



Management Proxy Circular

**GEORGE WESTON LIMITED
ANNUAL MEETING OF SHAREHOLDERS**

MAY 9, 2013

THIS DOCUMENT CONTAINS

- NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
- MANAGEMENT PROXY CIRCULAR



MANAGEMENT PROXY CIRCULAR

TABLE OF CONTENTS

Page

INVITATION TO SHAREHOLDERS

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

VOTING INFORMATION

About this Circular and Related Proxy Materials	1
Questions and Answers on the Voting Process	1
General Information	4
Share Capital and Principal Shareholder	4

BUSINESS TO BE TRANSACTED AT THE MEETING

Receiving the Financial Statements	5
Election of the Board of Directors	5
Director Compensation	13
Appointment of the External Auditors	16

CORPORATE GOVERNANCE

Governance Committee	18
Governance Committee Report to Shareholders	20

COMPENSATION DISCUSSION AND ANALYSIS

Introduction	23
Executive Compensation Philosophy	23
Risk and Executive Compensation	24
Role of Management and Compensation Consultants	25
Components of Compensation	27
2012 Named Executive Officer Compensation	29
2012 Compensation Decisions Regarding the Named Executive Officers	40
Termination and Change of Control Benefits	42
Compensation Decisions for 2013	43
Performance Graph	45
Summary Compensation Table	46
Incentive Plan Awards	47
Pension Plan and Long Service Executive Arrangements	47
Indebtedness of Directors, Executive Officers and Employees	49

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Introduction	50
Corporate Governance Matters	57

OTHER INFORMATION

Director and Officer Liability Insurance	59
Normal Course Issuer Bid	59
Additional Information	59
Shareholder Proposals	59
Contacting the Board of Directors	59
Board Approval	60

SCHEDULE A

Mandate of the Board of Directors	61
-----------------------------------	----



March 18, 2013

Dear Fellow Shareholder,

It is my pleasure to invite you to our Annual Meeting of Shareholders, which will be held on Thursday, May 9, 2013, at 11:00 a.m. (local time) at The Royal Conservatory, TELUS Centre for Performance and Learning, Koerner Hall, 273 Bloor Street West, Toronto, Ontario, Canada. The Notice of Annual Meeting of Shareholders and related materials are enclosed.

This Management Proxy Circular describes the business to be conducted at the meeting and other important matters. The Circular contains information on our corporate governance practices and our approach to executive compensation. It is important that you exercise your vote, either in person at the meeting or by completing and sending in your proxy form. Please read the enclosed materials as they contain relevant information for voting on the business to be conducted at the meeting.

We hope you will be able to join us in person or through our webcast, which will be available live at the Investor Centre section of our website at www.weston.ca. This meeting is an opportunity to meet, listen to and ask questions of the people who are responsible for the performance of the Corporation. The webcast of the meeting will be archived on our website following the meeting.

We look forward to seeing you at the meeting.

Yours very truly,

A handwritten signature in black ink that reads "W. Galen Weston". The signature is written in a cursive style with a prominent flourish at the end.

W. Galen Weston
Executive Chairman



Notice of Annual Meeting of Shareholders

The 2013 Annual Meeting of Shareholders of George Weston Limited will be held on Thursday, May 9, 2013, at 11:00 a.m. (local time) at The Royal Conservatory, TELUS Centre for Performance and Learning, Koerner Hall, 273 Bloor Street West, Toronto, Ontario, Canada, for the following purposes:

1. to receive the consolidated financial statements for the financial year ended December 31, 2012, and the external auditors' report thereon;
2. to elect the directors;
3. to appoint the external auditors and authorize the directors to fix the external auditors' remuneration; and
4. to transact such other business as may properly be brought before the Annual Meeting or any adjournment thereof.

Shareholders of record at the close of business on March 15, 2013 are entitled to vote at the Annual Meeting. Shareholders are entitled to vote at the Annual Meeting either in person or by proxy. Any shareholder who is unable to attend the Annual Meeting in person is requested to either complete, date, sign and return the enclosed form of proxy in the envelope provided for that purpose to the Corporation's transfer agent, Computershare Investor Services Inc., or vote via the Internet.

The Management Proxy Circular and form of proxy accompany this Notice of Annual Meeting of Shareholders.

Dated at Toronto, Ontario, this 18th day of March, 2013.

BY ORDER OF THE BOARD OF DIRECTORS,

A handwritten signature in black ink, appearing to read "RABM", written over a white background.

Robert A. Balcom

Senior Vice President, General Counsel — Canada and Secretary

VOTING INFORMATION**ABOUT THIS CIRCULAR AND RELATED PROXY MATERIALS**

We are providing you with this Management Proxy Circular (the “Circular”) and other proxy materials in connection with the 2013 Annual Meeting of Shareholders (the “Meeting”) of George Weston Limited (the “Corporation”) to be held on Thursday, May 9, 2013, at 11:00 a.m. (local time) at The Royal Conservatory, TELUS Centre for Performance and Learning, Koerner Hall, 273 Bloor Street West, Toronto, Ontario, Canada.

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

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

Unless otherwise indicated, the information contained in this Circular is given as of March 18, 2013 and all dollar amounts used are in Canadian dollars.

QUESTIONS AND ANSWERS ON THE VOTING PROCESS**Q: What items of business am I voting on?**

A: You will be voting on:

- the election of directors; and
- the appointment of the external auditors and authorization of the directors to fix the external auditors’ remuneration.

Q: Am I entitled to vote?

A: You are entitled to vote if you were a holder of common shares of the Corporation (“Common Shares”) as at the close of business on March 15, 2013, which is the record date of the Meeting. Each Common Share is entitled to one vote.

Q: How do I vote?

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

Q: Am I a registered shareholder?

A: You are a registered shareholder if you hold Common Shares in your own name and you have a share certificate. As a registered shareholder, you are identified on the share register maintained by the Corporation’s registrar and transfer agent, Computershare Investor Services Inc. (“Computershare”), as being a shareholder.

Q: Am I a non-registered shareholder?

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

With respect to non-registered shareholders, the Corporation distributes copies of the Circular and other proxy materials in connection with the Meeting to intermediaries so that they may distribute the materials to the non-registered shareholders. Such intermediaries often forward the materials to non-registered shareholders through a service company (such as Broadridge Investor Communications Corporation). Non-registered shareholders who have not objected to their intermediary disclosing certain information about them to the Corporation are referred to as “NOBOs”, whereas non-registered shareholders who have objected to their intermediary disclosing ownership information about them to the Corporation are referred to as “OBOs”. The Corporation will pay for an intermediary to deliver the proxy-related materials to OBOs.

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

A: If you are a registered shareholder, you may vote your Common Shares at the Meeting or by proxy.

1. Voting at the Meeting

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

2. Voting by proxy

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

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

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

To appoint another person or company to be your proxyholder, you must insert the other person’s or company’s name in the blank space provided. That person or company must be present at the Meeting to vote your Common Shares. If you do not insert a name in the blank space, the management representatives named above are appointed to act as your proxyholder. You may also use a different form of proxy than the one included with the materials sent to you.

Please note that in order for your vote to be recorded, your proxy must be received by Computershare at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 no later than 5:00 p.m. (local time) on May 7, 2013, or one business day before any adjournment of the Meeting.

Q: How will my shares be voted?

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

Unless contrary instructions are provided, Common Shares represented by proxies received by management will be voted:

- **FOR the election of the directors; and**
- **FOR the re-appointment of KPMG LLP as the external auditors of the Corporation and the authorization of the directors to fix the external auditors' remuneration.**

Q: What if my Common Shares are registered in more than one name or in the name of a company?

A: If the Common Shares are registered in more than one name, all registered persons must sign the form of proxy. If the Common Shares are registered in a company's name or any name other than your own, you must provide documents showing your authorization to sign the form of proxy for that company or name.

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

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

1. Through your intermediary

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

2. Attend the Meeting

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

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

3. Designate another person to be appointed as your proxyholder

You can choose another person (including someone who is not a shareholder of the Corporation) to vote for you as proxyholder. If you appoint someone else, he or she must be present at the Meeting to vote for you. If you wish to appoint a proxyholder, you should insert that person's name in the space provided on the voting instruction form provided to you by your intermediary and sign and return it in accordance with the instructions provided. By doing so, you are instructing your intermediary to appoint that person as proxyholder. When your proxyholder arrives at the Meeting, he or she should register with Computershare at the registration table.

Q: Can I revoke my proxy or voting instruction?

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

- you may submit a new proxy to Computershare before 5:00 p.m. (Eastern Standard Time) on May 7, 2013, or the business day before any adjournment of the Meeting; or
- you (or your attorney, if authorized in writing) may sign a written notice of revocation addressed to the Secretary of the Corporation and deposited at the registered office of Computershare at any time up to and including the last business day preceding the day of the Meeting or any adjournment of the Meeting, at which the proxy is to be used; or
- you (or your attorney, if authorized in writing) may sign a written notice of revocation and deliver it to the Chair of the Meeting on the day of the Meeting, or any adjournment of the Meeting, at which the proxy is to be used.

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

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

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

GENERAL INFORMATION

Q: How many shares are entitled to be voted?

A: As of March 15, 2013, there were 127,645,899 Common Shares outstanding. Each Common Share is entitled to one vote on each matter to be voted upon at the Meeting.

Q: Who counts the vote?

A: For any matter for which a vote is taken at the Meeting by ballot, the votes, including those cast by way of proxies, will be counted by the scrutineers appointed at the Meeting. Representatives of Computershare will act as scrutineers at the Meeting.

Q: Who is soliciting my proxy?

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

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

Q: Who do I contact if I have questions?

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

SHARE CAPITAL AND PRINCIPAL SHAREHOLDER

As of March 15, 2013, there were 127,645,899 Common Shares outstanding. Mr. W. Galen Weston beneficially owned, directly and indirectly through companies which he controls, including Wittington Investments, Limited ("Wittington"), a total of 80,724,599 Common Shares, representing approximately 63% of the outstanding Common Shares. To the knowledge of the Corporation, no other person beneficially owns, directly or indirectly, or exercises control or direction over, 10% or more of the outstanding Common Shares.

BUSINESS TO BE TRANSACTED AT THE MEETING

The following business will be transacted at the Meeting:

1. RECEIVING THE FINANCIAL STATEMENTS

- Management will present the consolidated financial results at the Meeting and shareholders and proxyholders will be given an opportunity to discuss these results with management.

2. ELECTION OF THE BOARD OF DIRECTORS

- 12 nominee directors are proposed for election to the board of directors of the Corporation (the “Board”). Shareholders and proxyholders can vote on the election of the directors.

3. APPOINTMENT OF THE EXTERNAL AUDITORS

- The Board recommends the re-appointment of KPMG LLP as the Corporation’s external auditors. Shareholders and proxyholders can vote on the re-appointment of the external auditors and authorize the Board to fix the external auditors’ compensation.

RECEIVING THE FINANCIAL STATEMENTS

The Corporation’s annual consolidated financial statements and management’s discussion and analysis for the year ended December 31, 2012 and the external auditors’ report thereon will be placed before the shareholders at the Meeting. These documents are included in the Corporation’s 2012 Annual Report. Copies of the 2012 Annual Report in English or French may be obtained from the Secretary of the Corporation upon request and will be available at the Meeting. The 2012 Annual Report in English or French is also available on SEDAR at www.sedar.com or on the Corporation’s website at www.weston.ca.

ELECTION OF THE BOARD OF DIRECTORS***Introduction***

The Board, directly and through its committees, supervises and oversees the management of the business and affairs of the Corporation with the goal of enhancing long-term shareholder value. The Board has five standing committees: the Audit Committee; the Governance, Human Resource, Nominating and Compensation Committee (the “Governance Committee”); the Environmental, Health and Safety Committee; the Pension Committee; and the Executive Committee.

Board Responsibilities and Duties

The Board reviews the Corporation’s strategic direction, assigns responsibility to management for the achievement of that direction, approves major policy decisions and significant transactions, delegates to management the authority and responsibility in day-to-day affairs and reviews management’s performance and effectiveness. The Board’s expectations of management are communicated to them directly and through committees of the Board. The Board approves the Corporation’s goals, objectives, operating budgets and strategies, which take into account the opportunities and risks of the business. The Board also regularly receives reports on the operating results of the Corporation and enterprise risk management matters as well as reports on certain non-operational matters, including insurance, pensions, corporate governance, health and safety, legal and treasury matters. The Board also closely monitors any potential conflicts of interest between the Corporation and its affiliates, including Loblaw Companies Limited (“Loblaw”), and reviews any material related party transactions. A copy of the Board’s mandate is attached as Schedule “A” to this Circular.

Position on Majority Voting

A majority voting policy generally requires that any nominee for director of a corporation who receives a greater number of votes “withheld” than “for” his or her election must tender his or her resignation for consideration by the corporation’s board. The Toronto Stock Exchange (“TSX”) Company Manual requires all public companies to disclose whether they have adopted a majority voting policy and, if not, to explain their rationale for not adopting majority voting.

The Corporation is a “controlled company” by virtue of Mr. W. Galen Weston’s direct and indirect ownership of approximately 63% of the Common Shares. Controlled companies have unique considerations in relation to corporate governance. This uniqueness and the prevalence of controlled companies in Canada have been noted by regulators, market participants and organizations such as the Canadian Coalition for Good Governance. In a controlled company, the controlling shareholder has the ability to control the outcome of the election of directors making it virtually impossible that more votes for an individual director will be “withheld” than voted “for”. For this reason, the Board does not believe it is necessary to implement a majority voting policy. At the Meeting, the nominees will be voted on individually. In accordance with securities law requirements, the voting results for each nominee will be publicly disclosed. The Governance Committee will review and consider the voting results for each individual nominee.

Proposed Nominees

The Board has determined that the number of nominees proposed for election at the Meeting will be 12. The nominees proposed for election as directors were recommended to the Board by the Governance Committee. The proposed nominees to the Board are listed below:



A. Charles Baillie	Darren Entwistle	Isabelle Marcoux	Thomas F. Rahilly
Paviter S. Binning	Anthony R. Graham	Sarabjit S. Marwah	Barbara Stymiest
Peter B.M. Eby	John S. Lacey	J. Robert S. Prichard	W. Galen Weston


All nominees have established their eligibility and willingness to serve as directors. 8 of the 12 nominees are independent. Of the 12 nominees, all are currently directors of the Corporation, other than Mr. Marwah. Mr. Marwah is currently Vice-Chairman and Chief Operating Officer of The Bank of Nova Scotia. Management does not believe that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the accompanying form of proxy may vote for another nominee at their discretion. Each director shall hold office until the next annual meeting of shareholders or until the director resigns or a successor is elected or appointed.


The tables below provide information about the nominee directors, including their background experience, meeting attendance, boards on which they sit and securities of the Corporation held. The information about the securities held by each nominee director is as of December 31, 2012.

The persons named in the accompanying form of proxy intend to vote **FOR** the election as directors of the proposed nominees whose profiles are set forth in the following section.

Nominees for Election to the Board of Directors

		<p>A. Charles Baillie, O.C., 73 Toronto, Ontario, Canada</p> <p>Weston Board Details:</p> <ul style="list-style-type: none"> • Director since 2003 • Independent 		<p>Mr. Baillie, a corporate director, is also Chair of Alberta Investment Management Corporation. Mr. Baillie is a retired Chairman and Chief Executive Officer of Toronto Dominion Bank.</p> <p>Mr. Baillie graduated from the University of Toronto with a B.A. and from Harvard Business School with an M.B.A., and holds an Honorary Doctorate from Queen's University.</p> <p>Mr. Baillie is Chancellor Emeritus of Queen's University, Chair of the Art Gallery of Ontario's Board of Trustees, President of Authors at Harbourfront, a director of the Royal Conservatory of Music, a director of the Luminato Festival of Art and Culture, a director of Business for the Arts and a member of the Advisory Committee of Canada's National History Society.</p> <p>Mr. Baillie is a former Chair of the Canadian Council of Chief Executives.</p>			
Board/Committee Membership		Attendance		Attendance (Total)		Director Fees Received⁽⁴⁾	
Board		8/8		18/18		100%	
Audit Committee (Chair)		5/5				Year	
Governance Committee		5/5				Amount	
						2012	
						2011	
						\$184,000	
						\$184,000	
Equity Ownership							
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs⁽²⁾		Minimum Equity Ownership	Meets Share Ownership Guidelines
2012	20,000	24,007	44,007	\$3,110,415		\$400,000	Yes
2011	20,000	20,601	40,601	\$2,764,522			
Current Public Board Memberships				Public Board Interlocks			
				Directors		Boards	
Canadian National Railway Company TELUS Corporation				2003 to present 2003 to present		John S. Lacey Darren Entwistle TELUS Corporation TELUS Corporation	
Public Board Memberships During Last Five Years							
Dana Corporation ⁽³⁾				1998 to 2008			
		<p>Paviter S. Binning, 52 Toronto, Ontario, Canada</p> <p>Weston Board Details:</p> <ul style="list-style-type: none"> • Director since 2012 • Non-Independent 		<p>Mr. Binning is the President and former Chief Financial Officer of the Corporation. Prior to these positions, he was an Executive Vice President, Chief Financial Officer and Chief Restructuring Officer of Nortel Networks Corporation.⁽⁴⁾ Prior to joining Nortel, Mr. Binning was a board member and Chief Financial Officer at Hanson plc and Marconi Corporation plc. Mr. Binning previously held various senior corporate and operational finance roles at Diageo plc.</p> <p>Mr. Binning is a Fellow of the Chartered Institute of Management Accountants (U.K.).</p>			
Board/Committee Membership		Attendance		Attendance (Total)		Director Fees Received⁽⁴⁾	
Board (Joined May, 2012)		5/5		5/5		100%	
						Year	
						Amount	
						2012	
						2011	
						Nil	
						Nil	
Equity Ownership							
Year	Common Shares	DSUs	Total Common Shares and DSUs	The value of Mr. Binning's eligible holdings is \$273,549. ⁽⁵⁾ Mr. Binning is subject to the Executive Share Ownership Guidelines. For details relating to his equity-based share ownership as an executive, please see the table on page 40.			
2012	1,966	—	1,966				
2011	933		933				
Current Public Board Memberships				Public Board Interlocks			
				Director		Board	
—				—		—	
Public Board Memberships During Last Five Years							
Loblaw Companies Limited				2009 to 2010			

 <p>Peter B.M. Eby, 74 Toronto, Ontario, Canada</p> <p>Weston Board Details:</p> <ul style="list-style-type: none"> • Director since 2000 • Independent 		<p>Mr. Eby, a corporate director, is a former Vice Chairman and director of Nesbitt Burns Inc. He was associated with Nesbitt Burns Inc. and its predecessor companies for 38 years in several senior capacities. He is a former Chairman of Olympic Trust.</p> <p>Mr. Eby graduated from the University of Toronto with a B. Comm. and from the University of California-Berkeley with an M.B.A.</p> <p>Mr. Eby is a director of TD Asset Management USA Funds Inc.</p>											
Board/Committee Membership		Attendance		Attendance (Total)		Director Fees Received ⁽¹⁾							
Board Governance Committee		8/8 5/5		13/13 100%		<table border="1"> <thead> <tr> <th>Year</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>2012</td> <td>\$170,625</td> </tr> <tr> <td>2011</td> <td>\$224,875</td> </tr> </tbody> </table>		Year	Amount	2012	\$170,625	2011	\$224,875
Year	Amount												
2012	\$170,625												
2011	\$224,875												
Equity Ownership													
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽²⁾	Minimum Equity Ownership	Meets Share Ownership Guidelines							
2012	2,000	27,763	29,763	\$2,103,649	\$400,000	Yes							
2011	2,000	24,456	26,456	\$1,801,389									
Current Public Board Memberships				Public Board Interlocks									
Leon's Furniture Limited				1977 to present		<table border="1"> <thead> <tr> <th>Director</th> <th>Board</th> </tr> </thead> <tbody> <tr> <td>—</td> <td>—</td> </tr> </tbody> </table>		Director	Board	—	—		
Director	Board												
—	—												
Public Board Memberships During Last Five Years													
R. Split II Corp. Sixty Split Corp.				2004 to 2009 2001 to 2011									

 <p>Darren Entwistle, 50 • Vancouver, British Columbia, Canada</p> <p>Weston Board Details:</p> <ul style="list-style-type: none"> • Director Since 2011 • Independent 		<p>Mr. Entwistle is President and Chief Executive Officer of TELUS Corporation.</p> <p>Mr. Entwistle holds a Bachelor of Economics (Honours) degree from Concordia University, an M.B.A. in Finance from McGill University and a diploma in Network Engineering from the University of Toronto. He also received an Honorary Doctorate of Laws from Concordia University and an Honorary Degree in Business Administration from the Northern Alberta Institute of Technology.</p> <p>Mr. Entwistle is on a number of boards including the Canadian Council of Chief Executives. Mr. Entwistle is also an Honorary Fellow of the Royal Conservatory.</p> <p>Mr. Entwistle is a past director of the TD Bank Financial Group, McGill University, the Vancouver Symphony Orchestra and the Leading Edge Endowment Fund. He also served as Chair of the Royal Conservatory of Music's Capital Campaign.</p>											
Board/Committee Membership		Attendance		Attendance (Total)		Director Fees Received ⁽¹⁾							
Board Audit Committee		6/8 5/5		11/13 85%		<table border="1"> <thead> <tr> <th>Year</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>2012</td> <td>\$129,000</td> </tr> <tr> <td>2011</td> <td>\$89,625</td> </tr> </tbody> </table>		Year	Amount	2012	\$129,000	2011	\$89,625
Year	Amount												
2012	\$129,000												
2011	\$89,625												
Equity Ownership													
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽²⁾	Minimum Equity Ownership	Meets Share Ownership Guidelines							
2012	—	3,417	3,417	\$241,514	\$400,000	Mr. Entwistle has an additional three years to meet the Guidelines.							
2011	—	1,339	1,339	\$91,173									
Current Public Board Memberships				Public Board Interlocks									
TELUS Corporation				2000 to present		<table border="1"> <thead> <tr> <th>Directors</th> <th>Boards</th> </tr> </thead> <tbody> <tr> <td>A. Charles Baillie John S. Lacey</td> <td>TELUS Corporation TELUS Corporation</td> </tr> </tbody> </table>		Directors	Boards	A. Charles Baillie John S. Lacey	TELUS Corporation TELUS Corporation		
Directors	Boards												
A. Charles Baillie John S. Lacey	TELUS Corporation TELUS Corporation												
Public Board Memberships During Last Five Years													
Toronto-Dominion Bank				2001 to 2008									



Anthony R. Graham, 56
Toronto, Ontario, Canada

Weston Board Details:

- Director since 1996
- Non-Independent

Mr. Graham is President and a director of Wittington Investments, Limited, President of Selfridges Group Limited and also President and Chief Executive Officer of Sumarria Inc. He is a former Vice Chairman and director of National Bank Financial.

