSX) during the five (5) trading days preceding the payment date), less applicable withholding taxes.

The DSUs may not be assigned or transferred and DSUs may not be disposed of, sold, pledged, hypothecated or given as security by a participant. In the case where a participant dies, the legal representatives of the participant shall have the rights of such participant under the DSU Plan for Executives.

On June 1, 2018, the Board of Directors granted 117,164 DSUs to 34 senior executives and key management employees of the Corporation, its subsidiaries, divisions or affiliated companies.

On August 19, 2019, the Board of Directors granted 133,570 DSUs to 32 senior executives and key management employees of the Corporation, its subsidiaries, divisions or affiliated companies.

Ownership Guideline

To further align the interests of senior management with those of shareholders, the Corporation expects executives who participate in the Long-term Incentive Plan to accumulate and retain shares. The Board adopted a revised minimum share ownership guideline on February 26, 2020, requiring these members of senior management to hold shares or DSUs of the Corporation or a combination of both in an amount equal to the multiples used for the grant of PSUs, Options and DSUs. The President and Chief Executive Officer is required to hold shares and/or DSUs of a value equal to at least 3 times his annual base salary, the Vice-President and Chief Financial Officer is required to hold shares and/or DSUs of a value equal to at least 1.4 times his annual base salary, while the Executive Chair, the President and Chief Operating Officer of SPG and the President and Chief Operating Officer of CCP are required to hold shares and/or DSUs of a value equal to at least 1.5 times their annual base salary. Shares and DSUs held by an executive officer will be valued based on the greater of (1) their original cost or grant date value and (2) the market value of the Common Shares on the TSX at December 31. Members of senior management who do not hold the minimal amount of shares must purchase annually shares in an amount at least equal to 5% of their annual base salary. The Human Resources Committee regularly monitors compliance with the ownership guideline. For Fiscal 2019, all the NEOs have satisfied the share ownership guidelines.

Benefits and Perquisites

The Corporation's employee benefit program offered to all employees including members of senior management includes life, medical, dental and disability insurance. Benefits and perquisites provided to senior management reflect competitive practices.

3.2 Executive Compensation Summary

3.2.1 SUMMARY OF EXECUTIVE COMPENSATION TABLE

The following table sets forth the total executive compensation paid to the NEOs of the Corporation or of one of its subsidiaries for the fiscal years ended December 31, 2019, 2018 and 2017.

NAME AND PRINCIPAL POSITION	YEAR	SALARY (\$)	SHARE-BASED AWARDS (\$)	OPTION-BASED AWARDS ⁽⁹⁾⁽⁴⁾ (\$)	NON-EQUITY ANNUAL INCENTIVE PLAN COMPENSATION ⁽⁵⁾ (\$)	PENSION VALUE ⁽⁶⁾ (\$)	ALL OTHER COMPENSATION ⁽⁸⁾ (\$)	TOTAL COMPENSATION (\$)
Alain Lemaire Executive Chair of the Board	2019	546,538	546,000 ⁽¹⁾	61,970	—	26,500 ⁽⁷⁾	62,438 ⁽⁹⁾	1,243,446
	2018	520,000	546,003 ⁽²⁾	73,844	—	26,230 ⁽⁷⁾	76,744	1,242,821
	2017	520,000	455,004	134,462	318,409	26,010	73,940	1,527,825
Mario Plourde President and Chief Executive Officer	2019	958,779	1,883,180 ⁽¹⁾	213,737	1,273,621	191,277	—	4,520,595
	2018	896,753	1,377,867 ⁽²⁾	186,351	1,139,642	174,418	—	3,775,031
	2017	787,350	745,002	220,162	1,135,122	157,076	—	3,044,712
Allan Hogg Vice-President and Chief Financial Officer	2019	455,953	429,711 ⁽¹⁾	48,770	390,434	58,134	—	1,383,002
	2018	438,480	399,094 ⁽²⁾	53,978	323,903	53,714	—	1,269,169
	2017	407,250	252,528	74,626	298,794	51,924	—	1,085,122
Luc Langevin President and Chief Operating Officer of SPG	2019	488,165	487,610 ⁽¹⁾	55,342	291,083	62,241	—	1,384,441
	2018	464,386	429,264 ⁽²⁾	58,056	141,102 ⁽¹⁰⁾	59,209	—	1,152,017
	2017	408,830	299,123	88,396	178,845	54,170	—	1,029,364
Charles Malo President and Chief Operating Officer of CCP	2019	472,294	448,743 ⁽¹⁾	50,932	306,985	64,940	—	1,343,895
	2018	427,380	340,589 ⁽²⁾	46,064	293,291	52,354	—	1,159,678
	2017	374,288 ⁽¹¹⁾	207,903	61,439	257,820 ⁽¹²⁾	47,721 ⁽¹³⁾	—	949,171

- (1) Equals the number of PSUs and DSUs granted multiplied by the average closing price of the Common shares on the Toronto Stock Exchange (TSX) on the five days prior to the grant date of August 19, 2019 (\$11.97). This amount does not constitute a cash amount received by the NEO.
- (2) Equals the number of PSUs and DSUs granted multiplied by the average closing price of the Common shares on the Toronto Stock Exchange (TSX) on the five days prior to the grant date of June 1, 2018 (\$12.39). This amount does not constitute a cash amount received by the NEO.
- (3) For additional information, refer to the heading Long-term Incentive Plan on page 19 of the Circular.
- (4) The fair value of the options granted on the date of grant is determined by multiplying the number of options granted by the value established according to the Black-Scholes-Merton model, a well-known method, accounting for the following assumptions:
- (i) Risk-free rate: 1.5%
 - (ii) Dividend rate: 2.7%
 - (iii) Volatility in market price of the shares: 35%
 - (iv) Expected lifetime: 6 years
 - (v) Fair value per option: \$3.17
- (5) For additional information, refer to the heading Short-term Incentive Plan on page 19 of the Circular. As of June 1, 2017, Alain Lemaire no longer participates in the Corporation's Profit-sharing Program.
- (6) The amounts reflected in the table represent the Corporation's contribution only. For additional information refer to the heading 3.5 Retirement Plans on page 26 of the Circular.
- (7) Mr. Alain Lemaire commenced receiving his predetermined annual pension in June 2017 after he reached the age of 70. In Fiscal 2018, he received an amount of \$664,845. In Fiscal 2019, he received an amount of \$672,700.
- (8) Perquisites have not been included, as they do not reach the prescribed threshold of \$50,000 or 10% of the base salary for Fiscal 2019, save for Alain Lemaire.
- (9) This includes an amount of \$57,318 allocated in 2019 towards the maintenance of his private property in Kingsey Falls.
- (10) This amount includes a reduction of \$60,000 further to adjustments made to the information provided in our 2019 Circular.
- (11) This amount includes an increase of \$2,238 further to adjustments made to the information provided in our 2019 Circular.
- (12) This amount includes a reduction of \$30,974 further to adjustments made to the information provided in our 2019 Circular.
- (13) This amount includes a reduction of \$10,003 further to adjustments made to the information provided in our 2019 Circular.

3.3 Incentive Plan Awards

3.3.1 OUTSTANDING OPTION-BASED AWARDS AND SHARE-BASED AWARDS

The following table sets forth, for each NEO, all the option-based grants and share-based grants outstanding at the end of Fiscal 2019.

NAME	OPTION-BASED AWARDS				SHARE-BASED AWARDS			
	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (NUMBER)	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS ⁽¹⁾ (\$)	NUMBER OF SHARE-BASED AWARDS THAT HAVE NOT VESTED ⁽²⁾ (NUMBER)	VESTING DATE	MARKET OR PAYOUT VALUE OF SHARE-BASED AWARDS THAT HAVE NOT VESTED (\$)	MARKET OR PAYOUT VALUE OF VESTED SHARE-BASED AWARDS NOT PAID OR DISTRIBUTED ⁽³⁾ (\$)
Alain Lemaire	156,081	6.43	May 31, 2020	746,067	—	—	—	—
	174,441	6.26	June 27, 2021	863,483	—	—	—	—
	256,502	4.46	May 31, 2022	1,731,389	—	—	—	—
	114,005	5.18	June 2, 2023	687,450	—	—	—	—
	98,033	6.10	June 5, 2024	500,949	—	—	—	—
	74,608	7.66	May 31, 2025	264,858	—	—	—	—
	53,590	9.75	May 31, 2026	78,241	—	—	—	—
	31,863	14.28	Dec. 17, 2027	—	—	—	—	—
	18,886	12.39	May 31, 2028	—	31,477	May 31, 2020	352,857	—
	19,549	11.97	Aug. 18, 2029	—	32,581	May 31, 2021	365,233	293,399
Mario Plourde	80,062	6.43	May 31, 2020	382,696	—	—	—	—
	87,220	6.26	June 27, 2021	431,739	—	—	—	—
	166,143	4.46	May 31, 2022	1,121,465	—	—	—	—
	87,551	5.18	June 2, 2023	527,933	—	—	—	—
	91,680	6.10	June 5, 2024	468,485	—	—	—	—
	81,070	7.66	May 31, 2025	287,799	—	—	—	—
	68,821	9.75	May 31, 2026	100,479	—	—	—	—
	52,171	14.28	Dec. 17, 2027	—	—	—	—	—
	47,660	12.39	May 31, 2028	—	79,434	May 31, 2020	890,455	—
	67,425	11.97	Aug. 18, 2029	—	112,375	May 31, 2021	1,259,724	877,463
Allan Hogg	25,879	6.43	May 31, 2020	123,702	—	—	—	—
	39,872	6.26	June 27, 2021	197,366	—	—	—	—
	61,794	4.46	May 31, 2022	417,110	—	—	—	—
	33,877	5.18	June 2, 2023	204,278	—	—	—	—
	33,635	6.10	June 5, 2024	171,875	—	—	—	—
	29,496	7.66	May 31, 2025	104,711	—	—	—	—
	24,950	9.75	May 31, 2026	36,427	—	—	—	—
	17,684	14.28	Dec. 17, 2027	—	—	—	—	—
	13,805	12.39	May 31, 2028	—	23,008	May 31, 2020	257,920	—
	15,385	11.97	Aug. 18, 2029	—	25,642	May 31, 2021	287,447	222,765
Luc Langevin	—	6.43	May 31, 2020	—	—	—	—	—
	—	6.26	June 27, 2021	—	—	—	—	—
	—	6.26	June 27, 2021	—	—	—	—	—
	—	4.46	May 31, 2022	—	—	—	—	—
	34,783	5.18	June 2, 2023	209,741	—	—	—	—
	36,647	6.10	June 5, 2024	187,266	—	—	—	—
	34,553	7.66	May 31, 2025	122,663	—	—	—	—
	29,731	9.75	May 31, 2026	43,407	—	—	—	—
	20,947	14.28	Dec. 17, 2027	—	—	—	—	—
	14,848	12.39	May 31, 2028	—	24,747	May 31, 2020	277,414	—
17,458	11.97	Aug. 18, 2029	—	29,097	May 31, 2021	326,177	246,497	
Charles Malo	—	6.43	May 31, 2020	—	—	—	—	—
	—	6.26	June 27, 2021	—	—	—	—	—
	—	4.46	May 31, 2022	—	—	—	—	—
	—	5.18	June 2, 2023	—	—	—	—	—
	—	6.10	June 5, 2024	—	—	—	—	—
	11,815	7.66	May 31, 2025	41,943	—	—	—	—
	17,133	9.75	May 31, 2026	25,014	—	—	—	—
	14,559	14.28	Dec. 17, 2027	—	—	—	—	—
	11,781	12.39	May 31, 2028	—	19,635	May 31, 2020	220,108	—
	16,067	11.97	Aug. 18, 2029	—	26,778	May 31, 2021	300,181	212,351

(1) The value of unexercised in the money options is equal to the difference between the exercise price of the options and the closing price of the Common Shares on the Toronto Stock Exchange (TSX) on December 31, 2019, namely \$11.21. Any actual gain, if any, realized upon exercise, will depend on the value of the Common Shares at the option exercise date. Refer to the heading Long-term Incentive Plan on page 19 of the Circular.

(2) Number of PSUs which the NEO may be entitled to is based on the achievement of ROCE targets at the end of fiscal 2020 and 2021. The PSUs are subject to different payouts depending on the applicable multiplier. The amount disclosed is based on the minimum payout as if it had vested on December 31, 2019. Refer to the heading Long-term Incentive Plan on page 19 of the Circular.

(3) This represents DSUs held multiplied by the closing price of the Common Shares on the Toronto Stock Exchange (TSX) on December 31, 2019, namely \$11.21.

3.3.2 INCENTIVE PLAN AWARDS - VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth, for each NEO, the value vested for all grants and the bonus payout during Fiscal 2019.

NAME	OPTION AWARDS – VALUE VESTED DURING THE YEAR (\$) ⁽¹⁾	SHARE AWARDS – VALUE VESTED DURING THE YEAR (\$) ⁽²⁾	NON-EQUITY INCENTIVE PLAN COMPENSATION – PAYOUT DURING THE YEAR (\$) ⁽³⁾
Alain Lemaire	23,128	161,167	–
Mario Plourde	25,132	553,014	1,273,621
Allan Hogg	9,144	126,667	390,434
Luc Langevin	10,711	143,601	291,083
Charles Malo	3,663	131,845	306,985

(1) The amount represents the estimated value if the options had been exercised on the vesting date, namely, the difference between the closing price of the Common Shares on the Toronto Stock Exchange (TSX) on December 31, 2019 (\$11.21) and the exercise price on such vesting date.

(2) Refer to the headings Performance Share Unit Plan and Deferred Share Unit Plan for Executives and Key Employees respectively on pages 20 and 22 of the Circular.

(3) Refer to the heading Short-term Incentive Plan on page 19 of the Circular.

3.3.3 SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The table below sets forth the number of Common Shares remaining available for future issuance under the Corporation's Stock Option Plan as at December 31, 2019.

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS ⁽¹⁾	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS (\$)	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLAN (EXCLUDING SECURITIES REFLECTED IN FIRST COLUMN) ⁽²⁾
Equity Compensation Plan approved by Security holders	3,483,856	8.45	1,741,007
Equity Compensation Plan not approved by Security holders	–	–	–
Total	3,483,856	–	1,741,007

(1) The number of securities to be issued upon exercise of outstanding options under the Equity Compensation Plan approved by Security holders represents 3.70% of the total number of issued and outstanding securities of the Corporation.

(2) The number of securities remaining available for future issuance under the Equity Compensation Plan approved by Security holders represents 1.85% of the total number of issued and outstanding securities of the Corporation.

Burn Rate

The burn rate is the percentage calculated by dividing the number of securities granted during the applicable fiscal year by the weighted average number of outstanding securities of the issuer at the beginning of the applicable fiscal year adjusted by securities bought back or issued under the arrangement during the period.

The following table summarizes the burn rate during the last three fiscal years.

BURN RATE	2019	2018	2017
	0.21%	0.19%	0.25%

3.4 Share Purchase Plan

The Corporation offers to its Canadian employees, including the NEOs, a share purchase plan of its common stock. Members of Senior Management can contribute, on a voluntary basis, up to a maximum of 10% of their salary and other employees can contribute, on a voluntary basis, up to a maximum of 5% of their salary and, if certain conditions are met, the Corporation will contribute to the plan 25% of the employee's and NEOs contribution. The shares are purchased on the market on a predetermined date each month.

3.5 Retirement Plans

Pension Plan – Mario Plourde

Mario Plourde participates in the Retirement Plan for Executives of Cascades Inc. This defined contribution pension plan was established on April 1, 2010 to enable members of senior management to accumulate capital for retirement. The Corporation contributes 13.50% of the employee's base salary and contributes a certain percentage between 0% and 3% of the base salary depending on Cascades' profitability in the prior year. In addition, as Mario Plourde has been a member of senior management since 1997, the Corporation contributes 4.95% of his base salary until age 60.

The employer's contributions to the registered retirement pension plan are subject to the maximum amount allowed by the *Income Tax Act (Canada)* and the surplus is paid into an individual unregistered supplemental retirement plan. The employees choose to invest their contributions and the employer's contributions in investment funds available.

Additionally, some employees in specific business units hired prior to 1995 are entitled to receive upon their retirement on or after the age of 57, a retirement allowance. Based on his date of hire, Mr. Plourde's retirement allowance will be between 2% and 2.5% of his base salary the year prior to retirement multiplied by his years of service. In the event of retirement on December 31, 2019, taking into account his current years of service and assuming his eligibility, Mario Plourde would have been entitled to receive a retirement allowance in the amount of \$749,600.

