

## Accounting, Auditing and Internal Controls Complaints Procedures

### 1.0 Purpose

The mandate of the Audit Committee of the Board of Directors of George Weston Limited (the “Company”) provides that the Audit Committee is responsible for the procedures for the receipt, retention, treatment and follow-up of complaints received by the Company regarding accounting, internal controls, disclosure controls or auditing matters and for the confidential, anonymous submission of concerns by employees of the Company regarding accounting, internal controls, or auditing matters.

These procedures have been adopted by the Audit Committee to establish and describe procedures for the receipt and treatment of such complaints and concerns (“Complaints”).

### 2.0 Application

These procedures apply to all directors, officers and employees of George Weston Limited and its subsidiaries, excluding Loblaw Companies Limited and Choice Properties REIT, which have their own procedures in this regard, and their respective subsidiaries.

### 3.0 Scope and Examples of Complaints

The following is a list of types of Complaints which must be reported:

- (a) tampering with any Company accounting or audit-related records or documents (in any format, including electronic records such as e-mails) or destroying any Company accounting or audit-related records or documents except as otherwise permitted or required by the Company’s records retention guidelines;
- (b) fraud or deliberate error in the preparation, evaluation, review or audit of any of the Company’s financial statements;
- (c) fraud or deliberate error in the recording and maintaining of the Company’s financial records (for example, overstating expense reports, falsifying time sheets, preparing erroneous invoices, misstating inventory records or describing an expenditure for one purpose when, in fact, it is being made for something else);
- (d) deficiencies in or non-compliance with the Company’s internal accounting controls (for example, circumventing the internal control compliance process);
- (e) misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in the Company’s financial records, financial reports or audit reports; and
- (f) any effort to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external accountant or auditor in connection with the preparation, examination, audit or review of any financial statement or records of the Company.

Fraudulent activities which are not related to accounting, internal controls, disclosure controls or auditing matters must be reported in accordance with the Company’s Code of Business Conduct and dealt with in accordance with the Company’s Anti-Fraud Policy.

#### **4.0 Reporting of Complaints**

Everyone subject to these procedures must report Complaints promptly and in any event within 24 hours of becoming aware of the subject matter of the Complaint. Except as permitted under applicable securities laws, rules or regulations, Complaints may be brought in any of the following ways:

- (a) anonymously by using the Integrity Action Line at 1-800-594-1495 or [www.gwlintegrity.com](http://www.gwlintegrity.com);
- (b) by speaking to the most senior manager in your group or your human resources representative, or by email to the Compliance mailbox ([compliance@weston.ca](mailto:compliance@weston.ca));
- (c) by contacting, by phone, in writing or by e-mail, one of the individuals set out on Appendix "A"; or
- (d) if the Complaint is about one of the foregoing individuals, the chair of the Audit Committee may be contacted by using the contact information set out on Appendix "B".

#### **5.0 Anonymity and Confidentiality**

Complaints may be made on an anonymous basis. Unless otherwise required by law, the Company will maintain the strict confidentiality of the subject of the Complaint and the identity of the person making the Complaint (if disclosed). Such information will only be made available to those individuals who need to know of the Complaint, including any regulators and/or law enforcement individuals, as required, in order for the Complaint to be properly investigated and addressed.

#### **6.0 Prohibition on Retaliation**

In no circumstances will there be any reprisals by the Company or any of its employees against any person who has in good faith made a Complaint. "Reprisals" means termination, demotion, discipline or any other action with an adverse effect on such person. Nor shall any employee, officer or director of the Company take any such actions with the aim of preventing any person from making a Complaint. Engaging in any of the above conduct will result in discipline, up to and including termination of employment.

#### **7.0 Investigation of Complaints**

Upon the receipt of a Complaint, the following individuals will be notified unless one of them is the subject of a Complaint in which case that individual shall not be notified:

- Chief Financial Officer
- Chief Legal Officer and Secretary
- Senior Vice President and Group Chief Risk Officer
- Chair of the Audit Committee

The Senior Vice President and Group Chief Risk Officer, and the Chief Legal Officer, unless one of them is the subject of a Complaint, in which case only the other, shall:

- (a) Determine whether an investigation into the Complaint is advisable;
- (b) Immediately commence an investigation into the Complaint, if applicable;
- (c) Involve and inquire of others in the course of the investigation but only to the extent necessary so as to preserve confidentiality;
- (d) Involve law enforcement officials to the extent required or deemed appropriate;

- (e) Within thirty (30) days of the receipt of the Complaint, use best efforts to reach a conclusion as to whether the Complaint was unfounded or substantiated;
- (f) Within sixty (60) days of the receipt of the Complaint, prepare a report which outlines:
  - (i) whether or not the claim was substantiated;
  - (ii) a summary of major findings of the investigation; and,  
if the Complaint was substantiated;
  - (iii) recommendations for appropriate disciplinary action, if any; and
  - (iv) recommendations for actions which may be taken to prevent future similar incidents.
- (g) Immediately upon completion of the report referred to in (f), submit the report to the Chair of the Audit Committee.

## **8.0 Retention of Complaints**

All Complaints shall be fully documented by the individuals who receive them. Information collected in the course of an investigation into a Complaint and the report on such investigation required by these Procedures shall be retained by the Company for seven (7) years and shall be marked "Privileged and Confidential". All documents and files in connection with a Complaint shall be consolidated and kept in one secure location.

## **9.0 Interpretation**

Any questions concerning these Procedures should be directed to the Chief Legal Officer and Secretary or one of his or her delegates. Responsibility for the interpretation of these Procedures rests jointly with the Chief Legal Officer and Secretary and the Chief Financial Officer.

## **10.0 Review**

These Procedures shall be reviewed annually by the Audit Committee.

## **Accounting, Auditing and Internal Controls Complaints Procedures**

### **Appendix “A”**

#### **Contact Information**

Chief Financial Officer  
22 St Clair Avenue East  
Suite 2001  
Toronto, Ontario M4T 2S7  
Tel.: (416) 965-5730

Chief Legal Officer and Secretary  
22 St Clair Avenue East  
Suite 700  
Toronto, Ontario M4T 2S5  
Tel.: (416) 965-5433

Senior Vice President and Group Chief Risk Officer  
22 St Clair Avenue East  
Suite 700  
Toronto, Ontario M4T 2S5  
Tel.: (416) 965-5540

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### **Appendix “B”**

#### **Audit Committee Chair Contact Information**

Chair of the Audit Committee  
“Private and Confidential”  
c/o George Weston Limited  
22 St. Clair Avenue East  
Suite 700  
Toronto, Ontario M4T 2S5