In addition to the public companies listed below, Mr. Graham is also a director of Graymont Limited, Brown Thomas Group Limited, de Bijenkorf B.V., Holt, Renfrew & Co., Limited, Selfridges & Co. Ltd. and Grupo Calidra, S.A. de C.V. Mr. Graham is also Chairman and a director of President's Choice Bank (a subsidiary of Loblaw).

He was awarded an Honorary Doctor of Laws degree from Brock University.

Mr. Graham serves as Chairman of the Ontario Arts Foundation and the Shaw Festival Theatre Endowment Foundation. He also serves as a director of the Art Gallery of Ontario, Canadian Institute for Advanced Research, Luminato, St. Michael's Hospital and the Trans Canada Trail Foundation.

Board/Committee Membership			Attendance	Attendance (Total)		Director Fees Received ⁽¹⁾		
Board			8/8	17/17	100%	Year	Amount	
Executive Committee			—			2012	\$328,000	
Governance Committee			5/5			2011	\$356,000	
Pension Committee (Chair)			4/4					
Equity Ownership								
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽²⁾	Minimum Equity Ownership	Meets Share Ownership Guidelines		
2012	10,000	21,997	31,997	\$2,261,548	\$400,000	Yes		
2011	10,000	19,099	29,099	\$1,981,351				
Current Public Board Memberships				Public Board Interlocks				
Loblaw Companies Limited Power Corporation of Canada Power Financial Corporation				1999 to present 2001 to present 2001 to present		Directors		Boards
						John S. Lacey Isabelle Marcoux		Loblaw Companies Limited Power Corporation of Canada
Public Board Memberships During Last Five Years								
Garbell Holdings Limited			2005 to 2009					



John S. Lacey, 69
Toronto, Ontario, Canada


Weston Board Details:


- Director since 2009
- Non-Independent


Mr. Lacey is Chairman of the Advisory Board of Brookfield Private Equity Group and provides advisory services to the Corporation and Loblaw. Mr. Lacey is a former Chairman of Alderwoods Group, Inc., an organization operating funeral homes in North America and former President and Chief Executive Officer of the Oshawa Group (a major food retailer, now part of Sobeys Inc.).


Mr. Lacey graduated from Kearsney College, South Africa and the Harvard Graduate School of Business Administration.


Board/Committee Membership			Attendance	Attendance (Total)		Director Fees Received ⁽¹⁾		
Board			8/8	8/8	100%	Year	Amount	
						2012	\$248,000	
						2011	\$1,400,000	
Equity Ownership								
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽²⁾	Minimum Equity Ownership	Meets Share Ownership Guidelines		
2012	8,000	7,032	15,032	\$1,062,462	\$400,000	Yes		
2011	7,000	4,972	11,972	\$815,173				
Current Public Board Memberships				Public Board Interlocks				
Loblaw Companies Limited TELUS Corporation Ainsworth Lumber Co. Ltd.				2007 to present 2000 to present 2008 to present		Directors		Boards
						A. Charles Baillie Darren Entwistle Anthony R. Graham		TELUS Corporation TELUS Corporation Loblaw Companies Limited
Public Board Memberships During Last Five Years ^{(6)/(7)}								
Canadian Imperial Bank of Commerce			2004 to 2009					


 <p>Isabelle Marcoux, 43 Montreal, Quebec, Canada</p> <p>Weston Board Details:</p> <ul style="list-style-type: none"> • Director since 2007 • Independent 		<p>Ms. Marcoux is Chair of the Board of Transcontinental Inc., a major Canadian printing, publishing and interactive marketing company. Prior to joining Transcontinental in 1998, Ms. Marcoux practiced corporate and securities law at McCarthy Tétrault LLP.</p> <p>Ms. Marcoux has an LL.B. in Civil Law and a B.A. in Economics and Political Science from McGill University.</p> <p>Ms. Marcoux is a member of the Board of Trade of Metropolitan Montreal and sits on the selection committee for the Canadian Business Hall of Fame.</p>					
Board/Committee Membership		Attendance		Attendance (Total)		Director Fees Received ⁽²⁾	
Board		8/8		11/11		100%	
Environmental, Health and Safety Committee		3/3				Year	Amount
						2012	\$132,000
						2011	\$134,375
Equity Ownership							
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽²⁾	Minimum Equity Ownership	Meets Share Ownership Guidelines	
2012	—	12,519	12,519	\$884,843	\$400,000	Yes	
2011	—	10,183	10,183	\$693,360			
Current Public Board Memberships				Public Board Interlocks			
Transcontinental Inc. Rogers Communications Inc. Power Corporation of Canada			2005 to present 2008 to present 2010 to present	Director		Board	
				Anthony R. Graham		Power Corporation of Canada	
Public Board Memberships During Last Five Years							
—				—			

 <p>Sarbjit S. Marwah, 61 Toronto, Ontario, Canada</p> <p>Weston Board Details:</p> <ul style="list-style-type: none"> • Nominee Director • Independent 		<p>Mr. Marwah is Vice-Chairman and Chief Operating Officer of The Bank of Nova Scotia.</p> <p>Mr. Marwah has an M.B.A. from the University of California, Los Angeles. Prior to that, he obtained an undergraduate degree in Economics (Honours) from the University of Calcutta and a Masters degree in Economics from the University of Delhi.</p> <p>Mr. Marwah serves as a director of the Hospital for Sick Children. He was past chair of the Humber River Regional Hospital and a past member of the board of directors of the C.D. Howe Institute.</p>					
Board/Committee Membership		Attendance		Attendance (Total)		Director Fees Received	
—		—		—		Year	Amount
						2012	—
Equity Ownership							
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	Meets Share Ownership Guidelines	
2012	—	—	—	—	—	—	
Current Public Board Memberships				Public Board Interlocks			
Cineplex Inc.			2009 to present	Director		Board	
				—		—	
Public Board Memberships During Last Five Years							
Torstar Corporation			2003 to 2009				

		<p>J. Robert S. Prichard, O.C., O. Ont., 64 Toronto, Ontario, Canada</p> <p>Weston Board Details:</p> <ul style="list-style-type: none"> • Director since 2000 • Independent • Lead Director 		<p>Mr. Prichard is the non-executive Chair of Torys LLP, Chair of the board of directors of Metrolinx, the regional transportation agency for Greater Toronto and Hamilton Area and Chairman of the Bank of Montreal. He is a former President and CEO of Metrolinx. Mr. Prichard is a past President and Chief Executive Officer and a former director of Torstar Corporation and President Emeritus of the University of Toronto.</p> <p>Mr. Prichard graduated from the University of Chicago with an M.B.A., from the University of Toronto with an LL.B., and from Yale Law School with an LL.M. He is an Officer of the Order of Canada, a Member of the Order of Ontario and Fellow of the Royal Society of Canada.</p> <p>He is Chairman of Penguin Canada, a trustee of the Hospital for Sick Children and a member of Canada's Economic Advisory Council and Ontario's Economic Advisory Panel.</p>			
Board/Committee Membership		Attendance		Attendance (Total)		Director Fees Received⁽¹⁾	
Board		8/8		17/17		100%	
Executive Committee		—				Year	
Governance Committee (Chair)		5/5				2012	
Pension Committee		4/4				2011	
						Amount	
						\$192,375	
						\$158,000	
Equity Ownership							
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs⁽²⁾		Minimum Equity Ownership	Meets Share Ownership Guidelines
2012	2,000	22,054	24,054	\$1,700,137		\$400,000	Yes
2011	2,000	18,577	20,577	\$1,401,088			
Current Public Board Memberships				Public Board Interlocks			
				Director		Board	
The Bank of Montreal Onex Corporation				2000 to present 1994 to present		—	
Public Board Memberships During Last Five Years							
Four Seasons Hotels Inc. Torstar Corporation				1996 to 2007 2002 to 2009			

		<p>Thomas F. Rahilly, 69 Toronto, Ontario, Canada</p> <p>Weston Board Details:</p> <ul style="list-style-type: none"> • Director since 2007 • Independent 		<p>Mr. Rahilly, a corporate director, was Vice Chairman of RBC Capital Markets, a division of Royal Bank of Canada from 1996 until his retirement at the end of 2006. Prior to this role, Mr. Rahilly was an investment banker for over 30 years.</p> <p>Mr. Rahilly graduated from the University of Toronto with a B.A., an LL.B. and an M.A.</p> <p>In the past five years, Mr. Rahilly has also served as a director of Wittington. Mr. Rahilly also served as Chairman of the Board of Trustees of Trinity College at the University of Toronto.</p>			
Board/Committee Membership		Attendance		Attendance (Total)		Director Fees Received⁽¹⁾	
Board		7/8		18/20		90%	
Audit Committee		5/5				Year	
Environmental, Health and Safety Committee		3/3				2012	
Pension Committee		3/4				2011	
						Amount	
						\$159,000	
						\$173,000	
Equity Ownership							
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs⁽²⁾		Minimum Equity Ownership	Meets Share Ownership Guidelines
2012	—	16,639	16,639	\$1,176,045		\$400,000	Yes
2011	—	13,795	13,795	\$939,302			
Current Public Board Memberships				Public Board Interlocks			
				Director		Board	
—				—		—	
Public Board Memberships During Last Five Years							
—				—			

 <p>Barbara Stymiest, F.C.P.A., 56 Toronto, Ontario, Canada</p> <p>Weston Board Details:</p> <ul style="list-style-type: none"> • Director since 2011 • Independent 		<p>Ms. Stymiest, a corporate director, serves as a director and Chair of Research in Motion Limited (known as BlackBerry). She has also held various senior management positions at the Royal Bank of Canada and served as a member of the Group Executive responsible for the overall performance of the Royal Bank of Canada. Ms. Stymiest is a former Chief Executive Officer of TSX Group Inc., Executive Vice-President and Chief Financial Officer at BMO Nesbitt Burns and Partner of Ernst & Young LLP.</p> <p>Ms. Stymiest obtained her H.B.A. from the Richard Ivey School of Business, University of Western Ontario and F.C.P.A. from the Institute of Chartered Accountants of Ontario.</p> <p>Ms. Stymiest serves as a director of the Canadian Institute for Advanced Research and University Health Network and has worked with a number of professional and charitable organizations including the CICA's Accounting Oversight Committee, United Way Campaign Cabinet and the Royal Ontario Museum.</p>				
Board/Committee Membership		Attendance	Attendance (Total)		Director Fees Received ⁽¹⁾	
Board		8/8	16/17	94%	Year	Amount
Audit Committee		4/5			2012	\$147,000
Pension Committee		4/4			2011	\$102,125
Equity Ownership						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽²⁾	Minimum Equity Ownership	Meets Share Ownership Guidelines
2012	2,000	3,904	5,904	\$417,295	\$400,000	Yes
2011	2,000	1,526	3,526	\$240,085		
Current Public Board Memberships			Public Board Interlocks			
			Director	Board		
Research in Motion Limited ⁽³⁾ Sun Life Financial Inc.			2007 to present 2012 to present	—		
Public Board Memberships During Last Five Years			—			

 <p>W. Galen Weston, O.C., 72 Toronto, Ontario, Canada</p> <p>Weston Board Details:</p> <ul style="list-style-type: none"> • Director since 1967 • Non-Independent 		<p>Mr. Weston is the Executive Chairman of the Corporation and was Chairman of Loblaw from 1976 until his retirement in 2006. Mr. Weston is Chairman of Brown Thomas Group Limited, Holt, Renfrew & Co., Limited and Selfridges & Co. Ltd., and is President of The W. Garfield Weston Foundation.</p> <p>Mr. Weston received a B.A. and was awarded an Honorary Doctor of Laws degree from the University of Western Ontario.</p>				
Board/Committee Membership		Attendance	Attendance (Total)		Director Fees Received ⁽¹⁾	
Board		8/8	8/8	100%	Year	Amount
Executive Committee (Chair)		—			2012	Nil
					2011	Nil
Equity Ownership						
Mr. Weston is the controlling shareholder of the Corporation. For further information regarding his share ownership, please see page 4.						
Current Public Board Memberships			Public Board Interlocks			
			Director	Board		
—			—			
Public Board Memberships During Last Five Years			—			
Associated British Foods, plc			1964 to 2011			

- (1) "Director Fees Received" includes compensation received as a director of the Corporation and any of its subsidiaries. Directors who are also members of management do not receive any remuneration for their role as directors of the Corporation.
- (2) "Total Market Value of Common Shares and DSUs" for non-management directors is calculated for 2012 based on the closing price of the Common Shares on the TSX on December 31, 2012, which was \$70.68 and for 2011, the closing price of the Common Shares on December 31, 2011, which was \$68.09.
- (3) Dana Corporation filed voluntary petitions for reorganizations under Chapter 11 of the U.S. Bankruptcy Code on March 3, 2006. Dana's European, South American, Asian-Pacific, Canadian and Mexican subsidiaries were not included in the Chapter 11 filing. Dana emerged from bankruptcy in January of 2008.
- (4) In November of 2007, Mr. Binning was appointed Chief Financial Officer of Nortel Networks Corporation ("Nortel"). On January 14, 2009, Nortel filed for creditor protection under the Companies' Creditors Arrangement Act (the "CCAA") in Canada. As well, certain of Nortel's subsidiaries filed voluntary petitions in the United States under Chapter 11 of the U.S. Bankruptcy Code and in other jurisdictions under equivalent restructuring regimes.

- (5) Mr. Binning holds Common Shares and in-the-money stock options in the Corporation and DSUs in Loblaw. The value of his holdings in the Corporation was \$152,865 based on the December 31, 2012 closing price of the Common Shares on the TSX which was \$70.68. Mr. Binning served as a director of Loblaw between 2009 and 2010 and pursuant to the Share Ownership Guidelines, his Loblaw DSU holdings count towards his minimum equity ownership in the Corporation. Mr. Binning owned 2,870 Loblaw DSUs with a value of \$120,684 as of December 29, 2012 based on the share price of \$42.05 for common shares of Loblaw.
- (6) Mr. Lacey was Chairman of The Loewen Group Inc. when it filed a petition for creditor protection under Chapter 11 of the *U.S. Bankruptcy Code* and the CCAA in June of 1999. The Loewen Group Inc. emerged from Chapter 11 in January 2003 and the CCAA proceedings were held in November of 2006.
- (7) In March 2006, Mr. Lacey joined the board of directors of Stelco Inc. as a nominee of Tricap Management Limited. Stelco filed for protection under the CCAA in January of 2004 and emerged from those proceedings in March of 2006. Mr. Lacey resigned from the Stelco board of directors in November of 2006.
- (8) As a director of Research in Motion Limited ("RIM", known as BlackBerry), Ms. Stymiest was subject to a management cease trade order issued by the Ontario Securities Commission on November 7, 2006, as a result of RIM not having filed its second quarter financial statements for fiscal 2007 before the statutory filing deadline. That order ceased to be in effect as of May 23, 2007 as a result of RIM making all required filings pursuant to Ontario securities laws.

Board and Committee Attendance

The following table provides a summary of each director's attendance at Board and committee meetings in 2012:

Name	Board (8 meetings)	Audit Committee (5 meetings)	Environmental, Health and Safety Committee (3 meetings)	Governance Committee (5 meetings)	Pension Committee (4 meetings)	Overall Attendance	
W. Galen Weston	8/8	-	-	-	-	8/8	100%
A. Charles Baillie	8/8	5/5	-	5/5	-	18/18	100%
Paviter Binning ⁽¹⁾	5/5	-	-	-	-	5/5	100%
Warren Bryant	8/8	5/5	3/3	-	-	16/16	100%
Peter B.M. Eby	8/8	-	-	5/5	-	13/13	100%
Darren Entwistle	6/8	5/5	-	-	-	11/13	85%
Anne L. Fraser ⁽²⁾	3/3	-	1/1	-	-	4/4	100%
Anthony R. Graham	8/8	-	-	5/5	4/4	17/17	100%
John S. Lacey	8/8	-	-	-	-	8/8	100%
Allan A. Leighton ⁽³⁾	3/3	-	-	-	-	3/3	100%
Isabelle Marcoux	8/8	-	3/3	-	-	11/11	100%
J. Robert S. Prichard	8/8	-	-	5/5	4/4	17/17	100%
Thomas F. Rahilly	7/8	5/5	3/3	-	3/4	18/20	90%
Barbara Stymiest	8/8	4/5	-	-	4/4	16/17	94%
Total	97%	96%	100%	100%	94%	97%	

- (1) Mr. Binning was elected to the Board on May 10, 2012.
- (2) Ms. Fraser resigned as a director of the Corporation on May 10, 2012.
- (3) Mr. Leighton resigned as a director of the Corporation on May 10, 2012.

DIRECTOR COMPENSATION

The compensation of the members of the Board is designed to attract and retain committed and qualified directors and to align their compensation with the long-term interests of the shareholders of the Corporation. The Board, through the Governance Committee, is responsible for reviewing and approving any changes to the directors' compensation arrangements.

Messrs. Weston and Binning are senior executives of the Corporation and do not receive any remuneration for their role as directors of the Corporation or any of its subsidiaries.

Director Compensation Review

In 2012, the Governance Committee reviewed the compensation paid to the Corporation's non-management directors and concluded that the current compensation was appropriate. The Governance Committee had previously engaged in a comprehensive review of the non-management director compensation arrangements in September of 2010. At that time, the Governance Committee considered the complexity of the Corporation's operations, the risks and responsibilities involved in being a director of the Corporation, the time required to prepare for and participate in scheduled and special Board meetings, the expected participation on the Board's committees and the compensation paid to directors of comparable Canadian

companies. Following the comprehensive 2010 review, the Governance Committee approved increases to the annual, chair and committee and attendance fees. These amounts have not changed since the results of the 2010 review and are set forth in the following table:

Type of Fee	Amount (\$)
Annual Fees	
- Board Retainer cash	50,000 ⁽¹⁾
- Board Retainer DSUs	50,000 ⁽²⁾
Total Board Retainer	100,000
Chair and Committee Fees	
Lead Director retainer	50,000
Audit Committee Chair	30,000 ⁽³⁾
Audit Committee member	5,000
Governance Committee Chair	25,000 ⁽³⁾
Environmental Committee Chair	15,000 ⁽³⁾
Pension Committee Chair	10,000 ⁽³⁾
Member of other board committee	4,000
Attendance Fees	
Board or committee meeting	2,000
Meeting of half day or more attended at the request of the Board or a committee	2,000

(1) Directors may elect to receive their cash retainer in the form of DSUs.

(2) Directors are required to take 50% of their annual retainer in DSUs until they meet the share ownership requirements.

(3) Includes fee received as committee member.