Pension Plan – Allan Hogg

Allan Hogg participates in the Retirement Plan for Executives of Cascades Inc. This defined contribution pension plan was established on April 1, 2010 to enable members of senior management to accumulate capital for retirement. The Corporation contributes 11.25% of the employee's base salary and contributes a certain percentage between 0% and 3% of the base salary depending on Cascades' profitability in the prior year.

The employer's contributions to the registered retirement pension plan are subject to the maximum amount allowed by the *Income Tax Act (Canada)* and the surplus is paid into an individual unregistered supplemental retirement plan. The employees choose to invest their contributions and the employer's contributions in investment funds available.

Additionally, some employees in specific business units hired prior to 1995 are entitled to receive upon their retirement on or after age 57, a retirement allowance. Based on his date of hire, Mr. Hogg's retirement allowance will be between 1.75% and 2.5% of his base salary the year prior to retirement multiplied by his years of service. In the event of retirement on December 31, 2019, taking into account his current years of service and assuming his eligibility, Allan Hogg would have been entitled to receive a retirement allowance in the amount of \$273,100.

Pension Plan - Luc Langevin

Luc Langevin participates in the Retirement Plan for Executives of Cascades Inc. This defined contribution pension plan was established on April 1, 2010 to enable members of senior management to accumulate capital for retirement. The Corporation contributes 11.25% of the employee's base salary and in addition contributes a certain percentage between 0% and 3% of the base salary depending on Cascades' profitability in the prior year.

The employer's contributions to the registered retirement plan are subject to the maximum amount allowed by the *Income Tax Act (Canada)* and the surplus is paid into an individual unregistered supplemental retirement plan. The employees choose to invest their contributions and the employer's contributions in investment funds available.

Additionally, some employees in specific business units are entitled to receive upon their retirement on or after age 57, a retirement allowance. Based on his date of hire, Mr. Langevin's retirement allowance will be 1% of his base salary the year prior to retirement multiplied by his years of service accumulated on December 31, 2002. In the event of retirement on December 31, 2019, taking into account his current years of service and assuming his eligibility, Luc Langevin would have been entitled to receive a retirement allowance in the amount of \$35,600.

Pension Plan - Charles Malo

Charles Malo participates in the Retirement Plan for Executives of Cascades Inc. This defined contribution pension plan was established on April 1, 2010 to enable members of senior management to accumulate capital for retirement. The Corporation contributes 11.25% of the employee's base salary and in addition contributes a certain percentage between 0% and 3% of the base salary depending on Cascades' profitability in the prior year.

The employer's contributions to the registered retirement plan are subject to the maximum amount allowed by the *Income Tax Act (Canada)* and the surplus is paid into an individual unregistered supplemental retirement plan. The employees choose to invest their contributions and the employer's contributions in investment funds available.

Additionally, some employees in specific business units hired prior to 1995 are entitled to receive upon their retirement on or after the age of 57, a retirement allowance. Based on his date of hire, Mr. Malo's retirement allowance will be between 1.75% and 2.5% of his base salary the year prior to retirement multiplied by his years of service accumulated on December 31, 2019. In the event of retirement on December 31, 2019, taking into account his current years of service and assuming his eligibility, Charles Malo would have been entitled to receive a retirement allowance in the amount of \$282,200.

Retirement Plan for Alain Lemaire

A separate Group Retirement Savings Plan was established for Alain Lemaire. The Corporation's contribution represents the maximum amounts allowed by the *Income Tax Act (Canada)*, namely, \$26,500 in 2019. He chooses to invest his contribution and the employer's with the brokerage firm of his choice.

In August 2010, a new individual unregistered unfunded supplementary retirement plan in the form of a monthly pension was put in place for Mr. Alain Lemaire, one of the founders of Cascades. He will receive an annual pension equal to 70% of his average salary calculated on the best three years including a disbursement of 50% of the Short-term Incentive Plan (Profit-sharing Plan) at age 70. This pension will be indexed at 50% of the Consumer Price Index and will be reversible at 60% to his spouse in the event of death. Having reached the age of 70 years old in 2017, Alain Lemaire received an annual pension in the amount of \$672,700 in Fiscal 2019.

Defined Contribution Plan Table

The following table sets forth the accrued value of the retirement plans for Alain Lemaire, Mario Plourde, Allan Hogg, Luc Langevin and Charles Malo at the beginning and at the end of Fiscal 2019.

NAME	ACCUMULATED VALUE AT START OF YEAR (\$)	COMPENSATORY (\$)	ACCUMULATED VALUE AT YEAR END (\$)
Alain Lemaire	1,627,700	26,500	1,843,600
Mario Plourde	1,796,200	191,300	2,251,100
Allan Hogg	851,000	58,100	798,100
Luc Langevin	740,500	62,200	762,600
Charles Malo	840,900	64,900	1,091,200

3.6 Termination and Change of Control Benefits

Mario Plourde, Allan Hogg, Luc Langevin and Charles Malo have each entered into employment contracts which have an indefinite term providing for payments or specific benefits in the event of a change of control or termination of employment. Alain Lemaire has not entered into an employment contract. The employment contracts stipulate that should the Corporation terminate their employment (other than for cause or further to their disability or death) or in the event of a change of control (as defined in the contracts) or should they terminate their employment for "Good Reason" (as defined in the contracts) which includes retirement on or after the age of 57, or after 35 years of service, they would be entitled to receive severance pay or a retirement allowance as the case may be, following the termination of employment of an amount equal to 24 months of their base salary as well as an amount equal to 24 months of the profit-sharing plan calculated on the basis of the average monthly amount paid to them during the 24 months preceding the date of termination of employment; these amounts are payable in 24 monthly installments beginning on the first day of the month following the date of termination of employment. Health and dental insurance coverage will be continued for 24 months. In the event of a change of control, if the NEOs do not receive a notice from the new employer within fifteen days of an event of change of control to the effect that their employment is continued under the same terms and conditions as provided in the employment contract and without any modifications to their responsibilities, compensation, role or function within senior management of the Corporation or if the NEOs have reason to believe that a change in control would place their employment at risk, they have the right to terminate their employment contract by providing written notice to that effect in which case, they would be entitled to receive severance pay as described above. With respect to retirement allowances, refer to the heading 3.5 Retirement Plans on page 26 of the Circular. The employment contracts also include a non-compete clause for a period of 24 months following the date of termination of their employment, as well as a confidentiality clause.

The following table provides the total value of all severance, incremental payments, payables and any other termination benefits that would have been paid to each NEO, had employment been terminated at the end of the most recently completed financial year.

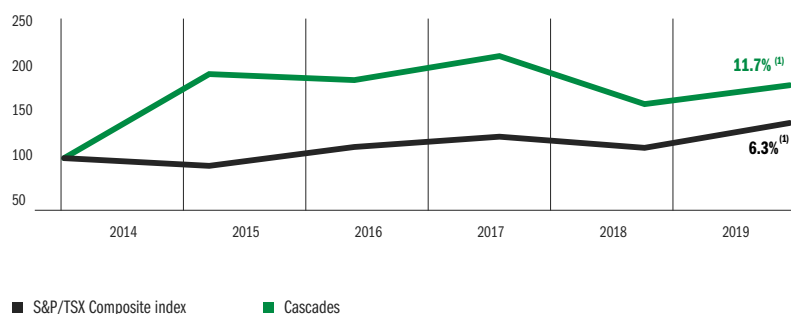
NAME	SALARY (\$)	SHORT-TERM INCENTIVE PLAN (\$)	RETIREMENT ALLOWANCE (\$)	TOTAL (\$)
Mario Plourde	1,930,200	2,413,263	749,600	5,093,063
Allan Hogg	915,500	714,337	273,100	1,902,937
Luc Langevin	980,700	432,185	35,600	1,448,485
Charles Malo	954,600	600,276	282,200	1,837,076

3.7 Performance Graph

The following graph compares the cumulative shareholder return on \$100 investment in shares of the Corporation for the five most recent financial years commencing December 31, 2014, with a cumulative total shareholder return on the S&P/TSX Composite Index for the same period assuming reinvestment of all dividends. Cascades paid quarterly dividends of \$0.04 during the period in question until the third quarter of 2019, at which point Cascades paid quarterly dividends at a higher rate of \$0.08 per Common Share.

Total cumulative return over five years

Investment of \$100 made on December 31, 2014



(1) Compound annual return over 5 years

Compound Annual Return over 5 years

In 2015, Cascades' share price posted a total return of approximately 84%, thereby overperforming the reference index. This significant increase was mainly driven by the improvement of its financial results and the Corporation's positive outlook as a result of a weak Canadian dollar, lower raw material costs, robust demand for its main products and improved productivity. In 2016, lower containerboard prices and higher raw material costs and corporate costs negatively impacted the financial results of the Corporation, resulting in Cascades' stock to underperform the reference index. In 2017, despite an important increase in raw material prices and mixed results from our Tissue papers division, Cascades' share total return slightly outperformed the reference index due to positive perspectives in the containerboard industry with higher selling prices and strong demand as well as the potential benefits linked to the optimization of our internal business processes. In 2018, despite softer results from our Tissue papers division, Cascades outperformed the reference index, largely as a result of strong results from the Containerboard Packaging segment that reflected lower raw material costs, higher selling prices and strong demand. In 2019, Cascades generated a compound annual return over 5 years that outperformed the reference index. This was largely driven by strong results from the Containerboard Packaging segment that reflected lower raw material costs and higher selling prices and improving results from the Tissue Papers segment.

The compound annual return of Cascades' stock over the past 5 years amounted to 11.7% compared to 6.3% for the S&P/TSX Composite index. Hence a \$100 investment in shares of the Corporation made on December 31, 2014 would have amounted to \$173.77 as at December 31, 2019. The same amount would have amounted to \$135.59 for the reference index for the same period.

During the same five (5) year period, total compensation received by the NEOs increased globally at a compound annual growth rate of 4.3%.

3.8 Compensation of Directors

3.8.1 RETAINER

In Fiscal 2019, only Directors who were not employees of the Corporation received compensation for acting as members of the Board and of any Committee of the Board. Cash compensation is paid quarterly. The following table presents the components of the compensation the members of the Board are entitled to receive, with the exception of the Directors who were also employees of the Corporation who do not receive any compensation for serving as Directors. Directors who are not employees are entitled to receive travel expenses and other expenses incurred to attend Board and Committee meetings. Directors must choose to receive between 50% and 100% of their annual board fees in deferred share units ("DSUs") and up to 100% of all other fees in DSUs, the remainder to be paid in cash. See Table 3.8.4 Summary Compensation Table on page 30 of the Circular.

COMPONENTS	AMOUNT (\$)
Annual Board fees	80,000
Annual Lead Director fees	28,000
Annual Committee fees (Chair)	
Audit and Finance	31,000
Corporate Governance and Nominating	25,000
Human Resources	25,000
Health and Safety, Environment and Sustainable Development	25,000
Annual Committee fees (Members)	
Audit and Finance	21,000
Corporate Governance and Nominating	18,500
Human Resources	18,500
Health and Safety, Environment and Sustainable Development	18,500

The total cash compensation paid to Directors during the financial year ended December 31, 2019 was \$412,025.

3.8.2 GUIDELINE ON SHARE OWNERSHIP FOR DIRECTORS

In order to align their interests with those of the shareholders, the Board adopted a minimum share ownership guideline on December 14, 2017, requiring its Directors to maintain a minimum value in common shares or DSUs of the Corporation or a combination of both. As of that date, each Director of the Corporation who is not a member of management must, within a period of three years from the date on which he joins the Board of the Corporation, acquire shares or DSUs of the Corporation whose value (based on the market value of the Common Shares on the TSX at December 31) represents at least three times the Annual Board fees (the "minimum holding threshold"). As at December 31, 2019, all Directors met the minimum holding threshold, except for Mr. Hubert T. Lacroix, who was elected to the Board on May 9, 2019 and Ms. Mélanie Dunn, Mr. Nelson Gentiletti and Ms. Elif Lévesque who were appointed as directors on October 21, 2019 and all of whom have three years from the date they joined the board to meet the requirement.

3.8.3 DEFERRED SHARE UNIT PLAN

In 2005, the Board of Directors adopted a deferred share unit plan (the “DSU Plan”) which was established in order to provide DSUs to the external Directors in recognition of their contribution to the Corporation and as an integral part of their overall compensation. The DSUs provided to the external Directors as part of their compensation are intended to promote their identification with shareholder interests and to allow them to participate in the long-term success of the Corporation. The external Directors must choose to receive between 50% and 100% of their annual board fees and up to 100% of all other fees in DSUs. In 2018, the Corporate Governance and Nominating Committee approved an amendment to the DSU Plan relative to the timing of the payment of DSUs when a participant in the DSU Plan ceases to be a Director for any reason whatsoever. Effective November 6, 2018, when a participant in the DSU Plan ceases to be a Director for any reason whatsoever, he may select one or two payment dates for the DSUs subsequent to the date on which he ceased to be a Director but such dates cannot be later than December 31 of the calendar year following the year in which the participant’s termination occurred. The Directors must advise the Corporate Secretary of their choice of payment date or dates of the DSUs at least five (5) business days prior to this date, it being understood that if a Director does not send such a notice to the Corporate Secretary before December 1 of the calendar year following the year in which the participant’s termination occurred, he will be deemed to have elected the fifth business day following December 1 of that year as the payment date of the DSUs. He will receive a lump sum payment in cash equal to the number of DSUs recorded in the participant’s account multiplied by the closing price of the Common Shares (the average closing price of the Common Shares traded on the Toronto Stock Exchange (TSX) during the five (5) trading days preceding the payment date), less applicable withholding taxes.

The principal terms of the DSU Plan are as follows: each Director who is not a full-time salaried officer or employee of the Corporation or any of its subsidiaries is eligible to participate in the DSU Plan. Each eligible Director has an account in his name to which the DSUs are credited and held until he ceases to be a Director of the Corporation. The number of DSUs credited to his account is calculated by dividing the amount of the annual cash compensation by the market value of one (1) Common Share on the applicable expiration date being the last business day of December of the Corporation’s fiscal year, and credited to their account on January 15 of the following year, unless otherwise determined by the Human Resources Committee together with the Corporate Governance and Nominating Committee. For the purposes of the DSU Plan, “Market Value” on any particular day means the market value of one (1) Common Share on such day which shall be calculated on the basis of the closing price for a Common Share on the Toronto Stock Exchange (TSX) on that day, or if at least one (1) Common Share shall not have been traded on the Toronto Stock Exchange (TSX) on that day, on the immediately preceding day for which at least one (1) Common Share was so traded. DSU holders are credited annually additional DSUs in an amount equal to the dividends paid on the Common Shares of the Corporation. Under no circumstances shall DSUs be considered shares of the Corporation nor shall they entitle their holder to the rights normally conferred on shareholders of the Corporation.

3.8.4 SUMMARY COMPENSATION TABLE

The following table sets forth the total cash compensation paid as well as the value of DSUs awarded to the Directors under the DSU Plan during the financial year ended December 31, 2019.

NAME	DEFERRED SHARE UNITS (DSUs)				PENSION VALUE (\$)	ALL OTHER COMPENSATION (\$)	TOTAL (\$)
	FEES PAID IN CASH (\$)	FEES PAID IN DSUs (\$)	PERCENTAGE OF ANNUAL BOARD FEES PAID IN DSUs (%)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)			
Alain Lemaire ⁽¹⁾	—	—	—	—	—	—	—
Michelle Cormier ⁽²⁾	56,750	80,000	100/0	—	—	—	136,750
Martin Couture	—	119,500	100	—	—	—	119,500
Mélanie Dunn	—	15,781	100	—	—	—	15,781
Louis Garneau	—	98,500	100	—	—	—	98,500
Nelson Gentiletti	—	15,781	100	—	—	—	15,781
Georges Kobrynsky ⁽³⁾	87,625	55,875	50/25	—	—	—	143,500
Hubert T. Lacroix ⁽²⁾	24,025	51,945	100/0	—	—	—	75,970
Patrick Lemaire	40,000	40,000	50	—	—	—	80,000
Sylvie Lemaire ⁽²⁾	80,250	40,000	50/0	—	—	—	120,250
Elif Lévesque	—	15,781	100	—	—	—	15,781
David McAusland ⁽²⁾	21,750	28,055	100/0	—	—	—	49,805
Élise Pelletier ⁽²⁾	80,250	40,000	50/0	—	—	—	120,250
Mario Plourde ⁽¹⁾	—	—	—	—	—	—	—
Laurence Sellyn	—	122,750	100	—	—	—	122,750
Sylvie Vachon ⁽³⁾	21,375	101,375	100/50	—	—	—	122,750

(1) Compensation paid to Messrs. Alain Lemaire and Mario Plourde is presented in Table 3.2.1 Summary of Executive Compensation Table on page 24 of the Circular.

(2) These Directors chose to receive the committee membership fees in cash.

(3) These Directors chose to receive part of their committee membership fees in DSUs, in accordance with the second percentage indicated.

(4) The first percentage indicated represents the directors’ choice with respect to annual board fees to be paid in DSUs and the second percentage indicated represents the directors’ choice with respect to all other fees to be paid in DSUs. If only one percentage is indicated, the directors chose to receive all their compensation in DSUs.

3.8.5 INCENTIVE PLAN AWARDS - VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth for each Director the value on vesting of all options-based and share-based awards and the non-equity incentive plan during Fiscal 2019.

NAME	OPTIONS-BASED AWARDS VALUE VESTED DURING THE YEAR (\$) ⁽²⁾	SHARE-BASED AWARDS VALUE VESTED DURING THE YEAR (\$) ⁽²⁾	NON-EQUITY INCENTIVE PLAN COMPENSATION –PAYOUT DURING THE YEAR (\$)
Alain Lemaire ⁽¹⁾	–	–	–
Michelle Cormier	–	83,417	–
Martin Couture	–	124,584	–
Mélanie Dunn	–	15,781	–
Louis Garneau	–	112,731	–
Nelson Gentiletti	–	15,781	–
Georges Kobrynsky	–	65,541	–
Hubert T. Lacroix	–	51,945	–
Patrick Lemaire	–	41,809	–
Sylvie Lemaire	–	53,504	–
Elif Lévesque	–	15,781	–
David McAusland	–	46,440	–
Élise Pelletier	–	45,673	–
Mario Plourde ⁽¹⁾	–	–	–
Laurence Sellyn	–	131,210	–
Sylvie Vachon	–	106,626	–

(1) For Messrs. Alain Lemaire and Mario Plourde, see Table 3.3.2 Incentive Plan Awards- value vested or earned during the year on page 26 of the Circular.

(2) The value of the share units which vested during the financial year ended December 31, 2019 represents the value at the grant dates.

3.8.6 INCENTIVE PLAN AWARDS - OUTSTANDING SHARE-BASED AWARDS

The following table sets forth, for each Director, the value of vested share-based awards not paid or distributed as at December 31, 2019.

NAME	NUMBER OF SHARE-BASED AWARDS 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 OR DISTRIBUTED (\$) ^{(1) (2)}
Alain Lemaire	–	–	–
Michelle Cormier	–	–	247,853
Martin Couture	–	–	369,291
Mélanie Dunn	–	–	15,784
Louis Garneau	–	–	779,723
Nelson Gentiletti	–	–	15,784
Georges Kobrynsky	–	–	517,745
Hubert T. Lacroix	–	–	52,418
Patrick Lemaire	–	–	128,702
Sylvie Lemaire	–	–	682,353
Elif Lévesque	–	–	15,784
David McAusland	–	–	902,696
Élise Pelletier	–	–	311,604
Mario Plourde	–	–	–
Laurence Sellyn	–	–	532,587
Sylvie Vachon	–	–	357,700

(1) For Messrs. Alain Lemaire and Mario Plourde, see Table 3.3.1 Outstanding Option-Based awards and Share-Based Awards on page 25 of the Circular.

(2) Calculated on the closing price of the Common Shares on the Toronto Stock Exchange (TSX) on December 31, 2019 (\$11.21).

Section 4

Other Information

4.1 Interest of Insiders and Other Persons in Material Transactions

Management is not aware of any material interest of any Director or officer of the Corporation, any proposed management nominee for election as Director of the Corporation or any associate or affiliate of any such person in any transaction since the beginning of the last completed financial year of the Corporation or in any proposed transaction that has materially affected or will materially affect the Corporation, any of its subsidiaries or affiliated companies.

4.2 Indebtness of Directors and Executive Officers

As at December 31, 2019, there were no outstanding loans to any senior officer, Director or any nominee as Director of the Corporation made by the Corporation or its subsidiaries and divisions.

4.3 Corporate Governance

The Board of the Corporation considers good corporate governance to be important to the effective operations of the Corporation. The Corporation's Board Charter defines its functions and mandate. The Corporate Governance and Nominating Committee is responsible for the development, update, and disclosure of the Corporation's corporate governance practices. Under National Policy 58-201, corporate governance guidelines and National Instrument 58-101, disclosure of corporate governance practices of the Canadian Securities Administrators, the Corporation is required to disclose information relating to its corporate governance practices. This information is set out in Schedule B to the Circular.

Environmental, Social and Governance ("ESG") Factors

From its beginnings in 1964, Cascades has been a pioneer in social responsibility. Today, companies work toward a circular economy, but using waste as raw material was an innovative idea at the time. Cascades built its brand by making resource preservation and environmental impact key considerations in its business strategy, pushing boundaries over the years and maintaining a structure that aptly meets the needs of the various stakeholders.

In the interests of transparency, Cascades has been posting ESG data on its platforms since 1966. Its disclosure strategy was recognized by Finance Montréal's Finance and Sustainability Initiative (FSI) in 2019. Cascades has correspondingly increased its leadership role regarding sustainable development by transforming action into quantifiable objectives. In 2010, the company's first Sustainable Development Plan (SDP) came about as a result of an extensive consultation with stakeholders. This plan, which spanned a three-year period, covered a broad range of key performance indicators. In the two plans that have followed, the Corporation has set increasingly bold initiatives forcing employees to surpass themselves in order to meet the objectives.

Each quarter, the Vice-President, Communications, Public Affairs and Sustainable Development reports on the progress of action plans to the Cascades Management Committee and the results are put into context by the various stakeholders. The same process takes place with the Health and Safety, Environment and Sustainable Development Committee of the Board of Directors.

The results of the action plans are made public every year on our website (cascades.com/en/sustainable-development). To keep pace with growing interest among customers and investors, Cascades also discloses its results based on a number of market benchmarks such as those of the Sustainability Accounting Standards Board (SASB) and the Carbon Disclosure Project (CDP).

Cascades' ethics and diversity practices are set out in Appendix B of the circular.

Social responsibility strategies come into play at every stage of Cascades' value chain: responsible procurement, sustainable operations and eco-designed products.

Responsible Procurement

Responsible companies are more likely to innovate, and Cascades has introduced a new way of working with its suppliers. Since 2012, the Corporation has been implementing mechanisms allowing it to dictate its own terms on the market and become more familiar with the organizations it does business with. A Sustainable Procurement Practice was established in 2013 through a collaboration with non-governmental environmental organizations. Besides setting out general principles, it specifies Cascades' expectations toward its suppliers and enables the Corporation to meet various goals, such as working with companies that share its values, identifying market opportunities and reducing risks.

In 2018, Cascades adopted its Commitment on Human Rights in an effort to accentuate the importance of protecting and promoting these rights.

Sustainable Operations

As a manufacturer that cares about its impact on society, Cascades is aware of the issues and above all is mindful of its relative importance on the environment. The decision to focus on recovered rather than virgin fibre, thus adopting a circular process, enables the Corporation to dramatically reduce its environmental footprint. The goal of minimizing impact goes beyond production; for a number of years now, logistics teams have been implementing innovative practices that reduce greenhouse gas emissions caused by transporting goods.

Eco-designed Products

The eco-design approach is one of Cascades' ways of doing things. The products developed and manufactured internally reflect the Corporation's desire to reduce its impact, but also that of its customers. The marketing and innovation teams work together to develop the next commercial successes in response to the needs our customers have expressed. These teams pay attention to market needs and observe trends in recovery, paper, packaging and responsible consumption.

Partnerships with an Impact

Deeply involved in the communities in which it is present, Cascades contributes to hundreds of causes and organizations that make a difference in people's lives. Beyond Cascades' contribution, organizations such as Centraide and the Fondation Charles-Bruneau have also been able to count on the generosity of our employees for a number of years.

In 2016, Cascades signed a new partnership agreement with the David Suzuki Foundation, a key player in the sustainable development sector, to raise public awareness about greener everyday practices. We have also established partnerships with EcoSchools Canada, the COOP FA (and its greenhouse gas awareness program) and the Fondation Monique Fitz-Back, which share the same goal of educating and raising awareness, in this case by targeting a specific audience: the consumers of tomorrow.

4.4 Information on the Audit and Finance Committee

Composition of the Audit and Finance Committee, Education and Experience of its Members

The Audit and Finance Committee (the "Committee") is composed of seven independent Directors, namely Messrs. Georges Kobrynsky (Chair), Laurence Sellyn, Martin Couture, Nelson Gentiletti, Ms. Sylvie Vachon, Ms. Michelle Cormier and Ms. Elif Lévesque. The Charter of the Audit and Finance Committee is set out in Schedule C to the Circular. All the members of the Committee are independent as defined in section 1.4 of the Canadian Securities Administrators National Instrument 52-110 and are financially literate. The following describes the relevant education and experience of each member of the Committee that provides him or her with (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements, (b) the ability to assess the general application of such accounting principles, (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that can reasonably be expected to be raised by the Corporation's financial statements or experience actively supervising one or more persons engaged in such activities and (d) an understanding of internal controls and procedures for financial reporting.

NAME OF COMMITTEE MEMBER	RELEVANT EXPERIENCE AND EDUCATION
Georges Kobrynsky	Mr. Kobrynsky is a Director of companies and held the position of Senior Vice-President, Investments, Forest Products of the <i>Société générale de financement du Québec</i> from 2005 to 2010. He also held for more than 30 years, various senior positions at Domtar Inc. Mr. Kobrynsky is both financially and operationally literate and understands the breadth and complexity of accounting issues that can reasonably be expected to be raised in the course of reviewing the Corporation's financial statements. Mr. Kobrynsky is a member of the Board of Directors of Supremex Inc.
Laurence Sellyn	Mr. Sellyn is the former Chief Financial and Administrative Officer and Executive Vice-President of Gildan Activewear Inc. He served as Chief Financial Officer and other senior level corporate officer positions with long established Canadian public companies in a variety of industries. Mr. Sellyn is a U.K. chartered accountant and is both financially and operationally literate and understands the breadth and complexity of accounting issues that can reasonably be expected to be raised in the course of reviewing the Corporation's financial statements.
Sylvie Vachon	As President and Chief Executive Officer of the Montreal Port Authority, Ms. Vachon is both financially and operationally literate and understands the breadth and complexity of accounting issues that can reasonably be expected to be raised in the course of reviewing the Corporation's financial statements. From 1997 to 2009, she was Vice-President, Administration and Human Resources for the federal agency, where she was responsible for financial services, immovables, procurement, information technology, continuous improvement and human resources. She is a member of the Board of Directors of Hardware Richelieu Ltd.
Michelle Cormier	Since 2014, Ms. Cormier, CPA, CA, has been acting as an Operating Partner for Wynnchurch Capital (Canada) Inc. A senior-level executive with experience in financial management, strategic consulting and corporate financing, she has in-depth knowledge of financial and public markets in Canada and the United States. Ms. Cormier sits on the Board of Directors of Uni-Select Inc. and Champion Iron Ore Ltd.
Martin Couture	Mr. Couture is Chief Executive Officer of Sanimax Inc. Combining strong leadership skills with extensive operational experience he understands the breadth and complexity of accounting issues that can reasonably be expected to be raised in the course of reviewing the Corporation's financial statements.
Elif Lévesque	Ms. Lévesque, CPA, CGA, possesses a vast experience in financial management through the various positions she has held in companies publicly traded on the Toronto and New York stock exchanges. She is the Chief Financial Officer of Guerrero Ventures Inc. (Nomad Royalty Company Ltd) since April 2020. Ms. Lévesque is a member of the board of directors of Gold Terra Resource Corp. and is the chair of its audit committee.
Nelson Gentiletti	Mr. Gentiletti is a CPA and currently serves as Chief Operating and Chief Financial Officer of Loop Industries Inc., a technology company listed on the NASDAQ. He has broad financing and accounting experience on a global basis having served as Chief Financial Officer of Transcontinental Inc. and Transat AT Inc. Mr. Gentiletti currently serves on the board of directors and audit committee of SportsScene Group.

4.5 Other Business

The Management and the Board are not aware of any matters to come before the Meeting other than as set forth in the Notice of Meeting. If any other matters properly come before the Meeting, it is intended that the persons named in the enclosed form of proxy will vote the same in accordance with their judgment of such matters.

4.6 Shareholder Proposals

Proposals for any matters that persons entitled to vote at the next annual shareholders' meeting wish to raise at said meeting must be received by the Corporation by December 14, 2020, at the latest.

4.7 Additional Information

Financial information concerning the Corporation is provided in the Corporation's comparative financial statements and management's discussion and analysis for the fiscal year ended December 31, 2019. Additional information relating to the Corporation is available at www.sedar.com. A copy of the Corporation's most recent consolidated financial statements, interim financial statements, management's discussion and analysis, Annual Information Form, and Management Proxy Circular may be obtained by shareholders, without charge, upon request to the Corporate Secretary of the Corporation at the following address:

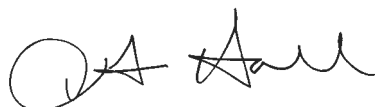
Cascades Inc.

Corporate Secretariat
404 Marie-Victorin Blvd. P.O. Box 30
Kingsey Falls (Québec) J0A 1B0

or by email at conseil_administration@cascades.com

4.8 Director Approval

The Board of Directors of the Corporation has approved the contents of this Management Proxy Circular and the sending thereof to the Shareholders.



Robert F. Hall

CHIEF OF STRATEGY, LEGAL AFFAIRS
AND CORPORATE SECRETARY
KINGSEY FALLS, QUÉBEC, MAY 1, 2020

Schedule A

Shareholder Proposal

The proposal below was submitted by the Mouvement d'éducation et de défense des actionnaires ("MÉDAC"), 82, Sherbrooke Street West, Montréal, Québec H2X 1X3, a holder of Common Shares of the Corporation, for consideration at the Meeting. The proposal was submitted in French by the MÉDAC and translated into English by the Corporation for the purposes of this English version of the Circular. MÉDAC has been a shareholder of the Corporation since February 13, 2014 and held 235 Common Shares of the Corporation on the date it submitted its proposal.

Since the Corporation has already adopted a written policy regarding the representation of women on its Board of directors which aspires towards gender parity and a written policy on workplace diversity and inclusion throughout the organization, it was agreed with the shareholder not to present the proposal for a vote at the Meeting. The Corporation has nevertheless decided to present its views on the proposal.

Proposal: Policy on Diversity

MÉDAC'S WORDING

It is proposed that the Board of Directors adopt a written policy on the representation of women on its board of directors and senior management.

MÉDAC'S ARGUMENT IN SUPPORT OF ITS PROPOSAL

Almost 40% of the shareholders supported this proposal at the last annual meeting. While recognizing the positive results for Cascades regarding the composition of its Board of Directors, where women represent 33% of directors, the recognition of the contribution of gender diversity on the Board does not constitute an integral part of the organizational culture.

Your response to our proposal highlighted the creation of a committee to ensure better female representation in key positions in your company. Although interesting, the adoption of a diversity policy has the advantage of changing the ways of doing things in the long term, both in the daily management of talent and in the recruitment of new employees and their internal promotion. It calls for the establishment of objectives that allow the extent of the efforts accomplished to be measured. As pointed out by Transcontinental Inc. in its current policy, "TC firmly believes that this gender diversity contributes to financial performance and creates value for all stakeholders".

Let us add that, in a recent compliance report on diversity, Canadian securities regulatory authorities indicated that companies with written policies had a higher percentage of women as members of the Board of Directors and as senior executives than those without them.

Given the importance of a policy and objectives for increasing female representation, we reiterate our request that the Board of Directors adopt a written policy on female representation both for the Board of Directors and Management.

THE CORPORATION'S RESPONSE TO MÉDAC'S PROPOSAL

The Board of Directors has always aimed to foster diversity, particularly in terms of competence, experience, skills and personal attributes, including the representation of women and men on the Board of Directors. In 2020, the Corporation adopted a Policy Regarding Diversity on the Board of Directors in order to document the measures it has consistently applied in its board recruitment process. The policy is based on the belief that gender diversity is an important attribute of a well-functioning Board. Once again, the Corporation's efforts regarding female representation on the Board are apparent this year through the fact that 6 of the 13 current nominees are women representing 46% of the seats on the Board. This moves the Corporation closer to its aspiration of achieving gender parity in its Board composition as stated in the newly adopted policy.