Director Compensation for 2012

The following table sets out the compensation elements and total compensation earned by each non-management director of the Corporation in 2012 and the manner in which the compensation was paid:

Name ⁽¹⁾	Fees Breakdown				Total Director Fees Earned (\$)	All Other Compensation (\$)	Total Compensation (\$)	Allocation of Total Director Fees		
	Board Retainer (\$) ⁽²⁾	Committee Chair Retainer (\$)	Committee Member Retainer (\$)	Attendance Fees (\$) ⁽³⁾				Cash (\$)	DSUs (\$) ⁽⁴⁾	Allocation of Director Fees between Cash and DSUs (%)
A. Charles Baillie	100,000	30,000	4,000	50,000	184,000	—	184,000	—	184,000	100% DSUs
Warren Bryant ⁽⁵⁾	100,000	15,000	5,000	38,000	158,000	—	158,000	—	158,000	100% DSUs
Peter B.M. Eby	100,000	28,125 ⁽⁶⁾	2,500	40,000	170,625	—	170,625	—	170,625	100% DSUs
Darren Entwistle	100,000	—	5,000	24,000	129,000	—	129,000	—	129,000	100% DSUs
Anne L. Fraser ⁽⁷⁾	37,500	—	1,500	12,000	51,000	—	51,000	32,250	18,750	37% DSUs
Anthony R. Graham	100,000	10,000	4,000	40,000	154,000	174,000 ⁽⁸⁾	328,000	—	154,000	100% DSUs
John S. Lacey	100,000	—	—	22,000	122,000	526,000 ⁽⁹⁾	648,000	—	122,000	100% DSUs
Allan L. Leighton ⁽¹⁰⁾	37,500	—	—	10,000	47,500	—	47,500	—	47,500	100% DSUs
Isabelle Marcoux	100,000	—	4,000	28,000	132,000	—	132,000	—	132,000	100% DSUs
J. Robert S. Prichard	100,000	46,875 ⁽⁶⁾	5,500	40,000	192,375	—	192,375	—	192,375	100% DSUs
Thomas F. Rahilly	100,000	—	13,000	46,000	159,000	—	159,000	—	159,000	100% DSUs
Barbara Stymiest	100,000	—	9,000	38,000	147,000	—	147,000	—	147,000	100% DSUs
Total (\$)	\$1,075,000	\$130,000	\$53,500	\$388,000	\$1,646,500	\$700,000	\$2,346,500	\$32,250	\$1,614,250	

(1) Messrs. Weston and Binning do not receive any remuneration for their roles as directors of the Corporation or of any of its subsidiaries. The executive compensation of Messrs. Weston and Binning is set forth in the Summary Compensation Table on page 46.

(2) Directors are required to take 50% of their board retainer in DSUs until they meet the share ownership requirements.

(3) Each director receives a \$2,000 fee for each Board or committee meeting attended, including attendance at the Annual Meeting, meetings of the independent directors and any special education sessions provided by the Corporation.

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

- (5) Mr. Bryant will not stand for re-election to the Board in May, 2013. He will stand for election for Loblaw's board.
- (6) Mr. Eby stepped down as the Lead Director and Chair of the Governance Committee effective May 10, 2012. Mr. Prichard assumed these roles at that time.
- (7) Ms. Fraser resigned as a director of the Corporation on May 10, 2012.
- (8) Reflects compensation Mr. Graham received for his role as a director of Loblaw and as Chairman and director of President's Choice Bank, a subsidiary of Loblaw. The details of his director compensation for Loblaw are set forth in the Loblaw Management Proxy Circular, which is available at www.sedar.com.
- (9) Mr. Lacey received \$400,000 from the Corporation and Loblaw in fees for providing advisory services to the Corporation and Loblaw as well as compensation of \$126,000 for his role as a director of Loblaw. The details of his director compensation for Loblaw are set forth in the Loblaw Management Proxy Circular, which is available at www.sedar.com.
- (10) Mr. Leighton resigned as a director of the Corporation on May 10, 2012.

Director Deferred Share Unit Plan

A deferred share unit ("DSU") is a right to receive an amount from the Corporation equal to the value of one Common Share. Directors are required to take 50% of their board retainer in DSUs (until they satisfy the Share Ownership Guidelines described below) and have the option to receive up to 100% of their remaining fees that are otherwise payable in cash in DSUs pursuant to the Director Deferred Share Unit Plan. The number of DSUs awarded to a director is equal to the value of the compensation that the director elects or is required to receive in the form of DSUs divided by the volume weighted average trading price of a Common Share on the TSX for the five trading days prior to the date of the award. DSUs are not paid out until the director ceases to serve on the Board, thereby providing an equity stake in the Corporation throughout the director's term as a Board member. Following cessation of Board service, payment of DSUs is made, at the holder's option, either in cash or in Common Shares purchased on the open market. A director may elect to defer this conversion until December 15th of the calendar year following the date when he or she ceases to be a director. Dividend equivalents in the form of additional DSUs that are equal in value to dividends paid on Common Shares are credited to the director's account on each dividend payment date based on the number of DSUs in the account as of the dividend record date. DSUs do not entitle the director to any voting or other shareholder rights.

In 2012, all non-management directors elected to receive all or a portion of the cash component of their fees in DSUs.

Director Share Ownership Guidelines

Pursuant to the Director Share Ownership Guidelines, which were amended in 2012 and adopted by the Board, non-management directors are expected to hold Common Shares or DSUs with a value of not less than four times the amount of the directors' annual retainer. Based on this multiple, the ownership requirement was \$400,000 in 2012. For purposes of the Guidelines, securities are valued at their market value. Directors are expected to meet the required level of share ownership within five years of initially being elected or appointed to the Board. Until the required level is achieved, directors are required to take at least 50% of their board retainer from the Corporation that is otherwise payable in cash in the form of DSUs. Market value of the Common Shares and DSUs held by each director as at December 31, 2012 and December 31, 2011 can be found in the section "Nominees for Election to the Board of Directors" at pages 7 to 13. All directors meet the required level of share ownership or are in the process of accumulating securities as required under the Guidelines.

Management directors are subject to the Executive Share Ownership Guidelines described on page 39.

APPOINTMENT OF THE EXTERNAL AUDITORS

Audit Committee

The Audit Committee is responsible for the review of the Corporation's financial statements and recommending the appointment of the external auditors to the Board. It is also responsible for supporting the Board in overseeing the integrity of the Corporation's financial reporting and internal control over financial reporting, disclosure controls, internal audit function and its compliance with legal and regulatory requirements.

Responsibility for governance of the Corporation's risk portfolio is reserved by the Board. The Board delegated to the Audit Committee the role of reviewing the design and structure, and assessing the effectiveness of the Corporation's enterprise risk management ("ERM") program. The Audit Committee also has responsibility for overseeing specific risks delegated to it by the Board and satisfies itself that management has taken appropriate actions to ensure the effective management of such risks.

The Audit Committee evaluates the qualifications and independence of the external auditors and oversees procedures for the receipt, retention and follow-up of any complaints regarding the Corporation's accounting, internal controls and auditing matters.

The members of the Audit Committee are Messrs. A. Charles Baillie (Chair), Warren Bryant, Darren Entwistle, Thomas F. Rahilly and Ms. Barbara Stymiest. All members of the Audit Committee are independent and financially literate as required under applicable securities laws.

Audit and Other Service Fees

The following table sets forth the aggregate fees billed for professional services rendered by the independent external auditors, KPMG LLP, for the fiscal years 2012 and 2011, respectively:

	2012 \$(000's)	2011 \$(000's)
Audit fees ⁽¹⁾	3,641	3,690
Audit-related fees ⁽²⁾	2,502	2,824
All other fees ⁽³⁾	71	2,189
Total Fees	6,214	8,703

(1) Audit fees include fees for services related to the audit of the Corporation's consolidated financial statements, the audit of Loblaw's consolidated financial statements and the audit of President's Choice Bank (a subsidiary of Loblaw).

(2) Audit-related fees include assurance and related services that are performed by the Corporation's auditors. These services include the review of quarterly reports to shareholders, audit of pension plans, comfort letters, and the interpretation of accounting and financial reporting standards. Fees also include professional services associated with audit procedures performed related to Loblaw's IT system conversion.

(3) All other fees are for services related to legislative and/or regulatory compliance and the Corporation's conversion to International Financial Reporting Standards.

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

Audit Committee Report

The Audit Committee reviewed and discussed with management the Corporation's annual consolidated financial statements and management's discussion and analysis for the year ended December 31, 2012 and the external auditors' report thereon. The Audit Committee recommended to the Board that the Corporation's audited financial statements be approved and released on February 28, 2013.

The Audit Committee has concluded that KPMG LLP is independent from the Corporation and from management and recommended to the Board that KPMG LLP be proposed for re-appointment as the external auditors of the Corporation at the Meeting.

Throughout the year, the Chair of the Audit Committee met periodically with the external auditors, representatives of the internal audit services department and senior members of the Corporation's financial reporting group. In 2012, the Audit Committee also approved a redesign of the Corporation's Code of Conduct and assessed the design and structure of the Corporation's ERM program.

Respectfully submitted,

Audit Committee

A. Charles Baillie (Chair)

Warren Bryant

Darren Entwistle

Thomas F. Rahilly

Barbara Stymiest

Appointment of the External Auditors

The Board, on the recommendation of the Audit Committee, is proposing that KPMG LLP be re-appointed as the external auditors of the Corporation to hold office until the next annual meeting of shareholders of the Corporation and that the directors be authorized to fix the external auditors' remuneration. The persons named in the accompanying form of proxy intend to vote **FOR** the appointment of KPMG LLP as external auditors of the Corporation and the authorization of the Board to fix the external auditors' remuneration.

CORPORATE GOVERNANCE**GOVERNANCE COMMITTEE*****Role of Governance Committee***

The Governance Committee is responsible for developing and maintaining governance practices consistent with high standards of corporate governance. As part of its mandate, the Governance Committee, together with the Executive Chairman, identifies and recommends candidates for nomination to the Board as directors and reviews the composition of the Board committees. The Governance Committee monitors the orientation program for new directors and maintains a process for assessing the performance of the Board and its committees as well as the performance of individual directors. The Governance Committee oversees succession planning for the Corporation's senior management positions and is responsible for overseeing the compensation of directors, the design and structure of the Corporation's incentive programs and the individual compensation of the named executive officers (the "NEOs") identified on page 23.

Many public investors expect a controlling shareholder to have substantial influence over the strategic direction of a controlled company through the board and committee selection process. With Mr. Weston's substantial equity investment in the Corporation, the Board believes that his interest as a shareholder is aligned with that of all other shareholders. For this reason, the Board believes that a majority, but not all the members of the Governance Committee should be independent directors.

The members of the Governance Committee are Messrs. J. Robert S. Prichard (Chair), A. Charles Baillie, Peter B.M. Eby and Anthony R. Graham. All members of the Governance Committee are independent directors except for Mr. Graham, who is an executive officer of Wittington, the private holding company through which Mr. W. Galen Weston indirectly controls the Corporation.

The directors believe that the members of the Governance Committee individually and collectively have the requisite knowledge, skill and experience in governance and compensation matters, including human resource management, executive compensation matters and general business leadership, to fulfill the Governance Committee's mandate. All members of the Governance Committee have substantial knowledge and experience as current and former senior executives of large and complex organizations and directors of other publicly traded companies.

The chart below sets out the relevant experience of each member of the Governance Committee. For additional information regarding each member of the Governance Committee please see pages 7 through 13. For additional information regarding the activities of the Governance Committee, see the Governance Committee's report to shareholders on page 20, as well as the Corporation's Statement of Corporate Governance Practices on pages 50 through 58.

Governance Committee Members - Skills Matrix	
Name of Member	Experience in Executive Compensation and Governance
A. Charles Baillie	<ul style="list-style-type: none"> Executive experience as former Chairman and Chief Executive Officer of Toronto Dominion Bank Public company board experience as Chairman of Alberta Investment Management Corporation and director of TELUS Corporation and of Canadian National Railway Company Chair of TELUS Corporation's Human Resources and Compensation Committee Member of Canadian National Railway Company's Human Resources and Compensation Committee Former member of Dana Corporation's Compensation Committee
Peter B.M. Eby	<ul style="list-style-type: none"> Senior roles at large institutions, including former Vice Chair and director of Nesbitt Burns Inc. Public and private company board experience as director of Leon's Furniture Limited and TD Asset Management USA Funds Inc. Experience in human resource management, executive compensation and business leadership
Anthony R. Graham	<ul style="list-style-type: none"> Executive experience as President of Wittington and President and Chief Executive Officer of Sumarria Inc. Public company board experience as director of Loblaw, Power Corporation of Canada and Power Financial Corporation and former Vice Chairman and Director of National Bank Financial Member of Loblaw's Governance Committee Chairman of Power Corporation of Canada's Compensation and Governance Committees Member of Power Financial Corporation's Governance and Nominating Committee
J. Robert S. Prichard	<ul style="list-style-type: none"> Executive experience as former President and Chief Executive Officer of Torstar Corporation, former President and Chief Executive Officer of Metrolinx, and President Emeritus of the University of Toronto. Public company board experience as Chairman of The Bank of Montreal and a director of Onex Corporation and former director of Four Seasons Hotels Inc. Former chair of Bank of Montreal's Governance and Nominating Committee Member of Bank of Montreal's Human Resources Committee (which is responsible for executive compensation) Former member of the Four Seasons Hotels Inc.'s Governance Committee

GOVERNANCE COMMITTEE REPORT TO SHAREHOLDERS

Dear Shareholder:

This report provides a brief overview of our Committee's philosophy and approach to the compensation of the Corporation's senior executives and highlights our significant accomplishments during 2012.

Executive Compensation Philosophy

The Governance Committee reviews and approves the Corporation's compensation philosophy and programs for executive officers, including its NEOs. In 2012, the Governance Committee approved certain changes to the Corporation's executive compensation program in accordance with its philosophy, as described below.

We believe that the compensation structure must be designed to continue to attract and retain the best candidates for the challenging roles that the Corporation's executive officers fulfill. To this end, we continue to ensure that our executive compensation programs are globally competitive to enable the Corporation to attract and retain executives with the talent and experience to ensure that the Corporation meets its strategic and operational objectives.

Pay for performance is a cornerstone of the Corporation's compensation philosophy. This objective is achieved through the design of our short, medium and long-term incentive plans ("STIP", "MTIP" and "LTIP", respectively). We believe that the introduction of performance share units (described below) in 2012 provides an even greater link between pay and performance.

Executive compensation should align with the long-term interests of the shareholders. This year, we carefully reviewed executive share ownership requirements and made certain key changes to ensure proper alignment between executive compensation and long-term shareholder interests.

Highlights of 2012 NEO Compensation

Performance Share Units

For 2012, the Governance Committee approved a redesign of the Corporation's LTIP to include the introduction of Performance Share Units ("PSUs") for the Corporation's most senior executives. NEOs, other than Messrs. W. Galen Weston and Jairo Senise, were awarded a target number of PSUs that track to specific targets at both Loblaw, relating to earnings per share, return on capital and market share, and at Weston Foods, relating to the MTIP results, over a three-year period. The number of PSUs that vest under an award is dependent on the achievement of these performance measures. These metrics align with the operating companies' strategic objectives and are the drivers of increasing shareholder value. The underlying objective of the PSU Plan is to focus senior executives on the achievement of long-term strategic objectives in addition to meeting the short-term business and financial objectives contained in each operating company's annual business plan. For certain senior individuals, including Mr. Binning, their PSU metrics also include a discretionary component contingent on the achievement of pre-determined personal objectives.

The LTIP mix had previously been two-thirds stock options and one-third Restricted Share Units ("RSUs") but with the introduction of PSUs, the current LTIP mix is comprised equally (by grant value) of stock options, RSUs and PSUs. The new design reapportions the current mix of LTIP grants but does not increase aggregate LTIP award values.

Executive Share Ownership Guidelines

We believe that the Share Ownership Guidelines are an important tool in aligning executive interests with those of shareholders. The Guidelines require executives to build a significant equity stake in the company they manage. In 2012, we requested that management undertake a comprehensive review of the share ownership practices of other companies, including target ownership levels and eligible holdings. Based on this review, the Guidelines were amended to exclude RSU and PSU awards as eligible holdings. Common Shares, Executive Deferred Share Units (“EDSUs”) and the in-the-money value of vested stock options are the only eligible securities that now count towards an executive’s target equity ownership level. The Guidelines’ scope within the organization was also augmented to apply to a broader group of senior management, namely, all executives at the senior vice president level and higher.

Succession Planning

The Governance Committee is entrusted with the responsibility of overseeing the Corporation’s succession planning with respect to the senior executive roles. The succession planning process includes an annual review with management of each executive position and the performance of the incumbents. We also receive reports on the formal performance evaluation process, designed to improve individual leadership and management skills, and updates on the talent management plans across the organization.

Board Leadership and Governance Matters

Our Committee is also responsible for oversight of the compensation of directors and the identification of individuals qualified to become Board members. We continuously assess and evaluate the effectiveness of the Board and identify areas where the Board may benefit from additional skills and experience. Our Committee appreciates the need to maintain a strong, vibrant and engaged Board that understands the Corporation’s dynamic business needs and the food manufacturing and retail industries generally.

For 2013, the Governance Committee recommended Mr. Sarabjit S. Marwah to the Board as a nominee for election. Mr. Marwah is currently Vice-Chairman and Chief Operating Officer of The Bank of Nova Scotia and a director of Cineplex Inc. His strong background in financial services, and in particular, his key roles in the areas of strategic planning and finance will greatly complement the Board.

In looking out to the balance of 2013, we are confident that we have strong and practical governance systems in place and well designed and administered executive compensation programs to appropriately incent and reward our executives for performance while not taking on unacceptable risk. At the same time, we are not complacent. You can be confident that we will continue to closely monitor our own practices, industry trends and regulatory developments and evaluate our governance practices and compensation programs accordingly.

Respectfully submitted,

Governance Committee

J. Robert S. Prichard (Chair)

Peter B.M. Eby

A. Charles Baillie

Anthony R. Graham

COMPENSATION DISCUSSION AND ANALYSIS

<u>TABLE OF CONTENTS</u>	<u>Page</u>
INTRODUCTION	23
EXECUTIVE COMPENSATION PHILOSOPHY	23
RISK AND EXECUTIVE COMPENSATION	24
Risk Mitigation Practices	24
ROLE OF MANAGEMENT AND COMPENSATION CONSULTANTS	25
Role of Management in Determining Compensation and Evaluating Performance	25
Comparative Market Data	25
Role of Meridian Compensation Partners	26
Role of Mercer (Canada) Limited	26
2012 Compensation Review — Chief Financial Officer	27
2012 Compensation Review — President of Weston Foods	27
COMPONENTS OF COMPENSATION	27
Overview of Components	28
2012 NAMED EXECUTIVE OFFICER COMPENSATION	29
Base Salary	29
Short-Term Incentive Plan	29
Medium-Term Incentive Plan	34
Long-Term Incentive Plan	35
Retirement and Pension Arrangements	39
Executive Benefit Plans	39
Perquisites	39
Executive Share Ownership Guidelines	39
2012 COMPENSATION DECISIONS REGARDING THE NAMED EXECUTIVE OFFICERS	40
TERMINATION AND CHANGE OF CONTROL BENEFITS	42
Potential Amounts Paid on Termination	43
COMPENSATION DECISIONS FOR 2013	43
2013 Incentive Plan Amendments	43
2013 Long-Term Incentive Plan Grants	44
2013 Post-Retirement and Pension Arrangement Amendments	44
PERFORMANCE GRAPH	45
SUMMARY COMPENSATION TABLE	46
INCENTIVE PLAN AWARDS	47
Incentive Plan Awards — Outstanding Option-Based Awards and Share-Based Awards	47
Incentive Plan Awards — Value Vested or Earned During the Year	47
PENSION PLAN AND LONG SERVICE EXECUTIVE ARRANGEMENTS	47
Executive Defined Benefit Pension Plan and Supplemental Executive Retirement Plan	48
Executive Defined Contribution Pension Plan and Supplemental Executive Retirement Plan	48
INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES	49

COMPENSATION DISCUSSION AND ANALYSIS

INTRODUCTION

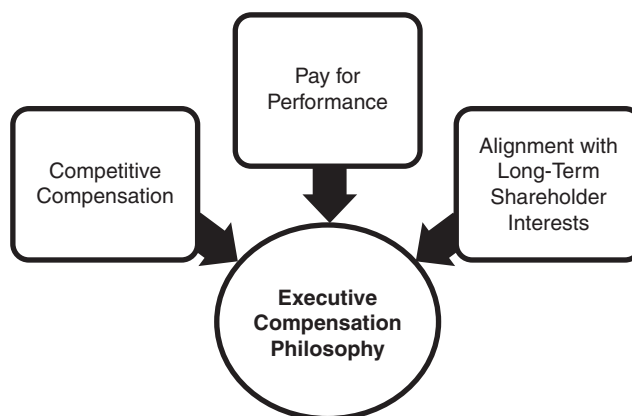
This Compensation Discussion and Analysis describes the compensation programs of the NEOs. For 2012, the NEOs were:

Name	Position
W. Galen Weston	Executive Chairman
Paviter S. Binning	President
Richard Dufresne	Chief Financial Officer
Jairo Senise	President of Weston Foods
Vicente Trius	President of Loblaw

Mr. Senise joined the Corporation as President of Weston Foods on March 1, 2012 and Mr. Dufresne joined as Chief Financial Officer of the Corporation on March 26, 2012.