In 2019, the Corporation adopted a Policy on workplace diversity and inclusion which establishes the Corporation's commitment to provide an equitable work environment and career opportunities regardless of gender, ethnicity, sexual orientation, religious beliefs or family or economic status. In addition, the Corporation adopted a Practice on the representation of women (the "Practice") which reinforces the commitment to providing a fair, equitable and respectful workplace where women are supported in an inclusive environment, where they are recognized on the basis of their individual merit, and where they can advance and succeed. The Practice introduces measures such as recognizing talented women and encouraging them to apply for senior-level positions and ensuring that recruitment mandates and job opportunities, both internal and external, attract female candidates where possible, thus seeking to increase the level of representation of women in executive officer positions.

The Corporation has thus adopted written policies affirming its commitment towards promoting the representation of women in all aspects of the workplace including on its board of directors and its senior management team.

Schedule B

Statement of Corporate Governance Practices

1. Board of Directors

a) Disclose the identity of Directors who are independent.

The Corporate Governance and Nominating Committee (the “Committee”) and the Board of Directors (the “Board”) have examined the independence of each Director within the meaning of Regulation 58-101 respecting disclosure of corporate governance practices which refers to the definition of “independence” provided in section 1.4 of Regulation 52-110 respecting audit committees. A Director is “independent” if he or she has no direct or indirect material relationship with the Corporation. A “material relationship” is one that could, in the view of the Board, be reasonably expected to interfere with the exercise of a Director’s independent judgment. To determine if a nominee is independent, the Board reviews the information provided by the Directors or the nominees by way of a questionnaire completed annually. The independent Directors that served on the Board at the end of 2019 are Messrs. Louis Garneau, Georges Kobrynsky, Laurence Sellyn, Martin Couture, Hubert T. Lacroix and Nelson Gentiletti, Ms. Sylvie Vachon, Ms. Élise Pelletier, Ms. Michelle Cormier, Ms. Mélanie Dunn and Ms. Elif Lévesque.

b) Disclose the identity of Directors who are not independent, and describe the basis for that determination.

Alain Lemaire is a Director and Executive Chair of the Board of the Corporation;

Mario Plourde is a Director and the Chief Executive Officer of the Corporation;

The Board of Directors has determined in its discretion, that it is preferable that Sylvie Lemaire and Patrick Lemaire continue to be considered non-independent as a result of their family ties.

c) Disclose whether or not a majority of Directors are independent. If a majority of Directors are not independent, describe what the Board of Directors does to facilitate the exercise of independent judgment in carrying out its responsibilities.

11 of the 15 Directors that served on the Board at the end of 2019 were independent. If following the Meeting on June 25, 2020, the nominees proposed by the Corporation are elected, 9 of the 13 Directors will be independent.

d) If a Director is presently a Director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the Director and the other issuer.

Information on the Directors who hold directorships with other public companies (or the equivalent) is set out under heading 2.2.1 Board Nominees commencing on page 7 of the Circular.

e) Disclose whether or not the independent Directors hold regularly scheduled meetings at which non-Independent Directors and members of management are not in attendance. If the independent Directors hold such meetings, disclose the number of meetings held since the beginning of the issuer’s most recently completed financial year. If the independent Directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent Directors.

The independent Directors meet without the presence of management, following each scheduled Board meeting, and meet together for a special meeting of the Independent Directors once a year. Ms. Sylvie Lemaire and Mr. Patrick Lemaire are invited to participate in in camera sessions and meetings of the independent Directors as they value their perspective and independent mindset. The independent Directors met five (5) times during Fiscal 2019.

f) Disclose whether or not the Chair of the Board is an independent Director. If the Board has a Chair or lead Director who is an independent Director, disclose the identity of the independent Chair or lead Director, and describe his or her role and responsibilities. If the Board has neither a Chair that is independent nor a lead Director that is independent, describe what the Board does to provide leadership for its independent Directors.

The Executive Chair of the Board is not independent. Ms. Michelle Cormier acts as Lead Director. She oversees the responsibilities of the Independent Directors and assumes other responsibilities, which the Independent Directors as a whole might designate from time to time. Her role and responsibilities are set out in Schedule H to the Circular.

g) Disclose the attendance record of each Director for all Board meetings held since the beginning of the issuer’s most recently completed financial year.

The Board held twelve (12) meetings during Fiscal 2019. A record of attendance by Directors at Board and Committee meetings held during Fiscal 2019 is set out under the heading 2.2.6 Directors Attendance Record to Board and Committee Meetings on page 14 of the Circular.

2. Board Mandate

Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.

The Board is responsible for the stewardship of the Corporation and overseeing the management of the Corporation's business and affairs. One of the Board's key mandates is to oversee the Corporation's objectives and goals. The Board annually reviews and approves the Corporation's strategic plan priorities. Essential to this process is the Board's annual strategic meeting, held each year at which the Board and management hold comprehensive discussions on the strategic plan and budgets as well as the Corporation's progress on operational and financial targets and the Corporation's principal priorities. The meeting also provides an opportunity for the Board to meet and socialize on an informal basis with members of the senior leadership team of the divisions, an important part of executive succession planning. The Board has adopted a Charter, the full text of which is set out in Schedule D to the Circular.

3. Position Descriptions

a) Disclose whether or not the Board has developed written position descriptions for the Chair and the Chair of each Board Committee. If the Board has not developed written position descriptions for the Chair and/or the Chair of each Board Committee, briefly describe how the Board delineates the role and responsibilities of each such position.

Upon recommendation of the Corporate Governance and Nominating Committee, the Board has adopted a written position description for the Executive Chair whose responsibilities are set out in Schedule E to the Circular. The Board has also adopted a written position description for the Chairs of Board Committees which is set out in Schedule G to the Circular.

b) Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.

The Mandate of the Chief Executive Officer outlines his role and responsibilities as follows: he is responsible for implementing the Corporation's strategic and operational objectives and for the execution of the Board's decisions. He oversees the management of the Corporation's activities as well as its subsidiaries and divisions in order to attain the identified objectives. His responsibilities are set out in Schedule F to the Circular.

4. Orientation and Continuing Education

a) Briefly describe what measures the Board takes to orient new Directors regarding:

i) the role of the Board, its committees and its Directors, and ii) the nature and operation of the issuer's business.

The Board has implemented an orientation and education program for new members of the Board. The main objective of the education program is to afford each new Director the opportunity to become familiar with the Corporation's activities and to better understand the challenges faced by the Corporation. Each Director has access to a Director's Manual that is updated periodically. The Manual contains pertinent material and information on the Corporation, the Board and its Committees. Directors meet with the Executive Chair of the Board, the President and Chief Executive Officer and members of senior management to discuss the Corporation's operations and are given periodic presentations on business units or on a specific business development. In the course of this program, new Directors benefit from guided tours of the Corporation's installations and meet with management of same.

b) Briefly describe what measures, if any, the board takes to provide continuing education for Directors. If the board does not provide continuing education, describe how the Board ensures that its Directors maintain the skill and knowledge necessary to meet their obligations as Directors.

From time to time, the Corporation offers Board members the opportunity to attend presentations to keep them informed on regulatory and industry requirements and standards that may affect their role and responsibilities. The Board members also benefit from a membership in the Québec Chapter of the Institute of Corporate Directors ("ICD"), a not-for-profit member-based association. ICD promotes the effectiveness of directors by providing quality director education and professional certification as well as an access to timely information on current and emerging governance issues and best practices. The Directors benefit from access to publications and events to further enhance their knowledge of Director's responsibilities and current governance trends.

5. Ethical Business Conduct

- a) **Disclose whether or not the Board has adopted a written code for the Directors, officers, and employees. If the Board has adopted a written code:**
- (i) **disclose how a person or company may obtain a copy of the code;**
 - (ii) **disclose how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and**
 - (iii) **provide a cross-reference to any material change report filed during the last financial year that pertains to any conduct of a Director, or executive officer that constitutes a departure from the code.**

The Corporation first adopted a Code of Ethics and Business Conduct (the “Code”) in 2004, which was revised in 2009 and again in 2017. The Code is meant to provide Directors, officers and employees with general guidelines for acceptable behaviour in all relationships with each other, customers, suppliers, partners, and the communities where the Corporation operates its activities. The Code is available on www.sedar.com and on the Corporation’s website at www.cascades.com. The Board and the Audit and Finance Committee regularly monitor compliance with the Code and ensure that management encourages a culture of ethical business conduct. Management provides the Audit and Finance Committee with, if applicable, a quarterly report on the number of complaints received through the Corporation’s Ethics Telephone Line and secured web-based service, the nature of the complaints, the treatment and follow-up of same.

In 2019, the Board has not granted any waiver to the Code in favour of a Director or Executive Officer. Accordingly, no material change report has been filed.

- b) **Describe any steps the Board takes to ensure Directors exercise independent judgment in considering transactions and agreements in respect of which a Director or executive officer has a material interest.**

The Corporate Governance and Nominating Committee and the Board monitor the disclosure of conflicts of interest by Directors and ensure that no Director will vote nor participate in a discussion on a matter in respect of which such Director has a material interest.

- c) **Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.**

The Corporation has developed and implemented, and the Board has approved, various corporate policies including a policy on disclosure of Information, a policy on the treatment of complaints, a policy on insider trading, a policy on harassment in the workplace, a majority voting policy, a shareholder engagement policy, an anti-fraud policy, an anti-corruption policy and a social media policy. The Corporation implemented an online training program for all employees on the contents of the Code and the Corporation’s expectations in this regard. The Corporation has also put in place an Ethics Telephone Line and secured web-based service allowing employees to report anonymously and confidentially any concerns regarding compliance with the Code or questions relating to auditing, accounting matters and ethical issues.

6. Nomination of Directors

- a) **Describe the process by which the Board identifies new candidates for Board nomination.**

Together with the Executive Chair of the Board and the Lead Director, this responsibility has been assigned to the Corporate Governance and Nominating Committee (the “Committee”), which is composed of four independent Directors and one non-independent Director. Ms. Sylvie Lemaire serves on the Committee despite the fact she is a non-independent Director. The independent members of the Committee analyzed Ms. Lemaire’s presence on the Committee and determined that her insight, contributions, understanding of the Corporation and independent mindset outweigh any other consideration. The Committee has the responsibility to identify and recommend to the Board, nominees for election to the Board. The Committee evaluates the composition and size of the Board, examines the areas of expertise of the Board members and recommends to the Board a list of candidates for election to the Board. When considering the Board’s size and composition, the Committee and the Board have two main objectives: to form an effectively functioning Board with a diversity of views and business experience.

- b) **Disclose whether or not the Board has a nominating Committee composed entirely of independent Directors.**

The Corporate Governance and Nominating Committee’s mandate includes this responsibility. See response provided in 6 a) above.

- c) **If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.**

The Corporate Governance and Nominating Committee (the “Committee”) is responsible for the elaboration, update, and disclosure of the Corporation’s practices relative to corporate governance. The Committee coordinates the recruitment of new Directors, reviews candidates for directorships, and submits its recommendations to the Board. It coordinates the annual assessment of the effectiveness of the Board and its committees as well as the performance and contribution of Directors. In 2019, the Committee held five (5) meetings. At each regular meeting, it holds an in camera session. Over the past few years, the Committee undertook several initiatives as part of its commitment to best practices in corporate governance in accordance with its mandate and work plan: succession planning and composition for the Board has been a key focus of the Committee in recent years. The Committee developed position descriptions for the Executive Chair, Lead Director and CEO to provide a clear delineation of duties and responsibilities to ensure that the Board can fulfill its duties effectively and efficiently and can exercise independent judgment in carrying out its responsibilities. The Committee reviewed and approved the Committee’s Charter and work plan, received and considered with management regular updates on changing laws, rules and regulations in Canada, corporate governance initiatives taken by Canadian securities regulators and emerging best practices and their implications for the Corporation. In 2019, the Committee reviewed the adequacy of the evaluation process and annual self-evaluation questionnaire with input from the Lead Director and approved changes to the questionnaire. Together with the Executive Chair, the Chair of the Committee carried out an annual assessment of the Board as a whole, its committees, the Chairs of the Committees and each Director.

7. Compensation

a) Describe the process by which the Board determines the compensation for the issuer's officers.

The Board has established a Human Resources Committee whose responsibility includes reviewing and making recommendations to the Board in respect of compensation for senior executives of the Corporation.

b) Disclose whether or not the Board has a compensation committee composed entirely of independent Directors. If the Board does not have a compensation committee composed entirely of independent Directors, describe what steps the Board takes to ensure an objective process for determining such compensation.

The Human Resources Committee is composed of six (6) independent Directors. The Committee may retain the services of outside consultants, specialized in compensation to assist it in performing its mandate.

c) If the Board has a compensation committee, describe the responsibilities, powers, and operation of the compensation committee.

The Committee meets at least once each quarter and reports to the Board on its activities. The Committee's Charter and work plan sets out its mandate, duties and scope of authority. Both the Charter and work plan are reviewed periodically to ensure their adequacy. The Committee reviews and makes recommendations to the Board with respect to the annual compensation payable to members of senior management, taking into account the President and Chief Executive Officer's recommendations, all in accordance with the Corporation's compensation policy. Furthermore, the Executive Chair of the Board submits to the Committee his assessment and recommendation on compensation for the President and Chief Executive Officer. The Committee reviews practices put in place by the Corporation relating to recruitment, training, professional development and succession planning for members of the senior management team of the Issuer as well as members of the senior management teams of its three divisions, namely Containerboard Packaging Group, Specialty Products Group and Tissue Group. Throughout the year, the Committee receives regular updates from management on succession planning and professional development plans. The Chair of the Committee provides updates to the Board in this regard. The Committee also submits its recommendations to the Board on the appointment of the Chief Executive Officer and other senior executives. It reviews and makes recommendations to the Board on the granting and terms and conditions of exercise of stock options, performance share units and deferred share units to persons eligible in accordance with the Corporation's Stock Option Plan, Performance Share Unit Plan and Deferred Share Unit Plan for Executives and Key Employees. In addition, and in collaboration with the Corporate Governance and Nominating Committee, it considers and recommends if required, the appropriate type of compensation for the Directors in order to attract and retain highly qualified Directors with a sufficient mix of skills, expertise and experience. The Committee conducts periodic reviews with the assistance of an outside consultant specialized in compensation to ensure that Board and Committees compensation remains competitive and appropriate.

8. Other Board Committees

If the Board has standing committees other than the audit and finance, compensation and nominating committees, identify the committees and describe their function.

The Board has established a Health and Safety, Environment and Sustainable Development Committee (the "Committee"), responsible for reviewing and making recommendations and reports to the Board relating to policies, standards, practices and programs of the Corporation on matters relating to the occupational health and safety, environment, sustainable development and climate change. The Committee monitors the Corporation's performance in accordance with applicable industry norms and standards imposed by legislation and regulations pertaining to both the environmental concerns and occupational health and safety. The Committee met four (4) times during Fiscal 2019. The Committee assesses once a year, the adequacy of its charter, and, if required makes recommendations to the Corporate Governance and Nominating Committee and to the Board.

9. Assessments

Disclose whether or not the Board, its committees, and individual Directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual Directors are performing effectively.

The assessment of the effectiveness of the Board and its Committees is a matter for the Corporate Governance and Nominating Committee. The effectiveness is measured through both a self-evaluation questionnaire that is revised on an annual basis and sent in November of each year to all of the Directors, including the Lead Director, the Executive Chair and the President and Chief Executive Officer, and individual interviews with the Executive Chair of the Board. The questionnaire deals with the responsibilities, structure and functions of the Board, the performance of the Board, of the Directors, of the Committees and their respective Chairs as well as the performance of the Chief Executive Officer and Executive Chair of the Board. The results are assembled and a report is provided to the Chair of the Corporate Governance and Nominating Committee as well as to the Executive Chair of the Board and subsequently to the full Board. The highlights of the results are discussed in detail by all members of the Board at a separate meeting for that purpose.

Although the self-evaluation questionnaire does not formally address the question of peer evaluation, the Directors are encouraged to provide any comments they may have in this regard in the course of individual interviews with the Executive Chair of the Board. The Corporate Governance and Nominating Committee and the Board are satisfied that the Board is composed of Directors who possess a mix of expertise, skills and attributes that can best advance and oversee the strategy and direction of the Corporation.

10. Director Term Limits and Other Mechanisms of Board Renewal

Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.

The Corporate Governance and Nominating Committee (the “Committee”) considered additional initiatives to further enhance succession planning at the Board level in Fiscal 2015. Upon recommendation by the Committee in 2014, the Board adopted a policy on the mandatory retirement age for Directors (save for Alain Lemaire) whereby a Director would not, unless otherwise determined by the Board, in its discretion, be nominated for re-election at the annual meeting of shareholders following his or her seventy-second birthday or after twenty (20) years of service on the Board, provided however that the maximum term for Directors elected on May 7, 2015 will be 25 years. The Committee has complete discretion to recommend that the Board extend a Director’s term for such period as the Committee deems appropriate. The Board values history and experience with the Corporation as well as introduction of new perspectives. Consequently, the Board seeks to maintain a balance of long-tenured Directors with newer additions. This policy came into effect on May 7, 2015.

Furthermore, Directors are expected to inform the Executive Chair of any major change in their principal occupation so that the Board would have the opportunity to decide the appropriateness of such Director’s continuance as a member of the Board or of a Board committee. Directors are also expected to provide the Executive Chair with information as to all boards of directors that they sit on or that they have been asked to join so as to allow the Board to determine whether it is appropriate for such Director to continue to serve as a member of the Board or of a Board Committee. The Committee and the Executive Chair apply Board nominee selection criteria, including Directors’ past contributions to the Board and availability to devote sufficient time to fulfill their responsibilities, prior to recommending Directors for re-election for another term.

11. Policies Regarding the Representation of Women on the Board

a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.

The Corporate Governance and Nominating Committee (the “Committee”) is responsible for nominating Director nominees to the Board and considers candidates on merit, based on a balance of skills, background, experience and knowledge. In 2020, the Corporation adopted a Policy Regarding Diversity on the Board based on the belief that gender diversity is an important attribute of a well-functioning Board. It is to be noted that the Corporation aspires towards gender parity in its Board composition under the policy and six (6) of the thirteen (13) current nominees are women representing 46% of the seats on the Board. The Board is fully committed to ensuring that women are well represented on the Board in keeping with the aforementioned Policy Regarding Diversity on the Board.

b) If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy:

- (i) a short summary of its objectives and key provisions,**
- (ii) the measures taken to ensure that the policy has been effectively implemented,**
- (iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and**
- (iv) whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.**

The Board makes director nomination decisions based on merit and fairness and remains committed to selecting the best person to fill any vacancies on the Board. At the same time, the Corporation also acknowledges the important role that women with appropriate and relevant skills and experience can play in contributing to the diversity of perspective on the Board. The Corporation aspires towards gender parity in its Board composition. In the process of searching for qualified persons to serve on the Board, the Committee strives for the inclusion of women and develops recruitment protocols that seek to include women in any director search. It considers the level of representation of women on the Board and ensures that women are included in the short list of candidates being considered for a Board position.

The Committee also periodically reviews Board recruitment and selection protocols to ensure that gender diversity remains a component of any director search.

12. Consideration of the Representation of Women in the Director Identification and Selection Process

Disclose whether or not and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer’s reasons for not doing so.

See response provided in paragraph 11 b) above.

13. Consideration Given to the Representation of Women in Executive Officer Appointments

Disclose whether or not and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.

The Corporation offers equal development opportunities to all and has made a commitment to continue to integrate and prioritize diversity and to make it a source of added value, enrichment and pride. In its review of executive and senior management succession planning and opportunities, the Human Resources Committee has a practice of paying very close attention to issues relating to diversity.

In 2019, the Corporation adopted a Policy on workplace diversity and inclusion which establishes the Corporation's commitment to provide an equitable work environment and career opportunities regardless of gender, ethnicity, sexual orientation, religious beliefs or family or economic status. In addition, the Corporation adopted a Practice on the representation of women (the "Practice") which reinforces the commitment to providing a fair, equitable and respectful workplace where women are supported in an inclusive environment, where they are recognized on the basis of their individual merit, and where they can advance and succeed. The Practice introduces measures such as recognizing talented women and encouraging them to apply for senior-level positions and ensuring that recruitment mandates and job opportunities, both internal and external, attract female candidates where possible, thus seeking to increase the level of representation of women in executive officer positions.

14. Issuer's Targets Regarding the Representation of Women on the Board and in the Executive Officer Positions

For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date.

a) Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.

The Corporation aspires towards gender parity in its Board composition.

b) Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.

No target has been identified. See response provided in paragraph 13 above.

c) If the issuer has adopted a target referred to in either (a) or (b), disclose:

(i) the target, and

(ii) the annual and cumulative progress of the issuer in achieving the target.

The Corporation aspires towards gender parity in its Board composition and six (6) of the thirteen (13) current nominees are women representing 46% of the seats on the Board. In comparison, women represented 33% of the nominees in both 2018 and 2019.

15. Number of Women on the Board and in Executive Officer Positions

a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.

40% or six (6) of fifteen (15) board members that served on the Board at the end of 2019 were women. If following the Meeting on June 25, 2020, the nominees proposed by the Corporation are elected, 46% or six (6) of the thirteen (13) board members will be women.

b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.

Under applicable criteria and definition, 8.3% or one (1) of twelve (12) executive officers are women. With respect to the members of the senior management teams of the Corporation's three divisions, namely the Containerboard Packaging Group, Specialty Products Group and Tissue Group, 44% or twelve (12) of twenty-seven (27) members are women.

Schedule C

Charter of the Audit and Finance Committee

1. Purpose

The purpose of this charter is to describe the role of the Audit and Finance Committee (the « Committee ») as well as its duties and responsibilities delegated by the Board of Directors (“the Board”). The main duty of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to the following issues:

- the quality and integrity of the Corporation’s financial statements;
- the enterprise risk management process;
- accounting and financial reporting process;
- systems of internal accounting and financial controls;
- independent auditor’s qualifications, independence and performance;
- internal audit function and process;
- the Corporation’s compliance with legal and regulatory requirements relating to the Corporation’s financial statements;
- fulfill any other responsibilities assigned to it from time to time by the Board.

2. Division of Responsibilities

In carrying out the duties of the Committee described in this charter, the members of the Committee recognize that its function is to oversee the Corporation’s financial reporting process on behalf of the Board as well as to report its activities regularly to the Board. Management of the Corporation is responsible for the preparation, the presentation and the integrity of the Corporation’s financial statements and for the effectiveness of internal control over financial reporting.

Management is responsible for maintaining appropriate accounting and financial reporting principles and policies as well as internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent auditor is responsible for planning and carrying out audits of the Corporation’s annual financial statements and annually auditing management’s assessment of the effectiveness of internal control over financial reporting and other auditing procedures.

In performing their duties, the members of the Committee must have open and free discussions with the Board, the independent auditor, the internal auditor and management of the Corporation.

3. Composition and Organization

The Committee shall be composed of a minimum of three independent Directors, as appointed by the Board at its first meeting following the annual shareholders meeting. Each member of the Committee shall satisfy the applicable independence and experience requirements of the laws governing the Corporation, the applicable stock exchanges on which the Corporation’s securities are listed and applicable securities regulatory authorities.

Each Committee member must be financially literate in accordance with applicable laws and at least one member must have accounting or related financial management expertise, as determined by the Board.

The Committee will appoint one of its members as Chairman and the Secretary or Assistant Secretary of the Corporation or the person designated as Secretary will be secretary for all meetings of the Committee and will keep minutes of the Committee’s deliberations.

4. Meetings and Resources

The Committee shall meet at least four times a year, or more frequently if circumstances so dictate. By virtue of its mandate to foster open relations, the Committee shall also meet separately and in camera for discussions with the internal auditor, management and with the independent auditor, as required.

The Committee shall establish its own rules and procedures (subject to any specific guidelines from the Board) and shall meet at the place and in accordance with the terms prescribed by its rules. A quorum shall not be less than a majority of the members of the Committee.

The Chairman of the Committee determines the agenda for each meeting in consultation with the Vice-President and Chief Financial Officer, the Secretary and the internal auditor. The agenda and supporting documentation are distributed to the members of the Committee within a reasonable timeframe prior to the meetings.

The Chairman of the Committee shall report quarterly and when required to the Board on the Committee's activities and shall make recommendations concerning all matters deemed necessary or appropriate.

The Committee shall at all times have free and open access to management, to the internal auditor and to the independent auditor in order to seek explanations or information on specific questions.

The Committee shall have the resources and the authority appropriate to carry out its duties, including the authority to retain, as it deems necessary, counsel and other external consultants and to set and pay their remuneration, without further Board approval.

In carrying out its duties and to meet its responsibilities, the Committee shall examine the books and relevant accounts of the Corporation, its divisions and its subsidiaries.

5. Duties and Responsibilities

In addition to, the above-mentioned responsibilities, the Committee shall address the following questions:

5.1 FINANCIAL REPORTING

- reviews the quality and integrity of the Corporation's accounting and financial reporting system through discussions with management, the independent auditor and the internal auditor;
- reviews with management and the independent auditor the annual audited financial statements of the Corporation, including the information contained in management's discussion and analysis, related press releases and the independent auditor's report on the annual audited financial statements prior to public disclosure and filing with the Securities Regulatory Authorities;
- reviews the unaudited interim financial statements, including management's discussion and analysis for each interim period of the fiscal year and related press releases prior to public disclosure and filing with the Securities Regulatory Authorities;
- reviews the financial information contained in prospectuses, offering memoranda, the annual information form and other reports that include audited or unaudited financial information submitted for approval by the Board;
- reviews with the independent auditor and management the quality, appropriateness and disclosure of the Corporation's accounting principles and policies, the underlying assumptions and reporting practices, and any proposed changes thereto;
- reviews financial analysis and other written communications prepared by management, the internal auditor or the independent auditor, setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analysis of the effects of alternative methods in conformity with International Financial Reporting Standards («IFRS») on the financial statements;
- verifies the compliance of management certification of financial reports with applicable legislation;
- reviews important litigation and any regulatory or accounting initiatives that could have a material effect on the Corporation's financial situation or operating results and the appropriateness of the disclosure thereof in the documents reviewed by the Committee;
- reviews the results of the external audit, and any significant problems encountered in the performance of the audit, and management's response or action plan related to any Management Letter issued by the independent auditor.

5.2 RISK MANAGEMENT AND INTERNAL CONTROL

- periodically receives management's report assessing the adequacy and effectiveness of the Corporation's disclosure controls and procedures and systems of internal control;
- reviews insurance coverage for the Corporation annually and as may otherwise be appropriate;
- evaluates the effectiveness of the Corporation's overall system of internal controls as well as the process of identifying and managing key risks;
- monitors the capital structure of the Corporation and ensures that it has the capacity and the flexibility required to implement its strategic plan to meet the demands of debt repayment;
- examines the relevance of any form of financing;
- reviews significant capital costs and other major expenditures, related party transactions and any other transactions which could alter the Corporation's financial or organizational structure, including off-balance sheet items;
- periodically inquires as to the funding of the retirement plans as well as the investment management, the structure and performance of the retirement plans;
- assists the Board in carrying out its responsibility for ensuring that the Corporation is compliant with applicable legal and regulatory requirements relating to the financial statements;
- while ensuring confidentiality and anonymity, establishes procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, including employee concerns regarding accounting or auditing matters;
- periodically reviews with the Board, the internal auditors and the independent auditor of the Corporation and senior management, the Corporation's antifraud program and practices.

5.3 INTERNAL AUDIT FUNCTION

- reviews with management, the internal audit staff qualifications and experience and, if required, recommends the appointment or replacement of the internal auditor;
- regularly assesses the internal audit function's performance, its responsibilities, its staffing, budget and the compensation of its members;
- annually reviews and approves the internal audit plan;
- undertakes private discussions with the internal auditor to establish internal audit independence, the level of co-operation received from management, the degree of interaction with the independent auditor, and any unresolved differences of opinion or disputes.

5.4 INDEPENDENT AUDITOR

- recommends to the Board, the appointment of the independent auditor and, if appropriate, their removal (in both cases, subject to shareholder approval), evaluates and compensates them and assesses their qualifications, performance and independence;
- ensures that as representatives of the shareholders, the independent auditor reports to the Committee and to the Board;
- approves all audit services provided by the independent auditor and determines and approves in advance, non-audit services provided, in compliance with applicable legal and regulatory requirements;
- discusses with the independent auditor the quality and not just the acceptability of the Corporation's accounting principles, including: i) all critical accounting policies and practices used ; ii) any alternative treatments of financial information that have been discussed with management, the ramification of their use as well as iii) any other material written communications between the Corporation and the independent auditor, including any disagreement or unresolved differences of opinion between management and the independent auditor that could have an impact on the financial statements;
- reviews at least once a year the independent auditor's report stating all relationships the independent auditor has with the Corporation and confirming their independence, and holding discussions with the independent auditor as to any relationship or services that may impact the quality of the audit services, or their objectivity and independence;
- reviews and approves policies for the Corporation's hiring of partners and employees or former partners and employees of the independent auditor;

5.5 PERFORMANCE EVALUATION OF THE COMMITTEE

- prepares and reviews with the Board, an annual performance evaluation of the Committee and its members and assesses once a year, the adequacy of its mandate and, if required, makes recommendations to the Board.

Approved by the Board of Directors on March 12, 2014.

Schedule D

Charter of the Board of Directors

1. Statement of Policy

The Board of Directors of Cascades Inc. (the “Corporation”) is elected by the Corporation’s shareholders to supervise the management of the business and affairs of the Corporation pursuant to the powers vested in its articles and by-laws, and in accordance with the obligations imposed by the *Business Corporations Act* (Québec) (BCAQ) and other applicable legislation. Senior management is responsible for the day-to-day operations of the Corporation.

The prime responsibility of the Board is to the Corporation and is to oversee its management and to preserve and enhance its viability, with due regard for the interests of all its shareholders and other stakeholders.

2. Composition

2.1 NUMBER OF DIRECTORS

The number of Directors must be established from time to time by resolution of the Board, within the limits provided by the articles of the Corporation.

The Corporate Governance and Nominating Committee of the Board maintains an overview of the desired size of the Board, the need for recruitment and the expected skill set of new candidates. The Corporate Governance and Nominating Committee reviews and recommends to the Board candidates for nomination as Directors. The Board approves the final choice of candidates for nomination and election by the shareholders.

2.2 SELECTION OF MEMBERS

The Corporate Governance and Nominating Committee determines whether to change the size of the Board or recruit new candidates for Directors. It establishes the specific skills required of candidates, reviews nominations and recommends the selected candidates.

2.3 INDEPENDENCE

A majority of the Board shall be composed of Directors who are independent as such term is defined according to applicable securities laws and regulations.

2.4 CRITERIA FOR BOARD MEMBERSHIP

Board members are expected to possess the following characteristics and traits:

- possess relevant career experience to provide oversight and advice;
- act honestly and in good faith with a view to the best interests of the Corporation;
- devote sufficient time to the affairs of the Corporation and exercise care, diligence and skill in fulfilling their responsibilities that a reasonably prudent person would exercise in comparable circumstances;
- provide independent judgment on a broad range of issues;
- raise questions and issues to facilitate active and effective participation in the deliberation of the Board and of each Committee;
- make all reasonable efforts to attend all Board and Committee meetings;
- review the materials provided by management in advance of the Board and Committee meetings.

2.5 CHAIRMAN OF THE BOARD

The Board shall appoint its Chair and Vice-Chair (if one is to be appointed) from among the Corporation’s Directors. Should the Chair be a non-independent Director, the Board shall also appoint a Lead Director from among the independent Directors.

2.6 TERM OF DIRECTORS

The Directors are elected individually by the shareholders at every annual meeting except where the Board appoints a Director to fill a vacancy until the next annual meeting. The term of office of each Director shall expire at the next annual meeting of the Corporation, or upon the election of a successor.

3. Compensation

The members of the Board receive compensation for their services that the Board may establish from time to time, upon recommendation from the Human Resources Committee and the Corporate Governance and Nominating Committee, in consultation with the Lead Director.

4. Duties and Responsibilities of the Board

As part of its stewardship responsibility, the Board advises management on significant business issues and has the following responsibilities:

4.1 STRATEGIC PLANNING PROCESS

Adopt a strategic planning process, participate in the process and approve or review on at least an annual basis, a business plan and a strategic framework which take into account, among other things, the opportunities and risks of the business, and monitor the implementation and execution of the business plan by management.