EXECUTIVE COMPENSATION PHILOSOPHY

The objectives of the executive compensation programs are to attract, retain and motivate outstanding executives who are committed to improving the Corporation's performance and creating value for its shareholders. Three core principles underlie the Corporation's executive compensation programs.



1. *Competitive Compensation*

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

2. *Pay for Performance*

The Corporation structures its executive compensation programs to align executive compensation with the financial performance of the Corporation, including the performance of its Common Shares. A significant portion of executive compensation is in the form of at-risk pay. This creates a performance-based corporate culture that rewards individual and team-based contributions to the achievement of the Corporation's goals and for increases in shareholder value.

3. Alignment of Executive Compensation Programs with Long-Term Shareholder Interests

The Corporation structures its executive compensation programs to align the interests of its executives with those of its shareholders. A significant portion of executive compensation takes the form of long-term equity-based awards. Structuring executive compensation in this manner ensures that executives are properly motivated to increase long-term shareholder value.

RISK AND EXECUTIVE COMPENSATION

Risk Mitigation Practices

The Corporation has designed its compensation programs to provide an appropriate balance of risk and reward in relation to its overall business strategy. The Corporation is of the view that its compensation programs do not incent its executives to take undue risks because executives receive a mix of compensation elements with a significant portion of compensation in the form of long-term equity-based awards. Additionally, the Corporation has risk mitigation practices that include designing balanced incentive plans that are not focused on a single financial measure, a clawback policy for short, medium and long-term compensation, share ownership requirements for the NEOs and trading restrictions. The Governance Committee regularly reviews each compensation plan and has the discretion to make adjustments to incentive awards, as appropriate.

1. Incentive Plan Design

The Corporation's 2012 long and short-term incentive plans included a variety of performance measures, including share price appreciation, earnings and sales performance, free cash flow, return on capital and market share. The inclusion of multiple performance measures requires that the operating results of the Corporation outperform in all key metrics in order for executives to achieve the maximum compensation award. This balanced approach reduces the risk of a disproportionate focus by executives on any single aspect of the business for the sole purpose of increasing compensation.

For example, the Corporation's STIP is a balanced program comprised of different performance measures that are designed to focus executives on the key drivers of the operating businesses and on value creation over both the short-term and long-term and, as such, reduce the risk of inappropriate or excessive risk-taking. The Corporation's STIP has a maximum payout level that limits the amount that an executive can be paid.

A significant portion of executive compensation is allocated to long-term incentives to focus executives on sustainable value creation. The Corporation's objective is to design incentive plans that do not motivate executives to take undue short-term risks given the potential negative impacts on the long-term equity components of compensation.

The introduction of PSUs in 2012 serves to focus executives on selected key drivers of corporate performance and reduces the number of stock options granted. Stock options represent the element of compensation with the greatest nexus to share price fluctuation. PSUs serve as a pay for performance incentive to reward executives for the achievement of prescribed corporate goals and share price accretion.

2. Clawback Policies

In 2011, the Governance Committee introduced a clawback policy on STIP and LTIP payments for senior executives including the NEOs when (i) an executive engages in conduct that results in the need for the correction or restatement of financial results, (ii) the executive receives an award calculated on the achievement of those financial results, and (iii) the award received would have been lower had the financial results been properly reported. The clawback policy also provides that a clawback may be triggered if an executive commits a material breach of the Corporation's Code of Conduct. The policy requires that when the clawback is triggered, the executive must repay all of the incentive payments received over the two-year period preceding the triggering event.

The MTIP grants are also subject to a clawback mechanism that may reduce MTIP awards by up to 30% if the applicable sales growth target is not met during the performance period.

In 2011, Loblaw also introduced a data quality clawback mechanism that may reduce STIP awards for data inaccuracies occurring as part of Loblaw's IT systems implementation. In 2012, Loblaw did not achieve 100% of its data accuracy and completeness targets and, as a result, executives' 2012 STIP payouts were reduced by 2.3% for the Loblaw portion of the STIP.

3. Share Ownership Requirements

Senior executives are required to maintain a significant equity investment in the Corporation to align their interests with those of the Corporation's shareholders, and mitigate against the likelihood of undue risk taking. The Share Ownership Guidelines establish minimum share ownership levels for executives based on a multiple of their salary and executive level. The Guidelines were amended in 2012 to refine the list of eligible holdings (by eliminating RSUs and PSUs) and to augment the Guidelines' applicability across a broader group of senior management, as further discussed under Executive Share Ownership Guidelines on page 39. These amendments make it more difficult to achieve the minimum share ownership levels.

4. Trading Restrictions

All directors and employees, including the NEOs, are also subject to the Corporation's Securities Trading Policy, which prohibits trading in the securities of the Corporation or Loblaw while in possession of material undisclosed information about the Corporation or Loblaw. Under this Policy, such individuals are also prohibited from entering into certain types of hedging transactions involving the securities of the Corporation or Loblaw, such as short sales, puts and calls. Furthermore, the Corporation permits executives (including the NEOs) to trade in the Corporation's securities, including the exercise of stock options, only during prescribed trading windows.

ROLE OF MANAGEMENT AND COMPENSATION CONSULTANTS

Role of Management in Determining Compensation and Evaluating Performance

The Executive Chairman and the President participate in the compensation design process, evaluate the performance of key senior executives and make recommendations to the Governance Committee with respect to the compensation of the other NEOs and the specific business goals to be used as performance targets for the various incentive programs. The views of the Executive Chairman and the President are valued because of their day-to-day involvement with key senior executives. As a result, they are in the best position to effectively assess the performance of the other NEOs and how their efforts have contributed to the achievement of the Corporation's performance. These evaluations are based on the achievement of objectives related to both the individual and the Corporation and include an assessment of leadership capabilities and management team development. The results of these evaluations are presented to the Governance Committee. The Chief Financial Officer and the Chief Legal Officer assist the Executive Chairman and the President in developing and presenting management's recommendations and supporting material to the Governance Committee regarding the design of the incentive plans and the compensation of the other NEOs.

Comparative Market Data

Comparative market data is one factor used in setting compensation for each NEO. Other factors include personal performance, leadership ability, internal equity among executives and the operating results of the business or area for which the NEO has responsibility. From time to time, the Governance Committee has used benchmarking or comparisons of certain other companies' compensation programs to confirm that the Corporation's programs remain competitive. When performing compensation reviews, the Governance Committee does not generally identify a median or percentile as a target for the total compensation of the NEOs.

Role of Meridian Compensation Partners

To assist in fulfilling its duties, the Governance Committee has retained an independent compensation advisor, Meridian Compensation Partners and its predecessor company (“Meridian”), which has reported solely to the Governance Committee since 2008. Meridian provides information and independent advice on the design of the Corporation’s executive compensation programs, evaluates recommendations put forward by management and advises on any other items requested by the Governance Committee. The Governance Committee has the sole authority to retain and approve fees for Meridian and any other independent consultants without consulting management of the Corporation. Meridian provides its advice directly to the Governance Committee, including during *in camera* sessions without management present. Meridian does not provide any services to the Corporation other than those provided directly to the Governance Committee. Any use of Meridian by management would require the Governance Committee’s prior approval.

The Governance Committee annually assesses the independence of its compensation consultant. In 2012 and 2011, Meridian was not retained to perform any services for the Corporation and it did not receive any compensation from the Corporation, except in relation to the services it provided to the Governance Committee. In 2012 and 2011, Meridian received \$22,918 and \$27,300 respectively, for services performed for the Governance Committee.

Role of Mercer (Canada) Limited

Mercer (Canada) Limited and its affiliates (“Mercer”) act as compensation consultants to the Corporation’s and Loblaw’s management groups from time to time.

In 2012, Mercer provided assistance to management in preparing a report to the Loblaw Governance Committee with respect to short-term and long-term incentive design for Loblaw that included information and advice on current market trends and best practices. Mercer prepared a report for Loblaw on the following topics: (i) the general prevalence and eligibility by employee level of long-term incentives, specifically of performance-based plans; (ii) target and mix of long-term incentives and total target pay mix by employee level within the organization; and (iii) long-term incentive grant levels and performance plan metrics. Mercer’s report and findings were based on a review of the incentive plans at the following list of companies with compensation programs that management believes, with Mercer’s assistance, compare to Loblaw’s executive compensation program:

Comparator Corporations		
Canadian Tire Corporation, Limited The Home Depot Canada, Inc. Hudson’s Bay Company Katz Group Canada Ltd. Lowe’s Canada Maple Leaf Foods Inc.	McDonalds Canada Metro Inc. North West Company Rogers Communications Inc. RONA Inc. Sears Canada Inc.	Target Canada Telus Corporation Tim Hortons Inc. Wal-Mart Canada Yum! Restaurants International (Canada) Company

Based on the results of this review, the Loblaw Governance Committee decided to extend the scope of the PSU Plan’s implementation, which was originally intended only for the most senior executives, to all executives beginning in 2013. This change will reduce the weighting of stock options since PSUs will comprise one-third (by grant value) of each executive’s annual LTIP grant.

The findings of the Mercer report were provided to the Corporation’s Governance Committee.

In 2012 and 2011, Mercer received nil and \$81,969 respectively, for services relating to executive compensation for the Corporation, and \$12,046 and \$10,938 respectively, for services relating to executive compensation for Loblaw. Mercer did not perform any other services or receive any other fees.

2012 Compensation Review – Chief Financial Officer

The Governance Committee considered the compensation arrangements offered to Mr. Dufresne to assume the position of Chief Financial Officer. As part of this process, the Governance Committee considered Mr. Dufresne's skills and experience and the important role he would play in the overall strategy and direction of the Corporation. The Committee also considered the compensation arrangements of Loblaw's Chief Financial Officer. The Committee did not engage in any formal benchmarking process in setting Mr. Dufresne's compensation arrangement; however, it did ask Meridian, its independent compensation advisor, to review the terms of Mr. Dufresne employment offer to affirm that it was aligned with internal equity considerations and compensation packages provided to other similarly situated senior executives in Canada.

2012 Compensation Review – President of Weston Foods

The Governance Committee approved the compensation arrangements offered to Mr. Senise to assume the position of President of Weston Foods. The Governance Committee considered Mr. Senise's extensive experience in the food manufacturing industry, the compensation arrangements of the former President of Weston Foods and the internal equity of this role within the larger corporate and Weston Foods executive framework. The Corporation did not engage in any formal benchmarking process in setting Mr. Senise's compensation arrangements.

COMPONENTS OF COMPENSATION

The 2012 NEO compensation was comprised principally of base salary, short-term cash incentives (which executives may have elected to receive in the form of EDSUs), MTIPs and long-term incentives (RSUs, PSUs and stock options) as described in the table that follows. Benefits, pensions and perquisites generally comprise a relatively small part of an NEO's total annual compensation.

Overview of Components

Components		Form	Period	Program Objectives and Details
Fixed Compensation	Base Salary	Cash	Annual	<ul style="list-style-type: none"> Reflects the executive’s level of responsibility, skill and experience, internal equity among executives and the executive’s overall performance both individually and in relation to the executive’s business unit or division.
	Variable Compensation	Short-Term Incentive Plan (STIP)	Cash	Annual
EDSUs (Elective)			Annual election; EDSUs held until cessation of employment	<ul style="list-style-type: none"> Each executive has the option to receive all or a portion of the executive’s STIP award in the form of EDSUs, to a cumulative maximum of three times the executive’s base salary. Aligns executives’ interests with those of shareholders and count towards Share Ownership Guidelines.
Medium-Term Incentive Plan (MTIP)		MTIP Units	Typically a 3 year performance period	<ul style="list-style-type: none"> Motivates and rewards executives of Weston Foods for increasing enterprise value. Eligible executives have a targeted bonus for the relevant performance period expressed as a percentage of base salary. Actual payout is determined by the increase in implied equity value of the relevant Weston Foods business during the performance period. Payouts generally range from zero to a maximum of 200% of an executive’s base salary in the last year of the performance period.
Long-Term Incentive Plan (LTIP)		RSUs	Typically a 3 year vesting period	<ul style="list-style-type: none"> Motivates and rewards executives for increasing shareholder value. RSU grants are generally made once per year. Individual awards are differentiated based on role and expected future performance. RSUs typically comprise one-third of the total value of LTIP grants to executives. RSUs are settled in Common Shares at the end of the applicable vesting period.
		PSUs	Typically a 3 year performance period	<ul style="list-style-type: none"> Motivates and rewards executives for increasing shareholder value. PSU grants are generally made once per year. Individual awards are differentiated based on role and expected future performance. PSUs typically comprise one-third of the total value of LTIP grants to executives. PSU vesting is based on Loblaw’s success in achieving earnings per share, market share and return on capital targets and the Weston Foods’ MTIP results, and in certain cases, a discretionary component. PSUs are settled in Common Shares at the end of the applicable performance period.
		Stock Options	5 year vesting (20% per year); 7 year term	<ul style="list-style-type: none"> Motivates and rewards executives for increasing shareholder value. Stock option grants are generally made once per year. Individual awards are differentiated based on role and expected future performance. Stock options typically comprise one-third of the total value of LTIP grants to executives using the Black-Scholes-Merton methodology.
Other Elements of Compensation				
Benefits	Group health, dental and insurance benefits		Employment and post-employment	<ul style="list-style-type: none"> Executive benefit plans, paid for by the Corporation, provide health, dental, disability and insurance coverage.
Pensions	Defined Benefit Pension Plan/ Defined Contribution Pension Plan/ Supplemental Executive Retirement Plan		Post-employment	<ul style="list-style-type: none"> Plans are designed to provide a reasonable level of retirement income to executives to reward them for their service to the Corporation. In 2012, senior executives participated in either the executive defined benefit registered pension plan or the executive defined contribution registered pension plan and in a supplemental executive retirement plan. New executives participate in the executive defined contribution registered pension plan.
Perquisites	Cash allowance/reimbursement for professional services		Annual	<ul style="list-style-type: none"> A limited number of personal benefits are provided, including a car or car allowance, an annual medical examination and a discretionary health care spending account.

2012 NAMED EXECUTIVE OFFICER COMPENSATION BASE SALARY

Base salaries for the NEOs are set on an individual basis and not within formalized salary ranges. Base salaries are set taking into account the skill, competency, experience, internal equity among executives and the executive's overall performance both individually and in relation to the executive's business unit or division. Each year the Governance Committee reviews the salary of the NEOs. The Governance Committee may make adjustments to an NEO's salary as a result of a change in the NEO's duties and responsibilities, or in the performance and contribution of the NEO, both on an individual basis and in relation to the performance of the NEO's business unit or division during the previous year. No base salary changes were made in 2012.

The following table sets out the base salary for each NEO for fiscal 2012:

Name	2012 Base Salary (\$)
W. Galen Weston	1,000,000
Paviter S. Binning	1,000,000
Richard Dufresne ⁽¹⁾	525,000
Jairo Senise ⁽²⁾	850,000
Vicente Trius	1,000,000

(1) Mr. Dufresne joined the Corporation as Chief Financial Officer on March 26, 2012. His prorated salary for 2012 was \$403,847.

(2) Mr. Senise joined Weston Foods as President on March 1, 2012. His prorated salary for 2012 was \$708,333.

SHORT-TERM INCENTIVE PLAN

The Corporation's STIP is designed to motivate executives, including the NEOs, to meet the Corporation's annual business and financial objectives. In each fiscal year, the performance of the executives is measured by the achievement of specific financial goals, which vary from year to year. All participating executives have STIP award targets that are expressed as a percentage of base salary determined by the executive's position and level within the organization. Depending on actual performance relative to the performance targets, payouts for each performance target range from zero to a maximum of 200% of target for each component. The STIP is designed with the intent that STIP awards will be paid out at each executive's target level. The STIP award payments are made in cash, although executives may elect to receive all or a portion of their STIP award in EDSUs, to a cumulative maximum of three times the executive's base salary.

The Governance Committees of the Corporation and of Loblaw believe that their respective STIP programs are balanced as they are comprised of different performance measures that are designed to focus executives on the key drivers of the operating businesses and value creation over both the short-term and long-term and, as such, reduce the risk of inappropriate or excessive risk-taking behaviour.

The Governance Committee or, in the case of Mr. Vicente Trius, the Loblaw Governance Committee, determines the appropriate STIP performance measures and weightings for each NEO, based on their roles and responsibilities within the Corporation and Loblaw. The Governance Committee is responsible for the plan design and awards made by the Corporation pursuant to the Weston Foods STIP. The Loblaw Governance Committee is responsible for the plan design and awards made pursuant to the Loblaw STIP.

The following table sets forth the performance measures and weightings that were used in determining the STIP awards for each NEO for 2012:

Name	Title	Performance Measure	Weighting (%)
W. Galen Weston	Executive Chairman	Discretion of the Governance Committee	100
Paviter S. Binning	President	Loblaw STIP	47
		Weston Foods STIP	23
		Discretionary component	30
Richard Dufresne	Chief Financial Officer	Loblaw STIP	47
		Weston Foods STIP	23
		Discretionary component	30
Jairo Senise	President of Weston Foods	Weston Foods STIP	100
Vicente Trius	President of Loblaw	Loblaw STIP	100

A description of each performance measure and the actual achievements against these measures is set forth below.

Discretion of Governance Committee

In determining the STIP awards for the Executive Chairman, President and the Chief Financial Officer of the Corporation, the Governance Committee considered the overall performance of the individual NEO to determine the discretionary component of their STIP award.

W. Galen Weston, Executive Chairman

The STIP awarded to the Executive Chairman in 2012 was determined in the discretion of the Governance Committee based on both quantitative and qualitative factors. The quantitative factors are based on the financial performance of both Weston Foods and Loblaw using the same measures as for the rest of the senior management team. The qualitative factors are the Governance Committee's assessment of the Corporation's progress in delivering on its major strategic objectives and the Executive Chairman's overall leadership of the Corporation. This year, the Governance Committee took into account the financial returns and the significant strategic actions at both the Corporation and Loblaw, including the decision to create one of the largest real estate investment trusts ("REIT") in Canada. Absent exceptional circumstances, the Executive Chairman's STIP target award is 100% of his salary and is capped at that amount. The Governance Committee judged the Executive Chairman's overall performance to be strong and warranted a STIP amount of \$1,000,000, which was his target STIP award for the year.

Paviter S. Binning, President

The discretionary component of the STIP awarded to the President was determined based on Mr. Binning's achievement of his personal leadership and strategic objectives set early in 2012. The Governance Committee concluded that, in his first complete year as President, Mr. Binning demonstrated exceptional leadership and performance in delivering on his 2012 objectives. These objectives included developing a strategic agenda for the Corporation, implementing a robust succession plan for both the Corporation and Weston Foods (including the hiring of certain senior executives), and completing several important business initiatives. Mr. Binning's discretionary component is targeted at 30% of his STIP award, which is \$450,000. Based on Mr. Binning's exceptional achievement of his objectives, the Governance Committee awarded Mr. Binning an award of \$700,000 for this component of his STIP award, representing 156% of target.

Richard Dufresne, Chief Financial Officer

The discretionary component of the STIP awarded to the Chief Financial Officer was determined based on an assessment of Mr. Dufresne's performance since joining the Corporation in early 2012. The Governance Committee considered Mr. Dufresne's strong leadership in developing and implementing a number of key

initiatives during the year, including his role and contribution in Loblaw's announcement to create the REIT. Mr. Dufresne's discretionary component is targeted at 30% of his STIP award, which based on his prorated salary for 2012, is \$121,154. Due to Mr. Dufresne's very strong performance and leadership in 2012, the Governance Committee awarded Mr. Dufresne an award of \$157,500 for this component of his STIP award, representing 130% of target.

Weston Foods STIP Plan Design

The Governance Committee believes that the STIP should be designed to properly incent the NEOs to achieve the Weston Foods business plan and strategic objectives. Prior to the beginning of each fiscal year, the Governance Committee establishes the STIP design, including specific business performance measures, weightings and targets, and presents it to the Board for approval. In determining the performance measures, weightings, targets and payout ranges for each fiscal year, the Governance Committee takes into account the key components of the Weston Foods business plan, budget and strategic objectives. Following year-end, the Governance Committee reviews the financial results of Weston Foods against the performance targets and considers, in its discretion, whether any adjustments are required to account for unexpected events during the year.