4.2 FINANCIAL ISSUES, RISK MANAGEMENT AND INTERNAL CONTROLS

- a) Identify in conjunction with management, the principal risks facing the Corporation and overseeing, directly or through delegation to the Audit and Finance Committee, to whom the Board has delegated this responsibility, the implementation by management of appropriate systems to manage the principal risks associated with the commercial activities of the Corporation;
- b) In conjunction with the Audit and Finance Committee, obtain reasonable assurance that the Corporation's internal controls and management information systems are adequate;
- c) Approve annual operating and capital expenditure budgets, as well as any significant transactions outside the normal course of business, including acquisitions or dispositions of assets (including the acceptance of debt);
- d) Approve annual operating and capital expenditure budgets, as well as any significant transactions outside the normal course of business, including forms of financing;
- e) Approve the Corporation's quarterly and annual financial statements together with the accompanying notes, as well as management's discussion and analysis and press releases related thereto;
- f) Adopt and periodically review the Corporation's communications policy related to investors and the public in general.

4.3 SECURITIES AND DIVIDENDS

Approve financial prospectuses, the mode and manner of issuance of securities, the declaration of dividends, the purchase, redemption or any form of acquisition of shares, the management proxy circular and the annual information form.

4.4 HUMAN RESOURCES AND SUCCESSION PLANNING

- a) Appoint the President and Chief Executive Officer and other members of senior management;
- b) Approve the compensation and employment conditions of the President and Chief Executive Officer and other members of senior management pursuant to a recommendation by the President and Chief Executive Officer through the Human Resources Committee;
- c) Evaluate the performance of the President and Chief Executive Officer and ensure that processes are put in place by the President and Chief Executive Officer to evaluate the other members of senior management;
- d) Take steps to ensure that a process is in place for the recruitment, training, development, retention and succession of senior management.

4.5 GOVERNANCE

- a) Monitor and review, as appropriate, through the Governance and Nominating Committee, the Corporation's approach to corporate governance issues including principles and guidelines in this area;
- b) Take steps to evaluate the structures and processes in place that enable the Board to function independently of management;
- c) Take steps to ensure that the President and Chief Executive Officer and the other members of senior management, through the implementation of a code of ethics and business conduct and by other means, are working to promote a culture of integrity and accountability throughout the Corporation;
- d) See to the implementation of a program of orientation and training for Board members in order to ensure that new Directors receive adequate training and orientation and ensure that the knowledge and understanding of the Directors of the Corporation are continuously updated through a program of visits to business units, reports and presentations on topics related to business activities and informal meetings with members of senior management;
- e) Periodically review this Charter to ensure that it reflects the responsibilities of the board in terms of stewardship;
- f) Monitor the size and composition of the Board to promote effective decision making;
- g) Approve the list of nominees for election to the Board by the shareholders and fill vacancies;
- h) Establish Board committees and define their mandates to assist the Board in fulfilling its role and responsibilities;
- i) Establish the Directors responsibilities and expectations to which they are subject, including in regard to their presence and participation in the meetings of the Board and its committees;
- j) Establish and maintain a formal process to regularly assess the effectiveness of the Board, the Executive Chair of the Board, each committee, the chair of each committee and individual Directors.

4.6 HEALTH AND SAFETY, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT

Monitor and review, as appropriate, the Corporation's policies and practices relating to health and safety, environmental, sustainable development and climate change issues.

5. Board Meetings

The Board meets quarterly and holds additional meetings as needed to discuss specific issues. The Executive Chair establishes the agenda in consultation with the Lead Director and appropriate members of senior management which is transmitted to the members of the Board together with the minutes of previous meetings.

Information and other documents deemed relevant to the understanding of the items on the agenda are communicated to the Board members in advance of each meeting.

The Board holds an in camera session at each of its meetings in the absence of management to allow Directors to openly discuss issues.

6. Board Committees

The Board may delegate some of its powers to its committees, to the extent permitted by the laws governing the Corporation. The recommendations of the Board committees are subject to Board approval.

The Board has established the following committees to assist it in discharging its responsibilities: the Audit and Finance Committee, the Corporate Governance and Nominating Committee, the Human Resources Committee and the Health and Safety, Environment and Sustainable Development Committee.

Other committees or sub-committees may be established by the Board to address specific topics. Each committee has its own written mandate. The Board is responsible for supervising the execution of the responsibilities it has delegated to each committee.

7. Communication with the Board

Shareholders and other stakeholders may communicate with the Board or with individual Directors by contacting the Corporate Secretariat or by email at conseil_administration@cascades.com.

8. Advisors

Directors may use the services of independent counsel or other experts, as it deems appropriate at the Corporation's expense with the approval of the Corporate Governance and Nominating Committee.

Amended and approved by the Board of Directors on February 28, 2018.

Schedule E

Mandate of the Executive Chair of the Board of Directors

The Board of Directors (the “Board”) has as a policy not to entrust to the same person the functions of Chair of the Board and Chief Executive Officer. If the Chair of the Board is not independent, the independent Directors appoint a lead Director.

The Chair of the Board’s principal responsibilities are to supervise and oversee the Board and assist it in discharging its functions and responsibilities in an effective manner and independently of management. The Chair of the Board has the following responsibilities, namely:

- provide leadership to enhance Board effectiveness;
- act as liaison between the Board and management;
- assist in representing the Corporation, as required, to external groups;
- oversee the application of good corporate governance;
- preside at meetings of the Board and annual and special meetings of Shareholders;
- participate in the preparation of the agenda for each Board meeting;
- supervise the Board committees’ work and, in this regard, the Chair of the Board may attend as a participant all Board committee meetings without the right to vote (save for those committees of which he is a member);
- ensure that an appropriate set of documents is provided to each Director in a timely manner prior to the meeting;
- facilitate Board assessment and his performance assessment and the implementation of improvements;
- provide suitable directives to the Board members to assist them in discharging their responsibilities; and
- ensure that recently elected or appointed Directors benefit from an orientation and education program.

The current Chair of the Board referred to as the Executive Chair of the Board, also has an executive role with corresponding duties which may be described as follows:

- provide support to the Chief Executive Officer and the authority of his position as such;
- act as a mentor to the Corporation’s senior executive team;
- provide advice on high value-at-stake operational and technical issues; and
- participates in the decision and implementation of new or different strategic initiatives and generally contributes to strategic planning initiatives which are under the direction of the Chief Executive Officer.

Schedule F

Mandate of the Chief Executive Officer

Reporting to the Executive Chair of the Board of Directors, the Chief Executive Officer is responsible for implementing Cascades Inc.'s (the "Corporation") strategic and operational objectives and for the execution of the Board's decisions.

Responsibilities

The Chief Executive Officer has the following responsibilities:

a) With respect to strategic planning

- With the advice and counsel of senior management, formulate, and recommend to the Board a long-term strategy that will promote shareholder value;
- Assume ultimate accountability for the execution of the Corporation's strategy and policies and, if applicable, for their communication to the Corporation's senior management as well as to the Corporation's external partners;
- Submit to the Board annual business plans and budgets that support the Corporation's strategy and, when approved by the Board, implement such business plans within the parameters of such budgets.

b) With respect to the operations of the Corporation

- Oversee the management of the Corporation's activities as well as its subsidiaries and divisions in order to attain the identified objectives;
- Identify and manage the risks and business opportunities presented to the Corporation in the course of its business activities;
- Monitor the hiring, compensation and performance assessment of senior management in consultation with the Human Resources Committee.

c) With respect to corporate governance matters

- Serve as the Corporation's key spokesperson, as required, to external interested parties such as shareholders and other security holders, the business community, the media and governmental authorities;
- Collaborate with the Executive Chair of the Board and the Corporate Secretary in establishing Board agendas and ensuring that the Executive Chair of the Board as well as its members are kept informed of the overall business operations of the Corporation and of its subsidiaries and of major issues facing them;
- Maintain effective channels of communication with the Executive Chair and the Board as a whole and meet periodically and, as required, with the Executive Chair of the Board and other Board members in order to ensure that they receive all desired information on a timely basis as well as access to management;
- Foster a corporate culture based on the Corporation's values and promote a culture of ethical conduct;
- Ensure that the Corporation has an accounting system in place capable of producing financial statements that fairly reflect the Corporation's financial situation and enable investors to understand the Corporation's business and to make investment decisions accordingly.

Schedule G

Description of the Responsibilities of the Chairs of the Committees of the Board of Directors

1.1 ROLE

Each committee of the Board of Directors (the “Board”) is chaired by an independent Director (the “Committee Chair”), save for the Health and Safety, Environment and Sustainable Development committee. The Committee chair is responsible for the management and the effective performance of his or her committee. He or she takes all reasonable measures to ensure that the committee fully executes its mandate.

The principal responsibilities of the chairs of the committees include the following:

Provide leadership to enhance committee effectiveness

- take all reasonable steps to ensure that the committee works as a cohesive group and provide the leadership essential to achieve this;
- take all reasonable steps to ensure that the resources available to the committee (in particular, timely and relevant information) are adequate to support its work;
- take all reasonable steps to ensure that a process is in place for the assessment on a regular basis of the effectiveness of the committee and the contribution of each of its members.

Managing the committee

- chair committee meetings and report to the Board following each committee meeting on any issues considered by the committee;
- set the agenda for each committee meeting in cooperation with the Secretary or Assistant Secretary;
- adopt procedures allowing the committee to conduct its work effectively and efficiently;
- take all reasonable steps to ensure that the conduct of committee meetings facilitates discussions and provides adequate time for serious in-depth discussion of the business under consideration;
- oversee the committee’s full discharge of its responsibilities.

1.2 PERFORMANCE ASSESSMENT

The Corporate Governance and Nominating Committee, together with the Executive Chair and the Lead Director, annually supervises the performance assessment of each Committee chair and reports to the Board on such assessment.

Schedule H

Mandate of the Lead Director

The Lead Director is appointed by the Board of Directors of the Corporation (the “Board”). The Lead Director must be independent within the meaning of the Securities Act (Québec) and the regulations adopted thereunder. The Lead Director’s key role is to take all reasonable measures to ensure that the Board (i) has structures and procedures in place to enable it to function independently and (ii) carries out its duties in this regard effectively. The Lead Director is responsible for:

- Chairing all the meetings of the independent Directors;
- Chairing the meetings of the Board where the non-independent members are in a conflict of interest or do not participate in discussions relating to an agenda item and do not participate in the vote;
- Approving the proposed agendas for the meetings he chairs;
- Taking reasonable measures to ensure that the meetings of the independent Directors are conducted in such a manner as to promote discussion and allow for the efficient and effective review and discussion of the issues submitted to the independent Directors;
- Serving as a liaison, when necessary, between the independent Directors and the Executive Chair of the Board with respect to issues not readily or easily discussed at meetings of the full Board;
- Communicating with the Executive Chair of the Board and/or President and Chief Executive Officer as appropriate, on the discussions held during meetings of the independent Directors;
- In collaboration with the Chair of the Corporate Governance and Nominating Committee and the Executive Chair of the Board, participates in the annual self-evaluation of the Directors on their efficiency and contribution;
- Serving as Chairman of the Board, at the Executive Chair’s request when he is unavailable for a meeting of the Board;
- Serving as a member of the Corporate Governance and Nominating Committee;
- Serving as an ex officio member of all other Committees of the Board;
- Performing such other functions as may be reasonably requested by the Board or the Chair of the Board.

Performance Assessment

The Corporate Governance and Nominating Committee annually oversees the assessment of the Lead Director and reports to the Board.

Schedule I

Resolution Relating to the By-Laws

Cascades Inc.
Resolution of the Shareholders of the Corporation
June 25, 2020

“BE IT RESOLVED AS A RESOLUTION OF THE SHAREHOLDERS:

THAT the amendments to the Corporation’s By-Law No. 2011-1, as described in the Management Proxy Circular of the Corporation dated May 1, 2020, enacted and made by the directors of the Corporation on March 26, 2020, be, and they are hereby, ratified, confirmed and approved; and THAT any one director or officer of the Corporation be authorized to execute all such documents and to take any action as may be necessary or desirable to carry out the terms of this ordinary resolution.”

Schedule J

Text of the By-Laws of the Corporation

CASCADES INC. BY-LAWS
BY-LAW NO. ~~2020~~2011-1

Article I - Interpretation

1. DEFINITIONS

“Act” means the *Business Corporations Act* (Quebec), R.S.Q., c. S-31.1 as well as any amendment made thereto;

“Board” or “Board of Directors” also means all the directors of the Corporation;

“Corporation” means “Cascades Inc.”;

“directors” also means the Board of Directors;

“by-laws” means these by-laws, any other by-laws, such as those provided in section 726 of the Act, as well as any amendments made thereto.

The terms and expressions defined in the Act have the same meaning when used in the by-laws.

2. RULES OF INTERPRETATION

Terms used in the singular only include the plural and vice versa and terms used in the masculine gender include the feminine gender and vice versa, and words

and expressions denoting natural persons also refer to legal persons including corporations and all other unincorporated groups.

3. TITLES

Titles used in these by-laws are for ease of reference only and shall not be considered in the interpretation of the provisions contained herein nor shall they be

deemed to modify or explain the scope or meaning of such terms and provisions.

Article II - Head Office

1. HEAD OFFICE

Subject to the following, the Corporation’s head office is located within the limits of the Judicial District of Drummond.

The Corporation may, by special resolution of the shareholders, transfer its head office to another judicial district.

The Corporation may, by resolution of the Board of Directors, relocate its head office within the judicial district in which it is located.

2. OFFICES

The Corporation may have offices anywhere in Quebec, in Canada or elsewhere as the directors may determine from time to time by resolution.

Article III - Meetings of Shareholders

1. ANNUAL MEETING

The annual shareholders meeting shall be held each year on the date and at the time that the Board of Directors determines, for the purpose of receiving the financial statements and auditors’ report, electing the directors and appointing the auditors and authorizing the Board of Directors to set their compensation and taking cognizance of and transacting any business that may legally be brought before the meeting.

The annual shareholders meeting shall be held at the head office of the Corporation or at such other place as may be determined by the Board of Directors. [The Board of Directors may also determine that the annual shareholders meeting shall be held entirely by telephonic, electronic or other communication facility provided that the requirements under paragraph 14 of this Article III are met.](#)

An annual meeting may also constitute a special meeting for the purpose of taking cognizance of and transacting any business that may be transacted at a special meeting.

2. SPECIAL MEETING

A special shareholders meeting, whether general or not, may be called at any time by order of the Chairman of the Board of Directors, the President of the Corporation or the Board of Directors. A special meeting, whether general or not, may be held separately or as part of an annual meeting.

Special shareholders meetings shall be held at the head office of the Corporation or at such other place as may be determined by the Board of Directors. [The Board of Directors may also determine that a special shareholders meeting shall be held entirely by telephonic, electronic or other communication facility provided that the requirements under paragraph 14 of this Article III are met.](#)

3. CALLING OF A SPECIAL GENERAL MEETING BY SHAREHOLDERS

The Board of Directors shall be required to call a special general meeting of shareholders when holders of not less than 10% of the issued shares of the Corporation that carry the right to vote so requisition in a written notice signed by at least one of the shareholders. This requisition must state the business to be transacted at the meeting and must be sent to each director and to the head office of the Corporation. The Board of Directors must call the shareholders meeting on receiving the requisition. If the meeting is not called within twenty-one (21) days after receiving the requisition, any shareholder who signed the requisition may call the special general meeting.

4. NOTICES AND OTHER COMMUNICATIONS

Subject to the provisions of paragraph 3 of this Article III, a written notice specifying the time, place, [including that such meeting is to be held entirely by telephonic, electronic or other communication facility, as the case may be](#), and business to be transacted at the meeting must be sent to each shareholder entitled to vote at the meeting and to each director. The notice must be sent not less than 21 days and not more than 60 days before the meeting. Such notice shall be given by the Secretary or by any other officer of the Corporation appointed by the directors or by the shareholder who signed the requisition. The notice does not need to be signed by hand.

Any notice, communication or document that the Corporation must give, pursuant to the Act, the articles, these by-laws or otherwise, to a shareholder, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his recorded address, or if mailed by prepaid mail addressed to him at this recorded address.

In addition to the foregoing, any such notice, communication or document required to be given may instead be delivered by the Corporation in an electronic or other technologically enhanced format, provided that the requirements of the applicable law in respect of such delivery have been complied with in all respects, including, where required, receipt by the Corporation of the prior consent of the recipient to the delivery of such notice, communication or document in electronic or other technologically enhanced format and the designation by the recipient of the information system for receipt thereof.

5. ADDRESS OF SHAREHOLDERS

Every shareholder shall provide the Corporation with a postal address or an electronic address at which all notices intended for such shareholder may be sent.

Any notice sent to the shareholder whose name appears on the registers of the Corporation at the time of such sending is enforceable against any other person who has acquired any rights to such shares as long as such party has not otherwise requested that the registers of the Corporation be amended by entering his own name and address.

6. FAILURE TO GIVE NOTICE

Any involuntary failure to send a notice of a meeting or non-receipt of such notice by a shareholder shall not invalidate any resolution passed or any proceedings conducted at such meeting.

7. INCOMPLETE NOTICE

Any involuntary failure to mention in the notice of annual or special meeting any matter which the Act or the by-laws require to be dealt with at such meeting shall not prevent the meeting from validly dealing with such matter.

8. WAIVER OF NOTICE

Any shareholder or duly appointed proxyholder of a shareholder may, either before or after the meeting is held, waive the notice of an annual or special meeting, or any irregularity which occurred during such meeting or contained in the notice of meeting. A shareholder's presence [or representation by proxy](#) at a meeting, ~~either in person or by proxy~~, shall constitute a waiver of the notice of such meeting, unless he attends specifically to object to its being held based on the irregularity of its calling. A certificate from the Secretary or any other duly authorized officer of the Corporation or from the registrar or transfer agent of the Corporation shall constitute irrefutable proof that a notice was sent to shareholders.

9. QUORUM

Subject to provisions of the articles to the contrary, two (2) persons present ~~in person~~ and who are themselves shareholders entitled to vote at such meeting or proxyholders for an absent shareholder entitled to vote at such meeting and representing personally or by proxy twenty-five percent (25%) of the issued and outstanding shares of the Corporation carrying the right to vote at the meeting, shall constitute the required quorum to transact business at any meeting of shareholders. If a quorum is present when the meeting is opened, the shareholders who are in attendance may transact all business at such meeting, notwithstanding the fact that there may not have been a quorum throughout the entire meeting.

10. ADJOURNMENT

Whether or not there is a quorum, any meeting of shareholders may be adjourned from time to time by a vote of the majority of the shareholders then present ~~in person~~ or represented by proxy, to a date (provided such adjournment is for at least fifteen (15) days) and at the place and time determined by such shareholders without further notice than the announcement made at the meeting, if the meeting is adjourned for less than thirty (30) days. Otherwise, a notice of at least twenty-one (21) days from the date of the adjourned meeting must be given as for an original meeting. Any business that could have been transacted at a meeting prior to its adjournment may also be transacted at the meeting at which there is a quorum, in accordance with the provisions of paragraph 9 of this Article III or the articles, as the case may be. [For greater certainty, an adjourned meeting may be held entirely by telephonic, electronic or other communication facility.](#)

11. RECORD DATE

The Board of Directors may set a date prior to the date on which a meeting is to be called or held as the record date for the purpose of determining shareholders entitled to receive notice of or to vote at the meeting, and only those shareholders registered on the date so set shall be so entitled, notwithstanding any transfer of shares in the registers of the Corporation between the record date and the date on which the meeting is called or held. The record date must be not less than twenty-one (21) days and not more than sixty (60) days before the meeting.

The Board of Directors may set a date for the payment of dividends, award of rights or any other form of distribution, as the record date for determining the shareholders entitled to receive such dividend, right or distribution, and only those shareholders registered on the date so set shall be so entitled, notwithstanding any transfer of shares in the registers of the Corporation between the record date and the date the dividend is paid, the rights are granted or the distributions are made.

The Board of Directors may, in addition, fix a record date for the purpose of determining shareholders entitled to participate in a liquidation distribution or for any other purpose that it determines, in accordance with the Act.

12. VOTING AND QUALIFICATION

Unless otherwise prescribed by the Act or by the articles, each shareholder shall be entitled to one vote per share held at any meeting of shareholders. The registered shareholders who are entitled to vote at a meeting of shareholders and the number of shares held by them shall respectively be determined according to the Corporation's securities register as at the close of business on the record date for the holding of the meeting.

If two (2) or more persons hold shares jointly, the person attending the meeting of shareholders may, in the absence of the others, vote such shares. However, if two (2) or more co-holders are present or represented by proxy at the meeting and wish to vote thereat, they may only do so as one and the same person.

13. PROXYHOLDERS

Votes may be cast by the shareholder himself or by his proxyholder or by one or more substitute proxyholders. Any person, whether or not a shareholder of the Corporation, may carry out the duties of a proxyholder and act in the manner, to the extent and in accordance with the instructions set forth in the proxy. A proxyholder may also be appointed by a legal person holding at least one share of the share capital of the Corporation carrying the right to vote at the meeting.

Unless otherwise prescribed in the notice of meeting, such proxy shall be provided to the Secretary of the Corporation at least 24 hours before the meeting.

14. PARTICIPATION

Any person entitled to attend a shareholders meeting may participate in the meeting by means of ~~equipment enabling a telephonic, electronic or other communication facility, provided that the Chairman of the meeting is satisfied that~~ all participants ~~will be able~~ to communicate directly with ~~one another if each other during such meeting and~~ the Corporation makes such ~~equipment a communication facility~~ available to shareholders. [Any person participating in a meeting by telephonic, electronic or other communication facility shall be deemed to be present and attending at that meeting for all purposes.](#) A shareholder participating in a meeting by such means may vote using any equipment made available to shareholders by the Corporation, enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.

15. CHAIRMAN OF THE MEETING

The Chairman of the Board of Directors shall chair at every meeting of shareholders. In his absence, the Executive Vice-Chairman of the Board of Directors, or in his absence, the President of the Corporation, or in his absence, any person chosen by shareholders among one of their number, shall chair at such meeting.

If the meeting only consists of proxyholders, a proxyholder elected by the meeting shall then act as chairman.

16. SECRETARY

At every meeting of shareholders, the Secretary of the Corporation, or in his absence, an Assistant Secretary, or in the absence of the Secretary and any Assistant-Secretaries, a person appointed by the Chairman of the meeting, shall act as secretary.

17. RESOLUTIONS

Unless otherwise prescribed by the Act, the articles or any other provision of the by-laws, all matters submitted to meetings of shareholders, including the election of directors, shall be decided by majority vote.

18. VOTE BY SHOW OF HANDS VOTING

Unless otherwise prescribed by the Act, all voting [at a meeting of shareholders held in person](#) shall be conducted by a show of hands ~~at all shareholders' meetings~~, unless a ballot is demanded by a person holding or representing by proxy at least 10% of shares entitled to vote at the meeting. A declaration by the eChairman of the meeting that a resolution of the shareholders has been carried, or carried unanimously, or by a specified majority, or rejected, and that an entry to that effect has been made in the minutes of the meeting is, in the absence of any evidence to the contrary, proof of that fact, without it being necessary to prove the number or proportion of the votes recorded.

19. VOTE BY SECRET BALLOT

If the Chairman of the meeting so orders or if another person who also holds or represents by proxy not less than 10% of the shares entitled to vote at the meeting so demands, voting shall be by secret ballot (either before or immediately after the result of the vote by a show of hands). In such instance, the secret ballot shall be held in the manner determined by the eChairman of the meeting.

[Unless otherwise prescribed by the Act, all voting at a meeting of shareholders held entirely by telephonic, electronic or other communication facility shall be conducted by virtual ballot. A declaration by the Chairman of the meeting that a resolution of the shareholders has been carried, or carried unanimously, or by a specified majority, or rejected, and that an entry to that effect has been made in the minutes of the meeting is, in the absence of any evidence to the contrary, proof of that fact, without it being necessary to prove the number or proportion of the votes recorded.](#)

[If a meeting of shareholders is held both in person and by telephonic, electronic or other communication facility, the votes of shareholders participating by telephonic, electronic or other communication facility will be counted as if they were present in person at the meeting.](#)

19. 20. SCRUTINEERS

The Chairman of the meeting may appoint scrutineers (who may but need not be directors, officers, employees or shareholders of the Corporation) who shall act according to his instructions.

Article IV - Directors

1. NUMBER

Subject to the provisions of the Act,

- 1.1 The Corporation shall be administered by a Board of Directors consisting of a minimum of one (1) member and a maximum of fifteen (15);
- 1.2 The number of members in office shall be determined from time to time by resolution of the Board of Directors or by ordinary resolution of the shareholders but any reduction in the number of members shall not have the effect of reducing the term of office of the directors in office.

2. ELIGIBILITY

Unless otherwise provided for in the articles, a director shall not be required to be a shareholder of the Corporation. A director shall be at least eighteen (18)

years of age but it is not necessary that he be a resident of Canada or Quebec.

3. ELECTION AND TERM OF OFFICE

Unless otherwise provided for in the by-laws, the directors shall be elected by the shareholders at the annual meeting; the outgoing directors may be reelected. Such election shall be by a show of hands, unless a ballot is requested in accordance with the provisions of paragraph 189 of Article III, [or by virtual ballot, as the case may be.](#)

If the election of the directors does not take place at the annual meeting, it can be held at a subsequent special general meeting duly called for such purpose. The outgoing directors shall remain in office until their successors are elected.

If the articles so provide, the directors may appoint one or more additional directors to hold office for a term expiring not later than the close of the next annual shareholders meeting, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual shareholders meeting.

A director's mandate ends upon death, resignation, removal or at such time that the director becomes disqualified to act as a director.

4. VACANCIES

So long as the directors remaining in office constitute a quorum, they shall be entitled to act even if there is a vacancy on the Board of Directors. The Board of Directors shall also be entitled to elect a new director to fill a seat left vacant following the death, resignation, disqualification or removal of a director which has not been filled by the shareholders. The shareholders who are entitled to vote shall also be entitled to elect directors in the case of vacancy at any annual meeting, or at a special general meeting duly called to fill such vacancies.

5. REMUNERATION

The Board of Directors may, from time to time, by resolution of the Board, determine the remuneration of the directors. The directors shall be entitled to be reimbursed for their travel expenses to attend meetings of the Board of Directors or of any committee of the Board of Directors, as well as all costs, charges and expenses reasonably incurred in the exercise of their functions.

6. DISQUALIFICATION

The office of a director shall be vacated ipso facto if the director:

- 6.1 ceases to be qualified, or
- 6.2 becomes bankrupt or insolvent or makes a compromise or arrangement with his creditors, or
- 6.3 is interdicted or is placed under tutorship or curatorship, or
- 6.4 is of unsound mind, or found incapable by a court of another province or country, or
- 6.5 is removed from office as set forth below;

but any acts performed in good faith by a disqualified director shall be valid.

7. RESIGNATION

Any director may at any time tender his resignation in writing. Such resignation shall become effective at the time the written resignation is received by the Corporation or the time specified in the resignation, whichever is later.

8. REMOVAL FROM OFFICE

The holders of the majority of the shares of the Corporation carrying the right to vote may, at any time, at a special general meeting of shareholders duly called for such purpose, remove any director of the Corporation from office before the end of the director's term, with or without cause. The director who is to be removed from office shall be informed of the place and time of the meeting within the same time as for the calling of the meeting. He may attend the meeting and be heard or, in a written statement read by the person presiding over the meeting, explain why he opposes the resolution proposing his removal.

9. GENERAL POWERS OF DIRECTORS

The Board of Directors shall exercise all the powers necessary to manage, or supervise the management of, the business and affairs of the Corporation.

10. CONFLICT OF INTEREST

A director shall avoid placing himself in a situation where his personal interest would be in conflict with his obligations as a director of the Corporation and shall disclose in the manner set forth in the Act the nature and value of any interest he has in a contract or transaction to which the Corporation is party.

Furthermore, a director shall disclose in the manner set forth in the Act any contract or transaction to which the Corporation and (a) an associate of the director, (b) a group of which the director is a director or officer, or (c) a group in which the director or an associate of the director has an interest, are party.

As required by the Act, a director who has such an interest shall abstain from participating in deliberations and voting on the matter. However, this rule shall not apply to matters relating to the director's remuneration, his conditions of employment and other exceptions set forth in the Act.

The director who has such an interest shall leave the meeting while the Board of Directors deliberates and votes on the transaction or contract in question. The same principle applies to a director who holds an interest in an offer or making a takeover bid for the shares of the Corporation while the Board of Directors deliberates and votes on said bid.

11. BORROWING

Without limiting the powers of the directors under the Act, the directors may from time to time on behalf of the Corporation:

- 11.1 borrow money upon the credit of the Corporation;
- 11.2 issue, pledge or sell debentures and other securities of the Corporation at such prices and for such amounts as are deemed appropriate;
- 11.3 hypothecate or otherwise encumber the immovable and movable property of the Corporation;
- 11.4 delegate in whole or in part the aforementioned powers to one or more officers of the Corporation, to such extent and upon such terms and conditions as are set forth in the resolution respecting the delegation of powers.

The provisions of this paragraph are in addition to those of any borrowing by-law adopted for banking purposes. However, the provisions of any such borrowing by-law do not have the effect of limiting the directors' powers under section 115 of the Act nor shall they be interpreted so as to limit their powers thereunder.

Article V - Meetings of the Board of Directors

1. REGULAR MEETINGS

Unless it decides otherwise, the Board of Directors shall, without notice, meet immediately after the annual meeting of shareholders ~~and at the same place~~, or immediately after a special general meeting of shareholders at which directors were elected ~~and at the same place~~, to elect a Chairman of the Board, appoint the officers of the Corporation and transact any other business. [For greater certainty, such meetings may be held entirely by telephonic, electronic or other communication facility.](#)

The Board of Directors may set a day or days in any month for the holding of regular meetings of the Board of Directors, at the place and time set by the Board. A copy of any resolution of the Board of Directors setting the place and time of such regular meeting shall be sent to each director immediately after it is passed. No other notice shall be required for any regular meeting except where the Act requires that the purpose or the business to be transacted at such meetings be specified. [For greater certainty, such meetings may be held entirely by telephonic, electronic or other communication facility.](#)

2. OTHER MEETINGS

The Board of Directors may meet at any time and at any place and for any purpose whatsoever, at the call of the Chairman of the Board, the President of the Corporation or a director, provided that a notice is duly sent to each director, or without notice if all of the directors are present or waive the notice of meeting in writing or by other, electronic means of communication. [For greater certainty, such meetings may be held entirely by telephonic, electronic or other communication facility.](#)

3. PARTICIPATION

The directors may participate in a meeting of the Board of Directors by ~~such means, particularly by telephone or video-conferencing, as permit all persons participating in the meeting to hear~~ [means of a telephonic, electronic or other communication facility that permits all participants in the meeting to communicate adequately with](#) each other. They shall then be deemed to have been present ~~and attending~~ at the meeting.

4. NOTICES OF MEETINGS

In all instances, a notice shall be deemed to be sufficient if it indicates the time and place of the meeting, [including that such meeting is to be held entirely by telephonic, electronic or other communication facility, as the case may be](#), and is sent by any methods of transmission permitted under the Act and the by-laws at least forty-eight (48) hours before the meeting. It shall be sent to the director's last known business ~~or~~, home ~~or~~ [electronic](#) address. In the event of an emergency, such time shall be shortened to twenty-four (24) hours. The notice shall be given by the Secretary or by any other officer designated by the President of the Corporation or the directors. To the extent permitted under the Act, the notice need not be signed or specify the nature of the business to be transacted at the meeting.

5. QUORUM

A majority of the directors in office from time to time shall constitute a quorum at any meeting of the Board of Directors. Quorum shall exist for the entire meeting of the Board.

6. ADJOURNMENT

Whether or not there is a quorum, any meeting of the Board of Directors may be adjourned from time to time by a vote of a majority of the directors present and subsequently resumed without the requirement that a new notice be given, if the time and place of the adjourned meeting is announced at the same time as the adjournment. [For greater certainty, an adjourned meeting may be held entirely by telephonic, electronic or other communication facility.](#) At the adjourned meeting, the Board of Directors may validly transact business in accordance with the terms established at the time of the adjournment provided that there is a quorum. The directors who constituted a quorum at the original meeting do not have to constitute the quorum at the adjourned meeting. If there is no quorum at the adjourned meeting, the meeting is deemed to have ended at the preceding meeting at which the adjournment was announced.

7. VOTING

Subject to the provisions of the Act and the by-laws limiting the right to vote, each director is entitled to one vote. Any matters submitted to a meeting of the directors shall be decided by a majority of votes. Voting shall be by show of hands, unless a ballot is requested by the person presiding over the meeting or by a director, in which case the vote shall be by [ballot, or by virtual](#) ballot. If voting is by ballot, [including virtual ballot](#), the secretary of the meeting shall be the scrutineer and shall count the ballots. Voting by proxy is not allowed for meetings of directors.