For 2012, the Weston Foods STIP was based on two performance measures: 67% based on earnings and 33% based on sales. The Weston Foods STIP payouts are determined separately for each performance measure and then aggregated to determine the final amount.

Weston Foods Earnings Performance

The earnings target for 2012 was based on budgeted earnings before interest and taxes ("EBIT") and was based on the annual and multi-year business plans of Weston Foods. The Governance Committee believes that EBIT represents one of the best indicators of overall business performance. The earnings target for the STIP was designed specifically for compensation purposes and differs from the segmented GAAP financial information publicly reported for Weston Foods by the Corporation. For 2012, the STIP earnings target for Weston Foods was \$317.5 million.

The earnings component of the Weston Foods STIP for 2012 was designed so that:

- a positive (or negative) change of 1% in earnings performance relative to the target would have a corresponding 4% increase (or 5% decrease) in the bonus awarded for the earnings component;
- no 2012 bonus would be awarded for the earnings component if the actual earnings of Weston Foods were 80% or less than target; and
- the maximum 2012 bonus payout for the earnings component was 180% of target and would be met if the actual earnings of Weston Foods were equal to or greater than 120% of target.

Early in 2013, the Governance Committee reviewed the 2012 financial results of Weston Foods and calculated earnings for STIP purposes in accordance with the plan. Weston Foods' earnings for 2012, calculated in accordance with the STIP, fell slightly short of the earnings target but resulted in a payout of 96.4% of target for this component of the STIP. As a result, the NEOs received the payout amounts for the earnings component of the Weston Foods STIP set forth in the chart on page 34.

Weston Foods Sales Performance

The sales measure is designed to keep sales as a key focal point for executives in each of the business units across North America. The sales target for 2012 was \$1,822 million based on the targeted growth in net sales set forth in the annual business plan of Weston Foods.

The sales component of the Weston Foods STIP for 2012 was designed so that:

- a positive (or negative) change of 0.25% in sales growth relative to the target would have a corresponding 10% increase (or 12.5% decrease) in the bonus awarded for the sales component;
- no 2012 bonus would be awarded for the sales component if the actual sales of Weston Foods were less than target by 2% or greater; and
- the maximum 2012 bonus payout for the sales component would be 180% of target if the actual sales growth of Weston Foods exceeded target by 2% or greater.

Early in 2013, the Governance Committee reviewed the 2012 financial results of Weston Foods and calculated the sales growth for STIP purposes. Sales for Weston Foods in 2012, calculated in accordance with the STIP, did not meet the minimum level required to earn any bonus in respect of the sales component of the STIP.

Loblaw STIP

Plan Design

Both the purpose and overall design of Loblaw's STIP are consistent with the Corporation's STIP. The Loblaw STIP is designed with the intent that Loblaw STIP awards will be paid out at each executive's target level. The Loblaw STIP award payments are made in cash, although Loblaw executives may elect to receive all or a portion of their Loblaw STIP award in Loblaw EDSUs, up to a cumulative maximum of three times the executive's base salary.

The 2012 Loblaw STIP incorporated the following performance measures and weighting: 50% based on earnings, 30% based on sales and 20% based on free cash flow. The Loblaw STIP payouts are determined separately for each performance measure and then aggregated to determine the final amount. Additional detail regarding the Loblaw STIP design can be found in Loblaw's Management Proxy Circular available at www.sedar.com.

Loblaw Earnings Performance

Loblaw's earnings target was based on budgeted earnings before interest, tax, depreciation and amortization ("EBITDA") pursuant to Loblaw's annual and multi-year business plans. For 2012, the STIP earnings target for Loblaw's STIP was a range of \$2,046 million to \$2,096 million.

The earnings component was designed so that:

- 100% of the bonus awarded for the earnings component would be paid out if Loblaw's actual earnings were in the range of \$2,046 million to \$2,096 million;
- a change of \$21 million above \$2,096 million or \$21 million below \$2,046 million in earnings performance relative to the target range would have a corresponding 10% increase (or decrease) in the bonus awarded for the earnings component;
- no 2012 bonus would be awarded for the earnings component if Loblaw's actual earnings were equal to or less than 90% of \$2,046 million; and
- the maximum 2012 bonus payout for the earnings component was 200% of target and would be met if Loblaw's actual earnings were equal to or greater than 110% of \$2,096 million.

Early in 2013, Loblaw's Governance Committee reviewed Loblaw's 2012 financial results and calculated the earnings for STIP purposes in accordance with the plan, excluding adjustments for certain unexpected events

such as the \$61 million restructuring charge. Loblaw's earnings for 2012, calculated in accordance with the STIP, were \$2,062 million, within the target range, resulting in a payout of 100% of target for this component of the Loblaw STIP. Key factors contributing to Loblaw's earnings performance relative to the STIP target were continued operating efficiencies in selling, general and administration costs.

Loblaw Sales Performance

The sales metric is designed to focus executives on improving growth in both Loblaw's core retail food business and in new and innovative products and services. The sales target for 2012 was \$31,843 million based on the targeted growth set forth in Loblaw's business plan.

The sales component was designed so that:

- a positive (or negative) change of 0.15% in sales growth relative to the target would have a corresponding 10% increase (or decrease) in the bonus awarded for the sales component;
- no 2012 bonus would be awarded for the sales component if Loblaw's actual sales were less than target by 1.5% or more; and
- the maximum 2012 bonus payout for the sales component would be 200% of target if Loblaw's actual sales growth exceeded target by 1.5% or more.

Early in 2013, Loblaw's Governance Committee reviewed Loblaw's 2012 financial results and calculated the sales for STIP purposes in accordance with the plan. Loblaw's actual sales for 2012, calculated in accordance with the STIP, were \$31,604 million, resulting in a payout of 50% of target for this component of the STIP. The decrease in sales relative to plan was driven by several factors including a same store sales decline of 0.2% and modest sales growth in food.

Free Cash Flow

For STIP purposes, "free cash flow" is defined as cash flows from operations excluding the net change in credit card receivables less fixed asset purchases. The free cash flow target approved by Loblaw's Governance Committee for 2012 was \$672 million which reflected a number of corporate initiatives that were intended to increase free cash flow during the year. Loblaw's Governance Committee believes that the free cash flow component of the STIP is an effective overall measure of Loblaw's financial strength, stability and flexibility.

The free cash flow component was designed so that:

- a positive (or negative) change of \$20 million relative to the target had a corresponding 10% increase (or decrease) in the bonus awarded for the free cash flow component;
- no 2012 bonus would be awarded for the free cash flow component if free cash flow was \$200 million less than the target; and
- the maximum 2012 bonus payout for the free cash flow component would be 200% of target if the increase in free cash flow exceeded target by \$200 million or more.

Early in 2013, Loblaw's Governance Committee reviewed Loblaw's 2012 financial results and calculated the free cash flow for STIP purposes in accordance with the plan, excluding adjustments for certain unexpected events. Loblaw's actual free cash flow for 2012, calculated in accordance with the STIP, was \$752 million, resulting in a payout of 140% of target for this component of the STIP. The increase in free cash flow relative to the STIP target was primarily from lower expenditures.

Data Quality Clawback

A key business commitment established by Loblaw in 2011 was to ensure that data accuracy and completeness were maintained across the businesses due to the critical importance of data accuracy for the IT systems implementation and other enterprise risk management objectives. In order to ensure appropriate

focus on this commitment, a clawback was introduced whereby a failure to meet pre-established data quality results could reduce an executive's final STIP payout by as much as 10%. Loblaw did not successfully meet all of its 2012 data accuracy and completeness targets and therefore, adjustments were made to executives' 2012 STIP payouts to reduce them by 2.3% for the Loblaw portion of the STIP.

STIP Payout Summary

In 2012, the payout amounts for the NEOs, which account for each performance measure and its respective weighting, were 90.7% of the target level for Loblaw and 81.9% for the Corporation. The following table sets forth the STIP target, maximum STIP award and the 2012 STIP award for each NEO.

Name	Base Salary ⁽¹⁾	STIP Target as Percentage Of Base Salary (%)	STIP Target (\$)	Maximum STIP Award (\$)	2012 STIP Award (\$)							Total (\$)
					Weston Foods Earnings Component (\$)	Weston Foods Sales Component (\$)	Loblaw Earnings Component (\$)	Loblaw Sales Component (\$)	Loblaw Free Cash Flow Component (\$)	Loblaw Data Quality Adjustment (\$)	Discretionary Component (\$)	
W. Galen Weston	1,000,000	100	1,000,000	1,000,000	—	—	—	—	—	—	1,000,000	1,000,000
Paviter S. Binning	1,000,000	150	1,500,000	3,000,000	224,933	—	350,000	105,000	196,000	(15,983)	700,000	1,559,950
Richard Dufresne	525,000	100	403,847	807,694	60,559	—	94,231	28,269	52,769	(4,302)	157,500	389,026
Jairo Senise	850,000	100	850,000	1,700,000	546,267	—	—	—	—	—	—	546,267
Vicente Trius	1,000,000	150	1,500,000	2,000,000	—	—	750,000	224,833	420,000	(34,871)	—	1,359,962

(1) STIP awards are calculated using an NEO's prorated base salary amount, as applicable.

Executive Deferred Share Unit Plan

The Corporation's EDSU Plan enables an executive to receive up to 100% of their STIP bonus in any year in EDSUs, subject to a cumulative cap of three times the executive's base salary. All EDSUs held by an executive will be paid out in cash by no later than December 15th of the year following the year in which the executive's employment ceases for any reason. An election to participate in the EDSU Plan in any year must be made before the beginning of that year and is irrevocable. The number of EDSUs granted in respect of any year will be determined by dividing the STIP bonus that is subject to an EDSU Plan election by the value of a Common Share on the date the STIP bonus would otherwise be payable. For this purpose, and for purposes of determining the value of an executive's EDSUs upon redemption, the value of a Common Share is calculated by using the volume weighted average of the trading prices of the Common Shares on the TSX for the five trading days prior to that valuation date. Additional EDSUs are accumulated based on notional equivalents of dividends paid on Common Shares while an EDSU is outstanding. Mr. Binning has elected to participate in the EDSU Plan commencing in 2013.

MEDIUM-TERM INCENTIVE PLAN

Under the Weston Foods MTIP program, awards of MTIP units are made to eligible executives on an annual basis. The purpose of the MTIP is to reward executives for improvement in certain factors that influence enterprise value (such as EBITDA, notional debt and cash flow) based on the performance of the Weston Foods business units over a three-year performance period. The size of an award to a participating executive is generally determined as a percentage of the executive's base salary. The target value of an MTIP award on vesting is determined based on pre-determined performance levels of EBITDA and cash flow of the relevant business unit. Payouts may be higher or lower than the targeted amounts based on actual performance. The targets for the awards made in 2012 were forward-looking as they relate to the three-year period ending in 2014 and were developed taking into account Weston Foods business strategies, plans and initiatives and its expectations regarding financial and operational performance. Given their forward looking nature, the targets are confidential and their disclosure would seriously prejudice the Corporation's interests. Consistent with the STIP plans, the MTIP targets are intended to be challenging such that strong financial performance is required to achieve the targeted results. The financial performance of Weston Foods has been strong over recent years and, as a result, the payouts for each MTIP grant to date have exceeded target.

In 2012, the Governance Committee approved the grant of MTIP units to approximately 60 executives of Weston Foods. Mr. Senise is the only NEO who participates in the MTIP program.

The following table sets forth the MTIP target award and the performance measure that was used in determining the MTIP awards for Mr. Senise for 2012:

NEO	Target MTIP as Percentage of Base Salary (%)	Target MTIP Award (\$)	Performance Measure
Jairo Senise	100	850,000	Increase in estimated enterprise value of Weston Foods from January 1, 2012 to December 31, 2014

LONG-TERM INCENTIVE PLAN

The purpose of the Corporation's equity-based LTIP is to motivate executives to increase shareholder value. Under the LTIP, the Corporation awards executives long-term incentives in the form of stock options, RSUs and PSUs, the values of which are directly linked to the change in value of the Common Shares. Executives eligible for LTIP grants generally receive them on an annual basis. Historically, two-thirds of the grant value was delivered through stock options, valued using the Black-Scholes-Merton methodology, and one-third was delivered through RSUs.

In 2012, the Governance Committee approved the introduction of a PSU Plan as an additional component of the overall LTIP for certain NEOs. On that basis, annual LTIP grants for certain NEOs were comprised of equal grants (by grant value) of stock options, RSUs and PSUs. The new design reapportions the current LTIP award, but it did not increase its aggregate value. The introduction of the PSU Plan enables the Corporation to decrease its use of stock options. The redesigned LTIP balances the use of (i) stock options, which align an executive's interest with shareholders in share price accretion; (ii) RSUs, which serve as a key component in retaining executives, and (iii) PSUs, which focus executives on the delivery of key objectives set forth in the strategic plan.

The value of an LTIP grant to a participating executive is generally based on a percentage of the executive's base salary. All grants are reviewed and approved by the Governance Committee as part of its regular review of compensation. Annual LTIP awards are granted in the first quarter during the open trading window following the announcement of the Corporation's year-end financial results in accordance with the Corporation's Securities Trading Policy. "Off-cycle" grants are made to newly hired executives, and to executives promoted part way through a year, during open trading windows following the release of quarterly financial results.

In 2012, the Governance Committee approved annual LTIP awards to the NEOs as follows:

Name	Base Salary (\$)	Annual LTIP Grant as a Percentage of Base Salary (%)	Grant Date Fair Value (\$)	Type of LTIP Grant
W. Galen Weston	1,000,000	100	1,000,002	Stock options
Paviter S. Binning	1,000,000	350	3,499,965	Stock options, RSUs and PSUs
Richard Dufresne	525,000	150 ⁽¹⁾	1,703,749	Stock options, RSUs and PSUs
Jairo Senise	850,000	115 ⁽²⁾	1,974,927	Stock options and RSUs

(1) Mr. Dufresne's annual LTIP is targeted at 150% of his base salary but in 2012, Mr. Dufresne's LTIP grant was set at \$603,790 to reflect his start date of March 26, 2012. Mr. Dufresne's annual LTIP for 2012 was comprised of 16,180 stock options, 3,192 RSUs and 3,192 PSUs. Mr. Dufresne also received a one-time LTIP grant of 44,210 stock options and 8,723 RSUs with an aggregate grant date fair value of \$1,099,959.

(2) Mr. Senise's annual LTIP is targeted at 115% of his base salary has a grant date fair value of \$977,704, and is comprised of 50% stock options and 50% RSUs. Mr. Senise received 39,226 stock options and 7,766 RSUs for his annual LTIP grant in 2012. In 2012, Mr. Senise also received a one-time special grant of 15,839 RSUs with a grant date fair value of \$997,223.

In 2012, the Loblaw Governance Committee approved the following annual LTIP award to Mr. Trius:

Name	Base Salary (\$)	Annual LTIP Grant as a Percentage of Base Salary (%)	Grant Date Fair Value (\$)	Type of LTIP Grant
Vicente Trius	1,000,000	250	2,495,403	Loblaw Stock Options, RSUs and PSUs

The key features of the Corporation's stock option plan (the "Stock Option Plan"), the RSU Plan and the PSU Plan are described below. For a description of the key features of Loblaw's LTIP, please refer to the Loblaw Management Proxy Circular at www.sedar.com.

Stock Option Plan

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

As of December 31, 2012, options to purchase 1,435,385 Common Shares were outstanding. The Corporation has 4,799,762 Common Shares available for future option grants, which represents approximately 3.74% of the issued and outstanding Common Shares. The Stock Option Plan provides that Common Shares issuable pursuant to outstanding options that are cancelled, expired, forfeited or terminated for any reason without having been exercised will again be available for grant under the Stock Option Plan. Stock options are not transferable or assignable otherwise than by will or by laws of descent and distribution, and during the lifetime of an optionee will be exercisable only by him or her. Please see page 42 for details regarding the treatment of stock options upon the resignation, termination with or without cause, or retirement of a participant as well as the effect of a change of control of the Corporation.

The exercise price for options may not be less than the fair market value of a Common Share, which is defined as the greater of: (i) the volume weighted average of the trading price of a Common Share for the five trading days prior to the grant date; or (ii) the volume weighted average of the trading price of a Common Share on the trading day immediately preceding the grant date. The exercise price for options granted to U.S. participants is the closing price of the Common Shares on the TSX on the day prior to the grant date.

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

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

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

In the event of a consolidation, subdivision or reclassification of the Common Shares, or any stock dividend of Common Shares paid otherwise than in lieu of a normal cash dividend, or any amalgamation or reorganization of the Corporation, the Board will make appropriate adjustments to the number of Common Shares subject to any options then outstanding and the exercise price thereof.

The Stock Option Plan provides that shareholder approval is not required for any amendments to the Stock Option Plan or an option granted under the Stock Option Plan, except for any amendment or modification that:

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

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

In 2012, the NEOs received stock option grants from the Corporation as described in the table below:

Name	Options Granted	Exercise Price (\$)	Grant Date Fair Value (\$)	Vesting Schedule	Term of Grant
W. Galen Weston	80,257	62.96	1,000,002	20% per year over 5 years	7 years
Paviter S. Binning	93,633	62.96	1,166,667	20% per year over 5 years	7 years
Richard Dufresne	60,390	63.05	751,252	20% per year over 5 years	7 years
Jairo Senise	39,226	62.96	488,756	20% per year over 5 years	7 years

In 2012, Mr. Trius received stock option grants from Loblaw as described in the table below:

Name	Loblaw Options Granted	Exercise Price (\$)	Grant Date Fair Value (\$)	Vesting Schedule	Term of Grant
Vicente Trius	138,476	34.93	828,613	20% per year over 5 years	7 years

Restricted Share Unit Plan

RSUs entitle an executive to receive the value of the RSU award in Common Shares at the end of the applicable vesting period, which is usually three years in length. An executive receives the number of Common Shares equal to the number of RSUs granted, with the ultimate award value determined by the share price at the end of the applicable vesting period. The RSU Plan does not provide for the payment of any additional units in respect of dividends paid on Common Shares for the period when an RSU is outstanding.

In 2012, Messrs. Binning, Dufresne and Senise were awarded RSUs from the Corporation as follows:

Name	RSUs Granted	Grant Value Per Unit (\$)	Grant Date Fair Value (\$)	Vesting Date
Paviter S. Binning	18,530	62.96	1,166,649	March 8, 2015
Richard Dufresne	11,915	63.05	751,241	March 26, 2015
Jairo Senise	23,605	62.96	1,486,171	March 8, 2015

In 2012, Mr. Trius was awarded RSUs from Loblaw as follows:

Name	Loblaw RSUs Granted	Grant Value Per Unit (\$)	Grant Date Fair Value (\$)	Vesting Date
Vicente Trius	23,859	34.93	833,395	March 1, 2015

Performance Share Unit Plan

PSUs represent a form of at-risk long-term compensation that serves to motivate the recipient to deliver on objectives set forth in the Corporation's strategic plan. Like RSUs, PSUs also entitle an executive to receive the value of a PSU award in Common Shares at the end of the applicable performance period, also typically three years in length. The number of PSUs that vest during such period depends on the achievement of certain performance measures. For 2012, the Loblaw PSU performance measures are earnings per share, return on capital and market share metrics. The PSU performance measures and weightings for Messrs. Binning, Dufresne and Trius are set out below:

NEO	Performance Measure	Weighting (%)
Paviter S. Binning	Discretionary Component	33
	Loblaw PSU Performance	45
	Weston Foods MTIP Performance	22
Richard Dufresne	Loblaw PSU Performance	67
	Weston Foods MTIP Performance	33
Vicente Trius	Loblaw PSU Performance	100

A threshold performance condition must be met by the Corporation for the performance period in order for any PSUs to vest with respect to each performance measure. A target performance condition is the expected level of achievement for the performance period. If the target performance conditions have been met, the number of PSUs that vest, with respect to each measure, will be equal to the number of PSUs granted. A maximum performance condition is the level of achievement during the performance period that results in the maximum number of PSUs vesting for each performance metric. If the maximum performance conditions have been achieved for each measure, up to 200% of the number of PSUs granted will vest. Any performance results between the threshold performance conditions and maximum performance conditions will result in an award of PSUs determined on a linear basis. The PSU Plan does not provide for the payment of any additional units in respect of dividends paid on Common Shares during the period when a PSU is outstanding.

The performance targets for the awards made in 2012, relating to the Weston Foods MTIP performance and Loblaw earnings per share, return on capital and market share metrics, are forward-looking as they relate to the three-year period ending in 2015 and were developed taking into account the Corporation's business strategies, plans and initiatives and its expectations regarding financial and operational performance. The targets are confidential and their disclosure would seriously prejudice the Corporation's interests. The targets are intended to be challenging – neither impossible nor easy to achieve.