8. CHAIRMAN OF THE BOARD

The Chairman of the Board shall preside over all meetings of the Board of Directors. If there is no Chairman of the Board or if he is absent, the meeting shall be chaired by the Executive Vice-Chairman of the Board if there is one or, if there is no Executive Vice-Chairman or if he is absent, by the President of the Corporation if he is a director or, if he is not a director or he is absent, by a Vice-President if he is a director. In their absence, any director chosen by the majority of the members of the Board of Directors shall preside over the meeting.

9. SECRETARY

At any meeting of the directors, the Secretary of the Corporation or, in his absence, an Assistant Secretary, or in the absence of an Assistant Secretary, any person appointed by the person presiding over the meeting shall act as secretary.

10. WAIVER OF NOTICE

Any director may, in writing, waive notice of a meeting of the Board either before or after the meeting is held. Attendance of a director at the meeting shall be a waiver unless the director attends for the sole purpose of objecting to the meeting on the grounds that it was not lawfully called.

11. VALIDITY OF ACTS OF DIRECTORS

Any act by the Board of Directors or by any person acting as a director, even if it is later discovered that there is an irregularity in the election or appointment of the director or the person acting as such or a defect in the qualification of one or more members of the Board of Directors, shall be as valid as if each such person had been duly appointed or elected or were qualified to be a director.

12. WRITTEN RESOLUTIONS

Resolutions in writing, signed by all the directors entitled to vote on such resolutions at meetings of the Board or a committee, have the same force as if they had been passed during such meetings. A copy of such resolutions shall be kept with the minutes of the meetings of the Board or the committee in question.

Article VI - Officers

1. OFFICERS

The Board of Directors may appoint any officers and any other mandataries as it deems appropriate and determine their titles, functions, powers and remuneration. The same person may hold more than one office. Except for the Chairman of the Board, who must be a director, an officer need not be a director or shareholder of the Corporation. Each officer or mandatary may be removed at any time by the Board of Directors. Any officer or mandatary may resign at any time by way of notice to the Corporation.

Article VII - Committees

1. COMMITTEES OF DIRECTORS

The Board of Directors may create a committee or committees of directors, the designation and composition of which shall be at the discretion of the Board of Directors, and may delegate to such committee or committees all the powers of the Board of Directors except those which, under the Act, must be exercised by the Board of Directors or those which the Board of Directors may expressly reserve for itself. The Board of Directors may, by choosing among its members, fill any vacancy occurring on any of its committees for any reason whatsoever. Members of any Board committee shall have the right to receive for their services the remuneration that the directors may determine by resolution.

2. PROCEDURE

The meetings of each committee shall be held at the specified time and place at the call of the chairman of the committee or, in his absence, of a member of the said committee. Unless otherwise determined by the Board of Directors, each committee shall have the power to determine the quorum provided it is not ~~be not~~ less than a majority of the members, appoint its chairman and determine its internal procedure. The powers of the committee may be exercised at a meeting at which there is a quorum or by written resolution signed by all of the members entitled to vote on such resolution. The members of any committee may, if all the members consent, participate in a meeting of such committee by ~~such means, particularly by telephone or teleconferencing, as permit all persons participating in the meeting to hear~~ means of a telephonic, electronic or other communication facility, that permits all participants in the meeting to communicate adequately with each other. They shall then be deemed to have been present at the meeting.

Article VIII - Seal

1. DESCRIPTION

The Corporation may possess a seal on which its name shall be engraved. The seal or any amendment thereto shall be adopted by resolution of the directors. It shall be authenticated by the signature of the President or Secretary.

Article IX - Liability of Directors, Officers and Other Persons

1. LIMITATION OF LIABILITY

Within the limits permitted under the Act, no director or officer of the Corporation shall be liable for the acts, omissions or default of any other director, officer, mandatary or employee, or for any loss, damage or expense incurred by the Corporation due to an insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation, or the insufficiency of any security in or upon which the Corporation has invested money, or for any loss or damage arising from the bankruptcy, the insolvency or the delictual or quasi-delictual acts of any person, firm or group with whom or which moneys, securities or effects have been lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of his duties or in relation thereto.

2. INDEMNIFICATION

The Corporation shall indemnify any director or officer of the Corporation, any former director or officer of the Corporation, or any person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses reasonably incurred in the exercise of their functions, including an amount paid to settle an action or satisfy a judgment if:

2.1 The person acted with honesty and loyalty in the interest of the Corporation or the aforesaid group; and

2.2 In the case of a proceeding that is enforced by a monetary penalty, the person had reasonable grounds to believe that his conduct was lawful.

Nothing in the present paragraph shall limit the ability of the Corporation to offer greater indemnities, within the limits permitted under the Act.

3. INSURANCE

Subject to the provisions of the Act, the Corporation may purchase and maintain, for the benefit of the persons mentioned in paragraph 2 of this Article IX and the Corporation's other mandataries, as well as any other person who acts or acted in such capacity or who, at the Corporation's request, acts or acted in such capacity for another group, such insurance as may be determined from time to time by the Board of Directors.

Article X - Share Capital

1. CERTIFICATES AND TRANSFER OF SHARES

Certificates representing the shares of the share capital of the Corporation shall bear the signatures of the President or a Vice-President and of the Secretary or an Assistant Secretary of the Corporation. Any certificate bearing a signature of an authorized officer shall be valid, notwithstanding that the signatory has since ceased to hold that position.

2. TRANSFER AGENTS

The Board of Directors may appoint or remove transfer agents or registrars and adopt provisions governing the transfer of shares and the registration thereof. Any share certificate issued after such appointment must be countersigned by such agents, failing which the certificate shall be invalid.

3. LOST, WRONGFULLY TAKEN, MUTILATED OR DESTROYED CERTIFICATES

In the event that a share certificate held by a shareholder is lost, wrongfully taken, mutilated or destroyed, the fact of such loss, wrongful taking, mutilation or destruction shall be reported to the Corporation or transfer agent (if any) by such shareholder with proof by way of an affidavit or a statutory declaration by the shareholder or other proof that the directors may require concerning such loss, wrongful taking, mutilation or destruction and the circumstances thereof, accompanied by the shareholder's request to have a new certificate issued in replacement of the one that was lost, wrongfully taken, mutilated or destroyed. Upon reception by the Corporation (or if there are one or more transfer agents and registrars, then by the Corporation and by such transfer agents and registrars or by any one of them) of such security (if any) as may be required by the Board of Directors (or by the transfer agents and registrars, if any) in a form approved by the Corporation's legal counsel, indemnifying the Corporation (and its transfer agents and registrars, if any) against any loss, damage or costs which the Corporation and/or the transfer agents and registrars, if any, may incur by issuing a new certificate to the said shareholder, a new certificate may be issued to replace the one that was lost, wrongfully taken, mutilated or destroyed, provided that such issuance is ordered by the President or a Vice-President or the Secretary or Treasurer of the Corporation then in office or by the Board of Directors.

4. JOINT SHAREHOLDERS

If two (2) or more persons are registered as the joint holders of any share, the Corporation shall not be required to issue more than one certificate to such persons, and the delivery of such a certificate to one of such persons shall be sufficient in respect of all such persons. Each such person may give a receipt for the certificate issued to such persons or for any dividends, bonuses, discounts or other moneys payable or purchase rights relating to such share.

5. DECEASED SHAREHOLDERS

In the event a shareholder or one of the joint shareholders dies, the Corporation shall not be required to enter any registrations in this regard in the security register or make any payment of dividends on such shares or other distribution in respect thereof without the prior filing of any documents that may be required under the Act and in accordance with the reasonable requirements of the Corporation and its transfer agent, if any.

Article XI - Fiscal Year and Dividends

1. FISCAL YEAR

The Corporation's fiscal year shall end each year on the last day of the month of December.

2. DIVIDENDS

The Board of Directors may, from time to time and in compliance with the Act, declare and pay dividends to the shareholders according to their respective rights.

The directors may declare dividends payable in cash, in assets or in fully paid shares and pay same to the shareholders according to their entitlement and interest. Any cash dividends shall be paid by cheque or money order sent by mail to the address shown in the registers or, in the case of joint holders, to the address of the holder appearing first in the registers as one of the joint holders of such shares, or by any electronic means deemed acceptable by the Board of Directors. Such cheques or money orders shall be made to the order of the registered holder and, in the case of joint holders, jointly in the names of all the joint holders. The sending of such cheques or money orders shall release the Corporation from any liability for such dividend up to the amount represented by such cheque or money order plus the amount of any taxes deducted or withheld, unless such cheque or money order is not paid upon presentation. No unpaid dividends shall bear interest.

In the event that a cheque or money order representing a dividend amount is not received by the person to whom it was sent as mentioned above, the Corporation shall issue such person a cheque or money order in replacement of the cheque or money order not received for a similar amount on such conditions regarding indemnification, reimbursement of costs and proof of non-receipt and title as the Board of Directors may prescribe from time to time, in general or in a specific case.

Any dividends unclaimed after a period of six (6) years from the date they were declared payable shall be forfeited and shall revert to the Corporation.

Article XII - Negotiable Instruments, Contracts, Voting of Shares and Interests and Judicial Declarations

1. CHEQUES, BILLS OF EXCHANGES, ETC.

All cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed by the person or officer designated by the Board of Directors or any committee or person to whom the Board shall delegate this authority, generally or specifically. Unless a resolution to the contrary is passed by the Board of Directors, all endorsements of cheques, bills of exchange, promissory notes or other negotiable instruments payable to the Corporation shall be made for collection and deposit to the credit of the Corporation with a bank or duly authorized depository. Such endorsements may be made by way of a stamp or other device.

2. CONTRACTS, ETC.

Any contracts or other documents in writing made in the normal course of the business of the Corporation and requiring the Corporation's signature may be validly signed by the Chairman of the Board, the President of the Corporation, any Vice-President, the Secretary, the Treasurer or the Assistant Secretary, and all contracts or other documents made in writing so signed shall bind the Corporation, without further formality or authorization. The Board of Directors shall have the power to appoint, by resolution and from time to time, any other officer or any other person to sign contracts or other documents made in writing on behalf of the Corporation, which authorization may be general or specific. The Corporation's seal may, if required, be affixed to such contracts or other documents in writing signed as aforesaid.

3. VOTING OF SHARES AND INTERESTS OF OTHER LEGAL PERSONS OR OTHER UNINCORPORATED GROUPS

Unless otherwise decided by the Board of Directors, the Chairman of the Board, the President of the Corporation, any Vice-President, the Secretary, the Treasurer or the Assistant Secretary shall each have the power and authority, for and on behalf of the Corporation to:

- 3.1 Attend, act and vote at any meeting of the shareholders or other holders of interests of any corporation, legal person or other group in which the Corporation may, from time to time, hold shares or other interests and at such meeting he shall be entitled to exercise each and every one of the rights and powers attaching to the ownership of such shares or other interests as though he were the owner thereof; or
- 3.2 Issue one or more proxies authorizing other persons to act in the manner described above.

The Directors may, from time to time, grant the same powers to any other person.

4. JUDICIAL DECLARATIONS

The Chairman of the Board, the President of the Corporation, any Vice-President, the Secretary, the Treasurer or the Assistant Secretary, shall be authorized under this by-law to make, on behalf of the Corporation, any garnishment declaration, before or after judgment, and to answer any examination on the facts and particulars and other proceedings which may be necessary in any litigation involving the Corporation to make any application for dissolution or liquidation, or any petition in bankruptcy against any debtor of the Corporation and grant powers of attorney in connection with such proceedings; to represent the Corporation at any meeting of creditors in which the Corporation has interests to be safeguarded and to vote and make any decisions at such meetings. It shall, however, be in the board's discretion to appoint, by resolution, any other person for the purpose of representing the Corporation for the above-mentioned purposes.

~~ADOPTED BY THE BOARD OF DIRECTORS ON MARCH 14, 2011~~

~~RATIFIED BY THE SHAREHOLDERS ON MAY 12, 2011~~

ADOPTED BY THE BOARD ON MARCH 26, 2020

RATIFIED BY THE SHAREHOLDERS ON ●, 2020

Schedule K Virtual Meeting Guide



VIRTUAL MEETING GUIDE

Attending the meeting electronically

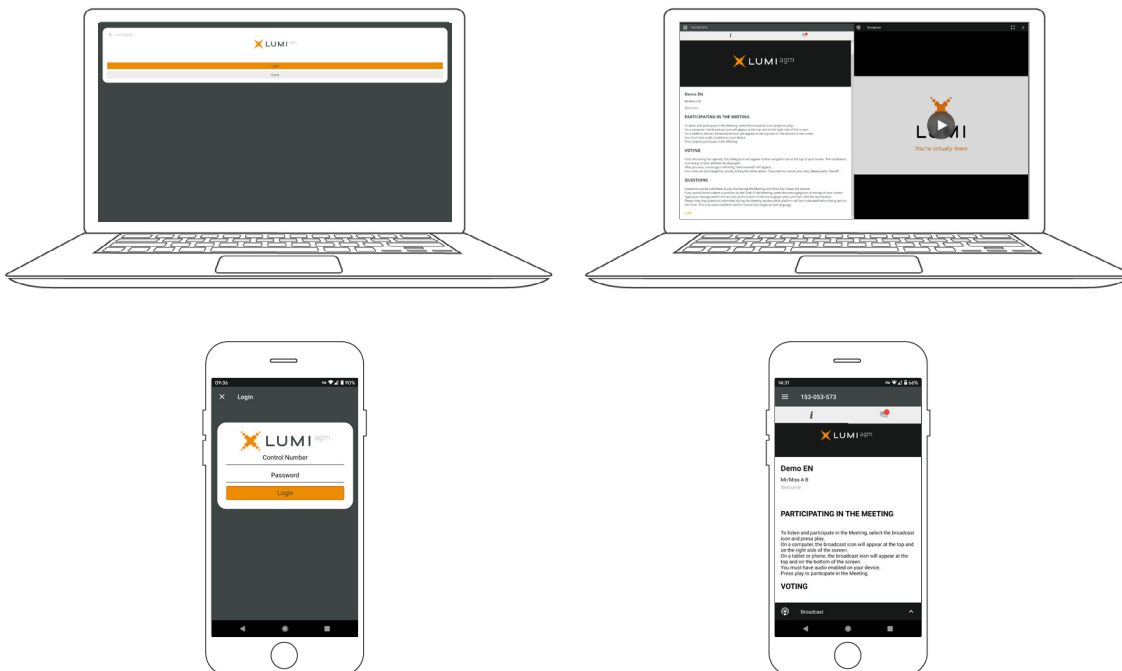
This year we will be conducting a virtual meeting giving you the opportunity to attend online, using your smartphone, tablet or computer.

You will be able to view a live audio webcast of the meeting, ask the board and management questions and cast your votes in real time.

Simply go to <https://web.lumiagm.com/161344318>. You must copy-paste or type this exact address in your web browser, either on your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Edge or Firefox. **NOTE THAT INTERNET EXPLORER IS NOT COMPATIBLE.** Please ensure your browser is compatible by logging in early.

If you have voting rights, click “Login” and then enter your control number and password “cascades2020”. If you are a guest, select “Guest” instead and fill in the form.

You will be able to log into the platform from 10:00 a.m. on June 25, 2020.



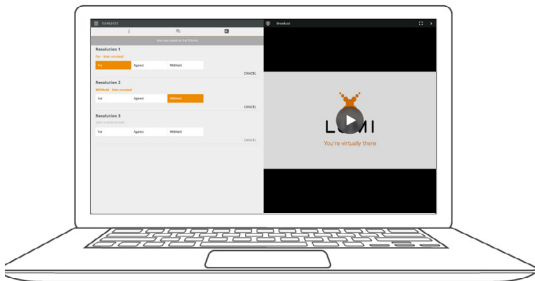


NAVIGATION

When successfully authenticated, the info screen will be displayed. You will then be able to view company information, ask questions and watch the webcast.

If you would like to watch the **webcast**, press the broadcast icon.

If viewing on a computer, the webcast will appear at the side automatically once the meeting has started.



VOTING

Once a ballot is opened, the resolutions and voting choices will be displayed on your screen.

To cast your vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received. **For - Vote received**

To change your vote, simply select another voting option before the ballot closes. If you wish to cancel your vote, press "Cancel" before the ballot closes.



SUBMITTING QUESTIONS

Any voting member attending the meeting is eligible to submit questions in writing. This can be done directly on the LUMI platform.

If you would like to ask a question, select the messaging icon

Messages can be submitted at any time during the Q&A session up until the Chair closes the session.

Type your message within the chat box at the bottom of the messaging screen. Press the send button once it is ready.

Questions sent via the LUMI platform will be moderated before being sent to the Chair in order to avoid repetition and remove any inappropriate language.





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