In 2012, Messrs. Binning and Dufresne were awarded PSUs from the Corporation for which the Grant Date Fair Value assumes vesting at 100% of target:

Name	PSUs Granted	Grant Value Per Unit (\$)	Grant Date Fair Value (\$)	Vesting Date
Paviter S. Binning	18,530	62.96	1,166,649	March 8, 2015
Richard Dufresne	3,192	63.05	201,256	March 26, 2015

In 2012, Mr. Trius was awarded PSUs from Loblaw as follows:

Name	Loblaw PSUs Granted	Grant Value Per Unit (\$)	Grant Date Fair Value (\$)	Vesting Date
Vicente Trius	23,859	34.93	833,395	March 1, 2015

Long-Term Incentive Plan Clawback

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

Securities Authorized for Issuance under Equity Compensation Plans as of December 31, 2012

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

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity Compensation Plans Approved by Securityholders • Stock Option Plan	1,435,385	\$66.56	4,799,762
Equity Compensation Plans Not Approved by Securityholders	N/A	N/A	N/A
Total	1,435,385	\$66.56	4,799,762

RETIREMENT AND PENSION ARRANGEMENTS

The Corporation's and Loblaw's retirement and pension arrangements are designed to provide a reasonable level of retirement income to executives. Senior executives of the Corporation and of Loblaw participate in either the Corporation's or Loblaw's executive defined benefit registered pension plan (the "Executive DB Plan") or executive defined contribution registered pension plan (the "Executive DC Plan"). All new executives join the Executive DC Plan of the Corporation or of Loblaw as the case may be. In addition, senior executives of the Corporation whose pensionable earnings exceed prescribed levels participate in a non-contributory supplemental executive retirement plan (the "SERP").

EXECUTIVE BENEFIT PLANS

The Corporation provides the NEOs with designated health, dental, disability and insurance coverage through executive benefit plans paid for by the Corporation.

PERQUISITES

NEOs receive a limited number of perquisites. These include a car or car allowance, an annual medical examination and a discretionary health care spending account.

EXECUTIVE SHARE OWNERSHIP GUIDELINES

The Corporation maintains Share Ownership Guidelines to further align the interests of senior executives with those of the Corporation's shareholders. The Guidelines establish minimum share ownership levels for executives based on a multiple of their salary and executive level. In 2012, the Governance Committees of the Corporation and Loblaw undertook a comprehensive review of the share ownership practices of other companies. Based on this review, the Guidelines were amended to remove RSUs and PSUs as eligible holdings, making it more difficult to achieve the minimum share ownership levels.

Under the revised Guidelines, Common Shares, EDSUs and the in-the-money value of vested stock options of the Corporation are the only eligible holdings included in determining an executive's ownership value. The Guidelines were expanded to include every executive at the senior vice president level and higher. Senior executives who serve both the Corporation and Loblaw may include their eligible holdings in both companies to satisfy the Guidelines.

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

- Executive Chairman of Loblaw – 5x base salary
- President of the Corporation or Loblaw – 3x base salary
- President of Weston Foods – 2x base salary
- Executive Vice Presidents – 2x base salary
- Senior Vice Presidents – 0.5x base salary

Executives are expected to attain the required ownership level within five years of their appointment, but following the elimination of RSUs and PSUs from the list of eligible holdings, all executives have been granted five years from the Guidelines' effective date of January 1, 2013, to meet the required ownership levels.

The dollar values of each NEO's eligible equity-based holdings, based on the market value on December 31, 2012 of \$70.68, are set forth in the following table:

Name	Value of Equity-Based Holdings			Ownership Requirement	
	Common Shares (\$)	Vested In-The-Money Stock Options (\$)	Total (\$)	(\$)	Multiple of Salary
Paviter S. Binning	138,957	13,908	273,549 ⁽¹⁾	3,000,000	3
Richard Dufresne	25,303	—	25,303	1,050,000	2
Jairo Senise	20,497	—	20,497	1,700,000	2
Vicente Trius ⁽²⁾	101,845	135,638	237,483	3,000,000	3

(1) Mr. Binning served as a director of Loblaw between 2009 and 2010 and pursuant to the Guidelines, his Loblaw DSU holdings count towards his minimum equity ownership in the Corporation. Mr. Binning owns 2,870 Loblaw DSUs with a value of \$120,684 as of December 29, 2012, based on the share price of \$42.05 for common shares of Loblaw.

(2) Mr. Trius is subject to Loblaw's Executive Share Ownership Guidelines. His Loblaw equity-based holdings are set forth in the table based on their value on December 29, 2012 at \$42.05, being the price of a Loblaw common share on that date.

For a description of Loblaw's Executive Share Ownership Guidelines in respect of Mr. Trius, please refer to the Loblaw Management Proxy Circular available at www.sedar.com.

2012 COMPENSATION DECISIONS REGARDING THE NAMED EXECUTIVE OFFICERS

The following outlines the rationale underlying the compensation decisions for each of the NEOs for 2012.

W. Galen Weston, Executive Chairman

In 2012, Mr. W. Galen Weston received an LTIP grant of 80,257 stock options with a grant date fair value of \$1,000,002, equal to approximately 100% of Mr. Weston's base salary. In assessing Mr. Weston's compensation arrangement, the Governance Committee felt that stock options were the most appropriate component of compensation for the Corporation's controlling shareholder, given Mr. Weston's substantial long-term investment in the Corporation directly and indirectly through companies which he controls. In setting the 2012 award, the Committee considered the size and timing of the last grant of stock options awarded to Mr. Weston in 2007.

Paviter S. Binning, President

Mr. Binning's employment agreement provides for a base salary of \$1,000,000 and a STIP target payout of 150% of his base salary with a maximum payout set at 200% of target. In 2011, the Governance Committee

reviewed Mr. Binning's compensation when he was promoted to President of the Corporation, including his extensive knowledge and experience in the consumer packaged goods industry and Mr. Binning's increased responsibilities over the Corporation and its subsidiaries. The Committee also considered the compensation arrangements of Loblaw's President. The Governance Committee has discretion to set Mr. Binning's annual LTIP target in an amount ranging between 250% and 450% of Mr. Binning's base salary. In 2012, the Committee felt that 350% was the appropriate LTIP target level for Mr. Binning in recognition of the key strategic role Mr. Binning holds at the Corporation and its subsidiaries. This increased Mr. Binning's target LTIP target from 100% to 350% of base salary in 2012. Mr. Binning's annual LTIP value is comprised of 1/3 stock options, 1/3 RSUs, and 1/3 PSUs, with an aggregate grant date fair value set at \$3,499,965. Mr. Binning is also eligible to participate in the Corporation's other compensation and benefit plans available to executive officers including the EDSU Plan, executive pension plan and other group benefits.

Richard Dufresne, Chief Financial Officer

In setting Mr. Dufresne's executive compensation arrangements, the Governance Committee considered Mr. Dufresne's skills, prior experience and the important strategic role he would play in the direction of the Corporation and its subsidiaries. The Committee also considered the compensation arrangements of Loblaw's Chief Financial Officer. Mr. Dufresne's employment agreement provides for a base salary of \$525,000 and a STIP target payout of 100% of his base salary, with a maximum payout set at 200% of base salary. Mr. Dufresne's annual LTIP is comprised of 1/3 stock options, 1/3 RSUs, and 1/3 PSUs, with an annual target representing 150% of his base salary. For 2012, Mr. Dufresne received a prorated LTIP of \$603,790. Mr. Dufresne also received a signing bonus to compensate him for the loss of certain short-term and long-term entitlements from his former employer, including a one-time cash payment of \$600,000 and a one-time LTIP grant of \$1,099,959 payable 50% in stock options and 50% in RSUs. Mr. Dufresne is also eligible to participate in the Corporation's other compensation and benefit plans available to executive officers including the EDSU Plan, executive pension plan and other group benefits.

Jairo Senise, President of Weston Foods

Mr. Senise's employment agreement provides for a base salary of \$850,000 and a STIP target payout of 100% of his base salary, with a maximum payout set at 200% of target. Mr. Senise is eligible to participate in Weston Food's MTIP with a target payout of 100% of base salary, with a maximum payout set at 200% of target. Mr. Senise's annual LTIP is comprised of 50% stock options and 50% RSUs, set at 115% of his base salary, representing a grant date fair value of approximately \$977,500. Although Mr. Senise is a Weston Foods executive, the Committee awarded Mr. Senise an LTIP comprised of stock options and RSUs to further his alignment with the interests of the Weston group of companies. Mr. Senise does not participate in the Corporation's PSU program which is determined by the performance of key financial metrics at Loblaw and the Weston Foods MTIP results. Mr. Senise instead participates directly in Weston Foods MTIP program, which is designed to reward Weston Foods executives for increases in the enterprise value of that business over time. Additionally, to compensate Mr. Senise for the loss of certain entitlements, the Corporation paid Mr. Senise a one-time payment of US\$3 million, US\$2 million of which was paid in cash and US\$1 million was paid in RSUs. Mr. Senise is also eligible to participate in the Corporation's other compensation and benefit plans available to executive officers including the EDSU Plan, executive pension plan and other group benefits.

Vicente Trius, President of Loblaw

The Loblaw Governance Committee increased Mr. Trius' LTIP grant as a percentage of his base salary from 100% to 250% in 2012, to reward Mr. Trius' leadership and to continue to incent him with a significant portion of at-risk compensation. In 2012, Mr. Trius received an annual LTIP grant from Loblaw of 138,476 stock options, 23,859 RSUs and 23,859 PSUs with an aggregate grant date fair value of \$2,495,403.

TERMINATION AND CHANGE OF CONTROL BENEFITS

None of the NEOs' employment agreements provide for change of control benefits, however the Corporation's and Loblaw's compensation plans have termination and change of control provisions. The table below summarizes the termination and change of control benefits provided under each plan in situations that result in cessation of employment.

Type of Compensation	Separation Event				
	Resignation	Termination without Cause	Termination with Cause	Retirement	Change of Control
Short-Term Incentive Plan	No payment	Bonus for the applicable year is prorated to the termination date	No payment	Bonus for the applicable year is prorated to the retirement date	Governance Committee discretion to grant or adjust bonus
Medium-Term Incentive Plan	Units forfeited at time of notice of resignation	Value of units paid out on a pro rata basis	All outstanding units are forfeited	Grant value paid out on a pro rata basis	Governance Committee discretion to adjust grant or payout of current value
Stock Option Plan	Options forfeited at time of notice of resignation	30 days from notice of termination to exercise vested options	All outstanding options cancelled at time of notice of termination	90 days to exercise vested options	Board discretion to accelerate vesting of options
Restricted Share Unit Plan	Units forfeited at time of notice of resignation	Value of units paid out on a prorated basis provided termination date is more than 12 months after the grant date	All outstanding units forfeited at time of notice of termination	Value of outstanding units paid out on a prorated basis	Governance Committee discretion to adjust grant
Performance Share Unit Plan	Units forfeited at time of notice of resignation	Value of units paid out on a prorated basis provided termination date is more than 12 months after the grant date	All outstanding units forfeited at time of notice of termination	Value of outstanding units paid out on a prorated basis	Governance Committee discretion to adjust grant
Executive Deferred Share Unit Plan	NEO has until December 15th of the year following resignation to redeem	NEO has until December 15th of the year following termination to redeem	NEO has until December 15th of the year following termination to redeem	NEO has until December 15th of the year following retirement to redeem	Governance Committee to ensure substantially similar award following a change of control event

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

W. Galen Weston, Executive Chairman

The Corporation does not have an employment agreement with Mr. Weston. If Mr. Weston's employment is terminated, he will be entitled to receive accrued and unpaid salary up to the date of termination and applicable incentive payments as provided for under the terms of the Stock Option Plan.

Paviter S. Binning, President

If Mr. Binning's employment is terminated without cause, he will be entitled to receive (a) his salary for up to 18 months, (b) his target STIP bonus for up to 18 months, and (c) applicable incentive and share-based payments as provided for under the terms of the LTIP. Upon termination, Mr. Binning will be subject to certain non-competition and confidentiality undertakings.

Richard Dufresne, Chief Financial Officer

If Mr. Dufresne's employment is terminated without cause, he will be entitled to receive (a) his salary for up to 12 months, (b) his target STIP bonus for up to 12 months, and (c) applicable incentive and share-based payments as provided for under the terms of the LTIP. Upon termination, Mr. Dufresne will be subject to certain non-competition and confidentiality undertakings.

Jairo Senise, President of Weston Foods

If Mr. Senise's employment is terminated without cause, he will be entitled to receive (a) his salary for up to 12 months, (b) an additional \$75,000 per month if the termination date occurs within two years of his

commencement date, (c) his target STIP bonus for up to 12 months, and (d) applicable incentive and share-based payments as provided for under the terms of the LTIP. Upon termination, Mr. Senise will be subject to certain non-competition and confidentiality undertakings.

Vicente Trius, President of Loblaw

If Mr. Trius' employment is terminated without cause by Loblaw, he will be entitled to receive (a) salary for up to 36 months, and (b) applicable incentive and share-based payments as provided for under the terms of the Loblaw LTIP. Upon termination, Mr. Trius will be subject to certain non-competition and confidentiality undertakings.

Potential Amounts Paid on Termination

The following table sets forth the estimated incremental payments or benefits that the NEOs would have received upon termination of employment on December 31, 2012 for the various reasons described below.

Name	Event	Amounts Due on Termination						Total (\$)
		Contractual Severance		Benefits (\$)	Long-Term Incentive Plans			
		Salary ⁽¹⁾ (\$)	Annual Bonus ⁽¹⁾ (\$)		Stock Options ⁽²⁾ (\$)	RSUs/PSUs ⁽³⁾	MTIP	
W. Galen Weston Executive Chairman	Termination with cause Termination without cause Resignation Retirement ⁽⁴⁾ Change of Control	— — — — —	— — — — —	— — — — —	— — — — —	— — — — —	— — — — —	— — — — —
Paviter S. Binning President	Termination with cause Termination without cause Resignation Retirement ⁽⁴⁾ Change of Control	— 1,500,000 — — —	— 2,250,000 ⁽⁵⁾ — — —	— — — — —	— — — — —	— — — — —	— — — — —	— 3,750,000 — — —
Richard Dufresne Chief Financial Officer	Termination with cause Termination without cause Resignation Retirement ⁽⁴⁾ Change of Control	— 525,000 — — —	— 525,000 ⁽⁵⁾ — — —	— — — — —	— — — — —	— — — — —	— — — — —	— 1,050,000 — — —
Jairo Senise President of Weston Foods	Termination with cause Termination without cause Resignation Retirement ⁽⁴⁾ Change of Control	— 1,750,000 — — —	— 850,000 ⁽⁵⁾ — — —	— — — — —	— — — — —	— — — — —	— — — — —	— 2,600,000 — — —
Vicente Trius President of Loblaw	Termination with cause Termination without cause Resignation Retirement ⁽⁴⁾ Change of Control	— 3,000,000 — — —	— — — — —	— — — — —	— — — — —	— — — — —	— — — — —	— 3,000,000 — — —

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

(2) The NEOs are entitled to exercise vested options following termination without cause in accordance with the Stock Option Plan.

(3) RSUs and PSUs are paid out on a prorated basis where the NEO retires or is terminated without cause in accordance with the RSU Plan and PSU Plan, respectively.

(4) The NEO was not entitled to retirement benefits as of December 31, 2012.

(5) Annual bonus is valued at target level.

COMPENSATION DECISIONS FOR 2013

2013 Incentive Plan Amendments

Loblaw STIP

The Loblaw Governance Committee has amended the weighting of the three Loblaw's STIP measures for 2013. The 2013 Loblaw STIP will incorporate the following performance measures and weightings: 45% based on

earnings, 45% based on sales and 10% based on free cash flow. Additionally, the data quality clawback, which was introduced in 2011 to reduce an executive's final STIP payout by as much as 10%, has been replaced by a measure that may increase STIP payouts by up to an incremental 10% of target in 2013 if certain objectives relating to Loblaw's IT systems implementation are met, subject to earnings performance meeting a certain threshold.

Loblaw LTIP

To simplify the PSU Plan, the Loblaw Governance Committee reduced the number of PSU performance measures for 2013 Loblaw PSU grants by eliminating the earnings per share metric. Loblaw PSUs granted in 2013 will vest based on performance measures relating to return on capital and market share.

2013 Long-Term Incentive Plan Grants

In February 2013, the Governance Committee approved LTIP awards to the Corporation's NEOs as set out below. The Governance Committee reapportioned Mr. Weston's LTIP grant to reduce the number of stock options awarded to him and to include RSUs and PSUs as part of his grant. This change will bring greater consistency among the LTIP awards granted to senior executives.

Name	Grant Date Fair Value (\$) ⁽¹⁾	Stock Options (#) ⁽²⁾	RSUs (#)	PSUs (#)
W. Galen Weston Executive Chairman	1,000,004	28,106	4,521	4,521
Paviter S. Binning President	4,000,003	112,423	18,084	18,084
Richard Dufresne Chief Financial Officer	1,120,067	31,478	5,064	5,064
Jairo Senise President of Weston Foods	1,090,830	41,210	8,166	—

The Loblaw Governance Committee approved the following LTIP award to Mr. Trius:

Name	Grant Date Fair Value (\$) ⁽¹⁾	Stock Options (#) ⁽²⁾	RSUs (#)	PSUs (#)
Vicente Trius President of Loblaw	2,499,908	106,991	20,543	20,543

(1) These amounts reflect the grant date fair value of the options, RSUs and PSUs when granted. The grant date fair value of stock options is calculated in the following manner: Stock Option Value = Number of Stock Options Granted x Black-Scholes-Merton Value. The grant date fair value of the RSUs and PSUs is calculated in the following manner: RSU or PSU = Number of RSUs or PSUs Granted x the greater of the volume weighted average share price for the one or five trading days preceding the grant date, being \$73.73 as of March 7, 2013 for the Corporation and \$40.56 as of February 28, 2013 for Loblaw.

(2) The exercise price of the stock options is \$73.73 for the Corporation and \$40.56 for Loblaw.

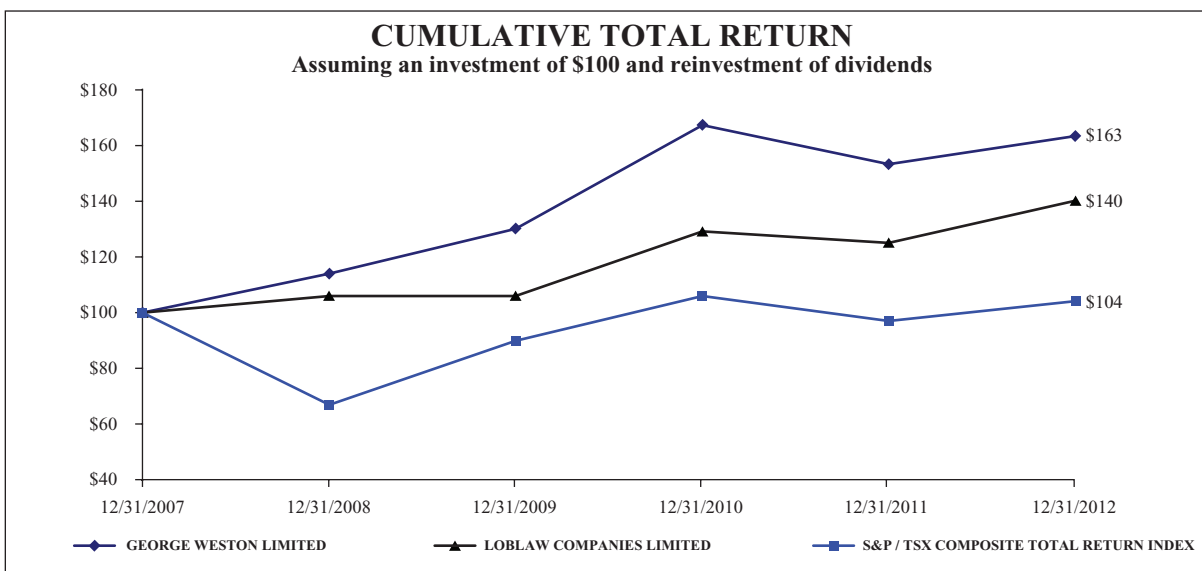
2013 Post-Retirement and Pension Arrangement Amendments

Effective January 1, 2013, post-retirement benefits will be eliminated for all new executive hires. For current executives, effective January 1, 2015, the Executive Retiree program will be replaced with an annual Health Spending Account of \$5,000 to age 65 and \$2,500 thereafter. Executives who are age 55 or older or have at least 25 years of service on January 1, 2015 will be grandfathered under the current Executive Retiree program.

One of the Corporation's pension plans currently allows members to elect to retire with an unreduced pension at age 62 or at age 55 if they have 30 years of service. For members who are less than age 62, an early retirement reduction factor is applied to reflect the longer payment period. This early retirement reduction has been subsidized by the Corporation but, beginning in 2015, this subsidy will be removed. There will be no impact for members retiring on or after the age of 62 or for members who are at least age 55 on January 1, 2015.

PERFORMANCE GRAPH

The graph below compares the cumulative total shareholder return on \$100 invested in Common Shares and Loblaw common shares on December 31, 2007, with the cumulative annual total return of the S&P/TSX Composite Total Return Index over the same period.



	31-Dec-07	31-Dec-08	31-Dec-09	31-Dec-10	31-Dec-11	31-Dec-12
S&P/TSX COMPOSITE TOTAL RETURN INDEX	\$100	\$67	\$90	\$106	\$97	\$104
GEORGE WESTON LIMITED	\$100	\$114	\$130	\$167	\$153	\$163
LOBLAW COMPANIES LIMITED	\$100	\$106	\$106	\$129	\$125	\$140

For the five-year period ended December 31, 2012, the Corporation's total shareholder return out-performed the S&P/TSX Composite Total Return Index. The Corporation's total shareholder return was positively impacted by the \$1 billion special dividend in 2011 and announcement in 2012 of Loblaw's intention to create a REIT to acquire a significant portion of Loblaw's real estate assets. Loblaw's total shareholder return also out-performed the S&P/TSX Composite Total Return Index over the same period.

NEO compensation at the Corporation, Loblaw and Weston Foods has also increased during this five-year period. Compensation of NEOs involved in the Weston Foods business have increased over this period as a result of the achievement of financial performance targets at Weston Foods. Total compensation for the NEOs involved in the Loblaw business has increased during the five-year period ended December 31, 2012 primarily as a result of their achievement of Loblaw's business objectives and an increased emphasis on long-term equity-based incentives. Additionally, compensation increased during this five-year period due to new NEO hires with competitive compensation packages that included one-time incentive and compensatory payments.

Although executive compensation has increased over this period, a substantial portion of executive pay for NEOs of both the Corporation and Loblaw is at-risk, based on financial and share price performance. The at-risk component for the NEOs in 2012 ranged from 46.3% to 82.1% of the NEOs' total compensation. The Corporation's MTIP awards and both companies' STIP awards are made based on the successful performance of key financial objectives that are tied to the applicable business plans. Stock option, RSU and PSU grants are directly correlated to the share price of the Corporation and Loblaw, as applicable, and are therefore aligned with shareholder returns. In 2012, both the Corporation and Loblaw approved the addition of a PSU Plan as an additional component of the overall executive compensation program. The PSU Plan is designed to focus senior executives on the achievement of long-term strategic objectives in addition to meeting the short-term business and financial objectives in the applicable business plans.

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation earned by the NEOs during fiscal years 2012, 2011 and 2010, as applicable.

Name and Principal Position	Year ⁽¹⁾	Salary (\$)	Share-Based Awards (\$) ⁽²⁾	Option-Based Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$) ⁽⁴⁾	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)			
W. Galen Weston Executive Chairman	2012	1,000,000	—	1,000,002	1,000,000	—	—	114,455	3,114,457
	2011	1,000,000	—	—	1,000,000	—	—	1,131,014	3,131,014
	2010	1,000,000	—	—	1,000,000	—	—	98,387	2,098,387
Paviter S. Binning President	2012	1,000,000	2,333,298	1,166,667	1,559,950	—	38,000	64,487	6,162,402
	2011	854,167	1,394,783	500,253	1,049,750	—	38,000	60,173	3,897,126
	2010	284,617	93,775	2,751,900	347,344	—	14,000	21,812	3,513,448
Richard Dufresne Chief Financial Officer	2012	403,847 ⁽⁵⁾	952,497	751,252	389,026	—	24,000	837,734	3,358,356
Jairo Senise President of Weston Foods	2012	708,333 ⁽⁶⁾	1,486,171	488,756	546,267	—	31,000	2,179,949	5,440,476 ⁽⁷⁾
Vicente Trius President of Loblaw	2012	1,000,000	1,666,790	828,613	1,359,962	—	38,000	108,077	5,001,442
	2011	416,667	7,208,515	892,658	713,226	—	16,000	2,726,032	11,973,098 ⁽⁷⁾

- (1) Messrs. Dufresne and Senise joined the Corporation in 2012 and Mr. Trius joined Loblaw in 2011.
- (2) Amounts represent the grant date fair value of RSUs and PSUs awarded to the NEOs, calculated in the following manner: RSU Grant Date Value + PSU Grant Date Value. RSU Grant Date Value = Number of RSUs Granted x the greater of the volume weighted average share price for the one or five trading days preceding the grant date. The grant date fair value of an RSU award is the same as the accounting fair value of such award on the applicable grant date except that for accounting purposes the calculation of the grant date fair value of an RSU also reflects the deduction of the net present value of the dividends over the term of the RSU, to which an RSU holder is not entitled. PSU Grant Date Value = Number of PSUs Granted x the greater of the volume weighted average share price for the one or five trading days preceding the grant date. The grant date fair value of a PSU award is the same as the accounting fair value of such award on the applicable grant date except that for accounting purposes the calculation of the grant date fair value of a PSU also reflects the deduction of the net present value of the dividends over the term of the PSU, to which a PSU holder is not entitled. The Grant Date Fair Value assumes vesting at 100% of target. The number of PSUs that may vest will range between 0% and 200% of the number granted.
- (3) These amounts reflect the grant date fair value of the options when granted. The grant date fair value of stock options is calculated in the following manner: Stock Option Value = Number of Stock Options Granted x Black-Scholes-Merton Value. The Corporation has chosen to use Black-Scholes-Merton model as the methodology for calculating the fair value of the options granted as this methodology is commonly used by issuers. To determine the fair value of options granted using the Black-Scholes-Merton model an expected life of 7 years is used, which is based on the contractual term of the options. The other assumptions used in the model are based on relevant market data on the day of the valuation. The Corporation also uses the Black-Scholes-Merton model for accounting purposes. However, the accounting value ascribed at the grant date for the stock options is based on an expected life that reflects historical exercise patterns, as opposed to the contractual term of the option which is used for compensation reporting purposes (see Note 26 to the Corporation's annual audited consolidated financial statements for the year ended December 31, 2012, for the other assumptions and estimates used for this calculation). As a result when using the Black-Scholes-Merton value method, there is a difference between the fair value per option for compensation reporting purposes, and the accounting value per option as follows: For Messrs. Weston, Binning and Senise's 2012 grants, the accounting value per option is lower by \$0.40 (Mr. Binning's 2011 and 2010 grants were lower by \$1.80 and \$2.73 respectively per option); for Mr. Dufresne's 2012 grant, the accounting value is higher by \$0.09 per option; and for Mr. Trius' 2012 grant, the accounting value is lower by \$0.14 per option (for Mr. Trius' 2011 grant, the accounting value is higher by \$0.33 per option).
- (4) Amounts under All Other Compensation include the value of perquisites and payments made by the Corporation and Loblaw under their respective employee share ownership plans and pension entitlements (Mr. Weston was required to receive his registered pension plan entitlement in 2012 in an amount of \$93,023). In 2012, Mr. Dufresne received a one-time cash payment of \$600,000 to compensate him for the loss of certain entitlements from his former employer and approximately \$197,000 to assist with his relocation expenses. Additionally, to compensate Mr. Senise for the loss of certain entitlements, the Corporation paid Mr. Senise a one-time cash payment of US\$2 million (CDN \$1,988,320) and approximately \$150,000 to assist with his relocations expenses. Payments were made in 2011 to all employees that held in-the-money options, including Mr. W. Galen Weston (\$1,099,477), as compensation for the decreased value of their awards resulting from the payment of the \$1.0 billion special one-time dividend paid on Common Shares during the first quarter of 2011. In 2011, Mr. Trius received a US \$1,800,000 (CDN \$1,877,548) payment in respect of compensation from his previous employer that was forfeited by him in association with his assumption of the role of President of Loblaw and an \$825,000 payment for his transition from his previous employer and to reimburse certain other expenses incurred by him in connection with his move to Canada.
- (5) Mr. Dufresne joined the Corporation as Chief Financial Officer on March 26, 2012 and his prorated salary for 2012 was \$403,847.
- (6) Mr. Senise's joined the Corporation as President of Weston Foods on March 1, 2012 and his prorated salary for 2012 was \$708,333.
- (7) Mr. Senise's 2012 compensation included approximately \$3,000,000 of one-time payments associated with his assumption of the role of President of Weston Foods. Mr. Trius' 2011 compensation included approximately \$10,500,000 of one-time payments associated with his assumption of the role of President of Loblaw. Each NEO's respective payments relate to forfeited compensation and pension entitlements from previous employers, a one-time signing bonus and costs associated with relocation to Canada, as applicable.

INCENTIVE PLAN AWARDS

Incentive Plan Awards – Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth the number and value of all unexercised option-based and share-based awards outstanding at December 31, 2012 for the Corporation, and at December 29, 2012 for Loblaw:

Name of Participant	Option-Based Awards				Share-Based Awards		Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$) ⁽²⁾	
W. Galen Weston Executive Chairman	123,750 80,257	72.21 62.96	March 19, 2014 March 8, 2019	0 619,584	—	—	—
Paviter S. Binning President	128,774 30,634 93,633	81.05 68.41 62.96	August 16, 2017 March 10, 2018 March 8, 2019	0 69,539 722,847	59,579	4,211,044	—
Richard Dufresne Chief Financial Officer	60,390	63.05	March 26, 2019	460,776	15,107	1,067,763	—
Jairo Senise President of Weston Foods	39,226	62.96	March 8, 2019	302,825	23,605	1,668,401	—
Vicente Trius President of Loblaw	151,042 ⁽³⁾ 138,476 ⁽³⁾	37.56 34.93	August 2, 2018 March 1, 2019	678,179 985,949	239,638 ⁽³⁾	10,076,778 ⁽³⁾	— —

(1) The value of outstanding vested and unvested option-based awards is calculated based on the closing price for the Common Shares of Weston on December 31, 2012, which was \$70.68 or the Loblaw common shares on December 29, 2012, which was \$42.05, as applicable.

(2) The value of RSUs and PSUs awarded to the NEOs is based on the closing price of the Common Shares on December 31, 2012, which was \$70.68 or the Loblaw common shares on December 29, 2012, which was \$42.05, in each case multiplied by the number of RSUs or PSUs awarded, as applicable.

(3) Stock options, RSUs and PSUs awarded by Loblaw.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value of option-based and share-based awards of the NEOs that vested during fiscal 2012, as well as the value of non-equity incentive plan compensation that the NEOs earned during fiscal 2012. The dollar value of the option-based and share-based awards is calculated using the number of units vested/earned multiplied by the closing price of the Common Shares on the TSX on the applicable vesting date.

Name of Participant	Option-Based Awards – Value Vested During The Year (\$)	Share-Based Awards – Value Vested During The Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During The Year ⁽¹⁾ (\$)
W. Galen Weston Executive Chairman	0	—	1,000,000
Paviter S. Binning President	0	—	1,559,950
Richard Dufresne Chief Financial Officer	—	—	389,026
Jairo Senise President of Weston Foods	—	—	546,267
Vicente Trius President of Loblaw	0	—	1,359,962

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

PENSION PLAN AND LONG SERVICE EXECUTIVE ARRANGEMENTS

Executives of the Corporation, including the NEOs, participate in either of the Corporation's Executive DB Plan or the Corporation's or Loblaw's Executive DC Plan. All newly hired or newly appointed executives join one of the Executive DC Plans. Mr. W. Galen Weston is a member of the Corporation's Executive DB Plan. Messrs. Binning, Dufresne and Senise are members of the Corporation's Executive DC Plan. Mr. Trius is a member of Loblaw's Executive DC Plan.

Executive Defined Benefit Pension Plan and Supplemental Executive Retirement Plan

For those executives who participate in the Executive DB Plan of the Corporation or Loblaw and who retired in 2012, annual pension benefits were capped at \$2,647 per year of service. In addition, the Corporation provides SERP allowances to executives who participate in the Executive DB Plan of the Corporation or Loblaw, including Mr. W. Galen Weston. The SERP is an unfunded obligation of the Corporation and executives who participate in this plan must comply with certain eligibility provisions in order to receive payment, most notably, executives are not eligible to receive SERP payments while employed by a competitor of the Corporation or Loblaw.

Pension entitlements for an executive in the Corporation's Executive DB Plan and the SERP are based on the executive's length of service and his or her highest three-year average rate of base salary during his or her years of service with the Corporation. For senior executives other than Mr. W. Galen Weston, the total annual benefits payable under the Corporation's Executive DB Plan and the SERP are capped at \$125,000.

The cost of the estimated future Executive DB Plan benefits and SERP benefits for each NEO participating in the Executive DB Plan is calculated each year by the Corporation's independent actuaries, based on the same method and assumptions used to determine year-end pension plan obligations as disclosed in Note 25 to the 2012 consolidated financial statements of the Corporation. Certain accrued obligations in respect of the NEOs and other senior executives for the SERP are secured by a stand-by letter of credit issued by a major Canadian bank.

The following table sets forth details regarding the only NEO who participates in the Corporation's Executive DB Plan:

Name	Number of Years Credited Service (#)	Annual Benefits Payable (\$)		Opening Present Value of Deferred Benefit Obligation (\$) ⁽¹⁾	Compensatory Change (\$)	Non Compensatory Change (\$)	Closing Present Value of Deferred Benefit Obligation (\$) ⁽²⁾
		At Year End	At Age 65				
W. Galen Weston Executive Chairman	39	469,300	469,300 ⁽³⁾	6,397,000	0	(20,000)	6,377,000

(1) Discount rate is 4.25%.

(2) Discount rate is 4.00%.

(3) Mr. Weston is required to receive his registered pension plan entitlement beginning at age 71 which amounted to \$93,023 in 2012. He is not receiving his SERP entitlement.

Executive Defined Contribution Pension Plan and Supplemental Executive Retirement Plan

Certain senior executives of the Corporation participate on a non-contributory basis in the Corporation's Executive DC Plan. During 2012, contributions were set as a percentage of base salary (maximum of \$250,000) and were capped at \$23,820 per year, as set forth in the following table:

Age + Years of Service	Employer Contributions as a Percentage of Base Salary
< 50	13%
50-60	15%
61 +	17%

The Corporation has entered into retirement agreements with certain executives who participate in the Executive DC Plan to provide SERP benefits to those executives with allocations for contributions in excess of the annual \$23,820 registered plan limit. As noted above, the SERP is an unfunded obligation of the

Corporation and executives who participate in this plan must comply with certain eligibility provisions in order to receive payment, most notably, executives are not eligible to receive SERP payments while employed by a competitor of the Corporation or Loblaw.

The following table sets forth details regarding Messrs. Binning, Dufresne and Senise who participated in the Corporation's Executive DC Plan and SERP during 2012:

Name of Participant	Accumulated Value at Start of Year (\$)	Compensatory (\$)	Accumulated Value at Year End (\$)
Paviter S. Binning President	51,000	38,000	95,000
Richard Dufresne Chief Financial Officer	0	24,000	25,000
Jairo Senise President of Weston Foods	0	31,000	32,000

The following table sets forth details regarding Mr. Trius who participated in Loblaw's executive defined contribution plan during 2012:

Name of Participant	Accumulated Value at Start of Year (\$)	Compensatory (\$)	Accumulated Value at Year End (\$)
Vicente Trius President of Loblaw	16,000	38,000	56,000

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

As at March 18, 2013, there was no indebtedness (other than "routine indebtedness" under applicable Canadian securities laws) owing to the Corporation or any of its subsidiaries by any directors, executive officers, employees or former directors, executive officers or employees of the Corporation or any of its subsidiaries.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES**INTRODUCTION**

The Corporation's Board and management believe that sound corporate governance practices contribute to the effective management of the Corporation and its achievement of strategic and operational plans, goals and objectives. The Corporation's approach to corporate governance is generally consistent with Canadian Securities Administrators' Corporate Governance Guidelines (the "Governance Guidelines"). The Governance Committee regularly reviews the Corporation's corporate governance practices and considers any changes necessary to maintain the Corporation's high standards of corporate governance in a rapidly changing environment.

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

Board Responsibilities and Duties

The Board, directly and through its committees, supervises and oversees the management of the business and affairs of the Corporation with the goal of enhancing long-term shareholder value. A copy of the Board's mandate is attached as Schedule "A" of this Circular. The Board reviews the Corporation's direction, assigns responsibility to management for achievement of that direction, approves major policy decisions, delegates to management the authority and responsibility in day-to-day affairs and reviews management's performance and effectiveness. The Board's expectations of management are communicated to management directly and through committees of the Board.

The Board approves the Corporation's goals, objectives, operating budgets and strategies, which take into account the opportunities and risks of the business. Members of the Board attend an annual all-day strategy session with management to discuss and review the Corporation's strategic plans and opportunities. The members also receive a presentation from management of Loblaw with respect to strategy for the Loblaw business. At these sessions, each operating division presents a review of its activities and its outlook and strategies for the long-term. The Board oversees the Corporation's risk management framework and assesses and evaluates the integrity of the Corporation's internal controls over financial reporting and information systems and delegates certain risks to be overseen by the Audit Committee. As part of its risk management oversight, the Board receives reports on management's approach to risk management. Through the Governance Committee, the Board oversees succession planning and compensation for senior management and members of the Board.

The Board reviews and approves:

- strategic corporate direction and corporate performance objectives;
- multi-year and annual business, capital and operating plans and budgets;
- material capital expenditures, acquisitions, divestitures and restructurings;
- investments outside of the ordinary course of business; and
- management's approach to enterprise risk management.

These matters are in addition to those matters that are required by law or corporate policy to receive Board consideration and approval. The Board regularly receives reports on the operating results of the Corporation, as well as reports on certain non-operational matters, including insurance, pensions, corporate governance, health and safety, legal and treasury matters. The Board, through the Governance Committee, also closely monitors any potential conflicts of interest between the Corporation and its affiliates, including Loblaw. Individual directors may, with the approval of the Lead Director, retain an outside advisor at the expense of the Corporation.

Board Leadership

Mr. W. Galen Weston is the Executive Chairman of the Board. The Board maintains a position description for the Executive Chairman that is reviewed annually by the Governance Committee and the Board.

The Executive Chairman directs the operations of the Board. He chairs each meeting of the Board and is responsible for the management and effective functioning of the Board generally and provides leadership to the Board in all matters. More specifically, the Executive Chairman works in consultation with the members of senior management to, among other things, set the agenda for each Board meeting; ensure that the Board has all the information it needs to discuss the matters brought before the Board; and ensure that all of the Board's responsibilities, as set out in the Board mandate, are being fulfilled. The Executive Chairman also monitors the reports from the committees of the Board to ensure the committees are fulfilling the responsibilities delegated to them by the Board. The Executive Chairman also chairs meetings of shareholders and facilitates the response by management to shareholder concerns. The Executive Chairman ensures that strategic plans are communicated to the Board and that such plans are evaluated as to their success.

The Board has also appointed an independent director, J. Robert S. Prichard, to serve as Lead Director. Mr. Prichard replaced Mr. Peter B.M. Eby as Lead Director in May 2012. The Lead Director provides leadership to the Board and particularly to the independent directors. He ensures that the Board operates independently of management and that directors have an independent leadership contact. The Lead Director chairs meetings of the independent directors following each Board meeting and on other occasions as required or desirable. The Board maintains a position description for the Lead Director. The Lead Director meets periodically with the other independent directors to obtain insight as to areas where the Board and its committees can operate more effectively and to ensure that the Board is able to discharge its responsibilities independent of management.

Director Independence

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

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

When assessing materiality, the Governance Committee considers all relevant factors and circumstances including, without limitation, transactions between the Corporation and the director directly, immediate family members of the director, or organizations with which the director is affiliated, and the frequency and dollar amounts associated with any such transactions. The Governance Committee has reviewed each existing and proposed director's factual circumstances and relationships with the Corporation to determine whether he or she is independent within the meaning of the Governance Guidelines. The Governance Committee determined that 8 of the 12 nominees are independent.

The following director nominees were determined to be independent: A. Charles Baillie, Peter B. M. Eby, Darren Entwistle, Isabelle Marcoux, Sarabjit S. Marwah, J. Robert S. Prichard, Thomas F. Rahilly and Barbara Stymiest. The following director nominees were determined not independent because they have a material relationship with the Corporation or its affiliates as described below:

- W. Galen Weston, who is the Executive Chairman of the Corporation;
- Paviter S. Binning, who is the President of the Corporation;
- Anthony R. Graham, who is an executive officer of Wittington, the Corporation's principal shareholder; and
- John S. Lacey, who provides advisory services to the Corporation and to Loblaw.

The Corporation has taken steps to ensure that adequate structures and processes are in place to permit the Board to function independently of management of the Corporation. The Chair of the Board and of each committee meet separately with the Board or committee members after each meeting without management's presence. The independent directors typically meet separately following each Board meeting and on other occasions as required or desirable without the non-independent directors' or management's presence. There were no separately scheduled meetings of the independent directors in 2012. Additional information relating to the directors standing for election, including other public company boards on which they serve as well as their attendance record for all Board and committee meetings during fiscal 2012, can be found on pages 7 through 13 of this Circular.

The Board has determined that the current leadership structure, in which the offices of the Executive Chairman and the Chief Executive Officer are held by one person and an independent director acts as Lead Director, ensures the appropriate level of oversight, independence and responsibility is applied to Board decisions. The Chairman of the Governance Committee serves as the Lead Director. The Lead Director facilitates communication with the Board and presides over sessions where the independent directors meet without the non-independent directors, or where sessions when the Executive Chairman is not present. The Lead Director, and each of the other directors, communicate regularly with the Executive Chairman regarding appropriate agenda topics and other Board related matters.

The Board is of the view that having an Executive Chair related to the controlling shareholder and a Lead Director that is independent works well in addressing any potential conflicts of interest between the Corporation and the controlling shareholder. The role of an independent Lead Director is needed to ensure that the interests of the Corporation and of the minority shareholders and other relevant stakeholders are protected.

Individual directors may, with the approval of the Lead Director, retain an outside advisor at the expense of the Corporation as necessary.

Board Committees

There are five committees of the Board: Audit; Governance, Human Resource, Nominating and Compensation; Pension; Environmental, Health and Safety; and Executive.

The Audit Committee is comprised solely of independent directors. All other committees (other than the Executive Committee) are comprised solely of non-management directors, in each case with a majority of members being independent directors. At least once a year, the Governance Committee reviews committee composition and committee chairs and tables its recommendations to the Board for approval. The Board

believes that the composition of its committees (other than the Executive Committee) allows them to operate independently from management such that shareholders' interests are protected. All committees (other than the Executive Committee) may engage outside advisors or consultants as necessary and have the authority to approve fees for any such engagements.

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

Position Descriptions for the Chair of each Committee

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

The following is a brief summary of some of the responsibilities of each committee.

Governance, Human Resource, Nominating and Compensation Committee

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

- identifying and recommending candidates for membership on the Board;
- evaluating the independence of directors;
- assisting in directors' orientation and assessing their performance on an on-going basis;
- shaping the Corporation's approach to corporate governance and recommending to the Board the corporate governance principles to be followed by the Corporation;
- assisting the Board in discharging its responsibilities relating to compensation and succession planning for the Corporation's senior executives; and
- determining the design of the compensation of directors and executive officers.

The Governance Committee, whose members are J. Robert S. Prichard (Chair), A. Charles Baillie, Peter B.M. Eby, and Anthony R. Graham had five meetings in 2012.

Audit Committee

The Audit Committee assesses and evaluates the integrity of the Corporation's internal control over financial reporting and information systems. Although the Board oversees the Corporation's ERM Program, it delegates the oversight of certain risks to the Audit Committee. The Audit Committee periodically reports to the Board on the oversight of such risks and on management's overall effectiveness in managing the ERM Program. The Audit Committee is responsible for:

- recommending the appointment of the external auditors;
- reviewing the planning and execution of the audit by the external auditors;

- reviewing the independence of the external auditors;
- considering and evaluating with management the adequacy and effectiveness of internal control over financial reporting and financial disclosure controls and reviewing any proposed corrective actions;
- reviewing and monitoring the Corporation's policies relating to ethics and conflicts of interests of officers and employees;
- overseeing procedures for the receipt, retention and follow-up of complaints regarding the Corporation's accounting, internal controls and auditing matters and the confidential anonymous submission by employees of concerns regarding such matters;
- reviewing and monitoring internal audit services of the Corporation;
- reviewing the integrity of the data generated by the Corporation's information technology systems;
- reviewing and approving the audit fees paid to the external auditors and pre-approval of non-audit related fees to the external auditors;
- discussing and reviewing with management and the external auditors the Corporation's annual and interim consolidated financial statements, Management's Discussion and Analysis and Annual Information Form and other matters relating to the Corporation's financial disclosure; and
- reviewing with management the design and structure of the Corporation's ERM program.

The Audit Committee, whose members are A. Charles Baillie (Chair), Warren Bryant, Darren Entwistle, Thomas F. Rahilly and Barbara Stymiest, had five meetings in 2012.

Pension Committee

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

- reviewing the performance of the Corporation's and its subsidiaries' pension plans and pension funds;
- reviewing and recommending managers for the funds' portfolios;
- reviewing the performance of pension fund managers;
- reviewing and approving the assumptions used, the funded status and amendments to the Corporation's and its subsidiaries' pension plans;
- reviewing the management and administration of the Corporation's pension plans, capital accumulation plans, and retiree health and welfare plans;
- reviewing and setting the investment objectives and risk management practices of the Corporation and approving Statement of Investment Policies and Procedures; and
- managing the retention and oversight of all third parties retained for the Corporation's pensions plans, including the trustee, actuaries and investment managers.

The Pension Committee, whose members are Anthony R. Graham (Chair), J. Robert S. Prichard, Thomas F. Rahilly and Barbara Stymiest, had four meetings in 2012.

Environmental, Health and Safety Committee

The Environmental, Health and Safety Committee (“EH&S Committee”) is responsible for reviewing and monitoring the Corporation’s policies, procedures, practices and compliance in the areas of environmental affairs, food safety and workplace health and safety. The EH&S Committee receives periodic reports on risks and risk management activities in these areas.

The EH&S Committee, whose members are Warren Bryant (Chair), Isabelle Marcoux and Thomas F. Rahilly, had three meetings in 2012.

Executive Committee

The Executive Committee possesses all of the powers of the Board except the power to declare common dividends and certain other powers specifically reserved by the Board pursuant to applicable law. The Executive Committee acts only when it is not practicable for the full Board to meet. The Executive Committee did not have any meetings in 2012.

Ethical Business Conduct

The Corporation’s Code of Conduct (the “Code”) reflects the Corporation’s long-standing commitment to high standards of ethical conduct and business practices. The Code is reviewed annually to ensure it is current and reflects best practices in the area of ethical business conduct. In 2012, the Corporation conducted a comprehensive review and redesign of the Code to ensure it matched the industry’s best practices. The Code addresses several compliance issues including compliance with laws, rules and regulations, confidentiality and fair dealing with the Corporation’s shareholders, customers, suppliers and competitors. All directors, officers and employees of the Corporation are required to comply with the Code and must acknowledge their commitment to abide by the Code on a periodic basis. The Audit Committee receives periodic reports on any compliance issues. The Code is available on the Corporation’s website at www.weston.ca.

The Corporation has established an Ethics and Conduct Committee, comprised of senior management, which reviews all material breaches of the Code. The Ethics and Conduct Committee also oversees the implementation of the Code and the education of employees regarding the Code and reviews the Code annually to determine if it requires revision.

The Code also deals with conflicts of interest. Should a director, officer or employee have a conflict of interest with respect to any matter, that individual is required to bring the conflict to the attention of the Ethics and Conduct Committee and, if a director has a conflict with respect to any matter, he or she may not participate in any discussion or vote on the matter. The Code also addresses such matters as the protection of confidential information and the protection and proper use of the Corporation’s assets.

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

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

Orientation and Continuing Education

The Governance Committee is responsible for the orientation and education of new directors about the business of the Corporation and co-ordinates an in-depth orientation session. The session typically includes an overview of the Corporation's history and operations, a review of industry conditions and an introduction to the Corporation's senior management team. New directors are provided with a directors' guide containing details of the Corporation's operations, the structure and role of the Board and its committees, the Board's mandate, compliance requirements for directors, corporate policies, as well as agendas and minutes for recent Board and committee meetings. New directors are provided with additional historical financial information, opportunities to visit the Corporation's facilities and stores and opportunities for one-on-one meetings and discussions with the executive leadership team and other directors. The goal of the orientation session held in 2012 was to ensure that new directors fully understand the nature and operation of the Corporation's businesses. One-on-one meetings may be arranged with the heads of each of the Corporation's principal business groups for a new director to learn about the various functions and activities of the Corporation. On an ongoing basis, as part of regular Board meetings, directors are given presentations on various aspects of the Corporation's operations.

All Board members participate in three separate strategic meetings, including an annual two-day off-site session with management. At these sessions, each operating division presents a review of its activities and its outlook and strategies for the long-term. In addition, at least one off-site Board meeting is held each year to familiarize directors with regional operations. Such meetings include visits to the Corporation's manufacturing facilities and meetings with local senior management. Members of the Board also participate periodically in senior management meetings and Loblaw strategy meetings. These meetings involve presentations by, and discussions with, senior executives responsible for different aspects of the business of the Corporation. The Governance Committee also receives periodic reports on regulatory developments and matters of general interest in the area of corporate governance and executive compensation. As well, directors are canvassed on specific topics relevant to the Board or to a specific committee that they would like to learn more about. These topics are included as part of the agenda for regularly scheduled Board and committee meetings.

Assessment of the Board and its Committees

Each year, the Governance Committee undertakes a review process to assess the performance and effectiveness of the Board and its committees. This process includes a confidential questionnaire completed by each of the directors soliciting feedback from directors on matters including the operation of the Board and its committees, the adequacy of information provided to directors, Board structure and agenda planning for Board meetings. The survey results are reviewed by the Governance Committee and then presented to the full Board.

Following the 2012 assessment, the members of the Board made recommendations for improvements in certain areas, including the involvement of the Board with the Corporation's strategic plan, succession planning recommendations for Board nominees, and relevant topics for future Board meetings. Each year, the Governance Committee reviews committee composition, recommends committee chairs and takes recommendations to the Board for approval.

Each year, in addition to the assessment that the Governance Committee performs in connection with compensation matters, the Governance Committee assesses, with the participation of the entire Board, the performance of the Executive Chairman and the President and reviews the results with the Board.

Nomination of Directors

The Governance Committee is responsible for the nomination of directors. The Governance Committee reviews the experience and performance of nominees for election to the Board and the appointment of directors to committees.

The Governance Committee meets on an annual basis, or when required, to assess the appropriate size of the Board and whether any vacancies are expected due to retirement or otherwise. As part of this assessment, the Governance Committee reviews the skill set of current Board members to determine skills and experience to be considered when recruiting new director nominees. In the event that vacancies are anticipated or otherwise arise, the Governance Committee considers candidates for Board membership. The members of the Board are canvassed with respect to potential candidates and each candidate is evaluated with respect to his or her experience and expertise, with particular attention paid to those areas of expertise that could best complement the current Board. The Governance Committee also assesses any concerns relating to potential conflicts, independence or time commitment that the candidate may present. The Executive Chairman, the Chair of the Governance Committee, as well as other members of the Governance Committee meet with the potential candidates to determine their interest, availability and suitability. The Governance Committee then presents its list of potential candidates and recommendations to the Board. A continuous list of potential candidates is kept with the records of the Governance Committee. The Governance Committee has identified Sarabjit S. Marwah as a candidate with skills and experience, particularly in the areas of strategic planning and finance, that would be beneficial to the Board and the Corporation.

Composition of the Governance Committee

One member of the Governance Committee, Mr. Graham, is an executive officer of Wittington, the principal shareholder of the Corporation, and he is not considered independent under the Governance Guidelines. Because of Wittington's significant stake in the Corporation and the alignment of its interests with those of minority shareholders of the Corporation, namely, the creation of value and long-term growth, the Board has determined that it is appropriate for Mr. Graham to be a member of the Governance Committee. The remainder of the members of the Governance Committee are independent directors. The Board believes that the presence of a majority of independent directors on the Governance Committee and the alignment of interests described above ensures that objective compensation and nominating processes are in the interests of all shareholders.

CORPORATE GOVERNANCE MATTERS

Disclosure Policy

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

Disclosure Committee

A Disclosure Committee comprised of senior management of the Corporation oversees the Corporation's disclosure process as outlined in the Disclosure Policy. The Disclosure Committee's mandate includes ensuring

that effective controls and procedures are in place to allow the Corporation to satisfy all of its continuous disclosure obligations including certification requirements. The Disclosure Committee is also responsible for ensuring that the policies and procedures contained in the Corporation's Disclosure Policy are in compliance with regulatory requirements.

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

OTHER INFORMATION**DIRECTOR AND OFFICER LIABILITY INSURANCE**

The Corporation maintains insurance for the benefit of its directors and officers, and the directors and officers of its subsidiaries, in respect of the performance by them of their duties. The Corporation's annual insurance premium in 2012 was \$594,774 (shared with Loblaw). The insurance limit is \$100 million per year on an aggregate basis or per occurrence basis. There is no deductible in the case of directors and officers and a deductible of up to a maximum of \$500,000 for the Corporation.

NORMAL COURSE ISSUER BID

The Corporation has a Normal Course Issuer Bid (the "Issuer Bid") on the TSX which allows for the purchase and cancellation of up to 6,409,499 Common Shares at market prices. A copy of the Corporation's Notice of Intention filed with the TSX can be found at www.sedar.com. The current Issuer Bid expires on May 10, 2013. The Corporation intends to renew the Issuer Bid.

ADDITIONAL INFORMATION

The Corporation is a reporting issuer under the applicable legislation of all of the provinces and territories of Canada and is required to file consolidated financial statements and information circulars with the various securities commissions. The Corporation has filed its Annual Information Form with those securities commissions which, among other things, contained all of the disclosure required by Form 52-110F1 under National Instrument 52-110 – *Audit Committees*.

Additional copies of the Corporation's latest Annual Information Form, the Corporation's 2012 Annual Report and this Circular can be obtained upon request from the Senior Vice President, Financial Control and Investor Relations of the Corporation at 22 St. Clair Avenue East, Suite 701, Toronto, Ontario M4T 2S7.

Financial information is provided in the Corporation's audited consolidated financial statements and management's discussion and analysis for its most recently completed financial year.

Additional information about or relating to the Corporation can also be found at www.weston.ca and www.sedar.com or by dialing in for regularly scheduled conference calls. Additional information with regard to Loblaw can be found at www.loblaw.ca and www.sedar.com.

SHAREHOLDER PROPOSALS

There were no shareholder proposals received in relation to the Meeting.

The Canada Business Corporations Act permits eligible shareholders of the Corporation to submit shareholder proposals for consideration at the Annual Meeting of Shareholders. The final date for submission of proposals by shareholders to the Corporation for inclusion in the Management Proxy Circular in connection with the 2014 Annual Meeting of Shareholders is December 18, 2013.

CONTACTING THE BOARD OF DIRECTORS

Shareholders, employees and other interested parties may communicate directly with the Board through the Lead Director by writing to:

Lead Director
George Weston Limited, Suite 2001
22 St. Clair Avenue East
Toronto, Ontario M4T 2S7

BOARD APPROVAL

The contents and sending of this Circular to shareholders entitled to receive notice of the Meeting, to each director, to the external auditors of the Corporation and to the appropriate government agencies have been approved by the Board.

A handwritten signature in black ink, appearing to read 'RABM', with a large, sweeping initial 'R'.

Robert A. Balcom

Senior Vice President, General Counsel – Canada and Secretary

Dated in Toronto, Ontario
March 18, 2013

SCHEDULE A**MANDATE OF THE BOARD OF DIRECTORS****1. ROLE**

The role of the Board is to provide governance and stewardship to the Corporation. Its role is to review corporate strategy, assign responsibility to management for achievement of that strategy, establish limitations on the authority delegated to management and monitor performance against approved objectives. In fulfilling this role, the Board regularly reviews management's strategic plans so that they continue to be responsive to the changing business environment in which the Corporation operates. The Board oversees the Corporation's approach to corporate governance, succession planning, risk management activities, internal control over financial reporting, disclosure controls and procedures, and information systems. Through its oversight, the Board ensures that the Corporation accurately and fairly reports financial and other information to shareholders, other stakeholders and the public. The Board is required to appoint corporate officers. The Board satisfies itself as to the integrity of senior management, that the Corporation engages in ethical and legal conduct and that senior management maintains a culture of integrity throughout the Corporation.

2. RESPONSIBILITIES

To ensure that it fulfills its role, the Board will:

(a) Define Shareholder Expectations and Monitor Corporate Performance

- Determine, from time to time, the appropriate criteria against which to evaluate performance, and set corporate strategic goals and objectives within this context.
- Monitor performance against both corporate strategic goals and objectives.

(b) Establish Strategic Goals, Performance Objectives and Operational Policies

The Board will review and approve broad strategic objectives and values against which corporate performance will be measured. In this regard, the Board will:

- Approve long-term strategies.
- Review and approve management's strategic and operational plans so that they are consistent with long-term goals.
- Approve strategic and operational policies within which management will operate.
- Approve significant acquisitions, sales of assets or shares, and material financing arrangements.
- Review and approve the Corporation's dividend policy and approve the payment of dividends.
- Set targets and budgets against which to measure corporate and executive performance.
- Satisfy itself of the appropriateness of all executive and colleague compensation matters and that a portion of executive compensation is linked appropriately to corporate performance.
- Satisfy itself that a process is in place with respect to the appointment, development, evaluation and succession of senior management.

(c) Delegate Management Authority to the Executive Chairman and the President

- Delegate to the Executive Chairman and the President the authority to manage and supervise the business of the Corporation and to make decisions regarding the Corporation's ordinary course of business and operations that are not specifically reserved to the Board under the terms of that delegation of authority.

- Determine what, if any, executive limitations may be required in the exercise of the authority delegated to management.

(d) Monitor Financial Disclosure

- Oversee the Corporation's financial reporting and disclosure obligations in accordance with applicable law.
- Approve the Corporation's financial statements, management's discussion and analysis and related releases.
- Oversee the Corporation's compliance with applicable audit, accounting and reporting requirements, including in the areas of internal control over financial reporting and disclosure controls and procedures.

(e) Monitor Enterprise Risk Management Program

- Oversee the Corporation's enterprise risk management program, including its design and structure and assessment of its effectiveness.
- Approve management's approach to enterprise risk management, including the identification and assessment of the principal risks, through the receipt of periodic reports from the Committee Chairs or management, as appropriate.
- Delegate, as appropriate, the oversight of the enterprise risk management design and structure and assessment of its effectiveness to the Audit Committee and the oversight of the principal risks to the appropriate committee.

(f) Oversee Effective External Communications

- Satisfy itself that there is effective communication between the Board and the Corporation's shareholders, other stakeholders and the public.
- At least annually, with the assistance of the Audit Committee, review and approve any material changes to the Corporation's disclosure policy.

(g) Monitor Corporate Governance

- Develop, and monitor compliance with, a set of corporate governance principles and guidelines.
- Appoint a Lead Director who is independent to provide leadership to the Board and the independent directors, including presiding over meetings or sessions of the non-management directors and consulting with the Executive Chairman on any matters arising out of such sessions.
- Ensure that independent directors hold regular meetings without the attendance of management or non-independent directors.
- Review the Board's mandate on an annual basis and make appropriate revisions.
- Develop, adopt and regularly review position descriptions for the Executive Chairman, the President, the Lead Director and the Chair of each committee of the Board.
- Assess the effectiveness and performance of the Board and its committees as well as their individual members.

(h) Monitor Corporate Social Responsibility, Integrity and Ethics

- Ensure that senior executives maintain a culture of integrity throughout the Corporation.
- Adopt a written code of conduct which is applicable to employees, officers and directors of the Corporation, and monitor compliance with the code.

- Monitor and receive periodic reports on policies and practices related to corporate social responsibility.

3. COMPOSITION

The Board shall be comprised of a majority of independent directors. For this purpose, a director is independent if he or she would be Independent within the meaning of National Instrument 58-101 – Disclosure of Corporate Governance Practices, as the same may be amended from time to time.

4. COMMITTEES

The Board has established committees and delegated appropriate authority and responsibilities to such committees as it approves from time to time. The Board has established the following committees:

- the Audit Committee (comprised entirely of independent directors);
- the Governance, Human Resource, Nominating and Compensation Committee (comprised of a majority of independent directors);
- the Environmental, Health and Safety Committee;
- the Pension Committee; and
- the Executive Committee.

Circumstances may warrant the establishment of new committees, the disbanding of current committees or the reassignment of authority and responsibilities amongst committees. The authority and responsibilities of each committee are set out in a written mandate, as approved by the Board. At least annually, each mandate shall be reviewed and, on the recommendation of the Governance, Human Resource, Nominating and Compensation Committee, approved by the Board. Each committee Chair shall provide a report to the Board on material matters considered by the committee at the next regular Board meeting following such committee's meeting.

5. ORIENTATION AND CONTINUING EDUCATION

With the Governance, Human Resource, Nominating and Compensation Committee, the Board shall ensure that all directors receive a comprehensive orientation program and continuing education in connection with their role, responsibilities, the business of the Corporation, and the skills they must use in their roles as directors.

6. EQUITY OWNERSHIP BY DIRECTORS

The Board shall oversee directors' compliance with the Corporation's Share Ownership Policy.